
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 20-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2019

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report _____

For the transition period from _____ to _____

Commission file number 1-15028

CHINA UNICOM (HONG KONG) LIMITED

(Exact Name of Registrant as Specified in Its Charter)

N/A
(Translation of Registrant's Name Into English)

Hong Kong
(Jurisdiction of Incorporation or Organization)

75th Floor, The Center
99 Queen's Road Central
Hong Kong
(Address of Principal Executive Offices)

Yung Shun Loy Jacky
Telephone: +852 2121 3220
Facsimile: +852 2121 3232
75th Floor, The Center
99 Queen's Road Central
Hong Kong
(Name, Telephone, E-mail and/or Facsimile Number and Address of Company Contact person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange On Which Registered
Ordinary shares*	CHU	The New York Stock Exchange, Inc.

* Not for trading, but only in connection with the listing on The New York Stock Exchange, Inc. of American depositary shares, or ADSs, each representing 10 ordinary shares.

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None
(Title of class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None
(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of December 31, 2019, 30,598,124,345 ordinary shares were issued and outstanding.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards[†] provided pursuant to Section 13 (a) of the Exchange Act.

[†]The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

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Note Regarding Forward-Looking Statements

This annual report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements may include, without limitation, statements relating to (i) our plans and strategies and our ability to successfully execute these plans and strategies, including those in connection with our mergers and acquisitions and capital expenditures; (ii) our plans for network expansion, including those in connection with the build-out of our mobile services and network infrastructure; (iii) our competitive position, including our ability to upgrade and expand existing networks and increase network efficiency, to improve existing services and offer new services, to develop new technological applications and to leverage our position as an integrated telecommunications operator and expand into new services and markets; (iv) our future business condition, including our future financial results, cash flows, financing plans and dividends; (v) the future growth of market demand of, and opportunities for, our new and existing products and services; and (vi) future regulatory and other developments in the PRC telecommunications industry.

The words “anticipate”, “believe”, “could”, “estimate”, “intend”, “may”, “seek”, “will” and similar expressions, as they relate to us, are intended to identify certain of these forward-looking statements. We do not intend to update any of these forward-looking statements and are under no obligation to do so.

The forward-looking statements contained in this annual report are, by their nature, subject to significant risks and uncertainties. In addition, these forward-looking statements reflect our current views with respect to future events and are not a guarantee of our future performance. Actual results may differ materially from those expressed or implied in the forward-looking statements as a result of a number of factors, including, without limitation:

- our ability to effectively sustain our growth and to achieve or enhance profitability;
- changes in the regulatory regime and policies for the PRC telecommunications industry, including without limitation, changes in the regulatory and tariff policies of the State Council of the PRC, or the State Council, the Ministry of Industry and Information Technology, or the MIIT, the State-owned Assets Supervision and Administration Commission, or the SASAC, and other relevant government authorities of the PRC;
- changes in the PRC telecommunications industry resulting from the issuance of licenses for telecommunications services by the central government of the PRC;
- changes in telecommunications and related technologies including the fifth generation mobile telecommunications, or 5G, and future generations of mobile technologies, and applications based on such technologies, including testing and monetization of 5G and future generations of mobile technologies;
- the level of demand for telecommunications services, in particular, the fourth generation mobile telecommunications, or 4G, and 5G services;
- competitive forces from more liberalized markets and our ability to retain market share in the face of competition from existing telecommunications companies and potential new market entrants;
- effects of restructuring and integration (if any) in the PRC telecommunications industry and any cooperation among the PRC telecommunications operators;
- the availability, terms and deployment of capital and the impact of regulatory and competitive developments on capital outlays;

- the potential impact of restrictions, sanctions or other legal or regulatory actions under relevant laws and regulations in various jurisdictions on our company, our suppliers and other business partners;
- changes in the assumptions upon which we have prepared our projected financial information and capital expenditure plans;
- costs and benefits from our investment in and arrangements with the China Tower Corporation Limited, or the Tower Company (formerly known as China Communications Facilities Services Corporation Limited);
- impact of the COVID-19 pandemic, a disease caused by a novel strain of coronavirus known as SARS-CoV-2, on the global economy, the PRC economy and our operations and financial performance;
- results and effects of any investigation by the relevant PRC regulatory authorities overseeing State-owned enterprises and their directors, officers and employees; and
- changes in the political, economic, legal, tax and social conditions in China, including the PRC Government’s policies and initiatives with respect to foreign exchange policies, foreign investment activities and policies, entry by foreign companies into the Chinese telecommunications market and structural changes in the PRC telecommunications industry.

Please also see “D. Risk Factors” under Item 3.

Certain Definitions and Interpretations

As used in this annual report, references to “we”, “us”, “our”, the “Company”, “our company” and “Unicom” are to China Unicom (Hong Kong) Limited (formerly known as China Unicom Limited). Unless the context otherwise requires, these references include all of our subsidiaries. In respect of any time prior to our incorporation, references to “we”, “us”, “our” and “Unicom” are to the telecommunications businesses in which our predecessors were engaged and which were subsequently assumed by us. All references to “Unicom Group” are to China United Network Communications Group Company Limited (formerly known as China United Telecommunications Corporation), our indirect controlling shareholder. Unless the context otherwise requires, these references include all of Unicom Group’s subsidiaries, including us and our subsidiaries.

All references to “China Netcom” are to China Netcom Group Corporation (Hong Kong) Limited, which merged with us in October 2008, and, as the context may require, its subsidiaries. References to “Netcom Group” mean China Network Communications Group Corporation, which merged with, and was absorbed by, Unicom Group in January 2009 and, as the context may require, its subsidiaries, other than us and our subsidiaries.

As used in this annual report:

- references to “China” or “PRC” mean the People’s Republic of China, excluding, for purposes of this annual report, Hong Kong, Macau and Taiwan, and references to the “central government” or the “PRC Government” mean the central government of the PRC. Certain statistical information set forth in this annual report on Form 20-F relating to China is taken or derived from various publicly available government publications that have not been prepared or independently verified by us, and such statistical information may not be consistent with other statistical information from other sources within or outside China;
- references to “our fixed-line northern service region” mean the 10 municipalities, provinces and region where we operate fixed-line services in northern China, consisting of Beijing and Tianjin Municipalities, and Hebei, Henan, Shandong, Liaoning, Heilongjiang, Jilin, and Shanxi Provinces, and the Inner Mongolia Autonomous Region;

- references to “Hong Kong Stock Exchange” or “HKSE” mean The Stock Exchange of Hong Kong Limited, and references to “NYSE” or “New York Stock Exchange” mean The New York Stock Exchange, Inc.; and
- references to “Renminbi” or “RMB” are to the currency of the PRC, references to “U.S. dollars” or “US\$” are to the currency of the United States of America, references to “HK dollars” or “HK\$” are to the currency of the Hong Kong Special Administrative Region of the PRC and references to “Euro” are to the currency of the eurozone (19 of the 27 member states of the European Union).

PART I

Item 1. Identity of Directors, Senior Management and Advisers

Not Applicable.

Item 2. Offer Statistics and Expected Timetable

Not Applicable.

Item 3. Key Information

A. Selected Financial Data

The following tables present selected historical financial data of our company as of and for the years ended December 31, 2015, 2016, 2017, 2018 and 2019. Except for amounts presented in U.S. dollars, the selected historical consolidated statements of income data (other than ADS data) for the years ended December 31, 2017, 2018 and 2019 and the consolidated statements of financial position data as of December 31, 2018 and 2019 set forth below should be read in conjunction with, and are qualified in their entirety by reference to, our audited consolidated financial statements, including the related notes, included elsewhere in this annual report on Form 20-F. The selected historical consolidated statements of income data (other than ADS data) for the years ended December 31, 2015 and 2016 and the consolidated statements of financial position data as of December 31, 2015, 2016 and 2017 set forth below should be read in conjunction with and are qualified in their entirety by reference to our audited consolidated financial statements that are included in our previous annual reports on Form 20-F. Our consolidated financial statements as of and for the years ended December 31, 2015, 2016, 2017, 2018 and 2019 have been prepared and presented in accordance with International Financial Reporting Standards, or IFRS, as issued by the International Accounting Standards Board.

In October 2015, we, through our wholly own subsidiaries, China United Network Communications Corporation Limited, or CUCL, and Unicom New Horizon Telecommunications Company Limited, or Unicom New Horizon, completed the disposal of certain of our telecommunications towers and related assets to the Tower Company. See “A. History and Development of the Company — Establishment of the Tower Company and the Disposal of Telecommunications Towers” under Item 4. As we owned 28.1% of the share capital of the Tower Company at the completion of the disposal, we recognized at the completion 71.9% of the gains on such disposal, with the remaining amount of such gain amortized over the remaining useful life of the transferred assets.

As our business continues to evolve, we have been engaged in further integration of our mobile services, fixed-line services and other services, including offering more bundled service packages across mobile and fixed-line services. As such, in 2017, we began presenting the breakdown of service revenue on an integrated basis as revenue from voice usage and monthly fees, broadband and mobile data services, data and Internet application services, other value-added services, interconnection fees, transmission lines usage and associated services and other services. The relevant presentation for our service revenue in 2015 and 2016 has therefore been reclassified to conform with current year’s presentation.

We publish our consolidated financial statements in Renminbi. Solely for the convenience of the reader, this annual report on Form 20-F contains translations of certain Renminbi and Hong Kong dollar amounts into U.S. dollars and vice versa at RMB6.9618 = US\$1.00 and HK\$7.7894 = US\$1.00, the noon buying rates in New York for cable transfers as certified for customs purposes by the Federal Reserve Bank of New York on December 31, 2019. The noon buying rates in New York for cable transfers as certified for customs purposes by the Federal Reserve Bank of New York are published on a weekly basis in the H.10 statistical release of the Board of Governors of the Federal Reserve System of the United States. These translations should not be construed as representations that the Renminbi or Hong Kong dollar amounts could actually be converted into U.S. dollars at such rates or at all.

As of or for the year ended December 31,						
2015	2016	2017	2018	2019	2019	
RMB	RMB	RMB	RMB	RMB	RMB	US\$ ⁽¹⁾

(in millions, except for per share data)

Consolidated Statements of Income Data:

Revenue

Total service revenue ⁽²⁾	232,976	238,033	249,015	263,683	264,387	37,977
Voice usage and monthly fees	57,030	47,500	39,154	32,486	26,440	3,798
Broadband and mobile data services	105,634	118,209	137,133	148,431	146,534	21,048
Data and Internet application services	12,936	17,782	20,074	26,489	37,218	5,346
Other value-added services	27,411	24,187	22,793	24,606	21,251	3,053
Interconnection fees	15,514	14,748	14,233	13,708	12,893	1,852
Transmission lines usage and associated services	11,484	11,618	12,519	14,178	15,595	2,240
Other services	2,967	3,989	3,109	3,785	4,456	640
Sales of telecommunications products ⁽²⁾	44,073	36,164	25,814	27,194	26,128	3,753
Total revenue	277,049	274,197	274,829	290,877	290,515	41,730
Total costs, expenses and others	(263,014)	(273,413)	(272,236)	(277,796)	(276,348)	(39,695)
Income before income tax	14,035	784	2,593	13,081	14,167	2,035
Income tax expenses	(3,473)	(154)	(743)	(2,824)	(2,795)	(402)
Net income	10,562	630	1,850	10,257	11,372	1,633
Earnings per share for income attributable to equity shareholders during the year						
-Basic earnings per share ⁽³⁾	0.44	0.03	0.07	0.33	0.37	0.05
-Diluted earnings per share ⁽³⁾	0.44	0.03	0.07	0.33	0.37	0.05
-Basic earnings per ADS ⁽⁴⁾	4.41	0.26	0.74	3.33	3.70	0.53
-Diluted earnings per ADS ⁽⁴⁾	4.41	0.26	0.74	3.33	3.70	0.53
-Number of shares outstanding for basic earnings per share ⁽³⁾	23,947	23,947	24,567	30,598	30,598	30,598
-Number of shares outstanding for diluted earnings per share ⁽³⁾	23,947	23,947	24,567	30,598	30,598	30,598
-Number of ADS outstanding for basic earnings per ADS ⁽⁴⁾	2,395	2,395	2,457	3,060	3,060	3,060
-Number of ADS outstanding for diluted earnings per ADS ⁽⁴⁾	2,395	2,395	2,457	3,060	3,060	3,060

	As of or for the year ended December 31,					
	2015	2016	2017	2018	2019	2019
	RMB	RMB	RMB	RMB	RMB	US\$ ⁽¹⁾
(in millions, except for per share data)						
Consolidated Statements of Financial Position Data:						
Cash and cash equivalents and short-term bank deposits and restricted deposits	21,957	25,387	38,362	33,780	38,661	5,554
Property, plant and equipment	454,631	451,115	416,596	384,475	367,401	52,774
Right-of-use assets	—	—	—	—	43,073	6,187
Interest in associates	31,997	32,248	33,233	35,758	36,445	5,235
Inventories and consumables	3,946	2,431	2,239	2,388	2,359	339
Accounts receivable	14,957	13,622	13,964	14,433	17,233	2,475
Prepayments and other current assets	10,864	14,023	13,801	11,106	12,456	1,789
Financial assets at fair value through other comprehensive income	4,852	4,326	4,286	3,903	3,323	477
Total assets	610,346	614,154	571,983	540,320	562,499	80,798
Accounts payable and accrued liabilities	167,396	143,224	125,260	122,458	121,564	17,462
Short-term bank loans	83,852	76,994	22,500	15,085	5,564	799
Commercial papers	19,945	35,958	8,991	—	8,995	1,292
Current portion of long-term bank loans	84	161	410	441	437	63
Current portion of other obligations	2,797	3,141	2,987	2,844	2,604	374
Current portion of corporate bonds	—	2,000	—	16,994	—	—
Current portion of lease liabilities	—	—	—	—	10,790	1,550
Current portion of promissory notes	2,499	18,976	17,960	—	—	—
Long-term bank loans	1,748	4,495	3,473	3,173	2,869	412
Promissory notes	36,928	17,906	—	—	998	143
Corporate bonds	2,000	17,970	17,981	999	2,998	431
Lease liabilities	—	—	—	—	21,535	3,093
Taxes payable	3,163	732	1,121	911	1,534	220
Total liabilities	379,130	386,472	267,636	226,034	241,744	34,724
Equity attributable to equity shareholders of the Company	231,216	227,407	304,050	313,922	320,047	45,972
Share capital	179,102	179,102	254,056	254,056	254,056	36,493
Non-controlling interests	—	275	297	364	708	102
Total equity	231,216	227,682	304,347	314,286	320,755	46,074

	As of or for the year ended December 31,					
	2015	2016	2017	2018	2019	2019
	RMB	RMB	RMB	RMB	RMB	US\$(¹)
(in millions, except for per share data)						
Other Financial Data:						
Net cash inflow from operating activities	84,301	74,593	85,054	92,387	93,678	13,456
Net cash outflow from investing activities	(91,354)	(95,749)	(47,336)	(61,179)	(59,053)	(8,483)
Net cash inflow/(outflow) from financing activities	3,427	22,877	(28,414)	(34,058)	(29,765)	(4,275)
Net (decrease)/increase in cash and cash equivalents	(3,626)	1,721	9,304	(2,850)	4,860	698
Dividend declared per share	0.17	—	0.052	0.134	0.148	0.021

- (1) The translation of RMB into U.S. dollars has been made at the rate of RMB6.9618 to US\$1.00, the noon buying rate in New York for cable transfers as certified for customs purposes by the Federal Reserve Bank of New York on December 31, 2019. The noon buying rates in New York for cable transfers as certified for customs purposes by the Federal Reserve Bank of New York are published on a weekly basis in the H.10 statistical release of the Board of Governors of the Federal Reserve System of the United States. The translations are solely for the convenience of the reader.
- (2) Revenue from sales of products associated with the information and communication technology, or ICT, business, which was previously recorded as part of the fixed-line service revenue, has been reclassified as revenue from sales of telecommunications products since 2017 to better reflect the commercial nature of the transactions. The related figures for the years ended December 31, 2015 and 2016 have been reclassified on the same basis.
- (3) See Note 14 to our consolidated financial statements included elsewhere in this annual report on Form 20-F on how basic and diluted earnings per share are calculated under IFRS.
- (4) Earnings per ADS is calculated by multiplying earnings per share by 10, which is the number of shares represented by each ADS.

B. Capitalization and Indebtedness

Not Applicable.

C. Reasons for the Offer and Use of Proceeds

Not Applicable.

D. Risk Factors

Risks Relating to Our Business

We face intense competition from other telecommunications operators, including China Mobile and China Telecom, and other companies that provide telecommunications or related services, which may materially and adversely affect our financial condition, results of operations and growth prospects.

The telecommunications industry in China has been evolving. We, along with China Mobile Communications Group Co. Ltd., or China Mobile, and China Telecommunications Group Co. Ltd., or China Telecom, are the three full-service telecommunications service providers that operate both fixed-line and mobile telecommunications networks in China. See “A. History and Development of the Company — Restructurings of the Telecommunications Industry” under Item 4. We face intense competition in virtually all aspects of our services, including mobile services, fixed-line voice services, broadband services and data communications services, from China Mobile and China Telecom and expect that this competition will further intensify. In particular, we compete with China Mobile and China Telecom in mobile services. For fixed-line services, we are a leading fixed-line operator in northern China, while China Telecom has a dominant market position in southern China and the MIIT granted to China Mobile the approval to operate the fixed-line telecommunications business in December 2013. In addition, the PRC Government from time to time introduces new policies that may intensify competition among the three telecommunications operators. For example, the PRC government has started mobile number portability pilot programs in certain provinces and cities, and began to implement the program nationwide in China in November 2019. The mobile number portability program allows customers to switch mobile carriers while retaining their numbers, which may intensify the competition among telecommunication operators. In addition, in June 2019, the MIIT granted the permit to operate 5G digital cellular mobile communications service to Unicom Group, the ultimate parent company of our Company, China Mobile, China Telecom, and China Broadcasting Network Corporation Ltd, or China Broadcasting, respectively, which is expected to intensify the competition among us and other 5G communication service providers with respect to the planning and promotion of 5G development and commercialization. See “—We may encounter difficulties and challenges in the commercialization of 5G technologies.”

We also face increasing competition from other service providers, such as cable television companies and Internet service providers, which compete against our broadband access, voice and messaging services and other services by offering telecommunications or related services. Such competition may further intensify due to recent policies of the PRC Government. In the recent years, the PRC Government has been implementing policies regarding the convergence of television broadcast, telecommunications and Internet access networks, and has introduced a series of policies that encourage privately-owned enterprises to enter the telecommunications industry. For example, subsequent to a pilot program that started in 2013, the MIIT issued the Notice on Formal Commercialization of Mobile Telecommunications Resale Business in April 2018, pursuant to which the MIIT would accept applications from privately-owned enterprises to purchase mobile services from telecommunications operators and provide mobile services to end-customers after repackaging and rebranding. As of December 31, 2019, the MIIT had approved 42 companies to operate such business. See “B. Business Overview — Mobile Telecommunications Resale Business” under Item 4. In addition, in May 2016, the MIIT granted to China Broadcasting the approval to operate fixed-line broadband business, which has since then intensified and may continue to intensify the competition in this sector, and could have a material adverse effect on our business. Furthermore, due to the innovation of telecommunication technologies and services, we also compete against other telecommunication operators and service providers in new products and services, such as cloud computing, big data and artificial intelligence, or AI, and IoT services, which impose challenges to us in expanding our business in these new fields.

Intensive competition from China Mobile and China Telecom, as well as other companies that provide telecommunications or related services, could lead to loss of subscribers, lower usage or traffic volume of our telecommunications services, continued price pressure, higher customer acquisition and retention costs and higher labor costs, which may materially and adversely affect our financial condition, results of operations and growth prospects.

Adjustments in our charges for telecommunications services and products may have a material adverse effect on our financial condition and results of operations.

From time to time, we adjust our charges for telecommunications services and products by taking into account various factors, including the market conditions and policies of the PRC Government, and such adjustments may have a material adverse effect on our revenue and profitability. For example, the PRC government first introduced the new national policy of “speed upgrade and tariff reduction” in May 2015 and promulgated initiatives in furtherance of such policy every year. In particular, in March 2019, the PRC government, in its 2019 work report, introduced further “speed upgrade and tariff reduction” measures, including directives to (i) further reduce the broadband tariffs for small and medium enterprises by 15% on average and the tariffs for handset data by no less than 20% on average, and (ii) implement mobile number portability programs, which allow customers to switch mobile carriers while retaining their numbers, in China by the end of 2019.

Since May 2015, in order to expand our customer base as well as to comply with the relevant policies, we have, in addition to continuing increasing our network speed, implemented a series of tariff reduction measures, including but not limited to the launch of a mobile data carry-over program in October 2015, which allow subscribers of our data plans with pre-determined monthly data limit to carry over their unused data to the following month with no extra charge, the substantial reduction of Internet private line access tariff for small and medium enterprises customers and international long-distance call tariff since May 2017, the cancelation of domestic long-distance and roaming fee for mobile handset subscribers since September 2017 and the cancelation of domestic mobile data roaming fees since July 2018. In 2019, we continued to implement the “speed upgrade and tariff reduction” policy and launched more preferential tariff plans. For example, we reduced the unit price of our mobile data service and the broadband tariffs for small and medium enterprises in 2019. See “B. Business Overview — Regulatory and Related Matters — Tariff Setting” under Item 4. Such measures have adversely affected our service revenue in 2019.

In January 2020, the MIIT issued the Notice on Adjusting the Settlement Arrangement Standards for Internet Backbone Network Interconnections, pursuant to which, among others, we and China Telecom would cease to charge China Mobile for the current one-way payment of interconnection fees for Internet backbone network interconnections between China Mobile and us or China Telecom since July 1, 2020. Instead, Internet backbone network interconnections would be settled by full peering without charges among us, China Telecom and China Mobile. In 2019, we generated revenue of approximately RMB700 million from such fees, accounting for approximately 0.2% of our total revenue.

These adjustments in our charges for telecommunications services and products that have been or will be made by us have resulted in or will have an adverse effect on our operating revenue and profitability. Any future governmental policies in China or market conditions that require us to further reduce our charges for telecommunications services and products could materially and adversely affect our financial condition and results of operations.

Our ARPU of subscribers and net income fluctuated in recent years and may decline in the future.

Our average revenue per subscriber per month, or ARPU, of mobile billing subscribers decreased by 4.8% from 2017 to 2018 and further decreased by 11.6% from 2018 to 2019. Our ARPU of fixed-line broadband access subscribers decreased by 3.7% from 2017 to 2018 and further decreased by 6.7% from 2018 to 2019. We also experienced fluctuations in net income in recent years, although our net income increased by 10.9% from RMB10.3 billion in 2018 to RMB11.4 billion in 2019. We cannot guarantee that we will be able to maintain or increase our ARPU of subscribers or net income in the future, and failure to do so could have a material adverse effect on our financial condition and results of operations.

The successful development of our mobile services is subject to market demand, consumer acceptance, technological challenges, competition on service fees, terminal subsidies and other marketing expenses, and other uncertainties, and expected benefits from investments in our mobile networks.

Mobile services are one of our principal services, of which 4G and 5G services are two critical parts. We commercially launched our 4G services in March 2014. We will continue to make investments, as appropriate, in our 4G networks in the future, to expand our network coverage and improve our network quality. In June 2019, the MIIT granted the permit to operate 5G digital cellular mobile communications service to Unicom Group, the ultimate parent company of our Company. We commercially launched our 5G services in October 2019. In connection with 5G services, we have been cooperating with China Telecom on jointly building and sharing the 5G networks, expanding our 5G network coverage and capacity, improving our 5G network service capabilities, as well as facilitating the 5G commercialization. See “B. Business Overview—Research and Development” under Item 4. We have made and expect to continue to make substantial investments in the construction of infrastructure of our 5G network. However, there exist significant uncertainties in the amount of time and financial and operational resources needed to develop commercially viable technologies, the capital expenditures needed to construct necessary infrastructure, our suppliers’ ability to manufacture equipment and devices supporting the infrastructure of 5G system, competitive landscape, future expansion and application of 5G technologies in vertical industries, as well as market reception and demand of our 5G services. In addition, we will rely on China Telecom’s network to provide our 5G services in the regions for which they are responsible. If the 5G network co-building and co-sharing construction progress falls behind the mutually agreed plan or our subscribers are unsatisfied with the network quality in such regions and turn to our competitors, our business and results of operations might be adversely impacted.

We may experience various difficulties in the development of our 4G, 5G and other mobile services, including software, network, handset and other technical issues. We cannot assure you that we will be able to do so in a timely fashion or that we will not encounter other difficulties. Moreover, with respect to our mobile business, in particular our 4G and 5G services, we cannot assure you that:

- we will be able to gain access to sufficient resources at commercially reasonable terms and conditions for expansion of our mobile networks;

- our mobile services will be more popular among potential subscribers than those of our competitors; and
- our mobile services will generate an acceptable or commercially viable rate of return.

Any failure or delay in expanding and upgrading our mobile networks, any increase in the associated costs (including the costs and expenses that may be incurred as a result of the changes of our marketing and sales policies) could hinder the recovery of our significant capital investment in mobile services, respectively, which could in turn have a material adverse effect on our financial condition, results of operations and growth prospects.

Our business relies on the lease arrangements with the Tower Company as to telecommunications towers and related assets, and we may not be able to achieve the expected benefits from the establishment of the Tower Company and such lease arrangements.

In July 2014, we, China Mobile and China Telecom, the three major telecommunications operators in China, jointly established the Tower Company, which engages primarily in the construction, maintenance and operation of telecommunications towers and other ancillary facilities in China, as well as the provision of maintenance services of base station equipment. In October 2015, the Tower Company acquired telecommunications towers and related assets from us, China Mobile and China Telecom. In July 2016 and January 2018, we, through our wholly owned subsidiary, CUCL, and the Tower Company entered into a commercial pricing agreement, or the Pricing Agreement, and the supplementary agreement to such Pricing Agreement, or the Supplementary Agreement, respectively, in relation to the leasing of the telecommunications towers and related assets acquired and newly constructed by the Tower Company. In August 2018, the Tower Company completed its initial public offering and listed on the main board of the HKSE, and as a result, our equity interest in it was diluted. As of April 15, 2020, we, through CUCL, owned approximately 20.65% equity interest in the Tower Company. See “A. History and Development of the Company — Establishment of the Tower Company and the Disposal of Telecommunications Towers” under Item 4.

The main purpose for us to participate in the establishment of the Tower Company and lease telecommunications towers and related assets from the Tower Company is to enhance our telecommunications network coverage and capacity, realize long-term investment returns through the equity investment in the Tower Company and reduce capital expenditure as we ceased to construct telecommunications towers on our own. However, because we do not own a majority interest of, or otherwise control, the Tower Company, the Tower Company may not always act in the best interests of us, and there are uncertainties as to whether the services of the Tower Company can sufficiently support our business needs and plans, and whether the Tower Company can fulfill any usage arrangements to be agreed with us and properly operate, maintain and manage its assets.

Furthermore, since it is expected that, in principle, none of us, China Mobile or China Telecom will construct any telecommunications towers in the future, our business will rely on the lease arrangements with the Tower Company. We cannot assure you that we are able to use telecommunications towers and related assets on terms and conditions we desire. The Pricing Agreement, as supplemented and amended from time to time, provides for a pricing adjustment mechanism, which could result in a significant adjustment of the fees charged to us by the Tower Company in the future if there is any significant fluctuation in steel price, inflation and condition of the real estate market. Furthermore, prior to the expiration of lease periods of individual towers, we have to negotiate with the Tower Company new leases of such towers. If we are unable to enter into any new leases or if we are able to enter into new leases but the lease terms are less favorable to us, our business operations, financial condition and results of operations may materially and adversely affected. Failure of the Tower Company to fulfill any usage arrangements with us or properly operate, maintain and manage its telecommunications tower assets or to provide stable services to us could adversely affect the quality and uninterrupted services of our networks, which would in turn materially and adversely affect our business operations as well as our financial condition and results of operations.

The industry trends of mobile service substitution and mobile service migration from older generations to new generations may continue to have a material adverse effect on our older generations mobile services and fixed-line voice services, which may adversely affect our financial condition, results of operations and growth prospects.

As the technology of mobile services evolves, the trend of mobile service migration from older generations to new generations would generally have an adverse effect on our older generations' services, including a growth slowdown or a decrease in the number of subscribers and usage. In particular, our 2G services and 3G services, have been adversely affected by the trend of migration to 4G services and 5G services, which resulted in a decrease in our subscribers and revenue from our non-4G and non-5G mobile services in 2019. Although such trend of migration would increase our 4G and 5G service subscribers and revenue, we cannot guarantee that such increase can always fully offset the negative impact. Likewise, we, consistent with the industry trend, have experienced a decline in our fixed-line voice services for years, which is expected to continue due to the trend of mobile service substitution for fixed-line services.

Our mobile voice services have also been adversely affected by the trend of mobile service migration from voice services to non-voice services. In particular, primarily due to the increasing popularity of Over-the-Top services and products, such as instant messaging application, VoIP services, and video-chat software, we have experienced the trend of our mobile subscribers substituting voice services for non-voice services, such as mobile data services, which, among other factors, resulted in a decline in our revenue from voice services. Although increasing popularity of Over-the-Top services and products, among other factors, has contributed to the increase in the usage of mobile data and, thus, has a positive effect on our revenue from non-voice services, it may not be able to fully offset the negative impact on our voice services.

We have been taking various measures to attract our older generations mobile service subscribers to migrate to our 4G and 5G networks and those of our voice services to migrate to our non-voice services. Such measures include, among others, improvement of our products and services, acceleration of the construction and enhancement of coverage of our 4G and 5G networks, offering bundled services that integrate fixed-line and mobile services as well as strengthening our data traffic operation capability to encourage data usage. If these efforts are not successful, our financial condition, results of operations and growth prospects could be adversely affected.

Failure to respond to technological and industry developments in a timely and effective manner or failure to continually optimize, expand and upgrade our networks and infrastructure could materially and adversely affect our competitive position and hinder our growth.

The telecommunications industry in China and elsewhere in the world has been experiencing rapid and significant changes in the diversity and sophistication of the technologies and services offered. Such changes may render our existing services or technologies inadequate or obsolete. We cannot assure you that we will be able to respond to technological and industry developments in a timely and cost-effective manner. Our inability to respond successfully to technological or industry developments may adversely affect our financial condition, results of operations and growth prospects. Furthermore, if the new technologies adopted by us do not perform as expected, or if we are unable to effectively deliver new services based on these technologies in a commercially viable manner, our revenue may decline and our competitive position may be adversely affected.

For example, 5G technology and services are key components of our business strategy to compete in the mobile services market of China. In June 2019, the MIIT granted the permit to operate 5G digital cellular mobile communications service to the parent company of our Company, China Telecom, China Mobile and China Broadcasting. In October 2019, we commercially launched our 5G services. However, significant uncertainties exist in the development of our 5G technology and services, including the amount of time and financial and operational resources needed to develop commercially viable technologies, and the capital expenditures needed to construct necessary infrastructure. There is no assurance that we will be able to roll out 5G services timely and operate it in a cost-effective manner. Failure to respond to these uncertainties could disadvantage us from competing successfully in the mobile services market of China, and materially and adversely affect our revenue.

In addition, the growth of our business depends on whether we are able to continue to optimize the capacity, expand the coverage and improve the quality of, and upgrade our existing networks and infrastructure in a timely and effective manner. Our ability to expand and upgrade our networks and infrastructure is subject to a number of uncertainties, including our ability to achieve the following on a timely basis and on acceptable terms:

- manage technology migration in an effective manner, including effectively promoting the evolution of our network towards software-defined networking and network function virtualization, or SDN and NFV;

- obtain adequate financing;
- obtain relevant government licenses, permits and approvals;
- obtain adequate network equipment and software;
- retain experienced management and technical personnel;
- obtain sufficient spectrum frequencies, network numbers and other telecommunications resources controlled by the PRC Government;
- gain access to the sites for network construction or upgrade; and
- enter into interconnection and other arrangements with other operators.

If we are not able to timely and effectively overcome the uncertainties and difficulties we may encounter in expanding and upgrading our networks and infrastructure, our competitive position, financial condition, results of operations and growth prospects may be materially and adversely affected.

Our business may be materially and adversely affected by the COVID-19 pandemic.

In 2020, COVID-19, a disease caused by a novel strain of coronavirus, SARS-COV-2 has spread globally throughout Asia, Europe, North America and other regions. The World Health Organization announced in March 2020 that COVID-19 has developed into a pandemic. In response to the COVID-19 pandemic, China adopted various temporary control measures, including imposition of mandatory quarantine requirements, placement of travel restrictions, extension of the Lunar New Year Holiday, closure of public spaces, cancellation of public events and delay in the resumption of business operations. The affected countries and regions outside China have also adopted various quarantine and control measures. It is unclear how long the COVID-19 pandemic and the responsive quarantine and control measures would last.

We believe the COVID-19 pandemic will pose short term challenges to us. It may also accelerate the market demand for digital, Internet-based and intelligent telecommunication services. The COVID-19 pandemic could materially and adversely affect our business, financial condition and results of operations. In particular, the COVID-19 pandemic has resulted in a decrease in the customer traffic to our sales outlets, which may negatively affect our acquisition of new customers and development of new business. It has also caused a temporary delay in our network constructions in the first quarter of 2020, which we will have to catch up in order not to delay in our construction schedule on a full year basis. Furthermore, other adverse impacts caused by the COVID-19 pandemic may include the reduced demand for our products and services due to the decrease in customers' ability or willingness to spend, and the increase in our credit risk imposed by our customers, especially the small and medium enterprise customers, as a result of deteriorating financial condition.

In addition, if the global public health crisis caused by COVID-19 pandemic continues, it would have further adverse impact on global economy, China's economy and financial market in general, which will have a material adverse effect on our business, financial condition and results of operations. Furthermore, as there is significant uncertainty relating to future developments of the COVID-19 pandemic, we are not able at this time to estimate the full impact on our financial or operational results.

We are subject to risks associated with our company, our suppliers and other business partners which could be adversely affected by restrictions, sanctions or other legal or regulatory actions under relevant laws and regulations in various jurisdictions which could materially and adversely affect our business operations directly and indirectly.

While we primarily conduct our business in Mainland China, we also operate in other countries and regions. Furthermore, we procure our telecommunications network equipment, related maintenance and technical support and other equipment and services from certain PRC and overseas suppliers and also transact with other business partners. See “B. Business Overview—Networks” under Item 4. We, our suppliers and other business partners that have operations in various jurisdictions are subject to the laws and regulations in those jurisdictions such as the United States and the European Union and could be subject to restrictions, sanctions or other legal or regulatory actions in those jurisdictions, which could cause disruptions or other material difficulties in our business activities or their business activities. For example, on April 4, 2020, the President of the United States, in which we through our subsidiary offer certain telecommunication services, issued an executive order for the establishment of a committee to review foreign participation in the telecommunications services sector in the United States. Furthermore, as the supply of our telecommunications equipment relies on a global supply chain which is vulnerable to significant disruptions in the supply of parts and other items that are necessary for the relevant manufacturing activities. For instance, certain telecommunications equipment manufacturers were added by the U.S. government to an entity list in May 2019, which resulted in the imposition of additional licensing requirements on the export, re-export and transfer of goods, services and technology to such manufacturers. While the U.S. government issued a temporary general license partially restoring the said licensing requirements in limited types of transactions and extended the expiration dates of the temporary license for multiple times, there is no guarantee that the U.S. government will further extend the expiration date of the temporary license or fully withdraw the licensing requirements. Such disruptions could prevent those affected manufacturers from delivering equipment and services to us in accordance with the agreed terms of supply. This could negatively affect our business operations. We may not be able to find suitable alternative suppliers for the affected equipment in a timely manner. Even if we are able to find alternative suppliers, the commercial terms may not be comparable, and we could therefore be subject to a higher procuring cost. Furthermore, if any of our suppliers raises their prices due to an increase in international trade tariffs, we could be subject to a higher cost in procuring the relevant products. We may experience a significant delay in implementing the part of our business plans that relies on delivery of the affected network equipment and difficulties in timely improving our services that rely on those suppliers for upgrading our networks and related software and applications. Any of these and other consequences could materially and adversely affect our business, results of operations, financial condition and prospect and cause a significant volatility in and a decline in our share price.

Because we rely on arrangements with other telecommunications operators, changes to the terms or availability of these arrangements may result in disruptions to our services and operations and may result in customer dissatisfaction and materially and adversely affect our financial condition, results of operations and growth prospects.

Our ability to provide telecommunications services depends upon arrangements with other telecommunications operators. In particular, interconnection is necessary to complete all calls between our subscribers and subscribers of other telecommunications operators. We, either through ourselves or through Unicom Group, have established interconnection and transmission line leasing arrangements with other telecommunications operators, including our parent company, as required to conduct our current business. Any disruption to our interconnection with the networks of those operators or other international telecommunications operators with which we interconnect may affect our operations, service quality and customer satisfaction, thus adversely affecting our business. Furthermore, we are generally not entitled to collect indirect or consequential damages resulting from disruptions in the networks with which we are interconnected. Any disruption in existing interconnection arrangements and transmission line arrangements or any significant change of their terms, as a result of natural events or accidents or for regulatory, technical, competitive or other reasons, may lead to temporary service interruptions and increased costs that can seriously jeopardize our operations and adversely affect our financial condition, results of operations and growth prospects. Difficulties in executing alternative arrangements with other operators on a timely basis and on acceptable terms, including the inability to promptly establish additional interconnection links or increase interconnection bandwidths as required, could also materially and adversely affect our financial condition, results of operations and growth prospects.

Interruptions to our networks and operating systems or to those with which we interconnect, including those caused by natural disaster and service maintenance and upgrades, may disrupt our services and operations and may result in customer dissatisfaction and materially and adversely affect our financial condition, results of operations and growth prospects.

Our network infrastructure and the networks with which we interconnect are vulnerable to potential damages or interruptions from floods, wind, storms, fires, power loss, severed cables, acts of terrorism and similar events. The occurrence of a natural disaster or other unanticipated problems at our facilities or any other failure of our networks or systems, or the networks to which we are interconnected, may result in consequential interruptions in services across our telecommunications infrastructure. In 2019, certain areas of China suffered from natural disasters including typhoons, floods, mountain torrents, mudslides and landslides, and these natural disasters caused extensive damage to our network equipment, including our base stations and optical fiber networks, in the affected areas. As a result, we experienced service stoppage and other disruptions in our operations in those areas and also sustained economic losses. Any future natural disasters may, among other things, significantly disrupt our ability to adequately staff our business, and may generally disrupt our services and operations. Moreover, our networks and systems and the networks with which we interconnect also require regular maintenance and upgrades. Such maintenance and upgrades may cause service disruptions. Network or system failures, as well as abrupt high traffic volumes, may also affect the quality of our services and cause temporary service interruptions. Any such future occurrence may result in customer dissatisfaction and materially and adversely affect our financial condition, results of operations and growth prospects.

If we are unable to fund our capital expenditure and debt service requirements, our financial condition, results of operations and growth prospects will be materially and adversely affected.

We transferred our then-owned telecommunications towers and related assets to the Tower Company in October 2015, and since then have ceased to construct, maintain or operate telecommunications towers and we expect that our capital expenditure will decrease significantly as a result. However, we continue to have capital expenditure requirements for our mobile networks, broadband and data networks, telecommunications infrastructure and transmission networks, and debt service requirements necessary to implement our business strategies. We incurred capital expenditure of RMB56.4 billion in 2019. We expect to further increase our investment in the construction of infrastructure of our 5G network in 2020. To the extent that these capital expenditures exceed our cash resources, we will be required to seek additional debt or equity financing. We cannot assure you that we will be able to obtain future financing on a timely basis and/or on acceptable terms. Even if we obtain such financing, our financing cost may increase significantly as a result of additional financing or higher interest rate. See “Liquidity and Capital Resources” under Item 5. Our failure to do so may adversely affect our financial condition, results of operations and growth prospects. Our ability to obtain acceptable financing at any time may depend on a number of factors, including, among others:

- our financial condition and results of operations;
- our creditworthiness and relationship with lenders;
- changes in credit policies, other government or banking policies that may affect credit markets in China;
- conditions of the economy and the telecommunications industry in China;
- conditions in relevant financial markets in China and elsewhere in the world; and
- our ability to obtain any required government approvals for our financings.

We face risks associated with our Internet-related services.

We have been proactively exploring and developing certain innovative and Internet-related services, including mobile Internet, digital services and big data services. We face a number of risks in providing these services.

Our network and systems and those of our suppliers, vendors and other service providers may be vulnerable to cyber-attacks, such as unauthorized access, computer viruses and other disruptive problems. As a telecommunications operator, we are considered a critical information infrastructure operator under the relevant PRC law and therefore are subject to the regulations designed to protect critical information infrastructure. For example, under the Cybersecurity Law of China, or the Cybersecurity Law, we are required to perform a security assessment when transferring personal information and important data overseas if such personal information and important data are collected from our operation in China.

We also devote significant resources to network security, data security and other security measures to protect our systems and data. To safeguard us against cyber-attacks and to comply with laws and regulations related to cybersecurity, we have employed risk management and internal control systems and also adopted various measures including continuously strengthening our data security capabilities, establishing our data protection compliance policies and guidelines, self-examining potential risks of our data system, and implementing an emergency action plan. See “B. Business Overview — Regulatory and Related Matters — Cybersecurity” under Item 4. However, we cannot assure you that the security measures, policies and procedures we have implemented will not be circumvented or otherwise can fully protect the integrity of our network, including our mobile network. The inability to operate our networks and systems or those of our suppliers, vendors and other service providers as a result of cyber-attacks, even for a limited period of time, may result in significant expenses to us and/or a loss of market share to other competitors. Unauthorized access could jeopardize the security of confidential information stored in our customers’ computer systems and mobile phone systems and may subject us to litigation, liabilities for information loss and/or reputational damage. Eliminating computer viruses and other security problems may also require interruptions, delays or suspension of our services, reduce our customer satisfaction and cause us to incur costs.

As of April 15, 2020, we have not been subject to any material cyber-attacks or incidents, individually or in the aggregate, that had or would be expected to have a material adverse effect on our business and operations, nor had we been involved in any legal proceedings or regulatory investigations related thereto. However, there is no assurance that we will not experience them in the future. Additionally, as it is currently difficult to maintain sufficient insurance coverage relating to cybersecurity risks and incidents at commercially reasonable rates and terms, if we fall victim to any material cyber-attacks or involve in any legal proceedings or regulatory investigations relating to cybersecurity incidents, we may be subject to significant financial losses and legal liabilities, which could materially and adversely affect our results of operations, financial condition, prospects and reputation.

Furthermore, personal privacy, information security, and data protection are increasingly significant issues in China and other jurisdictions in which we operate. In China, the regulatory framework governing the collection, processing, storage and use of business information and personal data is rapidly evolving. For example, the Cybersecurity Law sets forth the general framework regulating network products, equipment and services, as well as the operation and maintenance of information networks, the protection of personal data, and the supervision and administration of cybersecurity in China. The PRC Government also published Information Security Technology — Personal Information Security Specification in 2018, setting forth detailed guidelines on the collection, utilization and retention of personal information and privacy protection, and Identification Methods for Illegal Collection and Use of Personal Information by Apps in 2019, stipulating standards for determining illegal acts of collecting and using personal information through mobile applications. In addition, regulators in other jurisdictions in which we operate are increasingly scrutinizing how companies collect, process, use, store, share and transmit personal data as well. This increased scrutiny may result in new interpretations of existing laws and new laws and regulations, thereby further impacting our business. These laws and regulations could significantly increase our cost of compliance and associated risk. Any failure or perceived failure to comply with applicable privacy, security, or data protection laws or regulations may result in significant potential legal liabilities and adversely affect our business.

In addition, because we provide connections to the Internet and host websites for customers and develop Internet content and applications, we may be perceived as being associated with the content carried over our network or displayed on websites that we host. We cannot and do not screen all of such content and may face litigations due to a perceived association with such content. These types of litigations have been brought against other providers of online services in the past. Regardless of the merits of the litigations, they can be costly to defend, divert management resources and attention, and may damage our reputation.

We are exposed to reputational and legal risks associated with telecommunications fraud carried out on our network.

Telecommunications fraud, in which a person defrauds another by means of telecommunications technologies including SMS, telephone, and Internet, exposes us to reputational and legal risks. If telecommunications fraud is committed on our network, we may be held liable for our failure to take adequate measures to prevent such fraud under relevant PRC laws and regulations, including but not limited to the Announcement on Preventing and Cracking Down on Telecom and Internet Frauds jointly released by the Supreme People's Court, the Supreme People's Procuratorate, the Ministry of Public Security, the MIIT, the People's Bank of China and the China Banking Regulatory Commission, or the CBRC in September 2016, the Practice Opinions on Further Prevention and Combating Telecommunications Information Fraud issued by MIIT in November 2016, the Notice on Advancing Key Tasks in Preventing Telecommunications Fraud issued by the MIIT in May 2019 and the Interpretation of the Supreme People's Court and the Supreme People's Procuratorate on Several Issues concerning the Application of Law in Handling Criminal Cases Involving Crimes of Illegally Using an Information Network or Providing Aid for Criminal Activities in Relation to Information Network released in October 2019.

We have carried out various technical and administrative measures to control and prevent such fraud. For example, we have implemented various measures to strengthen our management and control over sales and distribution channels, including carrying out the real-name registration system for our customers in accordance with the requirements of government authorities. In accordance with relevant laws, regulations and regulatory requirements, we have also developed a number of anti-fraud systems to detect and intercept fraud calls, spam SMS and smartphone malware, refined our customer service to facilitate the instant reporting of fraud, and strengthened the protection of customers' personal data from unauthorized access and leakage. However, we cannot and do not screen all of the information distributed through our network. There is no assurance that our measures to prevent or detect fraud will work effectively. Telecommunications fraud may still result in claims being brought against us and may damage our reputation and could have an adverse effect on our business and results of operations.

Our ultimate controlling shareholder, Unicom Group, can exert influence on us and cause us to make decisions that may not always be in the best interests of us or our other shareholders and may fail to provide services and facilities that we rely on to operate our business.

Unicom Group indirectly controlled an aggregate of approximately 79.9% of our issued share capital as of April 15, 2020 and all of our four executive directors also concurrently served as directors or executive officers of Unicom Group as of the same date. As our ultimate controlling shareholder, subject to our articles of association and applicable laws and regulations, Unicom Group is effectively able to control our management, policies and business by controlling the composition of our board of directors and, in turn, indirectly controlling the selection of our senior management, determining the timing and amount of our dividend payments, approving significant corporate transactions, including mergers and acquisitions, and approving our annual budgets. The interests of Unicom Group as our ultimate controlling shareholder may conflict with our interests or the interests of our other shareholders. As a result, Unicom Group may cause us to enter into transactions or take (or fail to take) other actions or make decisions that may not be in our or our other shareholders' best interests.

In addition, our operations depend on a number of services and facilities provided by Unicom Group. For example, Unicom Group provides us with international gateway services, interconnection services, sales agency and collection services and provision of premises. See "B. Related Party Transactions" under Item 7. The interests of Unicom Group as provider of these services and facilities may conflict with our interests. Failure by Unicom Group to fulfill its obligations under any of these arrangements may have a material adverse effect on our business operations. We currently have limited alternative sources of supply for these services and facilities and, as a result, may have limited ability to negotiate with Unicom Group regarding the terms for providing these services and facilities. Changes in the availability, pricing or quality of these services or facilities may have a material adverse effect on our business and profitability.

Competition from foreign-invested operators may further increase the competition for employees, exacerbate price competition and increase our operating expenses, thereby adversely affecting our financial condition, results of operations and growth prospects.

As a result of China's accession to the World Trade Organization, or WTO, in December 2001 and the adoption of the Regulations on the Administration of Foreign-Invested Telecommunications Enterprises in January 2002, which implement China's commitments to the WTO, the PRC Government has agreed to gradually liberalize the various segments and regions of the telecommunications market in China to foreign investors. Currently, foreign investors are permitted to own up to 49% of joint ventures that offer basic telecommunications services without any geographic restrictions in China and up to 50% of joint ventures that offer value-added telecommunications services without any geographic restrictions in China. More foreign-invested operators may enter China's telecommunications market as a result of this liberalization. They may have greater financial, managerial and technical resources and more expertise in network management and sales and marketing than we do.

Increased competition from foreign-invested operators into the PRC telecommunications market may further increase the competition for skilled and experienced employees, exacerbate price competition and increase our customer acquisition costs and other operating expenses, and thereby adversely affect our financial condition, results of operations and growth prospects.

The previous internal reorganization of Unicom Group for the A Share offering created a two-step voting mechanism that requires the approval of the minority shareholders of both our Company and China United Network Communications Limited (formerly known as China United Telecommunications Corporation Limited), or the A Share Company, for significant related party transactions between us and Unicom Group.

In October 2002, Unicom Group completed an internal reorganization of its shareholding in our company and the initial public offering in China of its then newly established subsidiary, the A Share Company. As part of this restructuring, a portion of Unicom Group's indirect shareholding in our company was transferred to the A Share Company, whose business is limited to indirectly holding the equity interest of our company without any other direct business operations. A voting mechanism was established to allow public shareholders of the A Share Company to indirectly participate in our shareholders' meetings and a two-step voting mechanism was established for the approval of related party transactions. As a result, any significant related party transaction between us or our subsidiaries and Unicom Group or its other subsidiaries will require the separate approval of the independent minority shareholders of both our company and the A Share Company. Related party transactions approved by our independent minority shareholders nevertheless cannot proceed if they are not approved by the independent minority shareholders of the A Share Company. This adds another necessary step of approval process for those transactions. See "A. History and Development of the Company — Two-Step Voting Arrangements" under Item 4.

The benefits that we expect to enjoy relating to the mixed ownership reform of our ultimate controlling shareholder, Unicom Group, are subject to substantial uncertainty.

As part of the PRC government's efforts to reform state-owned enterprises and increase their competitiveness, our ultimate controlling shareholder, Unicom Group, participated in a pilot program on mixed ownership reform of state-owned enterprises, and implemented a plan to diversify its shareholders' base, or the Mixed Ownership Reform Plan, by bringing in certain strategic investors, including certain large Internet companies, into the A Share Company, our controlling shareholder. See "A. History and Development of the Company – Our Relationship with Unicom Group" and "A. History and Development of the Company — The Mixed Ownership Reform" under Item 4. The main purpose of the Mixed Ownership Reform Plan is to improve the corporate governance, incentive system and management efficiency of the A Share Company, and create synergies through cooperation with strategic investors. However, as there is substantial uncertainty with respect to our cooperation with strategic investors and the improvement in our incentive system, we cannot assure you that these benefits will be achieved as expected.

Investor confidence and the market prices of our shares and ADSs may be materially and adversely impacted if we are or our independent registered public accounting firm is unable to conclude that our internal control over financial reporting is effective in future years as required by Section 404 of the Sarbanes-Oxley Act of 2002.

We are a public company in the United States that is subject to the Sarbanes-Oxley Act of 2002. Pursuant to the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, we have included in this annual report a report of management on our internal control over financial reporting and an attestation report of our independent registered public accounting firm on the effectiveness of our internal control over financial reporting.

Our management conducted an assessment of the effectiveness of our internal control over financial reporting and concluded that our internal control over financial reporting as of December 31, 2019 was effective. The effectiveness of our internal control over financial reporting as of December 31, 2019 has been audited by our independent registered public accounting firm, as stated in its report. However, we cannot assure you that, in the future, our management will continue to conclude that our internal control over financial reporting is effective. Even if our management concludes that our internal control over financial reporting is effective for future periods, our independent registered public accounting firm may disagree. If our independent registered public accounting firm is not satisfied with our internal control over financial reporting or the level at which our controls are documented, designed, operated, reviewed or evaluated, or if the independent registered public accounting firm interprets the relevant requirements, rules or regulations differently from us, then it may issue an adverse opinion. Any of these possible outcomes in the future could result in an adverse reaction in the financial marketplace due to a loss of investor confidence in the reliability of our consolidated financial statements, which could materially and adversely affect the market prices of our shares and ADSs.

Moreover, internal control over financial reporting may not prevent or detect misstatements because of its inherent limitations, including the possibility of human error, the circumvention or overriding of controls, or fraud. Therefore, even effective internal control over financial reporting can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. If we fail to maintain the adequacy of our internal control over financial reporting, including through a failure to implement required new or improved controls, or if we experience difficulties in their implementation, our business and operating results could be harmed, we could fail to meet our reporting obligations and there could be a material adverse effect on the market prices of our shares and ADSs.

Certain misconduct or alleged misconduct by our executive officers or employees may adversely impact the Company, including potentially by damaging our reputation, creating litigation risk, and adversely impacting the trading price of our ordinary shares and ADSs.

We are aware that certain management personnel of the Company and/or our subsidiaries engaged in or are alleged to have engaged in unlawful conduct, including acceptance of bribes. In response to management misconduct, we have taken and will continue to take various measures, including enhancing our employees' compliance awareness and taking steps to confirm that our risk management and internal control procedures are robust. However, we cannot be certain that these measures will effectively detect or prevent future employee misconduct. If these measures prove ineffective in detecting or preventing future employee misconduct, among other things our reputation could be harmed, our operations could be disrupted and the trading price of our ordinary shares and ADSs could be adversely impacted.

Our success depends on the continued services of our senior management team and other qualified employees.

Our continued success and growth depends on our ability to identify, hire, train and retain suitably skilled and qualified employees, including management personnel, with relevant professional skills. The services of our directors and members of senior management are essential to our success and future growth. If there is a loss of a significant number of our directors and senior management, and we are unable to find suitable replacements in a timely manner, our business could be materially and adversely affected. As we have to compete for a limited supply of qualified employees, such as managerial, sales, administration, research and development, or R&D, and operating personnel with adequate skills and experience, in China, we may not be able to successfully attract, assimilate or retain all of the personnel we need. We may also need to offer superior compensation and other benefits to attract and retain key personnel and therefore cannot assure you that we will have the resources to fully achieve our staffing need. In addition, if any director or any member of our senior management team or any of our other key personnel were to join a competitor or carry on a competing business, we may lose customers and key professionals and staff members. Due to the intense competition for management and other personnel and qualified employees in the telecommunications industry in Mainland China, any failure to recruit and retain the necessary management personnel and other qualified employee could have a material adverse effect on our business and prospects.

Risks Relating to the Telecommunications Industry in China

Government regulation of the telecommunications industry in China may affect our ability to respond to market conditions or competition, and may have a material adverse effect on our financial condition, results of operations and growth prospects.

As a telecommunications operator in China, we are subject to regulation by, and under the supervision of, the MIIT, which is the primary regulator of the telecommunications industry in China. The MIIT is responsible for formulating policies and regulations for the telecommunications industry, granting telecommunications licenses, allocating frequency spectrum and numbers, formulating interconnection and settlement arrangements between telecommunications operators, and enforcing industry regulations. Other PRC Governmental authorities also regulate capital investment and foreign investment in the telecommunications industry. See “B. Business Overview — Regulatory and Related Matters” under Item 4. The regulatory framework within which we operate may constrain our ability to implement our business strategies and limit our ability to respond to market conditions or to changes in our cost structure. Moreover, we operate our businesses pursuant to approvals granted by the State Council and under licenses granted by the MIIT. If these approvals or licenses were revoked or suspended, our business and operations would be materially and adversely affected. In addition, we are subject to various regulatory requirements as to a wide range of matters relating to our business operations, including service quality and real-name registration for telecommunications service subscribers and other actions, and failure to comply with such requirements may subject us to mandatory penalties or other punitive measures, any of which could have a material adverse effect on our financial condition, results of operations and growth prospects. Furthermore, we cannot assure you that we will not experience any adverse effect on our business during the course of our compliance with regulatory requirements in the PRC telecommunications industry. Similarly, the PRC regulators may promulgate and implement new regulations, rules and policies on the telecommunications industry from time to time, and we cannot guarantee that any such new regulations, rules or policies will not have a material adverse effect on our financial condition, results of operations and growth prospects.

Potential changes in laws, regulations and policies relating to the PRC telecommunications industry or any future industry restructuring may materially and adversely affect our financial condition, results of operations and growth prospects.

The PRC Government continues to regulate many aspects of the telecommunications industry in China. Potential changes in laws, regulations and policies and their implementation could lead to significant changes in the overall industry environment and may have a material adverse effect on our financial condition, results of operations and growth prospects. The PRC Government has been adjusting and improving its regulatory oversight of the telecommunications industry, including further deregulating telecommunications tariffs.

For example, in December 2016, the amended Regulations of People’s Republic of China on the Management of Radio Operation came into effect, which provides that permission for using certain radio frequency bands may be obtained through bidding processes or auctions. As such, competition for radio frequencies could become more intensive in the future, and as a result we may not be able to obtain all desirable radio frequencies at commercially acceptable terms, or at all, which may have a material adverse effect on our results of operations and growth prospects.

Relevant departments of the PRC government, under the direction of the State Council, are currently preparing a telecommunications law to provide a uniform regulatory framework for the telecommunications industry in China. As of the date of this annual report, the telecommunications law has not yet been officially promulgated by the PRC Government. The promulgation of the telecommunications law and other new telecommunications regulations or rules, or future changes thereto, such as enforcement of existing regulations and policies, may materially and adversely affect our financial condition, results of operations and growth prospects.

Issues may also arise regarding the interpretation and enforcement of China's WTO commitments regarding telecommunications services. Any future regulatory changes, such as those relating to the issuance of additional telecommunications licenses, mobile telecommunications resale business, interconnection and settlement arrangements, changes in technical and service standards, universal service obligations, spectrum allocation and number allocation, may have a material adverse effect on our business and operations.

The PRC telecommunications industry has experienced certain restructuring in recent years and may be subject to further restructuring. Such further industry restructuring may materially affect the operations of all telecommunications operators in China, including us. Accordingly, we cannot predict the scope and effect of any further restructuring on our financial condition, results of operations and growth prospects.

The PRC Government may require us, along with other telecommunications service providers in China, to provide universal services with specified obligations, and we may not be compensated adequately for providing such services.

Under the Telecommunications Regulations promulgated by the State Council, telecommunications service providers in China are required to fulfill universal service obligations in accordance with relevant regulations to be promulgated by the PRC Government authorities, and the MIIT has the authority to delineate the scope of universal service obligations. The MIIT, together with the finance department and pricing authorities of the State Council, are also responsible for formulating administrative rules relating to the establishment of a universal service fund and compensation schemes for universal services. For instance, in December 2015, the MOF and the MIIT jointly issued the rules regarding the pilot program for universal services to be implemented in certain cities across the PRC. Since then, the MIIT has designated additional cities and villages as participants of the pilot program for universal services in public notice from time to time. Pursuant to the pilot program for universal services, we have completed construction of broadband construction projects in over 14,000 villages by the end of 2019, and we have also completed 4G wireless network universal telecommunications service projects in 2,567 villages in 2019. See "B. Business Overview — Regulatory and Related Matters — Universal Services" under Item 4.

We cannot predict whether the PRC Government will specifically require us to undertake universal service obligations in the future. To the extent we are required to do so, it is currently uncertain whether we will be adequately or timely compensated by the PRC Government or by the universal service fund. We cannot assure you that we will be able to realize an adequate return on investments for expanding networks to, and providing telecommunications services in, less economically developed areas due to potentially higher capital expenditure requirements, lower usage by customers and lack of flexibility in setting our tariffs. We also cannot predict whether we will be required to make a contribution to the universal service fund. Any of these events may adversely affect our financial condition and results of operations.

Actual or perceived health risks associated with the use of mobile devices could impair our ability to retain and attract customers of our mobile services, reduce mobile service usage or result in litigation.

Concerns have been expressed in some countries that the electromagnetic signals emitted by wireless telephone handsets and base stations may pose health risks at exposure levels below existing guideline levels, and interfere with the operation of electronic equipment. In addition, mobile operators have been subject to lawsuits alleging various health consequences as a result of mobile handset usage or proximity to base stations or seeking protective or remedial measures. While we are not aware that such health risks have been substantiated, there can be no assurance that the actual, or perceived, risks associated with the transmission of electromagnetic signals will not impair our ability to retain customers and attract new customers, reduce mobile service usage or result in litigation.

Risks Relating to Doing Business in China

Our operations may be materially and adversely affected by changes in China's economic, political and social conditions.

Substantially all of our business operations are conducted in China and substantially all of our revenue is derived from our operations in China. Accordingly, our business, financial condition, results of operations and prospects may be adversely affected by changes in China's economic, political and social conditions. The PRC economy differs from the economies of most developed countries in many respects, including with respect to the extent of government involvement, level of development, growth rate, and control of foreign exchange and allocation of resources. While the PRC economy has experienced significant growth in the past four decades, growth has been uneven across different regions and among various economic sectors. The PRC Government has implemented various measures to encourage economic development and guide the allocation of resources. Some of these measures benefit the overall PRC economy, but may also have an adverse effect on us. For example, our financial condition and results of operations may be materially and adversely affected by government control over outbound investments.

The PRC economy has experienced a slowdown for the past few years. The GDP growth rate of China decreased from 11.4% in 2007 to 6.1% in 2019. It is uncertain whether China's economic growth will return to the previous level of growth or it will encounter deterioration. For example, due to the COVID-19 pandemic, the PRC government has taken a number of control measures, including lockdown of certain affected areas and placement of travel restrictions and imposition of mandatory quarantine requirements nationwide. Such measures have caused a significant impact on China's economy in the first quarter of 2020. With the rapid spread of COVID-19 across the world, the global supply chains have been disrupted and concerns over the impact of COVID-19 pandemic on the global economy escalated, and it further dampened people's desire for spending and their demand for commercial goods and services. As a result, the outbreak of the COVID-19 pandemic and its impact could cause a global recession and a slowdown in the economic development in many countries including China. Despite the Chinese government's efforts to revive China's economy, China's economy has experienced a slowdown since the outbreak and may continue to face new difficulties and challenges. Additionally, despite the phase one trade deal reached between China and the United States amid the trade disputes between the two countries, China and the United States have not launched the phase two negotiation yet and there is no assurance that the trade disputes between China and the United States will be fully solved or trade frictions between China and other countries will not emerge in the future. In each case, China's economic growth could be adversely affected, which could materially and adversely affect our business, as well as our financial condition and results of operations.

If the PRC Government revises the current regulations that allow a foreign-invested enterprise to pay foreign exchange in current account transactions, our operating subsidiary's ability to satisfy its foreign exchange obligations and to pay dividends to us in foreign currencies may be restricted.

The ability of our major operating subsidiary, CUCL, to satisfy its foreign exchange obligations and to pay dividends to us depends on existing and future foreign exchange regulations in China. The Renminbi is currently convertible by foreign-invested enterprises in China to settle transactions under the current account, which include trade- and service-related foreign exchange transactions and payments of dividends. The Renminbi currently cannot be freely converted without regulatory approval for transactions under the capital account, which includes outbound foreign investment and payments on foreign loans. CUCL, which holds substantially all of our assets and through which we conduct substantially all of our business, is a foreign-invested enterprise in China. However, there is no assurance that in the future the relevant PRC government authorities will not impose any limitation on the ability of foreign-invested enterprises to purchase foreign exchange to satisfy their foreign exchange obligations or to pay dividends. In that event, CUCL's ability to satisfy its foreign exchange obligations and to pay dividends to us in foreign currencies may be restricted and the interests of our shareholders may, in turn, be affected.

Fluctuations in the value of the Renminbi could adversely affect the prices of our shares and ADSs as well as our profitability.

Substantially all of our revenue and costs and expenses are denominated in Renminbi, while a portion of our borrowings, equipment purchases and other capital expenditures are denominated in foreign currencies. On July 21, 2005, the PRC Government changed its decade-old policy to permit Renminbi to fluctuate within a narrow and managed band against a basket of certain foreign currencies determined by the People's Bank of China, or the PBOC. On May 19, 2007, the PBOC announced a policy to further expand the maximum daily floating range of RMB trading prices against the U.S. dollar in the inter-bank spot foreign exchange market. With the increased floating range of the Renminbi's value against foreign currencies, the Renminbi may appreciate or depreciate significantly in value against the U.S. dollar or other foreign currencies in the long term, depending on the fluctuation of the basket of currencies against which it is currently valued, or it may be permitted to enter into a full float. In addition, the recent COVID-19 pandemic has led to disruption and volatility in the global financial markets, which may increase uncertainties in the foreign exchange markets and also fluctuations of the Renminbi. Increased fluctuations of the Renminbi could adversely affect the value in foreign currency terms of cash flow generated from our operations or any dividends payable on our shares and ADSs, and therefore the price of our shares and ADSs. Any future Renminbi devaluations could also increase our equipment importation costs or lead to significant fluctuations in the exposure of our foreign-currency-denominated liabilities, thereby adversely affecting our profitability. For further information on our foreign exchange risks and certain exchange rates, see "Exchange Rate Risk" under Item 11.

Uncertainties in the PRC legal system could limit the legal protections available to us and to foreign investors and materially and adversely affect our financial condition, results of operations and growth prospects.

Our wholly owned operating subsidiary, CUCL, is organized under the laws of PRC and is generally subject to laws and regulations applicable to foreign-invested enterprises in China. The Chinese legal system is a civil law system based on written statutes. Unlike common law systems, it is a system in which decided legal cases may be cited for reference but have limited precedential value. The PRC Government has promulgated laws and regulations dealing with economic matters such as foreign investment, corporate organization and governance, commerce, property, taxation and trade. However, because some of these laws, rules and regulations remain relatively untested, and because of the relatively limited volume of published cases and their non-binding nature, interpretation and/or enforcement of these laws and regulations involves uncertainties, which may limit the remedies available to you as an investor and to us in the event of any claims or disputes with third parties. In addition, any litigation in China may be protracted and result in costs and diversion of resources and management attention. Therefore, the protection provided by the PRC legal system may not be the same as the legal protection available to investors in the United States or elsewhere. Furthermore, various uncertainties involved in the rulemaking, interpretation and enforcement process of the laws, regulations and rules in China that are related to our business operations, in particular, those in respect of telecommunications and enterprise income tax, may also materially and adversely affect our financial condition, results of operations and growth prospects.

You may experience difficulties in effecting service of legal process and enforcing foreign court judgments against us and our management in China and the ability of U.S. authorities to bring actions in China may also be limited.

Most of our current operations are conducted in China and most of our assets are located in China. In addition, four out of nine of our current directors and all of our current executive officers reside within the PRC, and substantially all of the assets of these persons are located within China. As a result, it may not be possible to effect service of process within the United States or elsewhere outside China upon these directors or executive officers, including with respect to matters arising under U.S. federal securities laws or applicable state securities laws. Moreover, our PRC counsel has advised us that China does not have treaties with the United States or many other countries providing for the reciprocal recognition and enforcement of court judgments. Our Hong Kong counsel has also advised us that Hong Kong has no arrangement for the reciprocal enforcement of judgments with the United States. As a result, recognition and enforcement in China of judgments of a court of the United States or any other jurisdiction, including judgments against us or our directors, executive officers, underwriters or experts, may be difficult or impossible. In addition, the U.S. Securities and Exchange Commission, or the SEC, the U.S. Department of Justice and other U.S. authorities may also have difficulties in bringing and enforcing actions against us or our directors or executive officers in China.

Natural disasters and health hazards in China may severely disrupt our business and operations and may severely restrict the level of economic activities in affected areas, which in turn may have a material adverse effect on our financial condition and results of operations.

Natural disasters such as earthquakes, snowstorms and floods may result in significant and extensive damage to our base stations and network equipment. Moreover, certain countries and regions, including China, have encountered incidents of bird flu, or avian flu, as well as severe acute respiratory syndrome, or SARS, influenza A (H1N1) and most recently COVID-19. See “ — Risks Relating to Our Business — Our business may be materially and adversely affected by the coronavirus pandemic.” In addition, in 2019, certain areas of China suffered from natural disasters including typhoons, floods, mountain torrents, mudslides and landslides, and these natural disasters caused extensive damage to our network equipment, including our base stations and optical fiber networks, in the affected areas. We are unable to predict the effect, if any, that any other future natural disasters and health hazards may have on our business. We may face additional health care challenges as a result of public health crises, pandemics or epidemics. For example, there is a risk that the recent COVID-19 pandemic may significantly impair the health of our employees. Any future natural disasters and health hazards may, among other things, significantly disrupt our ability to adequately staff our business, and may generally disrupt our operations. Furthermore, natural disasters and health hazards may severely restrict the level of economic activities in affected areas, which may in turn materially and adversely affect our business and prospects. As a result, any natural disasters or health hazards in China may have a material adverse effect on our financial condition and results of operations.

Our investors do not have the benefit to rely on the Public Company Accounting Oversight Board inspection of our independent registered public accounting firm.

As a company registered with the SEC, and traded publicly in the United States, our independent registered public accounting firm is required by the laws of the United States to be registered with the Public Company Accounting Oversight Board, or the PCAOB, and undergo regular inspections by the PCAOB to assess its compliance with the laws of the United States and professional standards. The PCAOB, however, is currently unable to inspect a registered public accounting firm’s audit work relating to a company’s operations in China where the documentation of such audit work is located in China. Accordingly, our independent registered public accounting firm’s audit of our operations in China is not inspected by the PCAOB currently.

The PCAOB has conducted inspections of independent registered public accounting firms outside of China and has at times identified deficiencies in the audit procedures and quality control procedures of those accounting firms. Such deficiencies may be addressed in those accounting firms’ future inspection process to improve their audit quality. Due to the lack of PCAOB inspections of audit work undertaken in China, our investors do not have the benefit of the regular evaluation by PCAOB of the audit works, audit procedures and quality control procedures of our independent registered public accounting firm.

On December 7, 2018, the SEC and the PCAOB issued a joint statement highlighting continued challenges faced by the U.S. regulators in their oversight of financial statement audits of U.S.-listed companies with significant operations in China. On February 19, 2020, the SEC and the PCAOB issued another joint statement on their ongoing discussion with leading accounting firms about these issues. However, it remains unclear what further actions, if any, the SEC and PCAOB will take to address the problem. Should we be required by the U.S. regulators to adopt any remedial measures in this regard, we may suffer reputational damages and would have to spend additional resources to comply with such measures, which may adversely impact our trading price and our financial condition.

In June 2019, a bipartisan group of lawmakers introduced the Ensuring Quality Information and Transparency for Abroad-Based Listings on our Exchanges Act, or the EQUITABLE Act, in both houses of the U.S. Congress to require the SEC to maintain a list of issuers for which the PCAOB is not able to inspect or investigate an auditor report issued by a foreign public accounting firm. The EQUITABLE Act prescribes increased disclosure requirements for these issuers and, beginning in 2025, the delisting from U.S. national securities exchanges (including the New York Stock Exchange) of issuers included on the SEC’s list for three consecutive years. It is unclear if this proposed legislation would be enacted. Enactment of this legislation or other efforts to increase U.S. regulatory access to audit information could cause investor uncertainty for affected issuers, including us, and the market price of our ADSs could be adversely affected.

Proceedings instituted by the SEC against certain China-based accounting firms, including our independent registered public accounting firm, could result in financial statements being determined to not be in compliance with the requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act.

In January 2014, Judge Cameron Elliot, a SEC administrative law judge, issued an initial decision suspending the Chinese member firms of the “Big Four” accounting firms, including our independent registered public accounting firm, from, among other things, practicing before the SEC for six months. In February 2014, the initial decision was appealed. While under appeal and in February 2015, the Chinese member firms of “Big Four” accounting firms reached a settlement with the SEC. As part of the settlement, each of the Chinese member firms of “Big Four” accounting firms agreed to settlement terms that include a censure; undertakings to make a payment to the SEC; procedures and undertakings as to future requests for documents by the SEC; and possible additional proceedings and remedies should those undertakings not be adhered to.

Had the settlement terms not been adhered to, Chinese member firms of “Big Four” accounting firms could have been suspended from practicing before the SEC which could in turn delay the timely filing of our financial statements with the SEC. In addition, it could be difficult for us to timely identify and engage another registered public accounting firm to audit and issue an opinion on our financial statements. A delinquency in our filings with the SEC may result in NYSE initiating delisting procedures, which could adversely harm our reputation and have other material adverse effects on our overall growth and prospect.

Risk Relating to our ADSs

Holders of our ADSs will not have the same voting rights as the holders of our shares and may not receive voting materials in time to be able to exercise their right to vote.

Except as described in this annual report and in the deposit agreement, holders of our ADSs will not be able to exercise voting rights attaching to the shares represented by our ADSs on an individual basis. Holders of our ADSs will receive proxy materials with respect to matters to be voted on at a meeting of shareholders through the depositary and may only exercise voting rights by appointing the depositary or its nominee as their representative to exercise the voting rights attaching to the shares represented by the ADSs. Consequently, if the materials to be forwarded to holders of ADSs by the depositary are delayed or if the depositary sets deadlines by which holders of ADSs must give their instructions regarding how to vote that fall too soon after mailing of the proxy materials, the holders of our ADSs may not receive voting materials in time to instruct the depositary to vote. Thus, it is possible that such holders, or persons who hold their ADSs through brokers, dealers or other third parties, may not have the opportunity to exercise a right to vote.

Item 4. Information on the Company

A. History and Development of the Company

We were incorporated under the laws of Hong Kong on February 8, 2000 under the predecessor of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), or the Companies Ordinance, as a company limited by shares under the name “China Unicom Limited”. In connection with the telecommunications industry restructuring initiated by the MIIT, the National Development and Reform Commission, or the NDRC, and the MOF, in 2008 as discussed below, we merged with China Netcom and changed our name to “China Unicom (Hong Kong) Limited” with effect from October 15, 2008. Following our merger with China Netcom, we became an operator providing a full range of telecommunications services, including mobile and fixed-line services, in China.

Our registered office and principal executive offices are located at 75th Floor, The Center, 99 Queen’s Road Central, Hong Kong (telephone number: 852-2126-2018). Our agent for service of process in the United States is Corporation Service Company located at 1090 Vermont Avenue N.W., Washington, D.C. 20005. Our website is <http://www.chinaunicom.com.hk>. Information on that website is not a part of this annual report on Form 20-F.

The SEC maintains a website at <http://www.sec.gov> which contains in electronic form each of the reports and other information that we have filed electronically with the SEC.

Restructurings of the Telecommunications Industry

In May 2008, the MIIT, the NDRC and the MOF issued a joint announcement relating to the further reform of the PRC telecommunications industry. According to the joint announcement, the principal objectives of such further reform included, among others: (i) supporting the formation of three telecommunications service providers of comparable scale and standing, each with nationwide network resources, full-service capabilities and competitive strength, in order to help optimize the allocation of telecommunications resources and foster market competition; (ii) promoting homegrown innovation by telecommunications service providers; and (iii) enhancing the service capabilities and quality of, and the regulatory framework governing, the telecommunications industry. To achieve these objectives, the three ministries encouraged the following restructuring transactions: (a) the acquisition by China Telecom of the CDMA network (including both assets and subscriber base) then owned by Unicom Group; (b) the merger between China Unicom and China Netcom; (c) the transfer of the basic telecommunications service business operated by China Satellite into China Telecom; and (d) the consolidation of China Tietong into China Mobile. The detailed implementation plans relating to these restructuring transactions were subsequently formulated by the relevant parties and, as a result, China Mobile, China Telecom and we became the current three major telecommunications operators in China, each providing a full range of telecommunications services nationwide.

Sale of CDMA Business, Merger with China Netcom and Related Transactions

Disposal of CDMA Business and Related Transactions

In October 2008, we, through CUCL, disposed of our CDMA business and certain other assets to China Telecom, which included (i) the entire CDMA business owned and operated by CUCL, together with the assets of CUCL that are relevant to the CDMA operations and the rights and liabilities of CUCL relating to its CDMA subscribers, (ii) the entire equity interest in China Unicom (Macau) Company Limited, our wholly owned subsidiary, and (iii) all of the 99.5% equity interest in Unicom Huasheng Telecommunications Technology Company Limited, a limited liability company incorporated under the laws of the PRC, held by CUCL. The consideration for the disposal was RMB43.8 billion in cash. In addition, in connection with the disposal, Unicom Group and Unicom New Horizon also disposed of their CDMA network to China Telecom at a consideration of RMB66.2 billion in October 2008.

Merger with China Netcom and Related Transactions

On October 15, 2008, following the approval of the merger by our shareholders and the shareholders of China Netcom at shareholders' meetings held on September 16, 2008 and September 17, 2008, respectively, and the satisfaction of all other conditions, the merger between China Unicom and China Netcom by way of a scheme of arrangement of China Netcom. As a result, China Netcom became our wholly owned subsidiary and the listings of China Netcom's ordinary shares and ADSs on the HKSE and the NYSE, respectively, were withdrawn, and our name changed from "China Unicom Limited" to "China Unicom (Hong Kong) Limited" on October 15, 2008. Our stock trading code on the HKSE and our ticker symbol on the NYSE remain unchanged.

China Netcom was incorporated in Hong Kong on October 22, 1999, under the predecessor of the Companies Ordinance as a company limited by shares under the name Target Strong Limited. The company changed its name to China Netcom (Hong Kong) Corporation Limited on December 9, 1999, to China Netcom Corporation (Hong Kong) Limited on August 4, 2000, and to China Netcom Group Corporation (Hong Kong) Limited on July 23, 2004 (the last name change in anticipation of its IPO in 2004).

As part of our integration with China Netcom, our wholly owned subsidiary, CUCL, merged with China Netcom (Group) Company Limited, or CNC China, a wholly owned subsidiary of China Netcom, in January 2009, and upon that merger becoming effective, CUCL assumed all the rights and obligations of CNC China, and all the assets, liabilities and business of CNC China were vested in CUCL. In addition, in January 2009, Unicom Group, our parent company, merged with and absorbed Netcom Group, the parent company of China Netcom. Upon completion of the merger between Unicom Group and Netcom Group, Unicom Group assumed all the rights and obligations of Netcom Group, and all the assets, liabilities and business of Netcom Group have vested in Unicom Group.

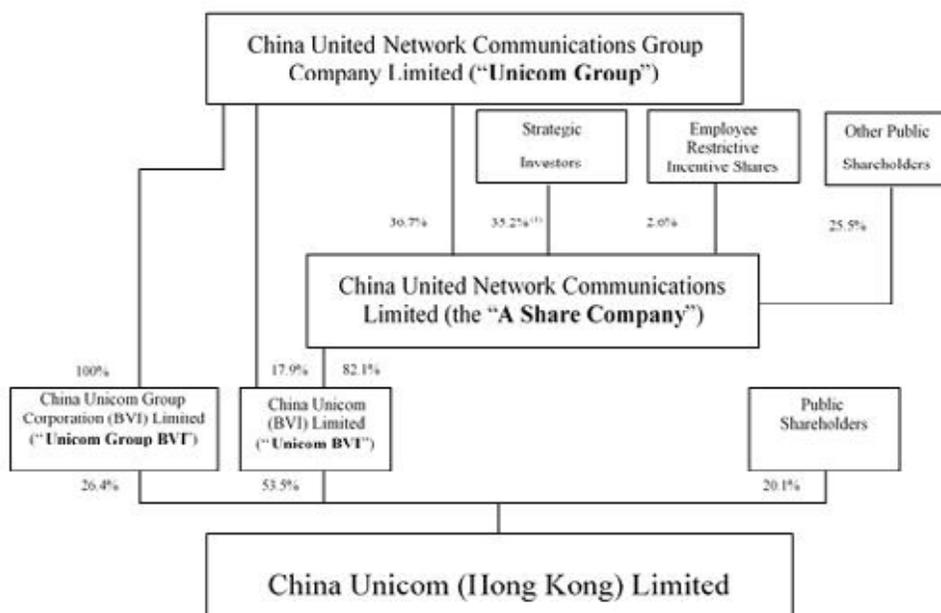
Our Relationship with Unicom Group

Our ultimate controlling shareholder is Unicom Group, a company incorporated under the laws of the PRC and majority-owned by the PRC Government. Unicom Group was established in accordance with the State Council's approval to introduce orderly competition in the telecommunications industry in 1994.

Unicom Group transferred certain of its telecommunications assets, rights and liabilities to CUCL (which became our wholly owned subsidiary in China) in April 2000 in preparation for our initial public offering, or IPO. In June 2000, we successfully completed our IPO. Our ordinary shares are listed on the HKSE and our ADSs, each representing 10 of our ordinary shares, are listed on the NYSE.

Unicom Group holds the licenses required for our telecommunications businesses and we derive our rights to operate our businesses from our status as a subsidiary of Unicom Group. Unicom Group undertook to hold and maintain all licenses received from the MIIT in connection with our businesses solely for our benefit during the term of such licenses and at no cost to us. In addition, Unicom Group undertook to take all actions necessary to obtain and maintain for our benefit such governmental licenses or approvals as we shall require to continue to operate our businesses. Unicom Group also agreed not to engage in any business which competes with our businesses other than the then-existing competing businesses of Unicom Group and to grant us a right of first refusal in relation to any government authorization, license or permit, or other business opportunity to develop any new telecommunications technology, product or service. Finally, Unicom Group also gave us an undertaking not to seek an overseas listing for any of its businesses or the businesses of its subsidiaries in which we have engaged or may engage in the future, except through us.

Set forth below is our shareholding structure as of April 15, 2020.



(1) The shares of the A Share Company held by strategic investors represented the shares acquired by the strategic investors introduced by the mixed ownership reform from non-public share issuance and transfer of existing shares.

Two-Step Voting Arrangements

As a result of a series of internal restructurings of Unicom Group's shareholding in us following our IPO, China Unicom (BVI) Limited, or Unicom BVI, became our direct controlling shareholder, which in turn is directly controlled by the A Share Company and indirectly controlled by the Unicom Group. The A Share Company's business is limited to indirectly holding the equity interest in Unicom without any other direct business operations. The A Share Company was listed on the Shanghai Stock Exchange in 2002. In order to allow public shareholders of the A Share Company to indirectly participate in our shareholders' meeting, a voting mechanism was designed in accordance with the articles of association of Unicom BVI and the A Share Company. Under this voting mechanism, before Unicom BVI votes on certain proposals at our shareholders' meeting, the A Share Company must first convene a shareholders' meeting to consider the same proposals in order to direct Unicom BVI to vote the shares in our company indirectly held by the A Share Company through Unicom BVI. Unicom Group can similarly direct the voting in respect of its direct equity interest in Unicom BVI.

The voting mechanism described above, however, will not apply to the approval process for any related party transaction between us or our subsidiaries and Unicom Group or its subsidiaries, on which Unicom BVI will not be permitted to vote under the Rules Governing the Listing of Securities on HKSE, or the HKSE Listing Rules. Those related party transactions would require the separate approvals of the public shareholders of each of our company and the A Share Company. We and the A Share Company therefore created the two-step voting arrangements, pursuant to which each related party transaction between us or our subsidiaries and Unicom Group or its subsidiaries will consist of an initial agreement and a further agreement. The initial agreement would be entered into by Unicom Group or its subsidiaries (excluding the A Share Company and its subsidiaries) on the one hand and the A Share Company or Unicom BVI on the other hand. The initial agreement would contain the following terms:

- the closing of the initial agreement would be subject to (i) the successful transfer of all rights and obligations of the A Share Company or Unicom BVI under the initial agreement to us or our subsidiaries, and (ii) the approval of the further agreement by our independent shareholders; and
- Unicom Group or its subsidiaries (excluding the A Share Company and its subsidiaries) would agree and acknowledge that all rights and obligations under the initial agreement can be transferred to us or our subsidiaries without any further consent requirements.

The initial agreement will constitute a related party transaction of the A Share Company and, if certain thresholds are met, will require the approval of the public or independent shareholders of the A Share Company under the rules of the Shanghai Stock Exchange. The further agreement would be entered into by the A Share Company or Unicom BVI, on the one hand, and us or our subsidiaries, on the other hand, and will provide for the transfer of all rights and obligations of the A Share Company or Unicom BVI under the initial agreement to us or our subsidiaries. The further agreement will constitute a related party transaction of our company and, if certain thresholds are met, will require the approval of our public or independent shareholders under the HKSE Listing Rules. We expect, to the extent the nature of a particular related party transaction allows, the two-step voting arrangements to apply as described above. However, when we or our subsidiaries are the providers, rather than recipients, of certain services, the two-step voting arrangements will need to be adjusted so that the process as described above is effectively reversed, such that the initial agreement is entered into by us or our subsidiaries rather than Unicom Group or its subsidiaries (excluding the A Share Company and its subsidiaries) with the A Share Company or Unicom BVI. Accordingly, Unicom Group or its subsidiaries (excluding the A Share Company and its subsidiaries), rather than us or our subsidiaries, will be a party to the further agreement. The arrangements (including the conditions) will apply correspondingly. This two-step structure will be applied in all related party transactions between us or our subsidiaries and Unicom Group or its subsidiaries and will effectively require the separate approvals of the public or independent shareholders of each of Unicom and the A Share Company for such related party transactions.

Establishment of the Tower Company and the Disposal of Telecommunications Towers

In July 2014, we, through our wholly owned subsidiary, CUCL, a subsidiary of China Mobile and a subsidiary of China Telecom jointly established the Tower Company. We subscribed for 3.01 billion shares of the Tower Company at RMB1.00 per share, representing 30.1% of the registered capital of the Tower Company, and the remaining 40.0% and 29.9% of the registered capital of the Tower Company were subscribed for by China Mobile and China Telecom, respectively, at the same price. The Tower Company primarily engages in the construction, maintenance and operation of telecommunications towers. It will also be engaged in the construction, maintenance and operation of ancillary facilities including base station control rooms, power supplies, air conditioning and interior distribution systems, as well as the provision of maintenance services of base station equipment.

In October 2015, we, through our wholly owned subsidiaries, CUCL and Unicom New Horizon, entered into a transfer agreement with (i) China Mobile Communication Company Limited, a subsidiary of China Mobile, and its 31 subsidiaries, (ii) China Telecom Corporation Limited, a subsidiary of China Telecom, (iii) China Reform Holdings Corporation Limited, a wholly State-owned company, and (iv) the Tower Company, pursuant to which we, China Mobile and China Telecom sold certain telecommunications towers and related assets to the Tower Company, the Tower Company would issue and allot shares in the Tower Company and/or pay certain cash as consideration for such transfers, and China Reform Holdings Corporation Limited agreed to subscribe for new shares in the Tower Company in cash. Following the completion of the transaction, the Tower Company was owned by China Mobile, China Telecom, China Reform Holdings Corporation Limited and us with an ownership interest of approximately 38%, 27.9%, 6% and 28.1%, respectively. The Tower Company completed its initial public offering and listed on the main board of the HKSE in August 2018, and as a result, our equity interest in it was diluted. As of April 15, 2020, we, through CUCL, owned approximately 20.65% equity interest in the Tower Company.

In July 2016, we, through our wholly owned subsidiary, CUCL, and the Tower Company entered into the Pricing Agreement under which we lease telecommunications towers and related assets from the Tower Company for an initial term of five years. In January 2018, pursuant to the Pricing Agreement and after arm-length negotiations and discussions, we, through our wholly owned subsidiary, CUCL and the Tower Company entered into the Supplementary Agreement, which adjusted certain terms and provisions in the Pricing Agreement and annex thereto in relation to the leasing of the tower products. See “B. Related Party Transactions” under Item 7 for major items of the Pricing Agreement and the Supplementary Agreement, including pricing for the lease.

Establishment of Unicom Group Finance Company Limited

On December 6, 2013, CUCL and Unicom Group entered into a capital contribution agreement regarding the establishment of Unicom Group Finance Company Limited, or the Finance Company. Pursuant to the capital contribution agreement, CUCL and Unicom Group invested RMB2,730 million and RMB270 million, representing 91% and 9% of the total registered capital of the Finance Company, respectively. The Finance Company was established as a cash management platform of Unicom Group, its subsidiaries and other associated entities, purporting to improve the efficiency of cash flow allocation, lower finance cost and enhance financial risk management, see “B. Related Party Transactions — Establishment of the Finance Company and Provision of Financial Services” under Item 7.

The Mixed Ownership Reform

As part of the PRC government’s efforts to reform state-owned enterprises and increase their competitiveness, our ultimate controlling shareholder, Unicom Group, participated in a pilot program on mixed ownership reform of state-owned enterprises, and implemented a plan to diversify the shareholders’ base of A Share Company, our controlling shareholder, by bringing in certain strategic investors, including certain large Internet companies in China. In October 2017, the A Share Company made a non-public share issuance of 9,037,354,292 ordinary shares to the strategic investors, raising capital of RMB61,725.13 million. Subsequently in November 2017, the Unicom Group transferred 1,899,764,201 of its ordinary shares of the A Share Company to China Structural Reform Fund Corporation Limited for a total consideration of RMB12,975.39 million. In April 2018, the A Share Company made an issuance of 793,861,000 restrictive ordinary shares to its employees pursuant to its restrictive incentive shares scheme, or the employee restrictive incentive shares, at the price of RMB3.79 per share. On February 1, 2019, additional 13,156,000 employee restrictive incentive shares were subscribed by eligible employees with a subscription price of RMB3.79 per share. Such employee restrictive incentive shares bear selling restrictions within 60 months. The total number of the employee restrictive incentive shares represented 2.6% of the A Share Company’s outstanding shares immediately after the completion of such issuance. Upon completion of these transactions, the shareholding of the Unicom Group in the A Share Company decreased to 36.7%, and the strategic investors, including China Structural Reform Fund Corporation Limited, held 35.2% of outstanding ordinary shares of the A Share Company in total.

Furthermore, as part of the Mixed Ownership Reform Plan, the A Share Company appointed representatives from the certain strategic investors to serve as directors. In February 2018, senior executive officers of Baidu, Tencent, Alibaba, JD.com and China Life Insurance were appointed as directors of the A Share Company. A more diversified board of directors is expected to improve the corporate governance of the A Shares Company, which is part of the main purpose of the Mixed Ownership Reform Plan. However, as there is substantial uncertainty with respect to our cooperation with strategic investors and the improvement in our incentive system, we cannot assure you that these benefits will be achieved as expected. See “D. Risk Factors — Risks Relating to Our Business — The benefits that we expect to enjoy relating to the mixed ownership reform of our ultimate controlling shareholder, Unicom Group, are subject to substantial uncertainty” under Item 3.

In connection with the Mixed Ownership Reform Plan, the A Share Company and Unicom Group, mainly using the funds from the Mixed Ownership Reform Plan to make capital contributions into Unicom BVI, our direct controlling shareholder. Upon completion of such capital contribution, Unicom BVI entered into the Share Subscription Agreement with us on August 22, 2017, pursuant to which Unicom BVI agreed to subscribe for a maximum of 6,651,043,262 newly issued shares of us, or the Subscription Shares, at the subscription price of HK\$13.24 per share, or the Subscription. In November 2017, after all conditions precedent to the subscription have been satisfied, we have completed the allotment and issuance of the Subscription Shares, as a result of which an aggregate of 6,651,043,262 new shares have been issued for cash consideration of HK\$13.24 per share to Unicom BVI and the gross proceeds of the Subscription amounted to approximately HK\$88,059.81 million. See “B. Related Party Transactions — The Share Subscription by Unicom BVI in Relation to the Mixed Ownership Reform Plan” under Item 7 for information concerning the Subscription. The proceeds from the Subscription have mainly been used to upgrade our 4G network capabilities, develop technology and launch trial programs in relation to 5G network, develop innovative businesses and repay bank loans.

Capital Expenditures and Divestitures

See “Liquidity and Capital Resources — Capital Expenditures” under Item 5 for information concerning our principal capital expenditures for the previous three years and those planned for 2020. We currently do not have any significant divestiture in progress.

B. Business Overview

General

We are an integrated telecommunications operator in China providing a wide range of telecommunications services and telecommunications products to our customers worldwide. Our telecommunications services include mobile voice, data and value-added, fixed-line voice and value-added, fixed-line broadband, data communications and other telecommunications services. We, China Mobile and China Telecom are the three major telecommunications operators in China.

In 2019, our total revenue was RMB290.5 billion, of which our total service revenue increased by 0.3% from RMB263.7 billion in 2018 to RMB264.4 billion in 2019 and our total sales of telecommunications products decreased by 3.9% from RMB27.2 billion in 2018 to RMB26.1 billion in 2019.

Telecommunications Services

Our telecommunications services primarily include mobile services and fixed-line services. We charge voice usage and monthly fees for our mobile voice services and fixed-line voice service. Our service revenue from voice usage, monthly fees and interconnection fees decreased by 13.5% from RMB53.4 billion in 2017 to RMB46.2 billion in 2018, and further decreased by 14.9% to RMB39.3 billion in 2019. As a percentage of total revenue, such service revenue decreased from 19.4% in 2017 to 15.9% in 2018, and further decreased to 13.5% in 2019. Our service revenue from other telecommunications services, including mobile non-voice services, fixed-line broadband access services, transmission lines usage and associated services, fixed-line data and Internet application services and fixed-line other services, increased by 11.2% from RMB195.6 billion in 2017 to RMB217.5 billion in 2018, and further increased by 3.5% to RMB225.1 billion in 2019. As a percentage of total revenue, such service revenue increased from 71.2% in 2017 to 74.8% in 2018, and further increased to 77.5% in 2019.

Mobile Services

Our mobile services consist of GSM, 3G, 4G and 5G services. In recent years, we have focused on 4G services. Our 4G services adopt two major variants of 4G LTE technologies, being the Time Division LTE technology, or TD-LTE, and the Frequency-Division LTE technology, or LTE-FDD. We also commercially launched our 5G services in October 2019 and rolled out the brand “5Gⁿ” to promote our 5G services. We share the 5G networks with China Telecom which operate at 3400-3500 MHz and 3500-3600 MHz frequency bands. Our mobile services primarily consist of mobile voice services and mobile non-voice services. Our mobile voice services enable our subscribers to make and receive phone calls, including local calls, domestic long-distance calls, international, Hong Kong, Macau and Taiwan long-distance calls, intra-provincial roaming, inter-provincial roaming and international roaming, with a mobile handset at any point within the coverage area of our mobile telecommunications networks. Our mobile non-voice services primarily include (i) mobile data services, (ii) mobile data and Internet application services, such as big data and Internet of things, or IoT, services, and (iii) other mobile services, for example, value-added services, including SMS, mobile reading, mobile music and “WO App Store”, and other services.

The following table sets forth selected historical information for our mobile operations and our subscriber base for the periods indicated.

	As of or for the year ended December 31,		
	2017	2018	2019 ⁽⁶⁾
Number of mobile billing subscribers (in thousands) ⁽¹⁾	284,163	315,036	318,475
Estimated market share of mobile billing subscribers ⁽¹⁾⁽²⁾	20.0%	20.4%	19.9%
Mobile billing subscribers ARPU (in RMB) ⁽¹⁾⁽³⁾	48.0	45.7	40.4
Number of 4G subscribers (in thousands) ⁽¹⁾	174,876	219,925	253,766
4G subscribers ARPU (in RMB) ⁽¹⁾⁽⁴⁾	63.4	53.3	44.5
4G subscribers DOU (in megabytes) ⁽¹⁾⁽⁵⁾	4,522	8,853	10,947

- (1) Mobile billing subscribers are referred generally to subscribers who have revenue contribution in the December of the relevant years. 4G subscribers are referred generally to subscribers who possess 4G handsets, use our 4G networks and have revenue contribution in the December of the relevant years. Since January 2016, we have been reviewing and analyzing our mobile billing subscribers data and 4G subscribers data as we believe such data provides more meaningful information to measure our performance in accordance with our operating strategy.
- (2) Market share in a given area is determined by dividing the number of our mobile billing subscribers in the area by the total number of our mobile billing subscribers and mobile subscribers of our major competitors in the area. The number of mobile subscribers of our major competitors is publicly disclosed by the mobile operators.
- (3) We calculate mobile billing subscribers ARPU by dividing the annual average revenue per mobile billing subscriber by 12. Annual average revenue per mobile billing subscriber is calculated by dividing the amount of revenue from mobile services for the relevant year by the average number of mobile billing subscribers for the year, which is the average of the 12 monthly average mobile billing subscribers during the year. For a particular month, monthly average mobile billing subscribers is the average of the number of mobile billing subscribers as of the end of the preceding month and the end of that month.
- (4) We calculate 4G subscribers ARPU by dividing the annual average revenue per 4G subscriber by 12. Annual average revenue per 4G subscriber is calculated by dividing the amount of revenue from 4G services for the relevant year by the average number of 4G subscribers for the year, which is the average of the 12 monthly average 4G subscribers during the year. For a particular month, monthly average 4G subscribers is the average of the number of 4G subscribers as of the end of the preceding month and the end of that month.
- (5) We calculate average data usage per 4G user per month, or 4G subscribers DOU, by dividing the annual average data usage per 4G subscriber by 12. Annual data usage per 4G subscriber is calculated by dividing the total data usage under our 4G services for the relevant year by the average number of 4G subscribers for the year, which is the average of the 12 monthly average 4G subscribers during the year. For a particular month, monthly average 4G subscribers is the average of the number of 4G subscribers as of the end of the preceding month and the end of that month.
- (6) Data of our mobile billing subscribers includes data of the subscribers of our 5G services, which were commercially launched in October 2019.

Mobile Billing Subscribers

Our total number of mobile billing subscribers increased by 1.1% from 315.0 million as of December 31, 2018 to 318.5 million as of December 31, 2019. Mobile billing subscribers are referred generally to subscribers who have revenue contribution in the December of the relevant years. The increase in the total number of mobile billing subscribers was primarily due to the increase in our 4G subscribers which mainly comprised of the newly acquired subscribers and the subscribers migrated from our existing subscribers of 2G and 3G services. The ARPU of our mobile billing subscribers decreased from RMB45.7 in 2018 to RMB40.4 in 2019. The decrease in our ARPU was mainly due to the negative effect of (i) implementation of the PRC Government’s policy of increasing network speed and reducing tariffs, (ii) intensifying market competition and (iii) growth slowdown of the overall 4G market.

4G Subscribers

The total number of our 4G subscribers increased from 219.9 million as of December 31, 2018 to 253.8 million as of December 31, 2019. 4G subscribers are referred generally to subscribers who possess 4G handsets, use our 4G networks and have revenue contribution in the December of the relevant years. The increase in our total number of 4G subscribers was primarily due to (i) our differentiated 4G products offerings, which comprise a broad selection of basic package service plans and customizable options to meet customers' diversifying demands of products and services; and (ii) our Internet-based marketing initiatives which effectively reached customers through data-driven precise targeting, marketing covering all usage scenarios and diversified means of delivery and established our innovative and cost-effective touchpoint networks with a broad customer coverage.

Fixed-Line Services

We are a leading fixed-line broadband and communications operator in northern China. We offer a wide range of fixed-line services nationwide in China, including (i) fixed-line broadband access services, (ii) fixed-line voice services, (iii) transmission lines usage and associated services, (iv) data and Internet application services, and (v) fixed-line other services.

Fixed-Line Broadband Access Services

Fixed-line broadband access services are one of our emphases as part of our strategic development. The growth in fixed-line broadband access services has been driven by the increasing affordability and rising use of personal computers and other Internet access devices, gradual recognition by businesses of the importance of information and the proliferation of content and applications, such as online games and video-on-demand. We are a leading provider of fixed-line broadband access services in our fixed-line northern service region and we seek to maintain this leading position by capitalizing on our extensive high-speed fixed-line network, large customer base, experienced sales force, established brand and strategy of multi-service bundling.

In 2019, we focused on the integration of our fixed-line broadband services, mobile services and smart hardware products. We optimized our broadband service packages with high-bandwidth and enriched video content portfolio, rolled out a number of new smart home service offerings, and promoted our high quality gigabit broadband services in selected cities. We also enhanced our penetration into more household customers by cooperating with Internet companies and other enterprises under our innovative marketing models such as the 2I2H (to-Internet Company-to-Household) and 2B2H (to-Business-to-Household) models. As of December 31, 2019, our fixed-line broadband subscribers increased by 3.2% to approximately 83.4 million, of which subscribers with 100Mbps-and-above bandwidth accounted for 82% of all fixed-line broadband subscribers, representing an increase of 6.8 percentage points from the end of 2018. Our fixed-line broadband access ARPU decreased by 6.7% from RMB44.6 in 2018 to RMB41.6 in 2019 primarily due to (i) implementation of the PRC Government's policy of increasing network speed and reducing tariffs and (ii) intensifying market competition.

Fixed-Line Voice Services

Our fixed-line voice services primarily consist of local voice, domestic long-distance, international long-distance and interconnection services. Along the continuous migration of users from fixed-line voice services to mobile services, the number of our fixed-line local access subscribers was 60.0 million, 55.9 million and 54.2 million as of December 31, 2017, 2018 and 2019, respectively.

Transmission lines usage and associated services

We are a leading provider of data communications services in our fixed-line northern service region. We offer data products, such as those based on digital data networks, or DDN, frame relay, asynchronous transfer mode, or ATM, and Internet protocol-virtual private network, or IP-VPN. We also offer transmission line products, including domestic and international leased circuits. Our customers for these services include government entities, large financial institutions and other domestic and multinational businesses, Internet service providers and other telecommunications operators. In 2019, we continued to offer full-scale data communications services to international operators and domestic and international corporate customers. We have also improved our capabilities to offer cross-border data communications and integrated information services.

Fixed-Line Data and Internet Application Services

We offer fixed-line data and Internet application services, such as Internet data center, or IDC, cloud computing, information technology services and other services. In 2019, we developed our integrated cloud and network operation services targeting at enterprise and government customers which featured cross-regional transmission, data and cloud services. As of December 31, 2019, we have developed the premium smart network service for enterprise and government customers covering 31 provinces and 220 cities. In addition, our cloud network has achieved the end-to-end transmission serving dynamic and flexible bandwidth on demand. We continued to implement our new integrated sales model “Cloud + Smart Network + Intelligent Application” targeting at government and enterprises, which led to substantial growth in our IDC and cloud computing services. As of December 31, 2019, we had approximately 516 IDC nationwide, 234,000 racks supporting our IDC services, and 170T IDC bandwidth, and, additionally, the resource pool of our “WO” platform consists of 41 public resource pools and 46 private cloud resource pools, with storage capacity of 26PB, Internet capacity of 1,700G and computing capacity of 850,000 cores. Furthermore, the COVID-19 outbreak also accelerated the demand for online, intelligent and cloud-based services, thereby creating new opportunities for us. In 2020, we innovated our Internet application service offerings and rolled out a number of services utilizing 5G, cloud and other technologies.

Fixed-Line Other Services

Our fixed-line other services primarily include fixed-line voice value-added services, installation of fixed-line equipment services, Internet hosting services, telecommunications equipment and real property leasing services and other services.

Sales of Telecommunications Products

Our sales of telecommunications products primarily comprise sales of mobile handsets, fixed-line terminals and accessories. Revenue from our sales of telecommunications products decreased by 3.9% from RMB27.2 billion in 2018 to RMB26.1 billion in 2019, which accounted for 9.3% and 9.0% of our total revenue in 2018 and 2019, respectively.

Interconnection and Roaming Arrangements

Interconnection

Interconnection refers to the arrangements that permit the connection of our telecommunications networks with other networks. Our mobile and fixed-line networks interconnect with Unicom Group’s networks. Under current arrangements, settlement between Unicom Group and us is based on an internal settlement standard that takes into account either the internal costs of the relevant networks or the government standard applicable between third-party operators, whichever is the more favorable to us.

We charge interconnection fees for terminating or transiting calls that originate from other domestic telecommunications operators’ networks and pay interconnection fees to other operators for calls originating from our networks that are terminated on their networks. We earn and pay such fees in respect of mobile calls, local and domestic and international long-distance calls and Internet services. We are required to pay the interconnection fees regardless of our ability or inability to collect the tariff from our subscribers. Interconnection charges are accrued on a monthly basis based on the actual call volume and applicable tariff rates.

All interconnection and settlement arrangements among domestic telecommunications operators in China are governed by the Telecommunications Regulations and the rules on interconnection arrangements and settlement promulgated by the MIIT. Some of the agreements pursuant to which we interconnect with other domestic operators were entered into by Unicom Group. We have entered into an agreement with Unicom Group pursuant to which we have agreed with Unicom Group that the costs and benefits arising under these agreements, as they relate to our operations, will be incurred to our account.

For additional information about our domestic and international interconnection arrangements, see “B. Business Overview — Regulatory and Related Matters” under Item 4 and “B. Related Party Transactions” under Item 7.

Roaming

We provide roaming services, which allow our subscribers to access our mobile services while they are physically outside of their registered service area or in the coverage areas of other mobile networks in other countries and regions with which we have roaming arrangements. As of March 31, 2020, we had roaming arrangements for (i) GSM international voice and SMS services with 618 operators in 253 countries and regions, (ii) GPRS international inbound data services with 547 operators in 217 countries and regions and for GPRS international outbound data services with 498 operators in 224 countries and regions, (iii) 3G services with 456 WCDMA operators in 179 countries and regions, (iv) 4G international inbound data services with 267 operators in 137 countries and regions and for 4G international outbound data services with 253 operators in 158 countries and regions, and (v) 5G NSA international inbound data services with five operators in three countries.

A mobile subscriber using roaming services is charged at our roaming usage rate for both incoming and outgoing calls, plus applicable long-distance tariffs. Starting from September 1, 2017, we have ceased charging mobile handset subscribers for domestic long-distance tariffs and roaming fee. Moreover, since July 2018, we ceased charging domestic mobile data roaming fees in response to the guidance to further implement the “speed upgrade and tariff reduction” policy, whereby provincial local data was upgraded to nationwide data for existing and new mobile subscribers. With respect to international roaming, we settle roaming charges with international operators in accordance with roaming agreements between Unicom Group and each of the international operators.

Networks

We operate an advanced network system to support our integrated operations. The backbone of the system is a nationwide fiber-optic transmission network, which serves as the common platform for our mobile, fixed-line voice, broadband and data services. We generally utilize a centralized network planning and equipment selection process, which ensures uniform nationwide design and network compatibility. After our merger with China Netcom in October 2008, we have actively integrated our network resources to improve our network quality and capacity. We procure our network equipment and related maintenance and technical support mainly from a number of PRC and overseas telecommunications network equipment manufacturers and suppliers which include Huawei Technologies, Ericsson, Nokia and ZTE Corporation, among others.

Mobile Networks

Our mobile network generally consists of:

- base station sites, which are physical locations, each equipped with a base station that houses transmitters, receivers and other equipment used to communicate through radio channels with subscribers’ mobile handsets within the range of a cell;
- base station controllers, which connect to, and control, the base stations;
- mobile switching centers, which control the base station controllers and the routing of telephone calls; and
- a bearer network and a transmission network, which links the mobile switching centers, base station controllers, base stations and the public switched telephone network.

We have deployed GSM, WCDMA, LTE and 5G mobile networks. Our 2G, 3G and 4G mobile network mainly operates at 900 MHz, 1800 MHz and 2100MHz frequency bands for FDD network, and we own the frequency band of 3500-3600MHz for operating our 5G mobile network. In the future, we also plan to reform 2x25Mhz of spectrum in 2100 MHz frequency band for 5G networks. In 2016, Unicom Group was granted the approval to reform all frequency bands for FDD network to deploy LTE network. By end of 2019, Unicom Group owned 2x61 MHz of spectrum in the frequency bands for FDD network, of which Unicom Group has deployed LTE network and UMTS network using 2x6 MHz of spectrum in the 900 MHz frequency band. Unicom Group has deployed LTE network and GSM network using 2x30 MHz of spectrum in 1800 MHz frequency band and LTE network and UMTS network using 2x25 MHz of spectrum in 2100 MHz frequency band. In January 2020, Unicom Group has also obtained 2x5 MHz of spectrum in the 900 MHz frequency band for LTE, NB-IoT and eMTC networks. Most parts of the 2555-2575 MHz frequency band initially allocated to Unicom Group for TD-LTE network have been returned to the PRC government by end of July 2019. Unicom Group also has deployed part of the TD-LTE network using 2300-2320 MHz frequency band (limited to indoor network).

Unicom Group was granted by the MIIT with the permit to operate 5G digital cellular mobile communications service and the approval to authorize CUCL to operate 5G mobile communications service nationwide in Mainland China in June 2019. In order to efficiently expand our 5G network coverage and capacity, improve our operating efficiency and enhance our competitiveness in the 5G market, while lowering our cost for the construction, operation and maintenance, on September 9, 2019, we, through our wholly owned subsidiary, CUCL, entered into a framework agreement with a subsidiary of China Telecom, China Telecom Corporation Limited, in relation to the cooperation on building and sharing of 5G access networks. Pursuant to such framework agreement, we and China Telecom agreed to (i) jointly build the 5G access networks nationwide, and we and China Telecom each will be responsible for the construction, operation and maintenance of the 5G access networks in different designated geographic areas and bear the respective construction, operation and maintenance costs; and (ii) jointly share the 5G spectrum resources and 5G access networks nationwide with a wide coverage, matching capacity, good quality and standard services. While we and China Telecom will cooperate on the building and sharing of 5G access networks under such framework agreement, the core networks of the 5G networks will be independently constructed by each of us and China Telecom. Our and China Telecom's ownership of respective subscribers will remain unchanged, and we and China Telecom will continue to maintain independent brands and business operation. In respect of settlement under such framework agreement, based on the principle that parties shall not make a profit from such settlement, we and China Telecom will formulate reasonable and streamlined settlement arrangement, following fair and equitable market practices, to maximize the benefits of cooperation for both parties and maintain a sustainable cooperation. Under such framework agreement, we and China Telecom share consecutive 200 MHz frequency bands at 3400-3600 MHz frequency bands, which are mainly deployed for 5G network coverage of urban areas. Meanwhile, we plan to facilitate the refarming of 2.1 GHz spectrum for broader 5G network coverage. We and China Telecom have launched the construction of the 5G networks pursuant to such framework agreement. As of December 31, 2019, we had more than 60,000 5G base stations available for use, of which more than 40,000 5G base stations were constructed by us. In February 2020, we were also granted with the license to share the 3300-3400MHz frequency bands nationwide with China Telecom and China Broadcasting for 5G network coverage of indoor areas.

We focused on the development of our "5G + 4G" premium network. We have expanded the depth and width of our 4G network coverage, optimized our network structure, and facilitated the development of SDN, virtual, cloud-based and smart networks. As of December 31, 2019, our 4G network base stations reached 1.41 million.

Fixed-Line Networks

We operate fixed-line networks which provide extensive coverage in China. These networks are technologically advanced and conducive to the introduction of the next generation fixed-line network and mobile technologies. These networks support a wide range of end-to-end fixed-line telecommunications services and enable customized products to be delivered to meet a variety of telecommunications needs in "real-time".

Our fixed-line networks consist of fixed-line telephone networks, broadband Internet and data networks, transmission networks, value-added service platforms, IT support systems and related infrastructures. Our transmission networks consist primarily of fiber-optic based networks, which cover our major service regions, supplemented by satellite transmission and digital microwave links.

We have integrated our resources to optimize and improve the transport capabilities of our IP networks and improved our long-distance soft-switch network capability. In addition, by adding seven national Internet backbone nodes, we further increased our Internet bandwidth, and our broadband network capacity was substantially enhanced. By the end of 2019, the number of fixed-line broadband access ports increased from 215 million to 221 million, of which the number of access ports with FTTH accounted for 85% of total broadband access ports. As of the end of 2019, our international submarine cable resource capacity reached 34T, while our international outbound Internet capacity reached 3.2T with a homebound bandwidth of 2.8T.

Marketing, Sales and Distribution

Our marketing strategy is to establish our image as a full-service telecommunications service provider and utilize our comprehensive service platform and nationwide sales and distribution network.

We provide user-oriented product offerings comprised of a mix of products catering to users with diversifying demands. For example, we offer “Ice-cream Package” that includes unlimited domestic usage of mobile data and mobile voice under certain prescribed terms to target high-end customers and “Tencent King Card” that targets at heavy data users of Tencent mobile applications by offering unlimited mobile data usage for Tencent mobile applications. We also offer data promotion or other packages to users of Internet companies under 2I2C model and group service package to the employees of enterprises, governments and other organizations under 2B2C model.

Leveraging our integrated online and offline operation system, we achieved express matching and delivery of orders and also enhanced management of key steps of our order fulfillment process. We efficiently improved our overall order conversion rate through enhancing the conversion rate of online orders. We distribute our services through a variety of distribution channels, consisting of (i) self-owned channels, including proprietary sales outlets and direct sales forces targeting retail and corporate customers, (ii) social channels, including cooperative sales outlets, exclusive sales outlets and agency sales outlets, and (iii) online channels, including self-owned and third-party channel online e-stores.

In 2019, we continued to implement our integrated online and offline marketing strategy to promote our brand, services and products. In addition to our offline marketing activities, we actively developed our online marketing initiatives to effectively reach customers through precise targeting driven by big data, sales and marketing covering all usage scenarios and diversified means of delivery, and to establish our innovative and cost-effective touchpoint networks with a broad customer coverage. We have focused on improving the market recognition of our new brand “5G” to promote our 5G business, promoting our business in key segmented markets, and expanding our data and Internet application business under the integrated marketing model featuring “Cloud + Smart Network + Intelligent Application.” We also improved our customer experience and enhanced the operation efficiency through developing products targeting at mid- to high-end customers while phasing out products with low efficiency, enhancing our ability in centralized, precise and targeted operation, as well as building up our Internet-based operation and marketing systems.

Customer Services

We provide customer services through our nationwide sales outlets, hotline number “10010”, online sales outlets, SMSs, handset online stores, self-service platforms, official micro-blog, WeChat and other channels. Our customer services typically include inquiries, service initiation and termination, and response to reports of mechanical malfunction as well as customer complaints and suggestions. We provide customer services to our customers travelling outside of China via a dedicated international roaming service hotline number “18618610010” 24 hours per day, seven days per week. We implement relevant procedures to ensure that our customer services are provided in a timely manner. For instance, to the extent that we are unable to address certain of our customer’s inquiries via our customer hotline, we will make commitments to our customers that we will provide response to their inquiries within a specified timeframe.

We proactively develop and improve our Internet-based customer services. We also continue to improve our customer service system and operations, customer retention and customer service quality. We have launched various initiatives to enhance our customer experience by customer service follow-up calls and regular greetings to customers. Leveraging our centralized IT system, once our customers’ information has been recorded in the system, they will be able to access our principal services from our sales outlets across the country, regardless of the original region of subscription of the customers.

We are dedicated to improve customers’ perception of our services. We have adopted an NPS (net promoter score) evaluation system to provide all-rounded monitoring of each of our operating segments and levels, so that we can further understand the need of our clients, adjust to cater to our clients’ needs and improve our professionalism in all respects. In addition, we sought to improve customers’ perception of our services by focusing on the key issues that affect our customer perception and business support. Pursuant to such initiative, we collected such key issues on a rolling basis, set up improvement goals in a quantitative manner and allocate the responsibility for improvement to appropriate personnel. This issue-oriented initiative drove our internal department to further optimize our work process, which resulted in a significant improvement in our customer perception and business support.

Information Systems

We have established multiple information technology support systems in our headquarters as well as in each province, autonomous region and municipality and comprehensive information systems in each province, autonomous region and municipality to support our business and management. For business support, we have established core systems composed of a cloud-based customer relationship management system, a comprehensive billing and accounting system and an e-commerce system to support our business operations. Leveraging our business middle-office support, our innovative online marketing strategies further improved customers' perception of our services. We also upgraded our IT framework and established an API opening platform, to facilitate cooperation with our business partners. In addition, we continued to enhance our independent research capability and we independently developed 50.5% of our core business support system. Furthermore, we have established integrated systems, such as integrated business support system for government and enterprise customers, integrated channels management system, integrated account settlement system and integrated partnership management system to achieve integrated and centralized management of our businesses and enhance our sales and service capabilities through electronic channels. We also utilized a proprietary cloud-based IT ecosystem that integrates the research and development activities of our headquarters and provincial branches and significantly improves our operational efficiency while lowers the costs. For our management support, we focused on the construction of our intelligent financial data sharing system to enhance the efficiency of our internal financial data sharing. For our internal data service capabilities, we have launched the data middle office construction to compile all operational data of our business support systems, support our appraisal management and operational analysis with data, as well as optimize our business operation. For the development of new businesses, we have reformed a number of centralized IT systems to support our 5G commercialization.

Research and Development

We focus on technology innovation in coordination with our various business departments in order to provide technical support for our business development. Our R&D activities are focused primarily on fixed-line and mobile technologies and their further development, 5G, the sixth generation mobile telecommunications, and future generations of network technologies, cloud computing, big data, IoT, AI, SDN and NFV, network and information safety, data center, operational maintenance and business development of value-added services. In addition, part of our research and development requirements is fulfilled by our ultimate controlling shareholder, Unicom Group, in return for a service fee. See "B. Related Party Transactions" under Item 7 below. In 2019, our primary R&D efforts were focused on the development of 5G network, terminals, technologies and its applications, the initiatives of "Big Video," smart city, and intelligent operation of networks, as well as our middle-office R&D support systems.

With respect to the commercialization of 5G technologies, we carried out extensive trials and tests of the network organizing plans for non-standalone (NSA) mode, standalone (SA) mode and NSA/SA dual mode, planned for the 5G infrastructure system such as the deployment of macro and micro base stations, developed solutions adaptable to different usage scenarios, and facilitated the collaborative development of both 5G network and 5G terminals. We conducted comprehensive research and verification of the network coverage and capacity of 5G New Radio, or 5G NR, in the 3.5GHz band, developed solutions for 5G coverage in indoor and metro areas, and also explored the commercial applications of 5G network slicing and the offering of 5G private network products. Furthermore, we introduced a number of key 5G technologies, including the dynamic sharing of spectrum, 2.1GHz wide bandwidths, and FDD Massive MIMO (multiple-input multiple-output) solutions. We were also the first in the industry to introduce the transition plan to reform the 2.1GHz spectrum for 5G NR deployments.

We facilitated our cooperation with China Telecom on key aspects of the joint building and sharing of 5G access network. We carried out a comprehensive feasibility study of the cooperation that took into account a number of relevant factors including technology, standard, infrastructure, users' experience and adjustment of current networks. We also formulated technical solutions for sharing of the spectrum and network, developed and tested various functions of the network and promoted the application of the sharing plan.

We also devoted our R&D resources to innovate and develop our 5G product offerings. We explored the combination of 5G and cloud computing technologies and conducted researches and trials in innovative fields, such as cloud-based virtual reality, broadcasting, live streaming, gaming, self-driving, Internet of cars, drones, healthcare, and education.

Competition

As a result of the telecommunications industry restructuring in 2008, the Chinese telecommunications market now has three key providers of basic telecommunications services — China Telecom, China Mobile and us — in addition to thousands of value-added service providers and other companies that provide telecommunications or related services. We compete with China Mobile and China Telecom in virtually all aspects of our services, including mobile services, fixed-line voice services, broadband services and data communications services. In May 2016, the MIIT granted to China Broadcasting the approval to operate fixed-line broadband business. We may also compete with China Broadcasting in fixed-line broadband business. As Unicom Group, China Mobile and China Telecom were granted the license to operate TD-LTE mobile services by the PRC Government in December 2013, Unicom Group and China Telecom were granted the license to operate LTE-FDD mobile services in February 2015 and China Mobile was granted the license to operate LTE-FDD mobile services in April 2018, we face intensive competition in the 4G services. We also face potential fierce competition as to 5G services. In December 2018, Unicom Group was granted the permit to use the frequency band of 3500-3600MHz for launching the trial of 5G system nationwide in Mainland China, and China Mobile was granted the frequency band of 2515-2675MHz and 4800-4900MHz, and China Telecom was granted the frequency band of 3400-3500MHz. Furthermore, in June 2019, the MIIT granted the permit to operate 5G digital cellular mobile communications service to Unicom Group, China Mobile, China Telecom, and China Broadcasting, respectively.

In addition, the PRC Government recently published a series of regulations to encourage privately-owned enterprises to enter PRC telecommunications industry, including the formal commercialization of telecommunications resale business, pursuant to which the MIIT would accept applications from privately-owned enterprises to acquire mobile communications services from China Mobile, China Telecom or us and repackaging and rebranding such services for resale to end-users. The MIIT also requires that the wholesale price for resale of mobile telecommunications services should be lower than the per unit price (or package price) for similar businesses of the mobile networks operators, and we may face competition from these privately-owned enterprises. We also face increasing competition from other service providers, such as cable television companies and Internet service providers, which compete against our broadband access, voice and messaging services and other services by offering telecommunications or related services. See “D. Risk Factors — Risks Relating to Our Business — We face intense competition from other telecommunications operators, including China Mobile and China Telecom, and other companies that provide telecommunications or related services, which may materially and adversely affect our financial condition, results of operations and growth prospects” and “D. Risk Factors — Risks Relating to Our Business — Competition from foreign-invested operators may further increase the competition for employees, exacerbate price competition and increase our operating expenses, thereby adversely affecting our financial condition, results of operations and growth prospects” under Item 3, respectively.

The Tower Company

See “D. Risk Factors — Risks Relating to Our Business — Our business relies on the lease arrangements with the Tower Company as to telecommunications towers and related assets, and we may not be able to achieve the expected benefits from the establishment of the Tower Company and such lease arrangements” under Item 3 and “A. History and Development of the Company — Establishment of the Tower Company and the Disposal of Telecommunications Towers” under Item 4 for information regarding the Tower Company and arrangement regarding telecommunications towers and related assets.

Strategic Alliances with Telefónica

We entered into and maintained a strategic alliance with Telefónica, S.A., or Telefónica, a Spanish telecommunications company, since January 2009. Telefónica and we agreed to share business experience and strengthen cooperation in the areas of mobile communications, broadband applications, international business, marketing and sales and telecommunications services to corporate clients, to strengthen the business of each party and achieve synergies by cooperation. Additionally, we and Telefónica made mutual investment in each other, and held ordinary shares of the other party. Subsequently, Telefónica completed a series of sales of ordinary shares in the capital of our company. As of the date of this annual report, Telefónica held less than 5% ordinary shares in the capital of our company.

In December 2015, we and Telefónica established a joint venture company, Smart Steps Digital Technology Co., Ltd., or Smart Steps, to engage in big data application services in China. In April 2019, JD Digits Technology Holding Co., Ltd, or JD Digits, made a strategic investment in Smart Steps, upon completion of which, we, Telefónica and JD Digits had a shareholding interest of approximately 45.8%, 37.5% and 16.7% in Smart Steps, respectively. The strategic partnership with Telefónica and JD Digits is expected to integrate our big data resources, technologies and capabilities and thus contributing to the big data service capabilities of Smart Steps.

Strategic Cooperation with China Telecom

In January 2016, we entered into a strategic cooperation agreement with China Telecom in relation to resource-sharing and joint investments. Under the strategic cooperation, we agreed to share certain telecommunications facilities such as mobile networks and transmission networks with each other, jointly carry out certain network maintenance services and certain marketing initiatives, as well as seek and explore opportunities in joint investments in innovative and emerging business areas. Our strategic cooperation is expected to enhance our service qualities and operating efficiency, and thus improving our customer experience and contributing to our market recognition.

On September 9, 2019, we, through our wholly owned subsidiary, CUCL, entered into a framework agreement with a subsidiary of China Telecom, China Telecom Corporation Limited, in relation to the cooperation on building and sharing of 5G access networks. See “— Networks — Mobile Networks” under Item 4 for details.

Trademarks

We conduct our businesses under the Unicom name and logo. Unicom Group is the registered proprietor in China of the “Unicom” trademark in English and the trademark bearing the Unicom logo. Unicom Group is also the registered proprietor of the trademark of the word “Unicom” in Chinese (“联通”). Unicom Group has granted us the right to use these trademarks on a royalty-free basis with periodic renewals, and licensed us any trademark that it registers in China in the future which incorporates the word Unicom.

Risk Management and Internal Control

We employ risk management and internal control systems to monitor and facilitate the accomplishment of the our business objectives, safeguard the our assets against loss and misappropriation, respond to natural disasters and other disruptive events, such as cyber-attacks, maintain proper accounting records for the provision of reliable financial information, ensure the our compliance with applicable laws, rules and regulations. Our board of directors is responsible for overseeing the risk management and internal control systems, and reviews the effectiveness of the risk management and internal control systems on an annual basis. Our Internal Control and Risk Management Department evaluates and manages our risk exposures and implements and updates our internal control measures in response to the constantly evolving regulatory requirements and business needs of our Company. However, our risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

In addition, we also maintain insurance with respect to our facilities, equipment and inventories, which covers, subject to some limitations, various risks, including fire, typhoons, earthquakes and other risks generally up to the respective policy limit for their replacement values and lost profits due to business interruption. However, there is no assurance that insurance will fully cover any losses and our emergency response plans will be effective in preventing or reducing losses in the future. See “D. Risk Factors — Risks Relating to Our Business — Interruptions to our networks and operating systems or to those with which we interconnect, including those caused by natural disaster and service maintenance and upgrades, may disrupt our services and operations and may result in customer dissatisfaction and materially and adversely affect our financial condition, results of operations and growth prospects” under Item 3.

Regulatory and Related Matters

The telecommunications industry in China is subject to a high degree of government regulation. The primary regulatory authority of the Chinese telecommunications industry is the MIIT, established in 2008 as a new ministry under the PRC State Council and the successor of the former Ministry of Information Industry. The NDRC, the Ministry of Commerce and other governmental authorities also maintain regulatory responsibilities over certain aspects of the Chinese telecommunications industry.

The MIIT, under the supervision of the State Council, is responsible for, among other things:

- formulating and enforcing industry policies and regulations, as well as technical standards;
- granting telecommunications service licenses;
- supervising the operations and quality of services of telecommunications service providers;
- allocating and administering telecommunications resources such as spectrum and number resources;
- formulating interconnection and settlement policies between telecommunications networks; and
- maintaining fair and orderly market competition among service providers.

The MIIT has established a Telecommunications Administration in each province, autonomous region and municipality in China to oversee the implementation of the MIIT's policies and regulations and exercising regulatory authority delegated by the MIIT within that province, autonomous region or municipality.

Relevant departments of the PRC government, under the direction of the State Council, are in the process of drafting a telecommunications law that, once adopted by the National People's Congress of the PRC, will become the basic telecommunications statute and provide the principal legal framework for telecommunications regulations in China. It is currently uncertain when the law will be adopted and become effective. See "D. Risk Factors — Risks Relating to the Telecommunications Industry in China — Potential changes in laws, regulations and policies relating to the PRC telecommunications industry or any future industry restructuring may materially and adversely affect our financial condition, results of operations and growth prospects" under Item 3.

Cybersecurity

We are subject to the Cybersecurity Law, which came into effect on June 1, 2017. The Cybersecurity Law sets forth the general framework regulating network products, equipment, and services, as well as the operation and maintenance of information networks, protection of personal information, and supervision and administration of cybersecurity in Mainland China. According to the Cybersecurity Law, the Cyberspace Administration of China, or the CAC, has a central role in planning, coordination, supervision, and management of network security measures while the MIIT, the national public safety bureau, and other relevant authorities are in charge of network security protection, supervision and management within the scope of their respective responsibilities. Pursuant to the Cybersecurity Law, we are required to perform a security assessment when transferring personal information and important data overseas if such personal information and important data are collected from the operation in China. Such requirements, among other things, could increase our compliance costs. While several related regulations, including the Measures for the Security Review of Network Products and Services (Provisional) and the Internet News Information Service Management Regulations, published by the CAC came into effect on the same day as the Cybersecurity Law, the implementation of the Cybersecurity Law is still at an early stage. The PRC government may amend the relevant regulations or promulgate new regulations to clarify and further implement the Cybersecurity Law. Although we expect that the Cybersecurity Law will have a positive effect on the overall development of the telecommunications industry and enhance information protection in Mainland China, we currently cannot predict the scope of any specific requirements that may be imposed on us and their implications for our operations under the Cybersecurity Law and relevant regulations.

In addition, the Measures for the Security Review of Network Products and Services (Provisional) became effective on June 1, 2017. According to Measures for the Security Review of Network Products and Services (Provisional), the procurement of network products and services must go through a cybersecurity review if such procurement is made for network and information systems that involve national security concern. Relevant government authorities responsible for the protection of critical information infrastructure facilities will decide on whether such procurement of network products and services would threaten national security. Since we are one of the leading telecommunications service providers in China, our products and service may be supplied to network and information systems that involve national security concern. As such, we may be requested to provide information for such cybersecurity review. Since the implementation of the Measures for the Security Review of Network Products and Services (Provisional) is still at an early stage, we currently cannot estimate their impact on and implications for our operation.

Furthermore, personal privacy, information security, and data protection are increasingly significant issues in China and other jurisdictions in which we operate. In China, the regulatory framework governing the collection, processing, storage and use of business information and personal data is rapidly evolving. For example, in addition to the Cybersecurity Law, the PRC Government also published Information Security Technology — Personal Information Security Specification in 2018, setting forth detailed guidelines on the collection, utilization and retention of personal information and privacy protection, and Identification Methods for Illegal Collection and Use of Personal Information by Apps in 2019, stipulating standards for determining illegal acts of collecting and using personal information through mobile applications. In addition, regulators in other jurisdictions in which we operate are increasingly scrutinizing how companies collect, process, use, store, share and transmit personal data as well. These laws and regulations could significantly increase our cost of compliance and associated risk.

In response to the evolving cybersecurity laws and regulations, we have employed risk management and internal control systems to safeguard us against cyber-attacks and to comply with laws and regulations related to cybersecurity. We have adopted various measures, including, among other things, (i) continuously strengthening our data security capabilities, such as improving our data encryption, protection of critical information infrastructure and security of supply chain of the information technology products and services; (ii) establishing our data protection compliance policies and guidelines, including training on crisis management and compliance of cybersecurity laws and regulations; (iii) self-examining potential risks and weakness of our data system and updating our private policy; (iv) enhancing our real-time monitoring and alarm reporting system and implementing an emergency action plan to allow us to act responsively and minimize our losses in the event of an emergency; and (v) continuously improving our compliance efforts through enhanced sharing of relevant knowledge internally and externally.

We strive to monitor and comply with all applicable laws, regulations, policies and legal obligations relating to cybersecurity. As of April 15, 2020, we have not been subject to any material cyber-attacks or incidents, individually or in the aggregate, that had or would expected to have a material adverse effect on our business and operations, nor had we been involved in any legal proceedings or regulatory investigations related thereto. However, as the regulatory landscape of cybersecurity is subject to substantial uncertainty, we cannot assure you that we will always be in compliance with laws and regulations related to cybersecurity or we will not be held liable for cyber-attacks that committed against us. See “D. Risk Factors — We face risks associated with our Internet-related services” under Item 3.

Anti-Unfair Competition Law

In January 2018, the amended Anti-Unfair Competition Law of the People’s Republic of China, or Anti-Unfair Competition Law, came into effect. It revised and expanded the scope of unfair competitive acts which include, among others, a network operator’s interference with and destruction of products or services provided by other operators. It also strengthened the protection of trade secrets and enhanced supervision over and penalties on unfair competitive acts. The Anti-Unfair Competition Law was further amended in April 2019 to enhance the protection of trade secrets. The amendments expanded the scope of infringing activities, enlarged the scope of infringers to include individuals and entities, and also increased the amount of compensation by introducing punitive damages against trade secret infringement carried out with malicious intent and increasing the maximum amount of statutory compensation.

Telecommunications Regulations

On September 25, 2000, the State Council promulgated the Telecommunications Regulations of the People's Republic of China, which came into effect on the same date. All telecommunications activities and related activities within China are subject to the Telecommunications Regulations, which were amended in accordance with the Decision of the State Council on Amending Certain Administrative Regulations on February 6, 2016.

According to the PRC Government, its administration and regulation of the Chinese telecommunications industry is based on the principles of the separation of governmental regulation from enterprise management, the elimination of monopolistic behavior, the encouragement of competition and the promotion of the development of the Chinese telecommunications industry, while also taking into account the principles of openness, equality and fairness. The Telecommunications Regulations regulate all major aspects of the telecommunications industry, including licensing, interconnection, tariffs, resources, services, security, facility construction and access to networks.

Licensing

The PRC Government licenses telecommunications businesses in accordance with their classification. Telecommunications businesses are currently classified into two broad categories of basic services and value-added services. An appendix to the Telecommunications Regulations divides each of the two categories into further sub-categories. The MIIT promulgated the Telecommunications Service Catalogue (2015 edition), or the 2015 Catalogue, which took effect on March 1, 2016 and was amended in June 2019. According to the amended 2015 Catalogue:

- basic telecommunications services are classified into Category I basic telecommunications services and Category II basic telecommunications services.
 - Category I basic telecommunications services include fixed-line telecommunications services (including fixed-line local, domestic long-distance and international long-distance telecommunications services and services related to maintaining international telecommunications facilities), cellular mobile telecommunications services (including 2G digital cellular mobile telecommunications services, 3G digital cellular mobile telecommunications services, LTE/4G digital cellular mobile telecommunications services and 5G digital cellular mobile telecommunications services), Category I satellite telecommunications services (including satellite mobile telecommunications and satellite fixed-line telecommunications services), Category I data communications services (including Internet international data telecommunications, Internet domestic long-distance data telecommunications, Internet local data telecommunications and International data communications services) and IP telephone services (including domestic and international IP telephone services).
 - Category II basic telecommunications services include trunking telecommunications services (including digital trunking telecommunications services), wireless paging services, Category II satellite telecommunications services (including lease and sales of satellite transponders and very-small-aperture-terminal, or VSAT, telecommunications services), Category II data telecommunications services (including fixed-line domestic data transmission services), services related to network access facilities (including services related to wireless network access facilities and cable network access facilities, and network services from customer premises), services related to maintaining domestic telecommunications facilities and network hosting services.
- value-added telecommunications services are classified into Category I value-added telecommunications services and Category II value-added telecommunications services.
 - Category I value-added telecommunications services include IDC, CDN, domestic Internet virtual private network and Internet access services.

- Category II value-added telecommunications services include on-line data processing and interchange, domestic multi-party telecommunications, store-and-forward, call center (including domestic and offshore call centers), information and coding and protocol conversion (including domain name system) services.

On March 1, 2009, the MIIT promulgated the Measures on the Administration of Telecommunications Business Licenses, which took effect on April 10, 2009 and superseded the previous measures promulgated by the former Ministry of Information Industry on December 26, 2001.

The measures govern the application for, approval of and regulation of telecommunications business licenses in China. The operation of any basic telecommunications business is subject to the MIIT's approval and grant of License for Operation of Basic Telecommunications Businesses. The operation of any value-added business in two or more provinces, autonomous regions or municipalities is subject to the MIIT's approval and grant of License for Inter-Provincial Operation of Value-Added Telecommunications Businesses. The operation of value-added businesses within a single province, autonomous region or municipality is subject to the approval of the telecommunications authority of the relevant province, autonomous region or municipality in China and the grant of the License for Operation of Value-Added Telecommunications Businesses. The measures, among other things, lowered the minimum amount of registered capital required for an applicant to enter the basic telecommunications business in China.

After the PRC's accession to the WTO, on December 11, 2001, the State Council promulgated the Administrative Regulations on Telecommunications Companies with Foreign Investments, which took effect on January 1, 2002, and were amended in accordance with the Decision of the State Council on Amending Certain Administrative Regulations on February 6, 2016. Those commitments include the gradual reduction of restrictions on foreign ownership in telecommunications enterprises in China and the step-by-step opening-up of the Chinese telecommunications market to foreign enterprises. In recent years, China gradually lifted restrictions for foreign investors in telecommunications enterprises in China and fulfilled its commitment to open up the Chinese telecommunications market. However, the following restrictions on investments in mobile, value-added telecommunications and fixed-line services remain:

- for fixed-line services, there is no longer any geographic restriction and foreign ownership may be no more than 49%;
- for mobile voice and data services, there is no longer any geographic restriction and foreign ownership may be no more than 49%; and
- for value-added telecommunications services, there is no longer any geographic restriction and foreign ownership may be no more than 50%.

Spectrum and Network Number Resources

The MIIT is responsible for the management of the wireless radio frequency spectrum and the allocation of frequencies within the spectrum. The frequency assigned to a telecommunications operator may not be leased or transferred without the MIIT's approval. In June 2017, the NDRC and the MOF jointly announced new frequency usage fees: (i) for the nationwide frequency bands, an annual rate of RMB16 million per MHz is charged for frequency bands below 960MHz, an annual rate of RMB14 million per MHz is charged for frequency bands between 960MHz and 2300MHz, and an annual rate of RMB8 million per MHz is charged for frequency bands above 2300MHz; (ii) for the frequency bands used in each province, an annual rate of RMB1.6 million per MHz is charged for frequency bands below 960MHz, an annual rate of RMB1.4 million per MHz is charged for frequency bands between 960MHz and 2300MHz, and an annual rate of RMB0.8 million per MHz is charged for frequency bands above 2300MHz; (iii) for the frequency bands used in each city, an annual rate of RMB160,000 per MHz is charged for frequency bands below 960MHz, an annual rate of RMB140,000 per MHz is charged for frequency bands between 960MHz and 2300MHz, and an annual rate of RMB80,000 per MHz is charged for frequency bands above 2300MHz. In April 2018, the NDRC and the MOF jointly announced a reduction in frequency usage fees for frequency bands above 3000MHz: (i) for the nationwide frequency bands, the annual rate charged for frequency bands between 3000MHz and 4000MHz is reduced from RMB8 million to RMB5 million per MHz, the annual rate charged for frequency bands between 4000MHz and 6000MHz is reduced from RMB8 million to RMB3 million per MHz, and the annual rate charged for frequency bands above 6000MHz is reduced from RMB8 million to RMB0.5 million per MHz; and (ii) for the frequency bands used in each province, autonomous region and municipality, the annual rate charged for frequency bands between 3000MHz and 4000MHz is reduced from RMB0.8 million to RMB0.5 million per MHz. The NDRC and the MOF also announced that, for the first three years after grant of the permit to use the 5G frequency band, there will be no charge of frequency usage fee; from the fourth year to the sixth year, the frequency usage fee will be charged at 25%, 50% and 75% of the standard frequency usage fee prescribed by relevant authority; and from the seventh year onwards, the frequency usage fee will be charged at 100% of the standard frequency usage fee prescribed by relevant authority. For the public frequency bands with a limited scope of usage (such as limited to indoor usage), the frequency usage fee will be charged at 30% of the standard frequency usage fee prescribed by relevant authority.

The MIIT is also responsible for the administration of China's telecommunications network number resources. The telecommunications network number resources are owned by the State, which shall charge fees for the use of such resources. Application for the use of number resources by any telecommunications operator is subject to the approval of the MIIT or the relevant provincial telecommunications authority and the payment of certain usage fees. The measures also provide for the procedures for the application, usage and record-keeping for the telecommunications operators' use of number resources.

Tariff Setting

Prior to January 2014, the levels and categories of telecommunications tariffs were subject to regulation by various government authorities, including the MIIT, the NDRC, and, at the local level, the relevant provincial Telecommunications Administration Bureaus and price regulatory authorities.

In January 2014, the State Council announced the removal of the MIIT's approval requirement on the tariff standard of telecommunications services. In addition, pursuant to the amendments to the Telecommunications Regulations dated August 15, 2014, the telecommunications tariffs shall be set by the telecommunications operators based on costs and market conditions.

In May 2015, the PRC government introduced the PRC Government's policy of increasing network speed and reducing tariff. In response to such policy, we have since then offered discounts to our tariff plans. In addition, in October 2015, we launched our mobile data carry-over programs, which allow subscribers of our data plans with pre-determined monthly data limit to carry over their unused data to the following month with no extra charge. Furthermore, in light of the national policy of achieving coordinated development of Beijing Municipality, Tianjin Municipality and Hebei Province issued in April 2015 by the PRC Government, we cancelled the long-distance and roaming tariffs for voice services within the tariff zones of Beijing Municipality, Tianjin Municipality and Hebei Province so that our customers are only charged with local usage tariff for our voice services provided within the tariff zones. Since May 2017, we substantially reduced Internet private line access tariff for small and medium enterprises customers and international long-distance call tariff. In addition, in September 2017, we ceased charging mobile handset subscribers domestic long-distance and roaming fee. In response to the guidance to further implement the "speed upgrade and tariff reduction" policy, we (i) have reduced the per unit price of mobile data and fixed-line broadband for more than 30% in 2018, (ii) reduced the per unit price of Internet broadband services for small and middle-sized business for more than 10% in 2018, (iii) greatly reduced international mobile data roaming fees, and (iv) ceased charging domestic mobile data roaming fees since July 2018. On August 23, 2018, the MIIT promulgated the Notice of the Ministry of Industry and Information Technology on Further Regulating the Marketing Behavior of Telecommunications Tariff, effective from August 23, 2018. This Notice encourages the telecommunications operators to offer tiered pricing scheme, which offers deeper discount to tariff plans with increased data usage by users. Pursuant to this Notice, telecommunication operators should strive to simplify their pricing structures, offer corresponding service plans for each fee item if package plans are offered, specify the structure of fees, fee items and fee standards, and fulfill operators' obligations to remind its customers of the restrictive conditions, validity periods, charging principle of the plans, among other noteworthy matters, when promoting such plans. In addition, the operators shall ensure customers with the same trading conditions afforded identical rights to choose their tariff plan. In March 2019, the PRC government, in its 2019 work report, introduced further "speed upgrade and tariff reduction" measures, including directives to (i) further reduce the broadband tariffs for small and medium enterprises by 15% on average and the tariffs for handset data by no less than 20% on average, and (ii) implement mobile number portability programs, which allow customers to switch mobile carriers while retaining their numbers, in Mainland China by the end of 2019. In 2019, we continued to implement the "speed upgrade and tariff reduction" policy and launched more preferential tariff plans. For example, we significantly reduced the unit price of our mobile data service and the broadband tariffs for small and medium enterprises in 2019.

As we may have to devote substantial resources, incur significant expenses and make strategic decisions on or adjustment of operation strategies in order to meet with these requirements, our compliance with the “speed upgrade and tariff reduction” policy may have an adverse effect on our financial condition, results of operations and growth prospects. See “D. Risk Factors — Risks Relating to Our Business — Adjustments in our charges for telecommunications services and products may have a material adverse effect on our financial condition and results of operations” under Item 3.

Mobile Services

Generally, the categories of tariffs we charge our mobile subscribers include, among others, basic monthly fees, domestic usage charges, international, Hong Kong, Macau and Taiwan roaming charges, and charges for value-added services.

Intensifying competition in our mobile service areas has resulted in tariff discounts and service promotions offered by us and our main competitors from time to time, which may reduce the effective tariffs. These discounts and promotions have taken many forms, including promotional tariff rates, free call minutes, reduced roaming charges, off-peak discounts or discounts for high-usage subscribers and package service plans with fixed monthly fees.

We have introduced a number of package service plans. Under these plans, subscribers typically pay a fixed monthly fee for a specified number of call minutes. The plans vary at the levels of fixed monthly fee, number of specified call minutes and tariff rates for call minutes in excess of the specified call minutes. The terms of these plans also vary depending on the local markets.

Fixed-Line Voice Services

For our local voice services, we charge an installation and testing fee that varies depending on whether the subscriber is a residential or a business customer, a fixed monthly fee, local call usage fees based on call duration and fees for certain value-added services. For our domestic long-distance services, our revenue consist of charges based on the duration, time of day and day of the week a call is placed. For our international, Hong Kong, Macau and Taiwan long distance wireline services, we charge usage fees based on call duration and call destination.

Data Services

Our data services consist of DDN services and frame relay services. We charge monthly fees for DDN services and frame relay services, which vary based on bandwidth and whether it is intra-district, inter-district or long-distance.

Transmission Lines Usage and Associated Services

We charge monthly fees for subscribers to our transmission lines usage and associated services based on guidance tariffs set by the PRC Government, which vary based on bandwidth and whether the transmission line is local or long-distance. Transmission line tariffs have generally decreased in recent years.

Interconnection Arrangements

In October 2003, the former Ministry of Information Industry issued Measures on Settlement of Interconnection between Public Telecommunications Networks and Sharing of Relaying Fees, which superseded the Measures on the Settlement of Call Charges between Telecommunications Networks issued by the former Ministry of Information Industry in 2001. These regulations contain specific provisions regarding, among other things, revenue-sharing methods and settlement mechanisms and interconnection agreements among telecommunications service providers. Since November 2005, the former Ministry of Information Industry (or the MIIT after March 2008) has issued a number of administrative measures to adjust the settlement arrangement standards with respect to interconnection fees for certain network interconnections between telecommunications operators. In accordance with various administrative measures, Unicom Group or we, as the case may be, have entered into agreements on interconnection with other telecommunications operators, including China Telecom and China Mobile.

The following table sets forth selected interconnection revenue-sharing and settlement arrangements for local calls:

Operator from Whose Network Calls Are Originated	Operator at Whose Network Calls Are Terminated	Current Main Settlement Arrangement
Mobile operator	Local fixed-line operator	(1) Mobile operator collects the usage fees from its subscribers; (2) Mobile operator pays RMB0.06 per minute to local fixed-line operator. For calls originated from “157” or “188” prefix phone numbers (TD users) during the period from January 1, 2010 to December 31, 2010, mobile operator (China Mobile) pays RMB0.012 per minute to fixed-line operator. From January 1, 2011, for calls originated from “157” or “188” prefix phone numbers (TD users), mobile operator (China Mobile) continues to pay RMB0.012 per minute to fixed-line operator.
Local fixed-line operator	Mobile operator	(1) Local fixed-line operator collects the usage charge from its subscribers; (2) No revenue-sharing or settlement prior to June 1, 2010. Local fixed-line operator pays RMB0.001 per minute to mobile operator after June 1, 2010.
Mobile operator A	Mobile operator B	(1) Mobile operator A collects the cellular usage charge from its subscribers; (2) Mobile operator A pays RMB0.06 per minute to mobile operator B. For calls originated from a mobile user of China Telecom or Unicom to a mobile user of China Mobile (not including “157” or “188” prefix phone numbers (TD users)) during the period from January 1, 2014, Mobile operator A (China Telecom or Unicom) pays RMB0.04 per minute to mobile operator B (China Mobile). For calls originated from “157” or “188” prefix phone numbers (TD users) during the period from January 1, 2010, mobile operator A (China Mobile) pays RMB0.012 per minute to mobile operator B (China Telecom or Unicom).

Operator from Whose Network Calls Are Originated	Operator at Whose Network Calls Are Terminated	Current Main Settlement Arrangement
Local fixed-line operator A	Local fixed-line operator B	(1) Operator A collects the usage fees from its subscribers; (2) In the case of intra-district calls, operator A pays operator B 50% of the intra-district usage fees; (3) (i) In the case of local inter-district calls from operator A using operator B's local inter-district trunk circuit, operator A collects the usage charge from its subscribers and pays RMB0.06 per minute to operator B; (ii) In the case of local inter-district calls from operator A not using operator B's local inter-district trunk circuit, operator A collects the usage charge from its subscribers and pays operator B 50% of the intra-district usage fees.

The following table sets forth selected current major main interconnection revenue-sharing and settlement arrangements for domestic long-distance calls:

Operator at Whose Network Calls Are Originated	Operator at Whose Network Calls Are Terminated	Current Main Settlement Arrangement
Local fixed-line or mobile operator A (through the long-distance network of operator A)	Local fixed-line or mobile operator B	For calls originated from a mobile user of China Telecom or Unicom to a mobile user of China Mobile (not including "157" or "188" prefix phone numbers (TD users)) during the period from January 1, 2014, Mobile operator A (China Telecom or Unicom) pays RMB0.04 per minute to mobile operator B (China Mobile). Other than the above, operator A pays RMB0.06 per minute to operator B.
Fixed-line or mobile operator A	Domestic long-distance calls made without using the carrier identity code of operator B (through the long-distance network of operator B)	(1) Operator A collects the tariff from the subscribers; (2) If Operator A is a fixed-line operator, operator A retains RMB0.06 per minute; if operator A is a mobile operator, operator A retains local usage fee and RMB0.06 per minute; and (3) Operator A pays operator B the rest of the domestic long-distance tariff. Note: Domestic long-distance calls shall be charged at the domestic long-distance call tariff of operator B.
Local fixed-line or mobile operator A	Domestic long-distance calls made by using the carrier identity code of operator B (through the long-distance network of operator B)	(1) Operator B collects the tariff from the subscribers; and (2) Operator B pays operator A RMB0.06 per minute.

The following table sets forth selected current main interconnection revenue-sharing and settlement arrangements for public switched telephone network international long-distance calls, including calls originated from and terminated in Hong Kong, Macau and Taiwan:

Operator at Whose Network Calls Are Originated	Operator at Whose Network Calls Are Terminated	Current Main Settlement Arrangement
Local fixed-line or mobile operator A	International long-distance calls (including to Hong Kong, Macau and Taiwan) made without using the carrier identity code of operator B and directed by operator A from the originating network to operator B.	(1) Operator A collects the tariff from the subscribers; (2) If operator A is a fixed-line operator, operator A retains no more than RMB0.54 per minute with the remaining paid to operator B; and (3) If operator A is a mobile operator, operator A retains local usage fees and no more than RMB0.54 per minute with the remaining paid to operator B. Note: International long-distance calls shall be charged at the international long-distance call tariff of operator B.
Local fixed-line or mobile operator A	International long-distance calls made by using the carrier identity code of operator B and through the domestic and international long-distance networks of operator B.	(1) Operator B collects the tariff from the subscribers; and (2) Operator B pays operator A RMB0.06 per minute.

The following table sets forth selected current main interconnection revenue-sharing and settlement arrangements for VoIP long-distance calls:

Operator from Whose Network Calls Are Originated	Operator at Whose Network Calls Are Terminated	Current Main Settlement Arrangement
Fixed-line or mobile operator A	Fixed-line or mobile operator B through the VoIP network of operator C	(1) Operator A collects local usage fees; (2) Operator C collects the VoIP long-distance usage fees from its subscribers; (3) Operator C pays RMB0.06 per minute to operator B on the terminating end; (4) No settlement between operator C and operator A on the originating end.

The following table sets forth selected current main interconnection revenue-sharing and settlement arrangements for SMS:

Network from Which SMS Originated	Network at Which SMS Terminated	Current Main Settlement Arrangement
Fixed-line or mobile operator A	Fixed-line or mobile operator B	(1) Operator A collects the tariff from its subscribers; (2) Operator A pays RMB0.01 (RMB0.03 during the period from January 1, 2010 to December 31, 2013; RMB0.05 prior to January 1, 2010) per SMS to Operator B

The following table sets forth selected current main interconnection revenue-sharing and settlement arrangements for MMS:

Network from Which MMS Originated	Network at Which MMS Terminated	Current Main Settlement Arrangement
Mobile operator A	Mobile operator B	(1) Operator A collects the tariff from its subscribers; (2) Operator A pays RMB0.05 (RMB0.10 during the period from January 1, 2010 to December 31, 2013; RMB0.15 prior to January 1, 2010) per MMS to Operator B

Technical Standards

The MIIT is responsible for promulgating the technical standards for China's telecommunications industry and establishing the technical requirements and testing parameters for telecommunications equipment (including network and end-user equipment). The MIIT is also responsible for designating qualified institutes to test telecommunications equipment, which would grant network access licenses (or product standard certificates) for the equipment that has successfully passed the relevant tests. Only telecommunications equipment for which a network access license (or a product standard certificate) has been granted may be sold and used in China.

Most of the standards used in the Chinese telecommunications industry are generally based on the standards issued by nine international organizations for telecommunications standards, including International Telecommunications Union, 3rd Generation Partnership Project, Groupe Speciale Mobile Association and Global Certification Forum, with more specific requirements made in light of China's particular telecommunications industry. On the basis of the technical standards used in China's telecommunications industry, we may formulate our own enterprise technical standards based on our own needs and issue additional requirements for telecommunications equipment in order to meet our operational needs. All telecommunications equipment purchased by China's telecommunications operators must have been granted a network access license issued by the MIIT and must meet the standards set forth by the relevant operators.

Quality of Services

Under the Telecommunications Regulations, the MIIT and the relevant provincial telecommunications administrations are responsible for supervising and monitoring the quality of services provided by telecommunications operators in China. Under the Telecommunications Regulations, customers of telecommunications operators have the right to submit their complaints to the MIIT and the relevant provincial telecommunications administrations or other relevant government authorities. In addition, the MIIT, together with other governmental authorities, has taken measures to prompt telecommunications operators to screen indecent contents and prevent telecommunications fraud carried through their networks.

Universal Services

Telecommunications service providers in China are required to fulfill universal service obligations in accordance with relevant regulations promulgated by the PRC Government, and the MIIT has the authority to delineate the scope of its universal service obligations. The MIIT may also select universal service providers through a tendering process. The MIIT, together with the finance and pricing authorities, is also responsible for formulating administrative rules relating to the establishment of a universal service fund and compensation schemes for universal services. Under the Telecommunications Regulations, all PRC telecommunications operators shall provide universal services, and we expect to perform our duties thereunder accordingly. In December 2015, the MOF and the MIIT jointly issued the rules regarding the pilot program for universal services to be implemented in certain cities across the PRC. Since then, the MIIT has designated additional cities and villages as participants of the pilot program for universal services in public notice from time to time. Pursuant to the pilot program for universal services, we have completed construction of broadband construction projects in over 14,000 villages by the end of 2019, and we have also completed 4G wireless network universal telecommunications service projects in 2,567 villages in 2019.

The MIIT has required major Chinese telecommunications service providers, including Unicom Group and former Netcom Group, to participate in a project to provide telecommunications services in tens of thousands of remote villages in certain designated provinces in China as transitional measures prior to the formalization of a universal service obligation framework. In participating in this project, Unicom Group has undertaken the universal service obligation to extend telecommunications service coverage to all administrative-level villages primarily through its fixed-line and mobile broadband networks. Currently, with our assistance, Unicom Group is further extending telecommunications service coverage to natural villages in remote areas in China as designated by the MIIT. We have been assisting Unicom Group in providing mobile telecommunications services to these remote villages and are responsible for the operation and maintenance of the relevant network facilities in our service areas. See “D. Risk Factors — Risks Relating to the Telecommunications Industry in China — The PRC Government may require us, along with other telecommunications service providers in China, to provide universal services with specified obligations, and we may not be compensated adequately for providing such services” under Item 3.

Sharing of Telecommunications Infrastructure

In April 2017, the MIIT and the SASAC jointly issued the 2017 Implementation Opinions on Promoting the Joint Construction and Sharing of Telecommunications Infrastructure, or the Opinions. The Opinions require that the supporting facilities for base stations, such as the telecommunications towers, and the indoor distribution systems for public transportation and buildings, shall generally be planned, constructed and delivered by the Tower Company, except that certain facilities may be constructed by a telecommunications operator if serving only such operators’ demand. The Opinions also set forth the sharing requirements in the construction of FTTH infrastructure. In newly-built residential areas, commercial areas and campus, FTTH construction must strictly observe the applicable national and local standards. Telecommunication operators are prohibited from entering into any exclusivity arrangement with real estate developers or property management companies. In the upgrading of FTTH for existing residential areas, commercial areas and campus, telecommunication operators and relevant stakeholders must cooperate with each other to comply with the joint construction and sharing requirements. Moreover, with respect to transmission facilities, sharing and joint construction of transmission poles and pipeline is mandatory whenever conditions so allow. It is expected that the sharing of telecommunications infrastructure would enable us to expand our service coverage at lower cost, and thus enhance our service quality and operating efficiency.

Convergence Policy of Telecom, Broadcasting and Internet Networks

In January 2010, the PRC Government announced its decision to accelerate the advancement of convergence of television broadcast, telecommunications and Internet access networks to realize interconnection and resource-sharing among the three networks and further develop the provision of voice, data, television and other services. In 2015, the PRC Government promulgated the Notice on Issuance of the Plan to Promote Convergence of Telecom, Broadcasting and Internet Networks by the General Office of the State Council, and started to fully implement such policy across-the-board. The PRC Government may amend relevant policies or promulgate new regulations corresponding to the implementation of the three-network convergence policy in the future.

Mobile Telecommunications Resale Business

In May 2013, the MIIT issued the pilot program for mobile telecommunications resale business that permit privately-owned enterprises to purchase mobile services from telecommunications operators and provide mobile services to end-customers after repackaging and rebranding. Following the pilot program, the MIIT issued the Notice on Formal Commercialization of Mobile Telecommunications Resale Business in April 2018, pursuant to which the MIIT would accept applications from privately-owned enterprises to purchase mobile services from telecommunications operators and provide mobile services to end-customers after repackaging and rebranding. The MIIT also requires that the wholesale price for resale of mobile telecommunications services should be lower than the per unit price (or package price) for similar businesses of the mobile networks operators. We have been promoting the sustainable development of the resale business through cooperation to achieve win-win results. As of December 31, 2019, 30 companies purchased mobile services covering approximately 80.9 million end customers from us, accounting for approximately 60% of the total market share as of the same date in terms of the number of end customers.

VAT Applicable to the Telecommunications Services

The PRC Government implemented value-added tax, or VAT, to replace business tax relating to the telecommunications services in China on June 1, 2014. Effective from May 1, 2016, VAT became applicable to all the other industries in China. Effective from May 1, 2018, the rate of VAT applicable to our basic telecommunications services was reduced from 11% to 10%, and the rate of VAT applicable to our sales of telecommunications products was reduced from 17% to 16%. Furthermore, effective from April 1, 2019, the rate of VAT applicable to our basic telecommunications services was reduced from 10% to 9%, and the rate of VAT applicable to our sales of telecommunications products was reduced from 16% to 13%.

Output VAT is excluded from operating revenue while input VAT, which is incurred as a result of our receipt of services and purchases of telecommunications equipment and materials, is excluded from operating expenses or the original cost of equipment purchased and can be netted against the output VAT, arriving at the net amount of VAT recoverable or payable. Such net amount of VAT is recorded in the line item of prepayments and other current assets and taxes payable, respectively, on the face of consolidated statements of financial position. As a result of application of VAT to all other industries in China, more of capital expenditures and operating expenses became entitled to input VAT credits, which offset our VAT output tax obligations. As the implementation of VAT to replace business tax was expanded to other industries nationwide in 2016, we were able to reduce operating costs by claiming input VAT credits. In addition, we have claimed input VAT credits on our capital expenditures for purchasing certain assets, which resulted in a lower depreciation.

Others

As a company with substantially all of our operations in China, we, along with our ultimate controlling shareholder, Unicom Group, are subject to various regulations of the PRC Government in addition to those regulating telecommunications industry. PRC regulatory authorities, such as the State Bureau of Taxation, National Audit Office and State Administration for Market Regulation, exercise extensive oversight over various aspects of our businesses and conduct various regular inspections, examinations and/or audits on us and Unicom Group. As required by the relevant PRC laws and regulations, Unicom Group, as one of the key State-owned enterprises under the direct supervision of the SASAC, is also subject to routine audits by the National Audit Office, or the NAO as well as other PRC regulatory authorities.

In addition, the SASAC has an indirect influence over us as our ultimate controlling shareholder, Unicom Group, is under the direct supervision of the SASAC. In particular, the SASAC may designate certain nominees and request Unicom Group to propose the appointment of such nominees as our directors and senior management. The SASAC may also request Unicom Group to remove our directors and senior management in accordance with relevant procedures provided by applicable law and our articles of association.

Disclosure of Iranian Activities under Section 13(r) of the Securities Exchange Act of 1934

Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012 added Section 13(r) to the Exchange Act of 1934, as amended. Section 13(r) requires an issuer to disclose in its annual or quarterly reports, as applicable, whether it or any of its affiliates knowingly engaged in certain activities, transactions or dealings relating to Iran or with designated natural persons or entities involved in terrorism or the proliferation of weapons of mass destruction. Disclosure is required even where the activities, transactions or dealings are conducted outside the U.S. by non-U.S. affiliates in compliance with applicable law, and whether or not the activities are sanctionable under U.S. law.

As of the date of this report, we are not aware of any activity, transaction or dealing by us or any of our affiliates in 2019 that requires disclosure in this under Section 13(r) of the Exchange Act of 1934, as amended, except as set forth below.

We or our affiliates, are a party to the international roaming agreements with Mobile Company of Iran, or MCI, and MTN Irancell, or MTN, respectively. In 2019, the estimated gross revenue generated from such inbound international roaming traffic with MCI and MTN was approximately RMB254,500 and RMB28,200, respectively, and the estimated total amount paid to MCI and MTN for the outbound international roaming traffic was approximately RMB45,200 and RMB127,700, respectively. We or our affiliates do not customarily allocate net profit on a country-by-country or activity-by-activity basis, and therefore it is not possible to determine accurately the precise net profits attributable to such transactions with MCI and MTN. We or our affiliate estimate that the net profits attributable to the transactions with MCI and MTN were negligible relevant to our overall net profits. We or our affiliate intend to continue these activities in the future.

C. **Organizational Structure**

We are incorporated in Hong Kong and as of April 15, 2020, we were (i) 53.5% owned by Unicom BVI, which was 17.9% owned by Unicom Group and 82.1% owned by the A Share Company, which in turn was 36.7% owned by Unicom Group, (ii) 26.4% owned by Unicom Group BVI, which in turn was 100% owned by Unicom Group, and (iii) 20.1% owned by public shareholders. See “— A. History and Development of the Company” above. Set forth below are details of our significant subsidiaries.

Name of Subsidiary	Place of Incorporation	Ownership Interest
China United Network Communications Corporation Limited	China	100%
Unicom Vsens Telecommunications Company Limited	China	100%
China Unicom System Integration Limited Corporation	China	100%
China Information Technology Designing & Consulting Institute Company Limited	China	100%
China Unicom Information Navigation Company Limited	China	100%
Unicompay Company Limited	China	100%
China Unicom Online Information Technology Company Limited	China	100%
Unicom Cloud Data Company Limited	China	100%
Unicom Innovation Investment Company Limited	China	100%
Unicom Group Finance Company Limited	China	91%
China Unicom Video Technology Co., Ltd.	China	100%
Unicom Big Data Co., Ltd.	China	100%
China Unicom Internet of Things Corporation Limited	China	100%
China Unicom Leasing Co., Ltd.	China	100%
China Unicom Smart Connection Technology Company Limited	China	68.88%
China Unicom Global Limited	Hong Kong	100%
China Unicom Intelligence Security Technology Corporation Limited	China	100%

D. **Properties**

Our principal executive offices are located in Hong Kong. We also maintain executive offices in Beijing. We own and lease a large number of offices, retail outlets, equipment rooms and base stations throughout China. In some cases, we have not entered into formal lease agreements with the lessors or the lessors may not possess requisite title certificates. We believe that it is unlikely that we would be denied our right to use a large number of these properties at any given time.

Item 4A. Unresolved Staff Comments

Not Applicable.

Item 5. Operating and Financial Review and Prospects

You should read the following discussion and analysis in conjunction with the selected financial data set forth in Item 3 and our consolidated financial statements, together with the related notes, included elsewhere in this annual report on Form 20-F.

Overview

We are an integrated telecommunications operator in China providing voice usage, broadband and mobile data services, data and Internet application services, other value-added services, transmission lines usage and associated services and sales of telecommunications products to our customers. In recent years, we have continued to extend the coverage of all of our services nationwide. We, China Mobile and China Telecom are the three major telecommunications operators in China.

The table below sets forth revenue from our major services and their respective percentage of our total revenue in 2017, 2018 and 2019.

	For the Year Ended December 31,					
	2017		2018		2019	
	RMB in millions	% of Total	RMB in millions	% of Total	RMB in millions	% of Total
Total revenue	274,829	100.0	290,877	100.0	290,515	100.0
Total service revenue ⁽¹⁾⁽²⁾	249,015	90.6	263,683	90.7	264,387	91.0
Voice usage and monthly fees	39,154	14.2	32,486	11.2	26,440	9.1
Broadband and mobile data services	137,133	49.9	148,431	51.0	146,534	50.4
Data and Internet application services	20,074	7.3	26,489	9.1	37,218	12.8
Other value-added services	22,793	8.3	24,606	8.5	21,251	7.3
Interconnection fees	14,233	5.2	13,708	4.7	12,893	4.4
Transmission lines usage and associated services	12,519	4.6	14,178	4.9	15,595	5.4
Other services	3,109	1.1	3,785	1.3	4,456	1.6
Sales of telecommunications products ⁽²⁾	25,814	9.4	27,194	9.3	26,128	9.0

(1) As our business continues to evolve, we have been engaged in further integration of our mobile services, fixed-line services and other services, including offering more bundled service packages across mobile and fixed-line services. As such, in 2017, we began presenting the breakdown of service revenue as revenue from voice usage and monthly fees, broadband and mobile data services, data and Internet application services, other value-added services, interconnection fees, transmission lines usage and associated services and other services.

(2) Revenue from sales of products associated with the ICT business, which was previously recorded as part of the fixed-line service revenue, has been reclassified as revenue from sales of telecommunications products to better reflect the commercial nature of the transactions since 2017.

Our revenue primarily consists of the following:

- revenue from voice usage and monthly fees, which are recognized when the services are rendered;
- revenue from the provision of broadband and mobile data services, which are recognized when the services are provided to customers;
- revenue from data and Internet application services mainly representing revenue from the provision of data storage and application, information communications technology and other Internet-related service, which are recognized upon fulfillment of services obligation;
- revenue from other value-added services mainly representing revenue from the provision of services such as short message, cool ringtone, “Personalized Ring”, caller number display and secretarial services to subscribers, which are recognized when services are rendered;
- revenue from interconnection fees representing revenue received or receivable from other domestic and foreign telecommunications operators for the use of our telecommunications network, which are recognized when services are rendered;
- revenue from transmission lines usage and associated services representing income from offering lines and customer-end equipment to customers for usage and related services, which are recognized upon fulfillment of services obligation over the respective usage and service period;

- revenue from standalone sales of telecommunications products mainly representing revenue from sale of handsets and accessories, and telecommunications equipment, which are recognized when title have been passed to the buyers;
- revenue from the preferential packages we offer to customers mainly representing revenue from bundle sale of mobile handset and provision of service. The total contract consideration of such preferential packages is allocated to service revenue and sales of handsets based on their standalone selling prices. Revenue relating to the sale of the handset is recognized when the title is passed to the customer whereas service revenue is recognized based upon the actual usage of the telecommunications service.

The following table sets forth our major costs and expenses items and income before income tax, both in terms of amount and as a percentage of total revenue in 2017, 2018 and 2019.

	For the Year Ended December 31,					
	2017		2018		2019	
	RMB in millions	% of Total	RMB in millions	% of Total	RMB in millions	% of Total
Total revenue	274,829	100.0	290,877	100.0	290,515	100.0
Costs, expenses and others	272,236	99.1	277,796	95.5	276,348	95.1
Interconnection charges	12,617	4.6	12,579	4.3	11,513	4.0
Depreciation and amortization	77,492	28.2	75,777	26.1	83,080	28.6
Network, operation and support expenses	54,507	19.8	55,077	18.9	43,236	14.9
Employee benefit expenses	42,471	15.5	48,143	16.6	50,516	17.4
Selling and marketing expenses	34,086	12.4	35,170	12.1	33,545	11.5
General, administrative and other expenses ⁽¹⁾	23,080	8.4	27,391	9.4	30,935	10.6
Cost of telecommunications products sold ⁽¹⁾	26,643	9.7	27,604	9.5	26,412	9.1
Finance costs, net of interest income	4,087	1.5	(87)	—	851	0.3
Other income-net	(2,747)	(1.0)	(3,858)	(1.4)	(3,740)	(1.3)

⁽¹⁾ Revenue from sales of products associated with the ICT business, which was previously recorded as part of the fixed-line service revenue, has been reclassified as revenue from sales of telecommunications products to better reflect the commercial nature of the transactions since 2017. Correspondingly, certain cost of sales of products associated with the ICT business, which was previously recorded as part of the general, administrative and other expenses, has been reclassified as part of the cost of telecommunications product sold since 2017.

Our major costs and expenses include the following:

- interconnection expenses, representing amounts paid to other operators for calls from our networks to their networks and for calls made by our subscribers roaming in their networks;
- depreciation and amortization expenses, mainly relating to our property, plant and equipment and other assets;
- network, operation and support expenses, primarily including repairs and maintenance, power and water charges, operating lease charges for network, premises, equipment and facilities, operating lease and other service charges to Tower Company and others;

- employee benefit expenses, primarily including salaries and wages, contributions to defined contribution pension schemes, contributions to medical insurance, contributions to housing fund and other benefits;
- selling and marketing expenses, primarily including commission and other service expenses, advertising and promotion expenses, Internet access terminal maintenance expenses and customer retention costs;
- general, administrative and other expenses, primarily including impairment losses for doubtful debts and write-down of inventories, auditors' remuneration, property management fee, office and administrative expenses, transportation expense, miscellaneous taxes and fees, service technical support expenses, repairs and maintenance expenses, loss on disposal of property, plant and equipment and others;
- cost of telecommunications products sold, primarily including costs of handsets and other telecommunication products and others;
- finance costs, net of interest income, primarily including interest expenses, net of interest income; and
- other income-net, primarily including share of net profit of associates, share of net profit of joint ventures and net of other income.

Critical Accounting Policies

The preparation of our financial statements and this annual report on Form 20-F requires us to make estimates and judgments that affect the reported and disclosed amounts of assets and liabilities, including contingent assets and liabilities, as of the relevant dates and revenue and expenses for the relevant periods. We have identified below the areas involving a higher degree of judgment or complexity, or areas where assumptions are significant to the accounting policies and estimates, as critical to our business operations and an understanding of our results of operations and financial position. The impact and any associated risks related to these policies on our business operations are discussed throughout this Item 5 where such policies affect our reported and expected financial results. For a discussion of the application of these and other accounting policies, see Note 2 and Note 4 to our consolidated financial statements included elsewhere in this annual report on Form 20-F. There can be no assurance that actual results will not differ from those estimates and assumptions.

Significant Accounting Policies

Revenue Recognition

Income is classified by us as revenue when it arises from the provision of services and the sale of goods in the ordinary course of our business.

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

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than twelve months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to us, revenue recognized under that contract includes the interest expense accreted on the contract liability under the effective interest method. We take advantage of the practical expedient in IFRS 15 and do not adjust the consideration for any effects of a significant financing component if the period of financing is twelve months or less.

Further details of our revenue and other income recognition policies are as follows:

- Voice usage and monthly fees are recognized when the services are rendered;
- Revenue from the provision of broadband and mobile data services are recognized when the services are provided to customers;
- Data and Internet application service revenue, which mainly represent revenue from the provision of data storage and application, information communications technology and other internet-related services, are recognized upon fulfillment of services obligation;
- Other value-added services revenue, which mainly represents revenue from the provision of services such as short message, cool ringtone, “Personalized Ring”, caller number display and secretarial services to subscribers, are recognized when services are rendered;
- Interconnection fees, which represent revenue received or receivable from other domestic and foreign telecommunications operators for the use of our telecommunications network, are recognized when services are rendered;
- Revenue from transmission lines usage and associated services, which mainly represent income from offering lines and customer-end equipment to customers for usage and related services, are recognized upon fulfillment of services obligation over the respective usage and service period;
- Standalone sales of telecommunications products, which mainly represent handsets and accessories, and telecommunications equipment, are recognized when title have been passed to the buyers;
- We offer preferential packages to customers which include the bundle sale of mobile handset and provision of service. The total contract consideration of such preferential packages is allocated to service revenue and sales of handsets based on their standalone selling prices. Revenue relating to the sale of the handset is recognized when the title is passed to the customer whereas service revenue is recognized based upon the actual usage of the telecommunications service. The cost of the mobile handset is expensed immediately to the statement of income upon revenue recognition.

In general revenue from rendering of telecommunication services are recognized over-time upon fulfillment of services obligation, whereas revenue from sales of handsets and other telecommunications equipment, in case they are treated as separate performance obligations, are recognized at a point in time.

Critical Accounting Estimates and Judgments

Depreciation on Property, Plant and Equipment

Depreciation on our property, plant and equipment is calculated using the straight-line method to allocate cost up to residual values over the estimated useful lives of the assets. We review the useful lives and residual values periodically to ensure that the method and rates of depreciation are consistent with the expected pattern of realization of economic benefits from property, plant and equipment. We estimate the useful lives of property, plant and equipment based on historical experience, taking into account anticipated technological changes. If there are significant changes from previously estimated useful lives, the amount of depreciation expenses may change.

Impairment of Non-Financial Assets

We test whether non-financial assets have suffered from any impairment, in accordance with the accounting policy stated in Note 2.13 to the audited consolidated financial statements contained elsewhere in this annual report on Form 20-F. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use. Management estimates value in use based on estimated discounted pre-tax future cash flows of the cash generating unit at the lowest level to which the asset belongs. If there is any significant change in management's assumptions, including discount rates or growth rates in the future cash flow projection, the estimated recoverable amounts of the non-financial assets and our results would be significantly affected. Such impairment losses are recognized in the statement of income. Accordingly, there will be an impact to the future results if there is a significant change in the recoverable amounts of the non-financial assets.

No significant impairment loss on property, plant and equipment was recognized for the years ended December 31, 2017, 2018 and 2019.

Allowance for Expected Credit Losses

Management estimates expected credit loss allowance on account receivables and contract assets using a provision matrix based on our historical credit loss experience, and adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date. We monitored and reviewed the assumptions relating to expected credit loss regularly.

Recently Issued International Financial Reporting Standards

The IASB has issued a number of amendments to IFRSs that are first effective for the current accounting period commencing January 1, 2017 or are available for early adoption. See Note 2.2(c) to our consolidated financial statements included elsewhere in this annual report on Form 20-F.

Up to the date of issue of our 2019 financial statements, the following amendments, new standards and interpretations have been issued but not yet effective for the annual accounting period ended December 31, 2019 and have not been adopted by us in our 2019 financial statements:

	Effective for accounting periods beginning on or after
Amendments to References to Conceptual Framework in IFRS standards	January 1, 2020
Amendments to IFRS 3, "Definition of a business"	January 1, 2020
Amendment to IAS 1 and IAS 8, "Definition of material"	January 1, 2020
IFRS 17, "Insurance Contracts"	January 1, 2021

Operating Results

Year Ended December 31, 2019 Compared to Year Ended December 31, 2018

Revenue

In 2019, we continued to actively develop full-service operation with a focus on 4G services, fixed-line broadband services and data and Internet application services. We also commercially launched our 5G services in October 2019. Our total revenue in 2019 was RMB290.5 billion, remaining stable compared to RMB290.9 billion in 2018. Our revenue from data and Internet application services increased significantly from RMB26.5 billion in 2018 to RMB37.2 billion in 2019, while our revenue from voice usage and monthly fees decreased by 18.6% from RMB32.5 billion in 2018 to RMB26.4 billion in 2019, and our revenue from other value-added services decreased by 13.6% from RMB24.6 billion in 2018 to RMB21.3 billion in 2019.

The table below sets forth the composition of our revenue for the years ended December 31, 2018 and 2019, respectively.

	For the Year Ended December 31,			
	2018		2019	
	RMB in millions	% of Total	RMB in millions	% of Total
Total revenue	290,877	100.0	290,515	100.0
Total service revenue	263,683	90.7	264,387	91.0
Voice usage and monthly fees	32,486	11.2	26,440	9.1
Broadband and mobile data services	148,431	51.0	146,534	50.4
Data and Internet application services	26,489	9.1	37,218	12.8
Other value-added services	24,606	8.5	21,251	7.3
Interconnection fees	13,708	4.7	12,893	4.4
Transmission lines usage and associated services	14,178	4.9	15,595	5.4
Other services	3,785	1.3	4,456	1.6
Sales of telecommunications products	27,194	9.3	26,128	9.0

Voice Usage and Monthly Fees. Voice usage include domestic and international, Hong Kong, Macau and Taiwan usage fees and international, Hong Kong, Macau and Taiwan roaming fees for local calls, domestic calls and international, Hong Kong, Macau and Taiwan calls (including VoIP long-distance calls) originated by our fixed-line subscribers, mobile subscribers, users of our pre-paid phone cards and certain other customers. Monthly fees represent the fixed amount of service charges to our customers for using our mobile and fixed-line voice services.

Our service revenue from voice usage and monthly fees was RMB26.4 billion in 2019, representing a decrease of 18.6% from RMB32.5 billion in 2018. The decrease in our revenue from voice usage and monthly fees was primarily as a result of (i) the intensifying competition among the major PRC telecommunications operators, (ii) the implementation of the PRC Government's "speed upgrade and tariff reduction" policy, as well as the decrease in the rate of international voice roaming fees implemented by us in August 2018, and (iii) the continuing decline in the number of fixed-line local access subscribers and revenue due to the continuing effect of mobile voice substitution and data usage substitution. We expect the above factors to have a continuing effect on our usage fees and monthly fees in the foreseeable future. As a percentage of total revenue, revenue from our voice usage and monthly fees decreased from 11.2% in 2018 to 9.1% in 2019.

Broadband and Mobile Data Services. Our service revenue from broadband and mobile data services consist primarily of revenue from our fixed-line broadband access and mobile data services. Our service revenue from broadband and mobile data services decreased by 1.3% from RMB148.4 billion in 2018 to RMB146.5 billion in 2019, primarily due to the intensifying competition and the implementation of the PRC Government's "speed upgrade and tariff reduction" policy. As a percentage of total revenue, service revenue from our broadband and mobile data services decreased from 51.0% in 2018 to 50.4% in 2019.

Data and Internet Application Services. Our service revenue from data and Internet application services primarily include revenue from data storage and application, information communications technology and other Internet-related services. Our service revenue from data and Internet application services increased by 40.5% from RMB26.5 billion in 2018 to RMB37.2 billion in 2019. The increase in our service revenue from data and Internet application services was primarily as a result of our focus on developing innovative businesses through enhancement in core capabilities and cooperation with our strategic investors, and the increase in our revenue from the new integrated marketing model featuring "Cloud + Smart Network + Intelligent Application," information technology services, IDC services, cloud computing services as well as IoT services. As a percentage of total revenue, service revenue from our data and Internet application services increased from 9.1% in 2018 to 12.8% in 2019.

Other Value-added Services. Our service revenue from other value-added services primarily include revenue from SMSs, Cool Ringtone, “Personalized Ring”, call number display and secretarial services to subscribers. Our service revenue from other value-added services decreased by 13.6% from RMB24.6 billion in 2018 to RMB21.3 billion in 2019. As a percentage of total revenue, service revenue from other value-added services decreased from 8.5% in 2018 to 7.3% in 2019.

Interconnection Fees. Interconnection fees primarily include revenue received or receivable from other domestic and foreign telecommunications operators for the use of our telecommunications network. Our service revenue from interconnection fees decreased by 5.9% from RMB13.7 billion in 2018 to RMB12.9 billion in 2019. The decrease in our service revenue from interconnection fees was primarily as a result of the decrease in the volume of the interconnection voice calls primarily due to a substitution trend that mobile subscribers use certain value-added telecommunications applications or services in lieu of voice calls for communication purposes. As a percentage of total revenue, revenue from interconnection fees decreased from 4.7% in 2018 to 4.4% in 2019.

Transmission Lines Usage and Associated Services. Our service revenue from transmission lines usage and associated services primarily include income from offering lines and customer-end equipment to customers for usage and related services. Our service revenue from transmission lines usage and associated services increased by 10.0% from RMB14.2 billion in 2018 to RMB15.6 billion in 2019. The increase in our service revenue from transmission lines usage and associated services was primarily driven by our increasing ability to serve government and enterprise customers to facilitate their digitizing operation. As a percentage of total revenue, revenue from transmission lines usage and associated services increased from 4.9% in 2018 to 5.4% in 2019.

Other Services. Our service revenue from other services primarily include telecommunications resale business, Internet hosting services and certain other miscellaneous services. Service revenue from other services increased by 17.7% from RMB3.8 billion in 2018 to RMB4.5 billion in 2019. As a percentage of total revenue, service revenue from other services increased from 1.3% in 2018 to 1.6% in 2019.

Sales of Telecommunications Products. Our sales of telecommunications products decreased by 3.9% from RMB27.2 billion in 2018 to RMB26.1 billion in 2019. As a percentage of total revenue, our sales of telecommunications products decreased from 9.3% in 2018 to 9.0% in 2019.

Costs, Expenses and Others

Total costs, expenses and others in 2019 were RMB276.3 billion, representing a decrease of 0.5% from RMB277.8 billion in 2018. The decrease in total costs, expenses and others was primarily due to (i) the decrease in network, operation and support expenses by 21.5% from RMB55.1 billion in 2018 to RMB43.2 billion in 2019 mostly as a result of the adoption of IFRS 16 since January 1, 2019; and (ii) the decrease in selling and marketing expenses by 4.6% from RMB35.2 billion in 2018 to RMB33.5 billion in 2019 as a result of our effective control of customer acquisition costs. The decrease in our total costs, expenses and others was partially offset by (i) the increase of RMB7.3 billion or 9.6% in depreciation and amortization from RMB75.8 billion in 2018 to RMB83.1 billion in 2019; (ii) the increase in general, administrative and other expenses by 12.9% from RMB27.4 billion in 2018 to RMB30.9 billion in 2019; and (iii) the increase in employee benefit expenses by 4.9% from RMB48.1 billion in 2018 to RMB50.5 billion in 2019.

The table below sets forth our total revenue and the major items of costs, expenses and others and their respective percentage of total revenue in 2018 and 2019:

	For the Year Ended December 31,			
	2018		2019	
	RMB in millions	% of Total	RMB in millions	% of Total
Total revenue	290,877	100.0	290,515	100.0
Costs, expenses and others	277,796	95.5	276,348	95.1
Interconnection charges	12,579	4.3	11,513	4.0
Depreciation and amortization	75,777	26.1	83,080	28.6
Network, operation and support expenses	55,077	18.9	43,236	14.9
Employee benefit expenses	48,143	16.6	50,516	17.4
Selling and marketing expenses	35,170	12.1	33,545	11.5
General, administrative and other expenses	27,391	9.4	30,935	10.6
Cost of telecommunications products sold	27,604	9.5	26,412	9.1
Finance costs, net of interest income	(87)	—	851	0.3
Other income-net	(3,858)	(1.4)	(3,740)	(1.3)

Interconnection Charges. Interconnection charges were RMB11.5 billion in 2019, down by 8.5% from RMB12.6 billion in 2018, primarily due to the decrease in volume of the interconnection voice calls.

Depreciation and Amortization. Our depreciation and amortization expenses were RMB83.1 billion in 2019, increased by 9.6% from RMB75.8 billion in 2018 mainly due to the increase in depreciation expenses of RMB10.6 billion as a result of the adoption of IFRS 16 since January 1, 2019. As a percentage of total revenue, our depreciation and amortization expenses increased from 26.1% in 2018 to 28.6% in 2019.

Network, Operation and Support Expenses. We incurred network, operation and support expenses of RMB43.2 billion in 2019, down by 21.5% from RMB55.1 billion in 2018, mainly due to the adoption of IFRS 16 since January 1, 2019. If we did not adopt IFRS 16 but still applied IAS17 in 2019, our network, operation and support expenses in 2019 would have been RMB54.6 billion. Network, operation and support expenses, as a percentage of total revenue, decreased from 18.9% in 2018 to 14.9% in 2019.

Employee Benefit Expenses. Our employee benefit expenses increased by 4.9% from RMB48.1 billion in 2018 to RMB50.5 billion in 2019, mainly due to our adoption of the performance-based incentive scheme and emphasis on recruitments of talents for our innovative business segments.

Selling and Marketing Expenses. Our selling and marketing expenses were RMB33.5 billion in 2019, decreased by 4.6% from RMB35.2 billion in 2018, primarily due to our effective control of customer acquisition costs, and as a percentage of total revenue, decreased from 12.1% in 2018 to 11.5% in 2019.

General, Administrative and Other Expenses. Our general, administrative and other expenses were RMB30.9 billion in 2019, up by 12.9% from RMB27.4 billion in 2018, primarily because the increased costs associated with the rapid growth of ICT services and increased expenditure in technical support for innovative businesses. As a percentage of total revenue, general, administrative and other expenses increased from 9.4% in 2018 to 10.6% in 2019.

Cost of Telecommunications Products Sold. In 2019, the cost of telecommunications products sold amounted to RMB26.4 billion, decreased by 4.3% from RMB27.6 billion in 2018, generally in line with the decrease in the sales of telecommunications products. As a percentage of total revenue, cost of telecommunication products sold decreased from 9.5% in 2018 to 9.1% in 2019.

Finance Costs, Net of Interest Income. Our finance costs, net of interest income, significantly increased from negative RMB0.1 billion in 2018 to RMB0.9 billion in 2019, which was primarily due to the increase in finance costs of RMB1.3 billion as a result of adoption of IFRS 16 since January 1, 2019. As a percentage of total revenue, finance cost, net of interest income, increased from negative 0.03% in 2018 to 0.3% in 2019.

Other Income-Net. In 2019, other income-net was RMB3.7 billion, representing a decrease by 3.1% from RMB3.9 billion in 2018, primarily due to the decrease in our share of net profit of associates. As a percentage of total revenue, other income-net was 1.3% in 2019 remaining stable compared to 1.4% in 2018.

Income Before Income Tax

As a result of the foregoing, in 2019, our income before income tax was RMB14.2 billion, representing an increase of RMB1.1 billion, or 8.3%, from RMB13.1 billion in 2018.

Income Tax

Our income tax was RMB2.80 billion in 2019, slightly decreased from RMB2.82 billion in 2018. Our effective tax rate in 2019 was 19.7%, down by 1.9 percentage points from 21.6% in 2018. Our effective tax rate in 2019 was lower than the 25% statutory rate of enterprise income tax in the PRC, primarily because (i) certain of our subsidiaries are entitled to a 15% preferential rate of enterprise income tax; (ii) certain of our share of net profit of associates was non-taxable; and (iii) we received certain tax refund in 2019.

Net Income for the Year

As a result of the foregoing, our net income was RMB11.4 billion in 2019, representing an increase of RMB1.1 billion, or 10.9%, from RMB10.3 billion in 2018 primarily due to the increase in our income before income tax. Our basic earnings per share was RMB0.37 in 2019, compared to RMB0.33 in 2018.

Year Ended December 31, 2018 Compared to Year Ended December 31, 2017

For a discussion of our operating results for the year ended December 31, 2018 compared to the year ended December 31, 2017, please see “Operating Results — Year Ended December 31, 2018 Compared to Year Ended December 31, 2017” under Item 5 of our Annual Report on Form 20-F for the year ended December 31, 2018.

Liquidity and Capital Resources

Working Capital and Cash Flows

As of December 31, 2019, we had RMB34.9 billion of cash and cash equivalents, as compared with RMB30.1 billion as of December 31, 2018 and RMB32.8 billion as of December 31, 2017. As of December 31, 2019, we had RMB3.7 billion of short-term bank deposits and restricted deposits, as compared with RMB3.7 billion as of December 31, 2018 and RMB5.5 billion as of December 31, 2017. As of December 31, 2019, we had a working capital deficit (current liabilities less current assets) of RMB121.6 billion, representing a decrease by 12.5% from the working capital deficit of RMB139.0 billion as of December 31, 2018. The decrease in working capital deficit in 2019 primarily resulted from (i) the decrease in current portion of corporate bonds and short-term bank loans of RMB17.0 billion and RMB9.5 billion, respectively, and (ii) the increase in cash and cash equivalents and accounts receivable of RMB4.9 billion and RMB2.8 billion, respectively, which was partially offset by the increase in current portion of lease liabilities and commercial papers of RMB10.8 billion and RMB9.0 billion, respectively.

In recent years, although the PRC Government introduced measures to avoid overheating of the economy, including tightening bank lending policies, we, due to our enterprise nature and our good credit records with PRC banks, generally have not experienced and do not expect to experience in the foreseeable future significant difficulties in obtaining bank financing in China. As of December 31, 2019, we had RMB396.7 billion revolving banking facilities and registered quota of commercial papers, promissory notes and corporate bonds, of which RMB378.9 billion was unutilized. There is no term of the facilities that materially restricts our ability to draw down the unutilized banking facilities. In addition, we believe we have the ability to raise funds from short-, medium- and long-term perspectives and maintain reasonable financing costs through appropriate financing portfolio. Therefore, we believe that we will be able to fund our anticipated capital and liquidity needs with our access to debt and equity financing, in particular bank financing in China, and net cash inflows from our operations.

The following table sets forth cash inflows and outflows in 2017, 2018 and 2019.

	For the Year Ended December 31,		
	2017	2018	2019
	(RMB in millions)		
Net cash inflow from operating activities	85,054	92,387	93,678
Net cash outflow from investing activities	(47,336)	(61,179)	(59,053)
Net cash outflow from financing activities	(28,414)	(34,058)	(29,765)
Net increase/(decrease) in cash and cash equivalents	9,304	(2,850)	4,860

Our net cash inflow from operating activities increased by 8.6% from RMB85.1 billion in 2017 to RMB92.4 billion in 2018, primarily due to (i) the increase in the cash generated from operations as our revenue increased in 2018 and (ii) the decrease in our interest payment as we have repaid a large portion of our interest-bearing debt. Our net cash inflow from operating activities increased by 1.4% from RMB92.4 billion in 2018 to RMB93.7 billion in 2019, primarily because that the capital element of lease rentals paid, which amounted to RMB10.9 billion in 2019, was reclassified from cash outflow from operating activities to cash outflow from financing activities as a result of the adoption of IFRS 16 since January 1, 2019.

Our net cash outflow from investing activities increased by 29.2 % from RMB47.3 billion in 2017 to RMB61.2 billion in 2018, mainly due to the decrease in our proceeds from disposal of tower assets and other property, plant and equipment, the increase in lending by the Finance Company, which is partially offset by the decrease in purchase of property, plant and equipment, the decrease in short-term bank deposits and restricted deposits, and the increase in repayment of loan lent by the Finance Company. Our net cash outflow from investing activities decreased by 3.5% from RMB61.2 billion in 2018 to RMB59.1 billion in 2019, primarily due to the decrease of RMB2.1 billion in lending by the Finance Company and the increase of RMB4.8 billion in repayment of loans lent by the Finance Company, partially offset by the increase of RMB4.0 billion in purchase of property, plant and equipment.

Our net cash outflow from financing activities increased from RMB28.4 billion in 2017 to RMB34.1 billion in 2018, primarily due to (i) the decrease in proceeds from shares issued as we received the proceeds for issue of new shares to Unicom BVI in 2017, and (ii) the decrease in proceeds from short-term bank loans, partially offset by the decrease in repayment of short-term bank loans. Our net cash outflow from financing activities decreased from RMB34.1 billion in 2018 to RMB29.8 billion in 2019, primarily due to (i) an increase of RMB12.0 billion in the amount of proceeds from short-term commercial papers, promissory note and corporate bonds we issued in 2019 and (ii) a decrease of RMB33.2 billion in repayment of short-term bank loans, commercial papers, loans from related parties, and loans from our ultimate controlling shareholder, partially offset by (i) an increase of RMB17.0 billion in repayment of corporate bonds, and (ii) a decrease of RMB24.5 billion in the amount of proceeds we received from short-term bank loans in 2019.

Indebtedness and Capital Structure

The following table sets forth the amount of cash, cash equivalents, assets, short-term and long-term debt and equity as well as debt-to-capitalization and debt-to-equity ratios as of the end of 2017, 2018 and 2019. The interest-bearing debts do not include balance of deposits received by Finance Company from Unicom Group, its subsidiaries and a joint venture.

	As of December 31,		
	2017	2018	2019
	(RMB in millions, except percentages)		
Cash and cash equivalents and short-term bank deposits and restricted deposits	38,362	33,780	38,661
Total assets	571,983	540,320	562,499
Short-term debt	52,141	32,802	25,836
Short-term bank loans	22,500	15,085	5,564
Commercial papers	8,991	—	8,995
Current portion of long-term bank loans	410	441	437
Amounts due to related parties	475	48	50
Amounts due to ultimate holding company	1,344	—	—
Current portion of obligations under finance lease included in other obligations	461	234	—
Current portion of lease liabilities	—	—	10,790
Current portion of corporate bonds	—	16,994	—
Current portion of promissory notes	17,960	—	—
Long-term debt	21,685	7,220	31,442
Promissory notes	—	—	998
Corporate bonds	17,981	999	2,998
Lease liabilities	—	—	21,535
Amounts due to related parties	—	3,042	3,042
Non-current portion of long-term bank loans	3,473	3,173	2,869
Non-current portion of obligations under finance lease included in other obligations	231	6	—
Total equity	304,347	314,286	320,755
Equity attributable to equity shareholders of the Company	304,050	313,922	320,047
Non-controlling interests	297	364	708
Debt-to-capitalization ratio ⁽¹⁾	19.5%	11.3%	15.2%
Debt-to-equity ratio ⁽²⁾	24.3%	12.7%	17.9%

⁽¹⁾ Debt-to-capitalization ratio = (long-term interest-bearing debt + short-term interest-bearing debt)/(long-term interest-bearing debt + short-term interest-bearing debt + total equity).

⁽²⁾ Debt-to-equity ratio = (long-term interest-bearing debt + short-term interest-bearing debt)/(total equity).

Our debt-to-capitalization ratio was 15.2% at the end of 2019, compared to 11.3% at the end of 2018 and 19.5% at the end of 2017. Our debt-to-equity ratio was 17.9% at the end of 2019, compared to 12.7% at the end of 2018 and 24.3% at the end of 2017. The sum of our long-term and short-term interest-bearing debt exceeds the amount of our cash and cash equivalents and short-term bank deposits and restricted deposits by RMB18.6 billion as of December 31, 2019, compared to RMB6.2 billion as of December 31, 2018 and RMB35.5 billion as of December 31, 2017. The decrease in our debt-to-capitalization ratio and debt-to-equity ratio from 2017 to 2018 was mainly due to our repayment of certain of our bank loans and matured bonds in 2018. The increases in our debt-to-capitalization ratio and debt-to-equity ratio from 2018 to 2019 were mainly due to the newly recognized lease liabilities as a result of adoption of IFRS 16 since January 1, 2019, partially offset by our repayment of certain debts such as short-term loans.

Our outstanding short-term and long-term bank loans, denominated in RMB, U.S. dollar and Euro, was RMB8.9 billion at the end of 2019, compared to RMB18.7 billion at the end of 2018 and RMB26.4 billion at the end of 2017. The decrease from 2017 to 2019 was mainly due to our repayment of certain bank loans with the increase in our cash flow brought about by the mix-ownership reform and improvements in operating results. As of December 31, 2019, no short-term bank loans or long-term bank loans were guaranteed by Unicom Group.

In order to further rationalize our debt structure and reduce our interest expense, we may continue to finance a portion of our business operations and capital expenditures through issuance of debt securities. Our liquidity in the future will primarily depend on our ability to maintain adequate cash inflow from operations and obtain adequate external financing to meet our debt service obligations and planned capital expenditures. Our operating cash flows could be adversely affected by numerous factors beyond our control, including, but not limited to, decreased demand for our telecommunications services and further intensifying competition. Our ability to obtain external financing also depends on numerous factors, including, but not limited to, our financial condition and creditworthiness as well as our relationship with lenders. See “D. Risk Factors — Risks Relating to Our Business — If we are unable to fund our capital expenditure and debt service requirements, our financial condition, results of operations and growth prospects will be materially and adversely affected” under Item 3.

On June 8, 2007, we issued RMB2 billion 10-year corporate bonds, bearing interest at 4.5% per annum. The corporate bonds are secured by a guarantee issued by Bank of China Limited. The 10-year corporate bonds matured and all the outstanding amounts were repaid in full in June 2017.

On April 3, 2014, the Company established a Medium-Term Note Program, or the Program, under which the Company could offer and issue notes of aggregate principal amount of up to RMB10.0 billion. Notes issued under the Program will be denominated in Renminbi and issued to professional investors outside the United States. On April 16, 2014, the Company completed the issue of notes in an aggregate nominal amount of RMB4 billion pursuant to the Program, with a maturity period of three years and at an interest rate of 4.00% per annum. The notes were fully repaid in April 2017.

On April 16, 2014, CUCL completed the issue of the first tranche of promissory note for the year 2014 in an amount of RMB5 billion, with a maturity period of three years and at an interest rate of 5.35% per annum. The first tranche of promissory note was fully repaid in April 2017.

On July 14, 2014, CUCL completed the issue of the second tranche of promissory note for the year 2014 in an amount of RMB5 billion, with a maturity period of three years and at an interest rate of 4.84% per annum. The second tranche of promissory note was fully repaid in July 2017.

On November 28, 2014, CUCL completed the issue of the third tranche of promissory note for the year 2014 in an amount of RMB5 billion, with a maturity period of three years and at an interest rate of 4.20% per annum. The third tranche of promissory note was fully repaid in November 2017.

On June 15, 2015, CUCL completed the issue of the first tranche of promissory note for the year 2015 in an amount of RMB4 billion, with a maturity period of three years and at an interest rate of 3.85% per annum. The first tranche of promissory note is fully repaid in June 2018.

On June 18, 2015, CUCL completed the issue of the second tranche of promissory note for the year 2015 in an amount of RMB4 billion, with a maturity period of three years and at an interest rate of 3.85% per annum. The second tranche of promissory note is fully repaid in June 2018.

On November 30, 2015, CUCL completed the issue of the third tranche of promissory note for the year 2015 of an amount of RMB3.5 billion, the fourth tranche of promissory note for the year 2015 of an amount of RMB3.5 billion and the fifth tranche of promissory note for the year 2015 of an amount of RMB3 billion, all with a maturity period of three years and at an interest rate of 3.30% per annum. The third tranche, fourth tranche and fifth tranche of promissory notes were fully repaid in November 2018.

On June 3, 2016, CUCL completed the issue of third tranche of super short-term commercial papers for the year of 2016 in an amount of RMB6 billion, with a maturity period of 270 days and at an interest rate of 2.72% per annum. The third tranche of super short-term commercial papers was fully repaid in February 2017.

On June 7, 2016, we issued RMB7 billion three-year corporate bonds and RMB1 billion five-year corporate bond, bearing interest at 3.07% and 3.43% per annum, respectively. The RMB7 billion three-year corporate bonds were fully repaid in June 2019.

On July 12, 2016, CUCL completed the issue of fourth tranche of super short-term commercial papers for the year of 2016 in an amount of RMB10 billion, with a maturity period of 270 days and at an interest rate of 2.55% per annum. The fourth tranche of super short-term commercial papers was fully repaid in April 2017.

On July 14, 2016, we issued RMB10 billion three-year corporate bonds, bearing interest at 2.95% per annum. The bonds were fully repaid in July 2019.

On November 17, 2016, CUCL completed the issue of fifth tranche of super short-term commercial papers for the year of 2016 in an amount of RMB10 billion, with a maturity period of 270 days and at an interest rate of 3.00% per annum. The fifth tranche of super short-term commercial papers was fully repaid in August 2017.

On November 24, 2016, CUCL completed the issue of sixth tranche super short-term commercial papers for the year of 2016 in an amount of RMB5 billion, with a maturity period of 180 days and at an interest rate of 3.00% per annum. The sixth tranche of super short-term commercial papers was fully repaid in May 2017.

On November 24, 2016, CUCL completed the issue of seventh tranche super short-term commercial papers for the year of 2016 in an amount of RMB5 billion, with a maturity period of 180 days and at an interest rate of 3.00% per annum. The seventh tranche of super short-term commercial papers was fully repaid in May 2017.

On April 20, 2017, CUCL completed the issue of first tranche super short-term commercial papers for the year of 2017 in an amount of RMB4 billion, with a maturity period of 90 days and at an interest rate of 3.90% per annum. The first tranche of super short-term commercial papers was fully repaid in July 2017.

On April 26, 2017, CUCL completed the issue of second tranche super short-term commercial papers for the year of 2017 in an amount of RMB4 billion, with a maturity period of 90 days and at an interest rate of 3.95% per annum. The second tranche of super short-term commercial papers was fully repaid in July 2017.

On May 11, 2017, CUCL completed the issue of third tranche super short-term commercial papers for the year of 2017 in an amount of RMB6 billion, with a maturity period of 90 days and at an interest rate of 4.40% per annum. The third tranche of super short-term commercial papers was fully repaid in August 2017.

On July 6, 2017, CUCL completed the issue of fourth tranche super short-term commercial papers for the year of 2017 in an amount of RMB1 billion, with a maturity period of 270 days and at an interest rate of 4.38% per annum. The fourth tranche of super short-term commercial papers was fully repaid in April 2018.

On July 27, 2017, CUCL completed the issue of fifth tranche super short-term commercial papers for the year of 2017 in an amount of RMB4 billion, with a maturity period of 90 days and at an interest rate of 4.09% per annum. The fifth tranche of super short-term commercial papers was fully repaid in October 2017.

On August 7, 2017, CUCL completed the issue of sixth tranche super short-term commercial papers for the year of 2017 in an amount of RMB4 billion, with a maturity period of 270 days and at an interest rate of 4.26% per annum. The sixth tranche of super short-term commercial papers was fully repaid in May 2018.

On August 10, 2017, CUCL completed the issue of seventh tranche super short-term commercial papers for the year of 2017 in an amount of RMB4 billion, with a maturity period of 270 days and at an interest rate of 4.23% per annum. The seventh tranche of super short-term commercial papers was fully repaid in May 2018.

On June 19, 2019, we issued RMB2 billion 3-year corporate bonds, bearing interest at 3.67% per annum.

On October 25, 2019, CUCL completed the issue of first tranche super short-term commercial papers for the year of 2019 in an amount of RMB5 billion, with a maturity period of 270 days and at an interest rate of 2.24% per annum.

On November 15, 2019, CUCL completed the issue of second tranche super short-term commercial papers for the year of 2019 in an amount of RMB4 billion, with a maturity period of 270 days and at an interest rate of 2.2% per annum.

On November 18, 2019, CUCL completed the issue of first tranche of promissory note for the year of 2019 in an amount of RMB1 billion, with a maturity period of three years and at an interest rate of 3.39% per annum.

Contractual Obligations and Commercial Commitments

The following table sets forth the amounts of our outstanding contractual cash obligations as of December 31, 2019.

	<u>Total</u>	<u>Less than 1 year</u>	<u>Between 1 and 3 years</u>	<u>Between 3 and 5 years</u>	<u>Over 5 years</u>
(RMB in millions)					
Long-term bank loans ^{(1)*}	3,936	448	904	874	1,710
Promissory notes ^{(2)*}	1,098	34	1,064	—	—
Corporate bonds ^{(3)*}	3,230	108	3,122	—	—
Lease liabilities ⁽⁴⁾	34,810	11,085	19,310	2,985	1,430
Other obligations ^{(5)*}	2,781	2,657	55	20	49
Capital commitments	71,519	61,265	7,366	2,030	858
Total obligations	<u>117,374</u>	<u>75,597</u>	<u>31,821</u>	<u>5,909</u>	<u>4,047</u>

* Interest included

(1) See Note 34 “Long-Term Bank Loans” to our consolidated financial statements included elsewhere in this annual report on Form 20-F.

(2) See Note 35 “Promissory notes” to our consolidated financial statements included elsewhere in this annual report on Form 20-F.

(3) See Note 36 “Corporate Bonds” to our consolidated financial statements included elsewhere in this annual report on Form 20-F.

(4) See Note 37 “Lease liabilities” to our consolidated financial statements included elsewhere in this annual report on Form 20-F.

(5) See Note 39 “Other obligation” to our consolidated financial statements included elsewhere in this annual report on Form 20-F.

Research and Development, Patents and Licenses, etc.

Please refer to the discussion in section headed “B. Business Overview—Research and Development” under Item 4.

Trend Information

Please refer to the discussion in sections headed “— Overview” and “— Operating Results” under this Item 5.

Off-Balance-Sheet Arrangements

As of December 31, 2019, we did not have any other off-balance-sheet arrangement.

Capital Expenditures

The following table sets forth our historical capital expenditure requirements for the periods indicated.

	For the Year Ended December 31,					
	2017		2018		2019	
	(RMB in billions)	As a Percentage	(RMB in billions)	As a Percentage	(RMB in billions)	As a Percentage
Mobile network	15.92	37.8%	18.73	41.7%	29.65	52.5%
Broadband and data	9.02	21.4%	9.16	20.4%	8.43	14.9%
Infrastructure and transmission network	11.94	28.3%	10.32	23.0%	11.42	20.2%
Others ⁽¹⁾	5.25	12.5%	6.66	14.9%	6.92	12.3%
Total	<u>42.13</u>	<u>100.0%</u>	<u>44.87</u>	<u>100.0%</u>	<u>56.42</u>	<u>100.0%</u>

(1) Other expenditures consist of innovation and value-added platform, IT system, fixed-line services and procurement of miscellaneous assets, equipment and spare parts.

Our capital expenditure totaled RMB56.42 billion in 2019, which mainly consisted of investment in mobile network, broadband and data, and infrastructure and transmission network. In 2019, capital expenditure attributable to mobile network was RMB29.65 billion; capital expenditure attributable to broadband and data was RMB8.43 billion; and capital expenditure attributable to infrastructure and transmission network was RMB11.42 billion.

We expect our capital expenditure in 2020 to be approximately RMB70 billion. We expect our capital expenditure in 2020 to include primarily investments in constructing and developing 5G network to further develop our industry ecosystem, extending the depth and width of our 4G network coverage, improving our capabilities of IoT network, supporting the development of our innovative services, fixed-line broadband services and transmission networks. We expect to fund our capital expenditure needs through a combination of cash generated from operating activities, granted and unused banking facilities and other available financing sources and the proceeds from the Subscription. See “D. Risk Factors — Risks Relating to Our Business — If we are unable to fund our capital expenditure and debt service requirements, our financial condition, results of operations and growth prospects will be materially and adversely affected” under Item 3.

Foreign Exchange

We maintain our accounts in Renminbi and substantially all of our revenue and expenses are denominated in Renminbi. Most of our current operating subsidiaries are incorporated in China. Under the current foreign exchange system in China, our subsidiaries in China may not be able to hedge effectively against currency risk, including any possible future Renminbi devaluation. See “D. Exchange Controls” under Item 10 for further information about exchange controls in China. We do not conduct any foreign currency hedging activity.

Item 6. Directors, Senior Management and Employees

A. Directors and Senior Management

The following table sets forth certain information concerning our current directors and executive officers.

Name	Age	Position
Wang Xiaochu	61	Chairman of the Board of Directors and Chief Executive Officer
Li Fushen	57	Executive Director
Mai Yanzhou	51	Senior Vice President
Liang Baojun	50	Senior Vice President
Zhu Keping	45	Executive Director and Chief Financial Officer
Fan Yunjun	47	Executive Director and Senior Vice President
Cesareo Alierta Izuel	74	Non-Executive Director
Cheung Wing Lam Linus	71	Independent Non-Executive Director
Wong Wai Ming	62	Independent Non-Executive Director
Chung Shui Ming Timpson	68	Independent Non-Executive Director
Law Fan Chiu Fun Fanny	67	Independent Non-Executive Director

Mr. Wang Xiaochu was appointed in September 2015 as an Executive Director, Chairman and Chief Executive Officer of the Company. Mr. Wang, a professor level senior engineer, graduated from Beijing Institute of Posts and Telecommunications in 1989 and received a doctorate degree in business administration from the Hong Kong Polytechnic University in 2005. Mr. Wang served as Deputy Director General and Director General of the Hangzhou Telecommunications Bureau in Zhejiang province, Director General of the Tianjin Posts and Telecommunications Administration, Chairman and Chief Executive Officer of China Mobile (Hong Kong) Limited, Vice President of China Mobile Communications Corporation, an Executive Director, Chairman and Chief Executive Officer of China Telecom Corporation Limited, Chairman and President of China Telecommunications Corporation, Chairman and a Non-Executive Director of China Communications Services Corporation Limited and a Director of Telefónica S.A. In addition, Mr. Wang also serves as the Chairman of Unicom Group, A Share Company and CUCL, respectively. Mr. Wang has extensive experience in management and telecommunications industry.

Mr. Li Fushen was appointed in March 2011 as an Executive Director of the Company. Mr. Li graduated from the Jilin Engineering Institute in 1988 and received a master's degree in management from the Australian National University in 2004. Mr. Li served as Deputy General Manager of the former Jilin Provincial Telecommunications Company and Jilin Communications Company, General Manager of the Finance Department and the Chief Accountant of China Network Communications Group Corporation, Chief Financial Officer, Executive Director and Joint Company Secretary of China Netcom Group Corporation (Hong Kong) Limited, Vice General Manager and Chief Accountant of Unicom Group and Senior Vice President and Chief Financial Officer of the Company. In addition, Mr. Li also serves as a Non-Executive Director and the Deputy Chairman of the Board of PCCW Limited (listed on the Hong Kong Stock Exchange with an American Depositary Receipts trading on OTC Markets Group Inc.), a Non-Executive Director of HKT Limited (HKT Trust and HKT Limited are listed on the Hong Kong Stock Exchange) and HKT Management Limited (the trustee-manager of the HKT Trust), a Director of Unicom Group, a Director of A Share Company, as well as a Director of CUCL. Mr. Li has worked in the telecommunications industry for a long period of time and has extensive management experience.

Mr. Mai Yanzhou was appointed in February 2018 as a Senior Vice President of the Company. Mr. Mai, a professor level senior engineer, graduated from Zhengzhou University in 1991 and received a master's degree in Electronics and Information Engineering from Beijing University of Posts and Telecommunications in 2002. Mr. Mai served as Deputy General Manager of Guangdong Branch of China Network Communications Group Corporation, Deputy General Manager of Guangdong Branch, General Manager of Fujian Branch, as well as General Manager of Liaoning Branch of Unicom Group. Mr. Mai served as a Delegate to the 12th National People's Congress. Mr. Mai also serves as a Non-Executive Director of PCCW Limited (listed on the Hong Kong Stock Exchange with an American Depositary Receipts trading on OTC Markets Group Inc.), Vice General Manager of Unicom Group, Senior Vice President of A Share Company as well as Director and Senior Vice President of CUCL. Mr. Mai has extensive experience in management and telecommunications industry.

Mr. Liang Baojun was appointed in February 2018 as a Senior Vice President of the Company. Mr. Liang, a professor level senior engineer, graduated from Changchun Institute of Posts and Telecommunications in 1991, received a master's degree in Engineering from Beijing University of Posts and Telecommunications in 1998 and an executive master's degree of Business Administration from Tsinghua University in 2006. Mr. Liang served as Deputy General Manager of Beijing Branch of China Telecom Corporation Limited, as well as General Manager of Henan Branch, General Manager of Corporate Informatization Department, General Manager of Government and Enterprise Customers Department of China Telecommunications Corporation. Mr. Liang also serves as Vice General Manager of Unicom Group, Senior Vice President of A Share Company as well as Director and Senior Vice President of CUCL. Mr. Liang has extensive experience in management and telecommunications industry.

Mr. Zhu Kebing was appointed in August 2018 as Executive Director and Chief Financial Officer of the Company. Mr. Zhu is a Senior Accountant, graduated from Northeastern University in 1997 and received a Professional Accountancy master's degree from Chinese University of Hong Kong in 2011. Mr. Zhu previously worked as Deputy Head of the Financial Department, General Manager, Budgeting Controller and Asset Management Controller of the Operation and Financial Department of Baosteel Group Co., Ltd., the Chief Financial Officer, Board Secretary and Supervisor of Baoshan Iron and Steel Co., Ltd., a General Manager of the Industry Finance Development Center of China Baowu Steel Group Corporation Limited, a Director of Shanghai Baosight Software Co., Ltd., General Manager of Hwabao Investment Co., Ltd., a Non-Executive director of China Pacific Insurance (Group) Co., Ltd., Director of Sailing Capital International Investment Fund (Shanghai), Director of Sailing Capital Management Co., Ltd., Director of Siyuanhe Equity Investment Management Co., Ltd. and the Vice President of PE Association of Shanghai etc. Meanwhile, he also serves as a Non-Executive Director of PCCW Limited (listed on the Hong Kong Stock Exchange with an American Depositary Receipts trading on OTC Markets Group Inc.), a Non-Executive Director of HKT Limited (HKT Trust and HKT Limited are listed on the Hong Kong Stock Exchange) and HKT Management Limited (the trustee-manager of the HKT Trust), Chief Accountant of Unicom Group, the Chief Financial Officer and Board Secretary of A Share Company, the Director and the Chief Financial Officer of CUCL, as well as the Directors of certain members of the Company. Mr. Zhu has extensive experience in board secretary, corporate finance and investment management.

Mr. Fan Yunjun was appointed in February 2020 as an Executive Director of the Company and was appointed in January 2019 as a Senior Vice President of the Company. Mr. Fan, a senior engineer, received a doctorate degree of Engineering in Signal and Information Processing from Beijing University of Posts and Telecommunications in 1998. Mr. Fan served as a Director and Vice General Manager of China Mobile Group Beijing Company Limited, the Chairman and Chief Executive Officer of CMPak Limited, the Chairman of China Mobile Hong Kong Company Limited, the Chairman and Chief Executive Officer of China Mobile International Limited, the Chairman and General Manager of China Mobile Group Beijing Company Limited. Mr. Fan also serves as a Vice General Manager and General Counsel of Unicom Group, a Senior Vice President and General Counsel of A Share Company as well as a Director and Senior Vice President of CUCL. Mr. Fan has extensive experience in management and telecommunications industry.

Mr. Cesareo Alierta Izuel was appointed in October 2008 as a Non-Executive Director of the Company. Mr. Alierta is Executive Chairman of Telefónica Foundation and Profuturo Foundation, Trustee of Caixa d'Estalvis i Pensions de Barcelona Banking Foundation (la Caixa). He is also a member of the Columbia Business School Board of Overseers. Between 1970 and 1985, he served as General Manager of the Capital Markets division at Banco Urquijo in Madrid. He was the founder and Chairman of Beta Capital. Since 1991, he has also acted as Chairman of the Spanish Financial Analysts' Association. He was also a member of the Board of Directors and the Standing Committee of the Madrid Stock Exchange. Between 1996 and 2000, he served as Chairman of Tabacalera, S.A., and subsequently Altadis following the company's merger with the French group Seita. Between January 1997 and May 2017, he was a member of the Board of Directors of Telefónica S.A. (listed on various stock exchanges including Madrid, New York and London). Between July 2000 and April 2016, he served as Executive Chairman of Telefónica S.A. Mr. Alierta served as a Non-Executive Director of China Netcom Group Corporation (Hong Kong) Limited during the period from December 2007 to November 2008. From April 2008 to December 2013 he was a member of the Board of Directors of Telecom Italia, S.p.A. Mr. Alierta served as the Chairman of the Social Board of the UNED (National Long Distance Spanish University) during the period from April 2008 to April 2019. Between September 2010 and June 2016, Mr. Alierta served as a member of the Board of Directors of International Consolidated Airlines Group (IAG, listed on the stock exchanges of Madrid and London). Between October 2017 and March 2018, Mr. Alierta served as a member of the Board of Directors of Mediobanca S.p.A. (listed on Milan stock exchange). Between June 2016 and April 2018, Mr. Alierta served as a member of the Board of Directors of Telefónica Audiovisual Digital, S.L.U. In September 2005, Mr. Alierta received "The Global Spanish Entrepreneur" award from the Spanish/US Chamber of Commerce. Mr. Alierta received a degree in law from the University of Zaragoza and a master's degree in business administration (MBA) at the University of Columbia (New York) in 1970.

Mr. Cheung Wing Lam Linus was appointed in May 2004 as an Independent Non-Executive Director of the Company. Mr. Cheung is Independent Non-Executive Directors of HKR International Limited (listed on the Hong Kong Stock Exchange). Mr. Cheung was a member of the University of Hong Kong Council, Chairman of the Council of Centennial College, a member of the Board of Governors of Centennial College, Chairman of the University of Hong Kong School of Professional and Continuing Education, Chairman of Asia Television Limited, Deputy Chairman of PCCW Limited, an Independent Non-Executive Director of Taikang Life Insurance Company Limited and Sotheby's, as well as President of the Chartered Institute of Marketing (Hong Kong Region). Prior to the merger of Pacific Century Cyberworks Limited and Hong Kong Telecom Limited, Mr. Cheung was the Chief Executive of Hong Kong Telecom Limited and an Executive Director of Cable & Wireless plc in the United Kingdom. Mr. Cheung worked at Cathay Pacific Airways for 23 years, leaving as Deputy Managing Director. He was appointed an Official Justice of the Peace in 1990 and a Non-official Justice of the Peace in 1992. Mr. Cheung received a bachelor's degree in social sciences and a diploma in management studies from the University of Hong Kong. He is also an Honorary Fellow of the University of Hong Kong and of The Chartered Institute of Marketing in the United Kingdom.

Mr. Wong Wai Ming was appointed in January 2006 as an Independent Non-Executive Director of the Company. Mr. Wong is Executive Vice President and Chief Financial Officer of Lenovo Group Limited (listed on the Hong Kong Stock Exchange). Prior to his current executive position at Lenovo Group Limited, Mr. Wong was the Chief Executive Officer and Executive Director of Roly International Holdings Limited. Mr. Wong was previously an investment banker with over 15 years of experience in investment banking business in Greater China and was a member of the Listing Committee of The Stock Exchange of Hong Kong Limited. Mr. Wong is a chartered accountant and obtained his bachelor's degree (with Honors) in management science from the Victoria University of Manchester in the United Kingdom.

Mr. Chung Shui Ming Timpson was appointed in October 2008 as an Independent Non-Executive Director of the Company. Mr. Chung is a member of the National Committee of the 13th Chinese People's Political Consultative Conference. He is also the Pro-Chancellor of the City University of Hong Kong. Besides, Mr. Chung is an Independent Non-Executive Director of Glorious Sun Enterprises Limited, The Miramar Hotel and Investment Company, Limited, China Overseas Grand Oceans Group Limited, China Everbright Limited, Jinmao Hotel and Jinmao (China) Hotel Investments and Management Limited, China Railway Group Limited, Orient Overseas (International) Limited and Postal Savings Bank of China Co., Limited (all listed on the Hong Kong Stock Exchange). From October 2004 to October 2008, Mr. Chung served as an Independent Non-Executive Director of China Netcom Group Corporation (Hong Kong) Limited. Formerly, he was the Chairman of China Business of Jardine Fleming Holdings Limited and the Deputy Chief Executive Officer of BOC International Limited. He was also the Director-General of Democratic Alliance for the Betterment and Progress of Hong Kong, the Chairman of the Advisory Committee on Arts Development, the Chairman of the Council of the City University of Hong Kong, the Chairman of the Hong Kong Housing Society, a member of the Executive Council of the Hong Kong Special Administrative Region, the Vice Chairman of the Land Fund Advisory Committee of Hong Kong Special Administrative Region Government, a member of the Managing Board of the Kowloon-Canton Railway Corporation, a member of the Hong Kong Housing Authority, a member of the Disaster Relief Fund Advisory Committee, an Independent Non-Executive Director of Henderson Land Development Company Limited and Nine Dragons Paper (Holdings) Limited and China Construction Bank Corporation, an Independent Director of China Everbright Bank Company Limited and China State Construction Eng. Corp. Ltd. and an Outside Director of China Mobile Communications Corporation. Mr. Chung received a bachelor of science degree from the University of Hong Kong and a master's degree in business administration from the Chinese University of Hong Kong. Mr. Chung also received an honorary doctoral degree in Social Science from the City University of Hong Kong in 2010. Mr. Chung is a fellow member of the Hong Kong Institute of Certified Public Accountants.

Mrs. Law Fan Chiu Fun Fanny was appointed in November 2012 as an Independent Non-Executive Director of the Company. Mrs. Law is currently a Member of the Executive Council of the Government of the Hong Kong Special Administrative Region ("HKSAR"), the Special Adviser to the China-US Exchange Foundation, a Director of the Fan Family Trust Fund and the Honorary Principal of Ningbo Huizhen Academy. Besides, Mrs. Law is an Independent Non-Executive Director of CLP Holdings Limited, Nameson Holdings Limited and Minmetals Land Limited (all listed on the Hong Kong Stock Exchange), as well as External Director of China Resources (Holdings) Co., Limited. Mrs. Law served as a Deputy of HKSAR to the National People's Congress of the People's Republic of China and Chairman of the Board of Directors of Hong Kong Science and Technology Parks Corporation and an Independent Non-Executive Director of DTXS Silk Road Investment Holdings Company Limited. Prior to her retirement from the civil service in 2007, Mrs. Law was the Commissioner of the Hong Kong Independent Commission Against Corruption. During her 30 years as an Administrative Officer, Mrs. Law has worked in many fields, including medical and health, economic services, housing, land and planning, home affairs, social welfare, civil service, transport and education. Mrs. Law graduated from the University of Hong Kong with an Honors degree in Science, and in 2009 was named an outstanding alumnus of the Science Faculty of the University of Hong Kong. She received a Master degree in Public Administration from Harvard University and was named a Littauer Fellow of Harvard University. She obtained a Master degree in Education from the Chinese University of Hong Kong and she is a Fellow of The Hong Kong Institute of Directors.

B. Compensation

The aggregate compensation and other benefits paid by us to our directors as a group in 2019 was approximately RMB5,662,000, which included the retirement benefits in the amount of approximately RMB618,000. Each of our executive directors participated in a bonus scheme with us that ties the amount of bonus he or she will receive at the end of a year to our operating results of the year and his or her job performance. As of the date of this annual report, none of our directors hold any outstanding options to purchase shares in our company. See "E. Share Ownership" below for detailed descriptions of our share option scheme.

<u>Name</u>	<u>Compensation for 2019</u> <u>(RMB in thousands)</u>
Directors	
Wang Xiaochu	839 ⁽¹⁾
Li Guohua	678 ⁽¹⁾⁽²⁾
Li Fushen	773 ⁽¹⁾
Shao Guanglu	802 ⁽¹⁾⁽³⁾
Zhu Keping	608 ⁽¹⁾
Cesareo Alierta Izuel	264
Cheung Wing Lam Linus	422
Wong Wai Ming	431
Chung Shui Ming Timpson	440
Law Fan Chiu Fun Fanny	405
Total	5,662

(1) In 2019, Mr. Wang Xiaochu, Mr. Li Guohua, Mr. Li Fushen, Mr. Shao Guanglu and Mr. Zhu Keping received deferred bonus for years 2016 to 2018 of RMB542,200, RMB75,300, RMB488,000, RMB477,100 and RMB65,500, respectively.

(2) Mr. Li Guohua resigned as executive director on March 11, 2020.

(3) Mr. Shao Guanglu resigned as executive director on January 16, 2020.

C. Board Practices

General

Pursuant to our articles of association, at each annual general meeting, one-third of our directors retire from office by rotation. The retiring directors are eligible for re-election. The Board may at any time appoint a new director to fill a vacancy or as an additional director. The Board may also appoint and remove our executive officers. No benefits are payable to our directors or executive officers upon termination of their services with us in accordance with the provisions of their service agreements, except certain statutory compensation.

The following table sets forth certain information concerning our current directors.

<u>Name</u>	<u>Appointment Date</u>	<u>Re-appointment Date</u>	<u>Resignation or Retirement Date</u>
Wang Xiaochu	September 1, 2015	May 12, 2016 and May 10, 2019	—
Li Fushen	March 30, 2011	May 24, 2011, May 21, 2013, May 12, 2016 and May 11, 2018	—
Zhu Kebing	August 17, 2018	May 10, 2019	—
Fan Yunjun	February 17, 2020	—	—
Cesareo Alierta Izuel	October 15, 2008	May 26, 2009, May 24, 2011, May 21, 2013, May 8, 2015 and May 10, 2017	—
Cheung Wing Lam Linus	May 12, 2004	May 12, 2006, May 16, 2008, May 12, 2010, May 29, 2012, April 16, 2014, May 10, 2017 and May 10, 2019	—
Wong Wai Ming	January 19, 2006	May 12, 2006, May 26, 2009, May 24, 2011 April 16, 2014, May 10, 2017 and May 10, 2019	—
Chung Shui Ming Timpson	October 15, 2008	May 26, 2009, May 29, 2012, May 8, 2015 and May 11, 2018	—
Law Fan Chiu Fun Fanny	November 21, 2012	May 21, 2013, May 12, 2016 and May 11, 2018	—

Audit Committee

The audit committee reviews and supervises our financial reporting process, risk management and internal controls. The duties of the audit committee include, among others:

- as the key representative body for overseeing our relationship with the independent auditor, considering and approving the appointment, resignation and removal of our independent auditor and the auditor's fees;
- supervising the independent auditor and determining the potential impact of non-audit services on such auditor's independence;
- reviewing our quarterly, interim and annual financial statements before submission to the board of directors;
- coordinating and discussing with the independent auditor with respect to any issues identified and recommendations made during the audits;

- reviewing correspondences from the independent auditor to our management and responses of our management;
- reviewing the relevant reports concerning our risk management, internal controls and procedures;
- discussing our risk management and internal control system with our management to ensure that our management performs its duties to have effective systems in place;
- pre-approving the audit and non-audit services to be provided by the external auditor, and determining whether any non-audit services would affect the independence of the auditor;
- discussing with our management the schedule and procedures for the rotation of the partner of the auditing firm who will principally be responsible for the audit of our company and the partners who will actively participate in the audit of our company;
- supervising the internal audit department, which will directly report to the committee; and
- having the right to approve the appointment or removal of the head of internal audit department.

As of April 15, 2020, the members of the audit committee were Mr. Wong Wai Ming (Chairman of the audit committee), Mr. Cheung Wing Lam Linus, Mr. Chung Shui Ming Timpson and Mrs. Law Fan Chiu Fun Fanny, all being independent non-executive directors of our company.

Remuneration Committee

The remuneration committee meets regularly to consider human resources issues, issuance of options and other matters relating to compensation. The primary duties of the remuneration committee include, among others:

- making recommendations to the Board on the policies and structure for all directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- reviewing and approving the management's remuneration proposals with reference to the corporate goals and objectives set by the Board;
- making recommendations to the Board on the remuneration packages of individual executive directors and senior management (including benefits in kind, pension right and compensation payments, including any compensation payable for loss or termination of their office or appointment);
- making recommendations to the Board on the remuneration of non-executive directors;
- consulting the Chairman of the Board about the remuneration proposals for other executive directors;
- considering salaries paid by comparable companies, time commitment and responsibilities and employment conditions in the Company;
- considering any share option schemes proposed by the management and any plan to amend any existing share option schemes;

- reviewing and approving compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms;
- reviewing and approving compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms; and
- ensuring that no director or any of his/her associates is involved in deciding his/her own remuneration.

As of April 15, 2020, the members of the remuneration committee were Mr. Cheung Wing Lam Linus (Chairman of the remuneration committee), Mr. Wong Wai Ming and Mr. Chung Shui Ming Timpson, all being independent non-executive directors of our company.

Nomination Committee

The nomination committee meets regularly to consider the nomination of our directors and senior management personnel. The primary duties of the nomination committee are to (i) review the structure, size and composition (including skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement our corporate strategy; (ii) identify individuals suitably qualified to become Board members and select or make recommendations to the Board; (iii) formulate, review and implement the policy of diversity of Board members as appropriate; (iv) give due regards to the benefits of diversity on the Board against the criteria set out in the policy of diversity of Board members when performing its duties; (v) assess the independence of independent non-executive directors; (vi) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors; and (vii) provide advice to the Board on candidates nominated by our Chief Executive Officer and on changes to our senior management personnel. As of April 15, 2020, the members of the nomination committee were Mr. Chung Shui Ming Timpson (Chairman of the nomination committee), Mr. Wang Xiaochu, and Mrs. Law Fan Chiu Fun Fanny. Except for Mr. Wang Xiaochu, who is our Chairman and Chief Executive Officer, the other members of the nomination committee are independent non-executive directors of our company.

D. Employees

As of December 31, 2017, 2018 and 2019, we had a total number of 267,590, 260,964 and 256,385 employees, respectively. The employees as of December 31, 2019 are classified by function as follows:

<u>By Function</u>	<u>Number of Employees</u>
Employees	243,790
Management	18,509
Marketing	110,750
Technology	80,389
Support	34,142
Temporary employees	12,595
Total	256,385

E. Share Ownership

As of April 15, 2020, our directors who own shares in our company are listed as follows:

<u>Name</u>	<u>Capacity and Nature</u>	<u>Ordinary Shares Held</u>	<u>Percentage of Total Issued Shares</u>
Chung Shui Ming Timpson	Beneficial Owner (<i>Personal</i>)	6,000	— ⁽¹⁾

(1) Less than 0.01%

Apart from those disclosed herein, as of April 15, 2020, our other directors as a group do not own any shares in our company and none of our directors had any interests under any share option scheme of us.

Stock Incentive Scheme

We adopted a share option scheme on April 16, 2014. The scheme provides for the grant of options to our employees, including executive directors and non-executive directors. Any grant of options to a “connected person” (as defined in the HKSE Listing Rules) of Unicom requires approval by our independent non-executive directors, excluding any independent non-executive director who is the grantee of the option. The option period commences on any date after the date on which an option is offered, but may not exceed 10 years from the offer date, after which period no further option may be granted under the share option scheme, but the provisions of the share option scheme will remain in full force and effect to the extent necessary to give effect to the exercise of the options granted prior to the expiry or otherwise as may be required in accordance with the provisions of the share option scheme. The subscription price of a share in respect of any particular option granted under this share option scheme will be determined by our board of directors in its discretion at the grant date, which shall be no less than the higher of: (i) the closing price of the shares on the HKSE on the grant date of such option; and (ii) the average closing price of the shares on the HKSE for the five trading days immediately preceding the grant date. As of April 15, 2020, no options had been granted or agreed to be granted by us under the share option scheme.

Item 7. Major Shareholders and Related Party Transactions

A. Major Shareholders

As of April 15, 2020, our ultimate controlling shareholder, Unicom Group, through its 17.9% direct interest in Unicom BVI, 36.7% direct interest in the A Share Company (which in turn holds 82.1% of Unicom BVI) and 100% direct interest in Unicom Group BVI, indirectly controlled approximately 24.5 billion shares of Unicom, or 79.9% of our total outstanding shares. See “A. History and Development of the Company” under Item 4. Unicom Group is controlled by the SASAC. Shares controlled by Unicom Group do not carry voting rights different from our other issued shares.

As of April 15, 2020, most of our shareholders of record were located outside of the United States. In addition, as of April 15, 2020, there were approximately 35,030,025 ADSs outstanding, each representing 10 shares and together representing 1.1% of our total outstanding shares or 5.7% of our total outstanding shares not controlled by our controlling shareholder.

We are not aware of any arrangement which may at a subsequent date result in a change of control over us.

B. Related Party Transactions

The Share Subscription by Unicom BVI in Relation to the Mixed Ownership Reform Plan

In connection with the Mixed Ownership Reform Plan of our ultimate controlling shareholder, Unicom Group, we and Unicom BVI entered into the Share Subscription Agreement on August 22, 2017, pursuant to which Unicom BVI agreed to subscribe for a maximum of 6,651,043,262 Subscription Shares, at the subscription price of HK\$13.24 per share, or HK\$88,059.81 million in total. We completed the allotment and issuance of the Subscription Shares in November 2017. Unicom BVI funded the consideration by using its funds received as a result of capital contribution by its shareholders, including (i) Unicom A Share Company, mainly using the funds from its non-public share issuance to a number of strategic investors in October 2017, and (ii) Unicom Group, mainly using the funds from its disposal of shares in Unicom A Share Company. See “A. History and Development of the Company — The Mixed Ownership Reform” under Item 4 for information concerning the Mixed Ownership Reform.

Establishment of the Finance Company and Provision of Financial Services

On December 6, 2013, CUCL and Unicom Group entered into a capital contribution agreement regarding the establishment of the Finance Company, with a registered capital of RMB3,000 million. Pursuant to the capital contribution agreement, CUCL and Unicom Group invested RMB2,730 million and RMB270 million in the Finance Company, representing 91% and 9% of the total registered capital of the Finance Company, respectively.

The Finance Company was established as a cash management platform of Unicom Group, its subsidiaries and other associated entities, purporting to improve the efficiency of cash flow allocation, lower finance cost and enhance financial risk management, and may carry out all or part of the following businesses: to provide financial advice, credit verification and related consultancy services and agency services, to handle payment and collection of transaction money, to conduct approved insurance agency business, to grant guarantees, to handle entrusted loans, to carry out bill acceptance and discounting businesses, to handle fund transfers and settlement and advise on the relevant settlement options and structures, to accept internal money deposits, to arrange for loans and finance leases, to conduct inter-bank lending and borrowing, and to carry out any other businesses approved by the CBRC.

As of December 31, 2019, amounts due to Unicom Group and its subsidiaries included a balance of deposits received by the Finance Company from Unicom Group and its subsidiaries of RMB4,879 million with interest rates ranging from 0.42% to 2.75% per annum for saving and fixed deposits of different terms. As of December 31, 2019, amounts due to a joint venture included a balance of deposits received by the Finance Company from Smart Steps of RMB8 million with interest rates ranging from 0.42% to 1.495% per annum for saving and fixed deposits of different terms. As of December 31, 2019, amount due from Unicom Group and its subsidiaries included a loan from the Finance Company to Unicom Group of RMB7,704 million with floating interest rate at 90% to 110% of the benchmark interest rate set by the People's Bank of China for the same class of loans. The Finance Company paid RMB64 million interest expense on such deposits to Unicom Group and its subsidiaries in 2019.

Continuing Related Party Transactions under the 2017-2019 Comprehensive Services Agreement and the 2020-2022 Comprehensive Services Agreement

Under the two-step approach described under “A. History and Development of the Company — Two-Step Voting Arrangements” under Item 4, the continuing transactions between CUCL and Unicom Group under the comprehensive services agreement entered into in 2006 were amended, or the amended comprehensive services agreement, effective upon the completion of our merger with China Netcom, with CNC China added as party to such transactions. In January 2009, CNC China merged into CUCL. Pursuant to the amended comprehensive services agreement, Unicom Group agreed to provide certain services to CUCL and CNC China, being the supply of telephone cards, the provision of equipment procurement services, interconnection arrangements, the mutual provision of premises, the provision of international telecommunications network gateway, the provision of operator-based value-added services, the provision of value-added telecommunications services, the provision of “10010/10011” customer services, the provision of agency services and the provision of engineering design and technical services, until December 31, 2010.

On October 29, 2010, CUCL and Unicom Group entered into the 2010 comprehensive services agreement to renew certain continuing related party transactions for a term of three years commencing on January 1, 2011 and expiring on December 31, 2013.

On October 24, 2013, CUCL and Unicom Group entered into a new comprehensive services agreement, or the 2013 comprehensive services agreement, to renew the relevant continuing related party transactions under the 2010 comprehensive services agreement for a term of three years commencing on January 1, 2014 and expiring on December 31, 2016. On August 21, 2015, CUCL and Unicom Group entered into an amendment agreement of the 2013 comprehensive services agreement to change the transaction caps for the comprehensive support services in 2015 and 2016 from RMB1 billion each to RMB2 billion and RMB3.5 billion, respectively. Other provisions of the original agreement remain the same.

On November 25, 2016, CUCL and Unicom Group entered into the 2017-2019 comprehensive services agreement, to renew the relevant continuing related party transactions under the 2013 comprehensive services agreement for a term of three years commencing on January 1, 2017 and expiring on December 31, 2019, and CUCL and its subsidiaries have also agreed to provide certain services to Unicom Group. On August 15, 2018, CUCL and Unicom Group have entered into the supplemental agreement to the 2017-2019 comprehensive services agreement with respect to certain financial services provided by Unicom Group to CUCL.

On October 21, 2019, CUCL and Unicom Group entered into the 2020-2022 comprehensive services agreement, to renew the relevant continuing related party transactions under the 2017-2019 comprehensive services agreement and its supplemental agreement for a term of three years commencing on January 1, 2020 and expiring on December 31, 2022.

2017-2019 Comprehensive Services Agreement

Details of the continuing related party transactions under the 2017-2019 comprehensive services agreement are summarized below.

Telecommunications Resources Leasing

Unicom Group agrees to lease to CUCL:

- (i) certain international telecommunications resources (including international telecommunications channel gateways, international telecommunications service gateways, international submarine cable capacity, international land cables and international satellite facilities); and
- (ii) certain other telecommunications facilities required by CUCL for its operations.

The rental charges for the leasing of international telecommunications resources and other telecommunications facilities are based on the annual depreciation charges of such resources and telecommunications facilities provided that such charges would not be higher than market rates. CUCL will be responsible for the on-going maintenance of such international telecommunications resources. CUCL and Unicom Group will determine and agree which party is to provide maintenance service for the telecommunications facilities referred to in paragraph (ii) above. Unless otherwise agreed by CUCL and Unicom Group, such maintenance service charges would be borne by CUCL. If Unicom Group is responsible for maintaining any telecommunications facilities referred to in paragraph (ii) above, CUCL will pay to Unicom Group the relevant maintenance service charges which will be determined with reference to market rates, or where there are no market rates, be agreed between the parties and determined on a cost-plus basis. The net rental charges and service charges due to Unicom Group for the provision of the above telecommunications resources leasing will be settled between CUCL and Unicom Group on a quarterly basis. In 2019, the total charges paid by CUCL to Unicom Group amounted to approximately RMB290 million.

Property Leasing

CUCL and Unicom Group agree to lease to each other properties and ancillary facilities owned by CUCL or Unicom Group (including their respective branch companies and subsidiaries).

The rental charges for the leasing of each other's properties and ancillary facilities are based on market rates. Where there is no market rate or it is not possible to determine the market rate, the rate will be negotiated and agreed between the two parties. Market rates refer to the rates at which the same or similar type of products or services are provided by independent third parties in the ordinary course of business and under normal commercial terms. Negotiated rates refer to the rates based on the reasonable costs plus the amount of the relevant taxes and reasonable profit margin. The rental charges are payable quarterly in arrears. In 2019, the rental charges paid by CUCL to Unicom Group amounted to approximately RMB989 million and the rental charges paid by Unicom Group to CUCL was negligible.

Value-added Telecommunications Services

Unicom Group (or its subsidiaries) agrees to provide the customers of CUCL with various types of value-added telecommunications services.

CUCL will settle the revenue generated from the value-added telecommunications services with the branches of Unicom Group (or its subsidiaries) on the condition that such settlement will be based on the average revenue for independent value-added telecommunications content providers who provide value-added telecommunications content to CUCL in the same region. The revenue will be settled on a monthly basis. In 2019, the total revenue allocated to Unicom Group in relation to value-added services amounted to approximately RMB69 million.

Materials Procurement Services

Unicom Group agrees to provide comprehensive procurement services for imported and domestic telecommunications materials and other domestic non-telecommunications materials to CUCL. Unicom Group also agrees to provide services on management of tenders, verification of technical specifications, installation, consulting and agency services.

In addition, Unicom Group will sell cable, modem and other materials operated by itself to CUCL and will also provide storage and logistics services in relation to the above materials procurement.

Charges for the provision of materials procurement services are calculated at the rate of:

- (a) up to 3% of the contract value of those procurement contracts in the case of domestic materials procurement; and
- (b) up to 1% of the contract value of those procurement contracts in the case of imported materials procurement.

The charges for the provision of materials operated by Unicom Group, and the pricing and/or charging standard of various materials procurement services, and storage and logistics services commission relevant to the direct material procurement are based on the market rates. Where there is no market rate or it is not possible to determine the market rate, the rate will be negotiated and agreed between the two parties. Market rates refer to the rates at which the same or similar type of assets or services is provided by independent third party in the ordinary course of business and under normal commercial terms. Negotiated rates refer to the rates based on the reasonable costs incurred in providing the services plus the amount of the relevant taxes and reasonable profit margin. The service charges due to Unicom Group will be settled on a monthly basis. In 2019, the total charges paid by CUCL to Unicom Group amounted to approximately RMB20 million.

Engineering Design and Construction Services

Unicom Group agrees to provide engineering design, construction and supervision services and IT services to CUCL. Engineering design services include planning and design, engineering inspection, telecommunications electronic engineering, telecommunications equipment engineering and corporate telecommunications engineering. Construction services include services relating to telecommunications equipment, telecommunications routing, power supplies, telecommunications conduit, and technical support systems. IT services include services relating to office automation, software testing, network upgrading, research and development of new business, and development of support systems.

The charges for the provision of engineering design and construction services are based on market rates. Market rates refer to the rates at which the same or similar type of products or services are provided by independent third parties in the ordinary course of business and under normal commercial terms. In the event the recipient will determine the specific provider of engineering design and construction services through tender, the provider will be no less qualified and equipped than the independent third parties, and will participate in the tender procedure in a similar manner as the independent third parties. Under such circumstances, the pricing will be determined by the final rate according to the tender procedure.

The service charges will be settled between CUCL and Unicom Group as and when the relevant services are provided. In 2019, the total charges paid by CUCL to Unicom Group amounted to approximately RMB1,537 million.

Ancillary Telecommunications Services

Unicom Group agrees to provide ancillary telecommunications services to CUCL. These services include certain telecommunications pre-sale, on-sale and after-sale services such as assembling and repairing of certain client telecommunications equipment, sales agency services, printing and invoice delivery services, maintenance of telephone booths, customers acquisitions and servicing and other customers' services.

The charges payable for the provision of ancillary telecommunications services are determined by the market rates between the two parties. Where there is no market rate or it is not possible to determine the market rates, the rate will be negotiated and agreed between the two parties. Market rates refer to the rates at which the same or similar type of assets or services are provided by independent third parties under normal commercial terms. Negotiated rates refer to the rates based on the reasonable costs plus the amount of the relevant taxes and reasonable profit margin. The service charges will be settled between CUCL and Unicom Group as and when the relevant services are provided. In 2019, the total charges paid by CUCL to Unicom Group amounted to approximately RMB2,417 million.

Comprehensive Support Services

Unicom Group and CUCL agree to provide comprehensive support services to each other, including dining services, facilities leasing services (excluding those facilities which are provided under the paragraph headed "Provision of Telecommunications Resources Leasing" above), vehicle services, health and medical services, labor services, security services, hotel and conference services, gardening services, decoration and renovation services, sales services, construction agency, equipment maintenance services, market development, technical support services, research and development services, sanitary services, parking services, staff trainings, storage services, advertising services, marketing, property management services, information and communications technology services (including construction and installation services, system integration services, software development, product sales and agent services, operation and maintenance services, and consultation services).

The service charges are determined by the market rates between the two parties. Where there is no market rate or it is not possible to determine the market rate, the rate will be negotiated and agreed between the two parties. Market rates refer to the rates at which the same or similar type of assets or services are provided by independent third parties under normal commercial terms. Negotiated rates refer to the rates based on the reasonable costs plus the amount of the relevant taxes and reasonable profit margin. The service charges will be settled between CUCL and Unicom Group as and when the relevant services are provided. In 2019, the total service charges paid by CUCL to Unicom Group amounted to approximately RMB1,052 million and the total service charges paid by Unicom Group to CUCL was RMB203 million.

Shared Services

Unicom Group and CUCL agree to provide shared services to each other, including, but not limited to, the following:

- (a) CUCL will provide headquarter human resources services to Unicom Group;
- (b) Unicom Group and CUCL will provide business support center services to each other;
- (c) CUCL will provide hosting services related to the services referred to in paragraphs (a) and (b) above to Unicom Group; and
- (d) Unicom Group will provide premises to CUCL and other shared services requested by its headquarters.

In relation to the business support center services referred to in paragraph (b) above, CUCL will provide support services, such as billing and settlement services provided by the business support center and operational statistics reports. Unicom Group will provide support services, including telephone card production, development and related services, maintenance and technical support and management services in relation to the telecommunications card operational system.

Unicom Group and CUCL will share the costs related to the shared services proportionately in accordance with their respective total assets value, except that the total assets value of the overseas subsidiaries and the listed company of Unicom Group will be excluded from the total asset value of Unicom Group, and the shared costs proportion will be agreed between Unicom Group and CUCL in accordance with the total assets value set out in the financial statements provided to each other, as adjusted in accordance with their respective total assets value on an annual basis. In 2019, the total service charges paid by CUCL to Unicom Group amounted to approximately RMB77 million and the total service charges paid by Unicom Group to CUCL was negligible.

Financial Services

CUCL or its subsidiaries have agreed to provide financial services to Unicom Group, including deposit services, lending and other credit services, and other financial services. Other financial services include settlement services, acceptance of bills, entrusted loans, credit verification, financial and financing consultation, consultation, agency business, approved insurance agent services, and other businesses approved by China Banking Regulatory Commission.

The key pricing policies are as follows:

(a) Deposit services

The interest rate for Unicom Group's deposit with CUCL or its subsidiaries will be no more than the maximum interest rate promulgated by the People's Bank of China for the same type of deposit, the interest rate for the same type of deposit offered to other clients and the applicable interest rate offered by the general commercial banks in PRC for the same type of deposit.

(b) Lending and other credit services

The lending interest rate will follow the interest rate standard promulgated by the People's Bank of China, and will be no less than the minimum interest rate offered by CUCL and its subsidiaries to other clients for the same type of loan, and the applicable interest rate offered to Unicom Group by the general commercial banks in PRC for the same type of loan.

(c) Other financial services

The fees to be charged by CUCL or its subsidiaries for the provision of the financial services to Unicom Group will comply with the relevant prescribed rates for such services as determined by the People's Bank of China or the CBRC. Where no relevant prescribed rate is applicable, the fee will be determined with reference to market rates of similar financial service charges and agreed between the parties. Due to increased cash deposits and operating revenue of CUCL, on August 15, 2018, CUCL and Unicom Group entered into the supplemental agreement to the 2017-2019 comprehensive services agreement with respect to the financial services provided by Unicom Group to CUCL. The supplemental agreement revised the annual caps for the daily lending and other credit services balance (including accrued interests) for such financial services from RMB6,300 million in each of the two years ending on December 31, 2018 and on December 31, 2019, to RMB11,000 million for each of these two years.

The service charges will be settled between CUCL or its subsidiaries and Unicom Group as and when the relevant services are provided. In 2019, the total interest expenses paid by CUCL or its subsidiaries to Unicom Group amounted to approximately RMB64 million, and the total interest income from lending services paid by Unicom Group to CUCL or its subsidiaries amounted to approximately RMB370 million.

2020-2022 Comprehensive Services Agreement

Details of the continuing related party transactions under the 2020-2022 comprehensive services agreement are summarized below.

Telecommunications Resources Leasing

Unicom Group agrees to lease to CUCL:

- (i) certain international telecommunications resources (including international telecommunications channel gateways, international telecommunications service gateways, international submarine cable capacity, international land cables and international satellite facilities); and
- (ii) certain other telecommunications facilities required by CUCL for its operations.

The rental charges for the leasing of international telecommunications resources and other telecommunications facilities are based on the annual depreciation charges of such resources and telecommunications facilities provided that such charges would not be higher than market rates. CUCL will be responsible for the on-going maintenance of such international telecommunications resources. CUCL and Unicom Group will determine and agree which party is to provide maintenance service for the telecommunications facilities referred to in paragraph (ii) above. Unless otherwise agreed by CUCL and Unicom Group, such maintenance service charges would be borne by CUCL. If Unicom Group is responsible for maintaining any telecommunications facilities referred to in paragraph (ii) above, CUCL will pay to Unicom Group the relevant maintenance service charges which will be determined with reference to market rates, or where there are no market rates, be agreed between the parties and determined on a cost-plus basis. When determining the pricing standard or reasonable profit margin, to the extent practicable, management of the Company will take into account the rates of at least two similar and comparable transactions entered with or carried out by independent third parties or relevant industry profit margins in the corresponding period of reference. The net rental charges and service charges due to Unicom Group for the provision of the above telecommunications resources leasing will be settled between CUCL and Unicom Group on a quarterly basis.

Property Leasing

CUCL and Unicom Group agree to lease to each other properties and ancillary facilities owned by CUCL or Unicom Group (including their respective branch companies and subsidiaries).

The rental charges for the leasing of each other's properties and ancillary facilities are based on market rates. Where there is no market rate or it is not possible to determine the market rate, the rate will be negotiated and agreed between the two parties. Market rates refer to the rates at which the same or similar type of products or services are provided by independent third parties in the ordinary course of business and under normal commercial terms. Negotiated rates refer to the rates based on the reasonable costs plus the amount of the relevant taxes and reasonable profit margin. When determining the pricing standard or reasonable profit margin, to the extent practicable, management of the Company will take into account the rates of at least two similar and comparable transactions entered with or carried out by independent third parties in the corresponding period of reference. The rental charges are payable quarterly in arrears.

Value-added Telecommunications Services

Unicom Group (or its subsidiaries) agrees to provide the customers of CUCL with various types of value-added telecommunications services.

CUCL will settle the revenue generated from the value-added telecommunications services with the branches of Unicom Group (or its subsidiaries) on the condition that such settlement will be based on the average revenue for independent value-added telecommunications content providers who provide value-added telecommunications content to CUCL in the same region. The revenue will be settled on a monthly basis.

Materials Procurement Services

Unicom Group agrees to provide comprehensive procurement services for imported and domestic telecommunications materials and other domestic non-telecommunications materials to CUCL. Unicom Group has also agreed to provide services on management of tenders, verification of technical specifications, installation, consulting and agency services. In addition, Unicom Group will sell cable, modem and other materials operated by itself to CUCL and will also provide storage and logistics services in relation to the above materials procurement.

Charges for the provision of materials procurement services will be calculated at the rate of:

- (i) up to 3% of the contract value of those procurement contracts in the case of domestic materials procurement; and
- (ii) up to 1% of the contract value of those procurement contracts in the case of imported materials procurement.

The charges for the provision of materials operated by Unicom Group, and the pricing and/or charging standard of various materials procurement services, and storage and logistics services commission relevant to the direct material procurement are based on the market rates. Where there is no market rate or it is not possible to determine the market rate, the rate will be negotiated and agreed between the two parties. Market rates refer to the rates at which the same or similar type of assets or services is provided by independent third parties in the ordinary course of business and under normal commercial terms. Negotiated rates refer to the rates based on the reasonable costs incurred in providing the services plus the amount of the relevant taxes and reasonable profit margin. When determining the pricing standard or “reasonable profit margin”, to the extent practicable, management of the Company will take into account the rates of at least two similar and comparable transactions entered into with independent third parties in the corresponding period or the relevant industry profit margin for reference. The service charges due to Unicom Group will be settled on a monthly basis.

Engineering Design and Construction Services

Unicom Group agrees to provide engineering design, construction and supervision services and IT services to CUCL. Engineering design services include planning and design, engineering inspection, telecommunications electronic engineering, telecommunications equipment engineering and corporate telecommunications engineering. Construction services include services relating to telecommunications equipment, telecommunications routing, power supplies, telecommunications conduit, and technical support systems. IT services include services relating to office automation, software testing, network upgrading, research and development of new business, and development of support systems.

The charges for the provision of engineering design and construction services are based on market rates. Market rates refer to the rates at which the same or similar type of products or services are provided by independent third parties in the ordinary course of business and under normal commercial terms. When determining the pricing standard, to the extent practicable, management of the Company will take into account the rates of at least two similar and comparable transactions entered with or carried out by independent third parties in the corresponding period of reference. In the event the recipient will determine the specific provider of engineering design and construction services through tender, the provider will be no less qualified and equipped than the independent third parties, and will participate in the tender procedure in a similar manner as the independent third parties. Under such circumstances, the pricing will be determined by the final rate according to the tender procedure.

The service charges will be settled between CUCL and Unicom Group as and when the relevant services are provided.

Ancillary Telecommunications Services

Unicom Group agrees to provide ancillary telecommunications services to CUCL. These services include certain telecommunications pre-sale, on-sale and after-sale services such as assembling and repairing of certain client telecommunications equipment, sales agency services, printing and invoice delivery services, maintenance of telephone booths, customers acquisitions and servicing and other customers’ services.

The charges payable for the provision of ancillary telecommunications services are determined by the market rates between the two parties. Where there is no market rate or it is not possible to determine the market rates, the rate will be negotiated and agreed between the two parties. Market rates refer to the rates at which the same or similar type of assets or services are provided by independent third parties under normal commercial terms. Negotiated rates refer to the rates based on the reasonable costs plus the amount of the relevant taxes and reasonable profit margin. When determining the pricing standard or “reasonable profit margin”, to the extent practicable, management of the Company will take into account the rates of at least two similar and comparable transactions entered into with independent third parties in the corresponding period or the relevant industry profit margin for reference. The service charges will be settled between CUCL and Unicom Group as and when the relevant services are provided.

Comprehensive Support Services

Unicom Group and CUCL agree to provide comprehensive support services to each other, including dining services, facilities leasing services (excluding those facilities which are provided under the paragraph headed “Provision of Telecommunications Resources Leasing” above), vehicle services, health and medical services, labor services, security services, hotel and conference services, gardening services, decoration and renovation services, sales services, construction agency, equipment maintenance services, market development, technical support services, research and development services, sanitary services, parking services, staff trainings, storage services, advertising services, marketing, property management services, information and communications technology services (including construction and installation services, system integration services, software development, product sales and agent services, operation and maintenance services, and consultation services).

The service charges are determined by the market rates between the two parties. Where there is no market rate or it is not possible to determine the market rate, the rate will be negotiated and agreed between the two parties. Market rates refer to the rates at which the same or similar type of assets or services are provided by independent third parties under normal commercial terms. Negotiated rates refer to the rates based on the reasonable costs plus the amount of the relevant taxes and reasonable profit margin. When determining the pricing standard or reasonable profit margin, to the extent practicable, management of the Company will take into account the rates of at least two similar and comparable transactions entered into with independent third parties in the corresponding period or the relevant industry profit margin for reference. The service charges will be settled between CUCL and Unicom Group as and when the relevant services are provided.

Shared Services

Unicom Group and CUCL agree to provide shared services to each other, including, but not limited to, the following:

- (a) CUCL will provide headquarter human resources services to Unicom Group;
- (b) Unicom Group and CUCL will provide business support center services to each other;
- (c) CUCL will provide hosting services related to the services referred to in paragraphs (a) and (b) above to Unicom Group; and
- (d) Unicom Group will provide premises to CUCL and other shared services requested by its headquarters.

In relation to the services referred to in paragraph (b) above, CUCL will provide support services, such as billing and settlement services provided by the business support center and operational statistics reports. Unicom Group will provide support services, including telephone card production, development and related services, maintenance and technical support and management services in relation to the telecommunications card operational system.

Unicom Group and CUCL will share the costs related to the shared services proportionately in accordance with their respective total assets value, except that the total assets value of the overseas subsidiaries and the listed company of Unicom Group will be excluded from the total asset value of Unicom Group, and the shared costs proportion will be agreed between Unicom Group and CUCL in accordance with the total assets value set out in the financial statements provided to each other, as adjusted in accordance with their respective total assets value on an annual basis.

Financial Services

CUCL or its subsidiaries agree to provide financial services to Unicom Group, including deposit services, lending and other credit services, and other financial services. Other financial services include settlement services, acceptance of bills, entrusted loans, credit verification, financial and financing consultation, consultation, agency business, approved insurance agent services, and other businesses approved by China Banking Regulatory Commission.

The key pricing policies are as follows:

(a) Deposit services

The interest rate for Unicom Group's deposit with CUCL or its subsidiaries will be no more than the maximum interest rate promulgated by the PBOC for the same type of deposit, the interest rate for the same type of deposit offered to other clients and the applicable interest rate offered by the general commercial banks in PRC for the same type of deposit.

(b) Lending and other credit services

The lending interest rate will follow the interest rate standard promulgated by the PBOC, and will be no less than the minimum interest rate offered by CUCL and its subsidiaries to other clients for the same type of loan, and the applicable interest rate offered to Unicom Group by the general commercial banks in PRC for the same type of loan.

(c) Other financial services

The fees to be charged by CUCL or its subsidiaries for the provision of the financial services to Unicom Group will comply with the relevant prescribed rates for such services as determined by the PBOC or the CBRC. Where no relevant prescribed rate is applicable, the fee will be determined with reference to market rates of similar financial service charges and agreed between the parties.

The service charges will be settled between CUCL or its subsidiaries and Unicom Group as and when the relevant services are provided.

Arrangement Relating to Telecommunications Towers, Related Assets and Other Services

At the time the transfer of telecommunications towers and related assets was completed, or the Completion Date, CUCL and the Tower Company were in the process of finalizing the terms of lease arrangements. However, to ensure that there would be no interruptions in our operations, we are entitled to continue the use of the telecommunications towers and related assets transferred by us to the Tower Company during the period from the day following the Completion Date until the lease arrangements are finalized. After the lease arrangements are finalized and agreed by us and the Tower Company, we shall pay the leasing fees and relevant service charges incurred during the such period to the Tower Company. In addition, we also subsequently leased certain other telecommunications towers and related assets from the Tower Company that were previously owned by China Mobile or China Telecom, or those newly constructed by the Tower Company.

On July 8, 2016, we, through CUCL, and the Tower Company entered into the Pricing Agreement to finalize the lease arrangements relating to the telecommunications towers and related assets. The Pricing Agreement stipulated specific terms on, among other things, the categories of assets for leasing, pricing basis for the lease fees and service charges, and relevant service period. Based on the actual demand of our operations, we, through the subsidiaries of CUCL, subsequently entered into provincial service agreements and detailed lease confirmation forms and/or orders for specified telecommunications towers with the Tower Company or their subsidiaries. On January 31, 2018, pursuant to the Pricing Agreement and after arm-length negotiations and discussions, we, through our wholly owned subsidiary, CUCL, and the Tower Company entered into the Supplementary Agreement, which mainly included amendments to the pricing of tower products as stated in the Annex 1 Product Catalogue and Pricing of the Pricing Agreement. Such amendments shall be effective from January 1, 2018 and acknowledged by the respective provincial companies or municipal companies of the parties by entering a confirmation letter of the telecommunications towers to be leased. The term of the Supplementary Agreement shall be five years, effective from January 1, 2018 and expiring on December 31, 2022. Prior to expiry of the agreement, CUCL and the Tower Company shall negotiate with each other for the pricing thereafter. We are of the view that the signing of the supplementary agreement with the Tower Company will be beneficial for us to lower the tower usage fee in the future. According to these Agreements, we recognized operating lease and other service charges in an amount of RMB17,652 million for the year ended December 31, 2019. In 2019, we also provided certain engineering design and construction services to the Tower Company under the Pricing Agreement and the total service fees were RMB262 million.

We started to apply IFRS 16 since January 1, 2019. In accordance with IFRS 16, we recognized a lease liability and right-of-use asset due to the minimum amount of lease payments payable by the us under these Agreements. Such lease liability and right-of-use asset amounted to RMB22,076 million and RMB21,269 million, respectively, as of December 31, 2019. In connection with the lease payments payable by the us under these Agreements, we also recorded a depreciation of right-of-use asset of RMB6,498 million, interest expense of RMB894 million, and variable lease payments and other related service charges of RMB10,492 million for the year ended December 31, 2019.

During 2016 and 2017, the SEC issued comment letters relating to the Company's previously filed annual reports on Form 20-F for the fiscal years ended December 31, 2015 and 2016. The comment letters inquired mainly about the background, execution process, and accounting treatment in relation to the Company's disposal and lease of telecommunications towers and related assets with the Tower Company. The Company responded to these comment letters and was notified by the SEC in its letter dated October 20, 2017 that it has completed its review of such previously filed annual reports of the Company. The SEC did not in its October 2017 letter require us to make any amendment to those previously filed annual reports.

Loans from Unicom Group

On February 27, 2017, CUCL borrowed an unsecured entrusted loan from Unicom Group of RMB1,344 million with a maturity period of 1 year and interest rate at 3.92% per annum, and was fully repaid in February 2018.

On August 24, 2017, CUCL borrowed an unsecured entrusted loan from Unicom Group of RMB3,893 million with a maturity period of 6 months and interest rate at 3.92% per annum, and was fully repaid in October 2017.

On December 26, 2018, CUCL borrowed an unsecured entrusted loan from A Share Company of RMB3,042 million with a maturity period of 5 years and interest rate at 4.28% per annum.

Loan from Unicom Group BVI

On December 21, 2017, the Company borrowed an unsecured loan from Unicom Group BVI in the principal amount of HK\$520.00 million, with a term of one year at a floating interest rate of one-year Hong Kong Interbank Offer Rate (HIBOR) plus 1.2% per annum. The proceeds from the loan were mainly used to fund our working capital. Such loan was fully repaid in December 2018.

On December 28, 2018, the Company borrowed a loan from Unicom Group BVI of RMB48 million with a maturity period of 1 year, of which RMB46 million with a maturity period of 1 year and interest rate at 4.77% per annum and HK\$2 million with a maturity period of 1 year and floating interest rate at 1 year HIBOR plus 1.11%. Such loan was fully repaid in January 2019.

Loan from Smart Steps

On April 24, 2017, CUCL borrowed an unsecured entrusted loan from Smart Steps, in the principal amount of RMB50.0 million, with a maturity period of six months at an interest rate at 3.915% per annum which was fully repaid in October 2017.

On October 24, 2017, CUCL borrowed an unsecured entrusted loan from Smart Steps in the principal amount of RMB50.0 million, with a term of one year at an interest rate of 3.915% per annum. The proceeds from the loan were mainly used to fund our working capital. CUCL repaid RMB10.0 million in December 2017 and RMB40.0 million during the year of 2018.

In March and April 2019, CUCL borrowed an unsecured entrusted loan from Smart Steps in the principal amount of RMB50.0 million, with a term of one year at an interest rate of 3.915% per annum.

Certain Agreements Relating to Our Initial Public Offering

The Reorganization Agreement

In relation to the restructuring in connection with our initial public offering, our wholly owned subsidiary, CUCL, entered into a reorganization agreement with Unicom Group, dated April 21, 2000. This agreement includes the following terms:

- Unicom Group's agreement to transfer to CUCL certain assets and liabilities;
- mutual warranties and indemnities given by Unicom Group and CUCL in relation to the assets and liabilities transferred to CUCL and in relation to the restructuring;
- undertakings by Unicom Group in favor of CUCL, including, among other things:
 - to hold and maintain all licenses received from the former Ministry of Information Industry in connection with any of our businesses for our benefit, and to allocate spectrum and to provide other resources to us;
 - subject to applicable Chinese laws and regulations in effect at the relevant time, to take all actions necessary to obtain, maintain, renew and otherwise extend to or for our benefit such governmental or regulatory licenses, consents, permits or other approvals as we shall require to continue to operate our businesses;
 - to arrange for us to participate in its international roaming arrangements;
 - not to engage in any business that competes with our businesses, except for the existing competing businesses of Unicom Group;
 - to grant us a right of first refusal in relation to any governmental authorization, license or permit, or other business opportunity to develop any new telecommunications technology, product or service;
 - to ensure that we can continue to use the premises for which title documentation cannot be obtained at this time, for a period of three years following the restructuring;
 - not to dispose of any of our shares it beneficially owns or to take or permit any other actions, including primary issuances of securities by us or CUCL, which would result in us or CUCL no longer constituting majority-owned subsidiaries of Unicom Group; and
 - not to seek an overseas listing for any of its businesses or the businesses of its subsidiaries in which we are engaged or may engage in the future except through us;
- an option granted by Unicom Group to us to acquire Unicom Group's interest in any telecommunications interest, such as Unicom Paging, Unicom Xingye and Unicom Group's CDMA telephony license and business; and

- a commitment by Unicom Group that it will provide continuous financial support to us when necessary.

The 2017-2019 comprehensive services agreement provides that the determination of whether we or CUCL would constitute majority-owned subsidiaries of the Unicom Group shall be made in accordance with the PRC Enterprise Accounting Standards, as amended by the MOF from time to time.

Trademark Agreement

Unicom Group is the registered owner of the Unicom trademark in English, the trademark bearing the Unicom logo and the trademark of the word “Unicom” in Chinese (“联通”), which are registered at the PRC State Trademark Bureau. Under a PRC trademark license agreement entered into on May 25, 2000 between Unicom Group and CUCL, CUCL and our affiliates were granted the right to use these trademarks on a royalty-free basis for an initial period of five years, renewable at the option of CUCL. CUCL has elected to renew the trademark license agreement and the trademark license agreement is currently valid. Under the terms of this agreement, we and our affiliates are the exclusive licensees of these trademarks, provided that Unicom Group may also license these trademarks to any of its existing or future subsidiaries. Unicom Group also agreed to license to CUCL any trademark that it registers in China in the future that incorporates the word “Unicom”.

C. *Interests of Experts and Counsel*

Not Applicable.

Item 8. *Financial Information*

See Item 18 “Financial Statements”. Other than as disclosed elsewhere in this annual report, no significant change has occurred since the date of the annual financial statements.

Legal Proceedings

We are not involved in any material litigation, arbitration or administrative proceedings. We are not aware of any pending or threatened litigation, arbitration or administrative proceedings expected to have a material effect on our financial condition and results of operations.

Policy on Dividend Distribution

The objective of our dividend policy is to achieve a long-term, sustainable and steadily increasing dividend, with a view to maximizing our shareholders’ value. The declaration and payment of future dividends will depend upon, among other things, financial condition, business prospects, future earnings, cash flow, liquidity level and cost of capital. We believe such policy will provide our shareholders with a stable return in the long term along with the growth of our company. Pursuant to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and our articles of association, we may only pay dividends out of profits available for distribution.

Taking into consideration, our profitability, debt and cash flow level and capital requirements for its future development, etc., our board of directors recommended the payment of a final dividend of RMB0.148 per share for the year ended December 31, 2019. Going forward, we will continue to strive for enhancing profitability and shareholders’ return.

Item 9. *The Offer and Listing*

Our ADSs, each representing 10 ordinary shares, are listed and traded on the NYSE under the symbol “CHU.” Our ordinary shares are listed and traded on the HKSE under the stock code “762.” The NYSE and the HKSE are the principal trading markets for our ADSs and ordinary shares, which are not listed on any other exchanges in or outside the United States.

Item 10. Additional Information

A. Share Capital

Not Applicable.

B. Articles of Association

General

Under our Articles of Association, we have the capacity, rights, powers and privileges of a natural person and, in addition to and without limiting the forgoing, we may do anything which is permitted or required to be done by any enactment or rule of law. The following is a summary of selected provisions of our Articles of Association.

Directors

Material Interests and Voting

A director shall not vote (or be counted in the quorum) on any resolution of our board of directors in respect of any transaction, contract or arrangement or proposal in which he or any of his close associates (and if required by the HKSE Listing Rules, his other associates) (as defined in the HKSE Listing Rules) is materially interested, and if he shall do so, his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition does not apply to any transaction, contract, arrangement or other proposal for or concerning:

- the giving of any security or indemnity either (i) to the director or any of his close associates (and if required by the HKSE Listing Rules, his other associates) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of Unicom or any of its subsidiaries or (ii) to a third party in respect of a debt or obligation of Unicom or any of its subsidiaries for which the director or any of his close associates (and if required by the HKSE Listing Rules, his other associates) has assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- an offer of shares or debentures or other securities of or by Unicom (or any other company which Unicom may promote or be interested in) where the director or any of his close associates (and if required by the HKSE Listing Rules, his other associates) is or will be an interested participant in the underwriting or sub-underwriting of the offer;
- any transaction, contract or arrangement in which the director or any of his close associates (and if required by the HKSE Listing Rules, his other associates) is interested in the same manner as other holders of shares or debentures or other securities of Unicom by virtue only of his interest in shares or debentures or other securities of Unicom;
- any other company in which the director or any of his close associates (and if required by the HKSE Listing Rules, his other associates) is interested only, whether directly or indirectly, as an officer or shareholder or in which the director or any of his close associates (and if required by the HKSE Listing Rules, his other associates) is beneficially interested in shares of that company, provided that he, together with any of his close associates (and if required by the HKSE Listing Rules, his other associates), is not beneficially interested in 5% or more of (i) the issued shares of any class of such company (or of any third company through which such interest is derived), or (ii) the voting rights attached to such issued shares or securities (excluding for the purpose of calculating such 5% interest, any indirect interest of such director or any of his close associates (and if required by the HKSE Listing Rules, his other associates) by virtue of Unicom's interest in such company); or

- the benefit of employees of Unicom or any of its subsidiaries, including (i) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to directors, their close associates (and if required by the HKSE Listing Rules, their other associates) and employees of Unicom or any of its subsidiaries and does not provide in respect of the director or any of his close associates (and if required by the HKSE Listing Rules, his other associates) any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; or (ii) the adoption, modification or operation of any employee share scheme involving the issue or grant of options over shares or other securities by Unicom to, or for the benefit of, the employees of Unicom or its subsidiaries under which the director or any of his close associates (and if required by the HKSE Listing Rules, his other associates) may benefit.

Remuneration and Pensions

The directors of Unicom are entitled to receive by way of remuneration for their services such sum as is from time to time determined by Unicom in a general meeting. The directors are also entitled to have reimbursed all traveling, hotel and other expenses reasonably incurred by them in or about the performance of their duties as directors. The board of directors may grant special remuneration to any director who performs services that, in the opinion of the board, are outside the scope of the ordinary duties of a director.

The board may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, or give donations, gratuities, pensions, allowances or emoluments to, any persons (i) who are or were at any time in the employment or service of Unicom, or of any company which is a subsidiary of Unicom, or is allied or associated with Unicom or with any such subsidiary company, or (ii) who are or were at any time directors or officers of Unicom or of any such other company above, and have or who have had any salaried employment or had held office in Unicom or such other company, and the wives, widows, families and dependents of any such persons. The board may also establish and subsidize or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and wellbeing of Unicom or of any such other company above or of any such persons above, and may make payments for or towards the insurance of any such persons, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object. Any director holding any such employment or office is entitled to participate in, and retain for his own benefit, any such donation, gratuity, pension, allowance or emolument.

Borrowing Powers

The directors may exercise all the powers of Unicom to borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of Unicom and to issue debentures, debenture stocks, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of Unicom or of any third party.

Qualification of Directors

A director of Unicom is not required to hold any qualification shares.

Rotation of Directors

At every annual general meeting, one-third of the directors for the time being, or, if the number is not three or a multiple of three, then the number nearest one-third, shall retire from office by rotation, except for any director holding office as chairman or chief executive officer. The directors to retire in every year shall be those who have been in office the longest since their last election. In addition, a director appointed by the board to fill in a casual vacancy or as an addition to the board shall retire at the next following annual general meeting and shall then be eligible for re-election, but shall not be taken into account in determining the number of directors who are to retire by rotation at each annual general meeting. The retiring directors shall be eligible for re-election.

Rights Attached to Ordinary Shares

Voting Rights

Under the Companies Ordinance, any action to be taken by the shareholders at a general meeting requires an affirmative vote by either an ordinary or a special resolution passed at the meeting. An ordinary resolution is one passed by the majority of such shareholders as are entitled to, and do, vote in person or by proxy at a general meeting. A special resolution is one passed by not less than three-quarters of such shareholders as are entitled to, and do, vote in person or by proxy at a general meeting. Most shareholders' decisions are passed by ordinary resolutions. However, the Companies Ordinance and our Articles of Association stipulate that certain matters may only be passed by special resolutions.

At any general meeting a resolution put to the vote of the meeting shall be decided on a poll if demanded by:

- the Chairman of the meeting;
- at least five members present in person (or in the case of a member being a corporation, by its duly authorized representative) or by proxy and entitled to vote at the meeting; or
- any member or members present in person (or in the case of a member being a corporation, by its duly authorized representative) or by proxy and representing in the aggregate not less than five per cent. of the total voting rights of all members having the right to attend and vote at the meeting;

provided that a resolution put to the vote of the meeting may be decided on a show of hands to the extent permitted by the Listing Rules and other applicable laws, rules and regulations.

Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative duly authorized under Section 606 of the Companies Ordinance at any general meeting shall be entitled, on a show of hands, to one vote only and, on a poll, to one vote for every fully paid-up share of which he is the holder.

On a poll, votes may be given either personally or by proxy and a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

Issue of Shares

A general meeting resolving upon the creation of any new shares may direct that the same or any of them shall be offered in the first instance to all the holders for the time being of any class of shares in the capital of Unicom, in proportion to the number of shares of such class held by them respectively, or make any other provisions as to the issue and allotment of the new shares, and in default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Directors, and Article 10 of our Articles of Association shall apply thereto.

Dividends

Subject to the Companies Ordinance and as set out in our Articles of Association, our shareholders at a general meeting may by ordinary resolution declare dividends but no dividend shall be declared in excess of the amount recommended by our board of directors.

In addition to any dividends declared at a general meeting upon the recommendation of the board of directors, our board of directors may, as they deem appropriate, from time to time resolve to pay to our shareholders such interim dividends as appear to our board of directors to be justified by our financial position. Our board of directors may also pay any fixed dividend that is payable on any of our shares on any other dates, whenever our financial position, in the opinion of our board of directors, justifies such payments.

All dividends unclaimed for one year after having become payable may be invested or otherwise made use of by the board for the benefit of Unicom until claimed. All dividends unclaimed for six years after having become payable may be forfeited by the board and will revert to Unicom.

Winding Up

If we are wound up, the surplus assets remaining after payment to all creditors shall be divided among the shareholders in proportion to the capital paid up on the shares held by them, subject to the rights of the holders of any shares that may be issued on special terms or conditions.

If we are wound up, the liquidator may, with the sanction of a special resolution, divide among our shareholders in specie or in kind the whole or any part of our assets or vest any part of our assets in trustees upon such trusts for the benefit of our shareholders or any of them as the resolution shall provide.

Miscellaneous

Shareholders are not entitled to any redemption rights, conversion rights or preemptive rights on the transfer of ordinary shares.

The transfer agent and registrar for the shares is Hong Kong Registrars Limited, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.

Modification of Rights

Whenever the share capital of Unicom is divided into different classes of shares, the special rights attached to any class may, subject to the Company Ordinance, be varied or abrogated either with the consent in writing of the holders of not less than seventy-five percent of the total voting rights of holders of the shares of the class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class (but not otherwise) and may be so varied or abrogated either whilst Unicom is a going concern or during or in contemplation of a winding up. To every such separate general meeting, all the provisions of our Articles of Association relating to general meetings and to the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be two persons present in person or by proxy together holding at least one-third of the total voting rights of holders of the shares of the class (but so that, if at any adjourned meeting a quorum as above defined is not present, any one holder of shares of the class present in person or proxy shall be a quorum) and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him.

Annual General and Extraordinary General Meetings

We must hold in each year a general meeting as our annual general meeting in accordance with Section 610 of the Company Ordinance in addition to any other meetings in that year. The annual general meeting is held at such time and place as may be determined by the board of directors and subject to our Articles of Association. All other general meetings are called extraordinary general meetings. The board of directors may call an extraordinary general meeting at any time or upon request from the members in accordance with the Companies Ordinance.

Under the Companies Ordinance, an annual general meeting can be called by not less than 21 days' notice in writing, and any other general meeting can be called by not less than 14 days' notice in writing. The notice must specify the place, date and time of the meeting, and, in the case of special business, the general nature of that business.

Limitations on Rights to Own Securities

There are no limitations on the rights to own securities, including the rights of non-resident or foreign shareholders to hold or exercise voting rights on the securities, imposed by Hong Kong law or by our Articles of Association.

Changes in Capital

We may exercise any powers conferred or permitted by the Companies Ordinance to buy-back our own shares and warrants (including any redeemable share) at any price or to give, directly or indirectly, by means of a loan, guarantee, the provision of security or otherwise, financial assistance for the purpose of or in connection with a buy-back made or to be made by any person of any shares or warrants in Unicom. Buy-backs of our own shares may be made either by way of a general offer to all shareholders in proportion to their shareholdings, by purchasing our shares on a stock exchange or by an off-market contract with individual shareholders. Any such share buy-back or financial assistance must be made or given in accordance with any relevant rules or regulations issued by the HKSE or the Securities and Futures Commission of Hong Kong.

We may, from time to time, on more than one occasion or at a specified time or in specified circumstances alter our share capital in accordance with the Company Ordinance and as the resolution shall prescribe. Subject to the Companies Ordinance, we may from time to time by ordinary resolution:

- consolidate all of our shares into smaller number of shares than the existing number;
- divide our shares into several classes and attach to them any preferential, deferred, qualified or special rights, privileges or conditions;
- cancel any shares that at the date of the passing of the resolution have not been taken or agreed to be taken by any person, or have been forfeited in accordance with our Articles of Association;
- sub-divide our shares into larger number of shares than the existing number; and
- make provision for the issue and allotment of shares which do not carry any voting rights.

Miscellaneous

We keep our share register with our share registrar, which is Hong Kong Registrars Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. In addition, we also file certain documents with the Registrar of Companies, Hong Kong, in accordance with the requirements of the Companies Ordinance. Our company number is 703499.

C. *Material Contracts*

In addition to the contracts described in "B. Related Party Transactions" under Item 7 and "A. History and Development of the Company" under Item 4, Unicom Group, we or our subsidiaries have entered into the following contracts that are not in the ordinary course of business within the two years preceding the date of this annual report that are or may be material:

- the Supplementary Agreement dated January 31, 2018 between CUCL and the Tower Company to adjust certain terms and provisions in the Pricing Agreement and annex thereto in relation to the leasing of the tower products; and
- the framework agreement, dated September 9, 2019, between CUCL and China Telecom Corporation Limited, in relation to the cooperation on building and sharing of 5G access networks.

D. Exchange Controls

The ability of our operating subsidiary, CUCL, to satisfy its foreign exchange obligations and to pay dividends to us depends on existing and future exchange control regulations in China. Under the current relevant regulations, Renminbi is convertible under the current account, which includes trade- and service-related foreign exchange transactions, but is not convertible under the capital account, which includes foreign direct investment. CUCL, our wholly owned subsidiary that holds substantially all of our assets, is a foreign investment enterprise. The foreign investment enterprise status will allow it to purchase foreign exchange at designated foreign exchange banks for settlement of current account transactions without the approval of the State Administration for Foreign Exchange of the PRC, or the SAFE. These current account transactions include payment of dividends by foreign investment enterprises. However, the relevant PRC Government authorities may in the future limit or eliminate the authorizations for a foreign investment enterprise to retain its foreign exchange to satisfy its foreign exchange obligations or to pay dividends in the future. Furthermore, certain foreign exchange transactions of CUCL under the capital account still require approvals from the SAFE. This requirement affects our subsidiary's ability to obtain foreign exchange through equity financing, including by means of capital contributions from us.

Under existing Hong Kong law, (i) there are no foreign exchange controls or other laws that restrict the import or export of capital and that would affect the availability of cash and cash equivalents for our use, (ii) there are no foreign exchange controls or other laws, decrees or regulations that affect the remittance of interest, dividends or other payments on our outstanding debt and equity securities to U.S. residents and (iii) there are no limitations on the rights of non-resident or foreign owners to hold our debt or equity securities.

E. Taxation

The taxation of income and capital gains of holders of ordinary shares or ADSs is subject to the laws and practices of the PRC, Hong Kong and jurisdictions in which holders of ordinary shares or ADSs are resident or otherwise subject to tax. The following summary of certain relevant taxation provisions is based on current law and practice, is subject to change and does not constitute legal or tax advice. The discussion does not deal with all possible tax consequences relating to an investment in the ordinary shares or ADSs. In particular, the discussion does not address the tax consequences under state, local and other laws, such as non-PRC, non-Hong Kong and non-U.S. federal laws. The discussion is based upon laws and relevant interpretations in effect as of the date of this annual report.

People's Republic of China

This section describes certain PRC tax consequences of the ownership and disposition of our ordinary shares or ADSs. This section does not address all possible PRC tax considerations that may be relevant to an investment in our ordinary shares or ADSs in light of an investor's specific circumstances, and is based on PRC tax laws and relevant interpretations as in effect as of the date of this annual report on Form 20-F, which are subject to change, possibly with retroactive effect. Accordingly, each prospective investor should consult its own tax advisor regarding the PRC and other tax consequences of an investment in our ordinary shares or ADSs applicable under its particular circumstances.

Taxation of Dividends

Under the PRC Enterprise Income Tax, or the EIT Law and its implementing rules that became effective on January 1, 2008, a non-resident enterprise is generally subject to PRC enterprise income tax with respect to PRC-sourced income, including dividends received from an enterprise that is domiciled in China. The PRC enterprise income tax with respect to such dividends is currently required to be withheld at the rate of 10%, unless there is an applicable tax treaty between China and the jurisdiction in which such non-resident enterprise resides that reduces or exempts the tax.

On April 22, 2009, the SAT issued the Notice Regarding the Determination of Tax Residence Status of Chinese-Controlled Offshore-Incorporated Enterprises on the Basis of De Facto Management Bodies, or the 2009 Notice, which was retroactively effective as of January 1, 2008. Pursuant to the 2009 Notice, an enterprise incorporated under the laws of a foreign country (or region) but controlled by a PRC enterprise or enterprise group may be determined to be a PRC resident enterprise with its de facto management bodies located within China for PRC tax purposes if certain criteria specified under the 2009 Notice are met. Under the 2009 Notice, dividends paid by such an off-shore incorporated enterprise are deemed to be PRC-sourced income and subject to PRC enterprise income tax. On November 11, 2010, we were notified by the PRC tax authorities that we are determined to be a PRC resident enterprise since January 1, 2008 for PRC tax purposes. Accordingly, we are required to withhold the 10% EIT when we distribute dividends to our non-resident enterprise shareholders.

Accordingly, we will withhold the 10% EIT when we distribute our final dividend for the fiscal year ended December 31, 2019 in respect of the non-resident enterprise shareholders for PRC tax purposes whose names appear on our register of members as of the record date for such dividends, and who are not individuals, unless such non-individual shareholders are able to provide documents from the relevant PRC tax authorities confirming that we are not required to withhold the 10% EIT in respect of the dividends that such shareholders are entitled to, on the basis that dividend income between two PRC resident enterprises is exempted from enterprise income tax, subject to certain conditions, under the EIT Law. In addition, certain investors hold our shares or ADSs through custodians, nominees, corporate trustees or other intermediaries and the names of these investors do not appear on our register of members. Payments of dividends to such investors are also subject to the 10% EIT withholding. These investors should enquire about the relevant procedures with the relevant custodians, nominees, trustees or other intermediaries if they wish to change the identities of the shareholders on our register of members.

Taxation of Capital Gains

Under the PRC EIT Law and its implementing rules, a non-resident enterprise is generally subject to PRC enterprise income tax with respect to PRC-sourced income, but there remain substantial uncertainties as to their interpretation and application by the relevant PRC tax authorities. We intend to comply with any interpretation or notice in relation to the taxation of capital gains issued by the PRC tax authorities in the future.

Additional PRC Tax Considerations

Stamp duty. Under the Provisional Regulations of the PRC Concerning Stamp Duty (as amended by the Decision of the State Council to Abolish and Amend Certain Administrative Regulations on January 8, 2011) and its implementing rules, both of which became effective on October 1, 1988, PRC stamp duty should not apply to acquisitions or dispositions of our ordinary shares or ADSs outside of China as the PRC stamp duty is imposed only on documents executed or received within China that are legally binding in China and protected under PRC law.

Estate tax. China does not currently levy estate tax.

Hong Kong

Taxation of Dividends

Under the current practices of the Hong Kong Inland Revenue Department, no tax is payable in Hong Kong in connection with dividends paid by us, either by withholding or otherwise, unless such dividends are attributable to a trade, profession or business carried on in Hong Kong.

Profits

No tax is imposed in Hong Kong in respect of capital gains from the sale of shares and ADSs. Trading gains from the sale of shares or ADSs by persons carrying on a trade, profession or business in Hong Kong where such gains are derived from or arise in Hong Kong from such trade, profession or business will be chargeable to Hong Kong income tax rates of 16.5% on corporations and 15.0% on individuals, unless such gains are chargeable under the respective half-rates of 8.25% and 7.5% that may apply for the first HK\$2 million of assessable profits for years of assessment beginning on or after April 1, 2018. Gains from sales of shares effected on the HKSE will be considered by the Hong Kong Inland Revenue Department to be derived from or arise in Hong Kong. Liability for Hong Kong profits tax would thus arise in respect of trading gains from sales of shares or ADSs realized by persons carrying on a business of trading or dealing in securities in Hong Kong.

Stamp Duty

Hong Kong stamp duty, currently charged at the rate of 0.1% of the higher of the consideration for or the value of the shares, will be payable by the purchaser on every purchase and by the seller on every sale of shares. In addition, a fixed duty of HK\$5 is currently payable on any instrument of transfer of shares. If one of the parties to the sale is a non-resident of Hong Kong and does not pay the required stamp duty, the duty not paid will be assessed on the instrument of transfer (if any) and the transferee will be liable for payment of such duty.

The withdrawal of shares upon the surrender of American Depositary Receipts, or ADRs, and the issuance of ADRs upon the deposit of shares, will also attract stamp duty at the rate described above unless such withdrawal or deposit does not result in a change in the beneficial ownership of the shares under Hong Kong law, in which case only a fixed duty of HK\$5 is payable on the transfer. The issuance of the ADRs upon the deposit of shares issued directly to The Bank of New York, as depository of the ADSs, or for the account of The Bank of New York does not attract stamp duty. No Hong Kong stamp duty is payable upon the transfer of ADSs outside Hong Kong.

Estate Duty

Currently no Hong Kong estate duty is payable.

United States

United States Federal Income Taxation

This section describes the material United States federal income tax consequences to a U.S. holder (as defined below) of owning shares or ADSs. It applies to you only if you hold your shares or ADSs as capital assets for tax purposes. This discussion addresses only United States federal income taxation and does not discuss all of the tax consequences that may be relevant to you in light of your individual circumstances, including foreign, state or local tax consequences, estate and gift tax consequences, and tax consequences arising under the Medicare contribution tax on net investment income or the alternative minimum tax. This section does not apply to you if you are a member of a special class of holders subject to special rules, including:

- a dealer in securities or currencies,
- a trader in securities that elects to use a mark-to-market method of accounting for your securities holdings,
- a tax-exempt organization,
- an insurance company,
- a person that actually or constructively owns 10% or more of the combined voting power of our voting stock or of the total value of our stock,
- a person that holds shares or ADSs that are a hedge or as part of a straddle or a conversion transaction,
- a person that purchases or sells shares or ADSs as part of a wash sale for tax purposes, or
- a person whose functional currency is not the U.S. dollar.

This section is based on the Internal Revenue Code of 1986, as amended, or the Code, its legislative history, existing and proposed regulations, published rulings and court decisions, all as currently in effect, as well as on the agreement between the United States and the People's Republic of China for the avoidance of double taxation, or the U.S.-PRC Treaty. These authorities are subject to change, possibly on a retroactive basis. In addition, this section is based in part upon the representations of the Depositary and the assumption that each obligation in the deposit agreement and any related agreement will be performed in accordance with its terms.

You are a U.S. holder if you are a beneficial owner of shares or ADSs and you are, for U.S. federal income tax purposes:

- a citizen or resident of the United States,
- a corporation organized under the laws of the United States, any States thereof, or the District of Columbia,
- an estate whose income is subject to United States federal income tax regardless of its source, or
- a trust if a United States court can exercise primary supervision over the trust's administration and one or more United States persons are authorized to control all substantial decisions of the trust.

If an entity or arrangement that is treated as a partnership for United States federal income tax purposes holds the shares or ADSs, the United States federal income tax treatment of a partner will generally depend on the status of the partner and the tax treatment of the partnership. A partner in a partnership holding the shares or ADSs should consult its tax advisor with regard to the United States federal income tax treatment of its investment in the shares or ADSs.

You should consult your own tax advisor regarding the United States federal, state and local tax consequences of owning and disposing of shares and ADSs in your particular circumstances.

This discussion addresses only United States federal income taxation.

In general, taking into account the earlier assumptions, for United States federal income tax purposes, if you hold ADRs evidencing ADSs, you will be treated as the owner of the shares represented by those ADRs. Exchanges of shares for ADRs, and ADRs for shares, generally will not be subject to United States federal income tax.

The tax treatment of your shares or ADSs will depend in part on whether or not we are classified as a passive foreign investment company, or PFIC, for U.S. federal income tax purposes. Except as discussed below under “-PFIC Rules”, this discussion assumes that we are not classified as a PFIC for United States federal income tax purposes.

Taxation of Distributions

Under the United States federal income tax laws, if you are a U.S. holder, the gross amount of any distribution we pay out of our current or accumulated earnings and profits (as determined for United States federal income tax purposes), other than certain pro-rata distributions of our shares, will be treated as a dividend that is subject to United States federal taxation. If you are a non-corporate U.S. holder, dividends that constitute qualified dividend income will be taxable to you at the preferential rates applicable to long-term capital gains, provided that you hold the shares or ADSs for more than 60 days during the 121-day period beginning 60 days before the ex-dividend date and meet other holding period requirements. Dividends that are paid with respect to ADSs that are readily tradable on an established securities market in the United States are qualified dividend income. Our ADSs are listed on the New York Stock Exchange and we therefore expect that dividends we pay with respect to the ADSs will be qualified dividend income. In addition, dividends paid by a non-U.S. corporation that is eligible for the benefits of a comprehensive income tax treaty with the United States will be qualified dividend income. Because our shares are not readily tradable on an established securities market in the United States and because we are uncertain as to whether we are eligible for the benefits of the U.S.-PRC Treaty, it is unclear whether dividends paid with respect to our shares will also be qualified dividend income.

The dividend is taxable to you when you, in the case of shares, or the Depositary, in the case of ADSs, receive the dividend, actually or constructively. The dividend will not be eligible for the dividends-received deduction generally allowed to United States corporations in respect of dividends received from other United States corporations. The amount of the dividend distribution that you must include in your income as a U.S. holder will be the U.S. dollar value of the Hong Kong Dollar payments made, determined at the spot Hong Kong/U.S. dollar rate on the date the dividend distribution is includible in your income, regardless of whether the payment is in fact converted into U.S. dollars. Generally, any gain or loss resulting from currency exchange fluctuations during the period from the date you include the dividend payment in income to the date you convert the payment into U.S. dollars will be treated as ordinary income or loss and will not be eligible for the special tax rate applicable to qualified dividend income. The gain or loss generally will be income or loss from sources within the United States for foreign tax credit limitation purposes. Distributions in excess of current and accumulated earnings and profits, as determined for United States federal income tax purposes, will be treated as a non-taxable return of capital to the extent of your basis in the shares or ADSs and thereafter as capital gain. However, we do not expect to calculate earnings and profits in accordance with United States federal income tax principles. Accordingly, you should expect to generally treat distributions we make as dividends.

Special rules apply in determining the foreign tax credit limitation with respect to dividends that are subject to the preferential tax rates. Dividends will generally be income from sources outside the United States and will generally be “passive” income for purposes of computing the foreign tax credit allowable to you. If you are subject to PRC withholding tax (as discussed in “People’s Republic of China — Taxation of Dividends” above), you must include any such tax withheld from the dividend payment in your gross income, even though you do not in fact receive it. The PRC tax withheld and paid over to the PRC will be creditable against your United States federal income tax liability. To the extent a refund of the tax withheld is available under PRC law, or to the extent you could have avoided or reduced the withholding tax by complying with any certification, identification requirement or by completing any forms, the amount of tax withheld that could have been reduced or avoided, or that is refundable, will not be eligible for credit against your United States federal income tax liability.

Taxation of Capital Gains

If you are a U.S. holder and you sell or otherwise dispose of your shares or ADSs, you will recognize capital gain or loss for United States federal income tax purposes equal to the difference between the U.S. dollar value of the amount that you realize and your tax basis, determined in U.S. dollars, in your shares or ADSs. Capital gain of a non-corporate U.S. holder is generally taxed at preferential rates where the property is held for more than one year. Subject to the paragraph below regarding gain subject to PRC tax, the gain or loss will generally be income or loss from sources within the United States for foreign tax credit limitation purposes. Your ability to deduct capital losses is subject to limitations.

As discussed above under “Hong Kong – Stamp Duty”, a sale of your shares will generally be subject to Hong Kong stamp duty. You will not be able to claim a foreign tax credit for U.S. tax purposes in respect of the payment of such stamp duty, although the proceeds that you are treated as receiving upon a sale of your shares will be reduced by the amount of the applicable stamp duty.

It is not clear if PRC tax will be imposed on any gain from the disposition of your shares or ADSs (as discussed above in “People’s Republic of China — Taxation of Capital Gains”). Under the U.S.-PRC Treaty, if PRC tax were to be imposed on any gain from the disposition of your shares or ADSs, then such gain will be treated as PRC source income if you are eligible for the benefits of the U.S.-PRC Treaty. U.S. holders should consult their tax advisors regarding the possibility of PRC tax being imposed on gain from the disposition of their shares or ADSs, the tax consequences if a PRC tax were to be imposed on such dispositions, and the availability of the foreign tax credit under their particular circumstances.

PFIC Rules. We believe that we should not currently be treated as a PFIC for United States federal income tax purposes and we do not expect to become a PFIC in the foreseeable future. However, this conclusion is a factual determination that is made annually and thus may be subject to change. It is therefore possible that we could become a PFIC in a future taxable year.

In general, if you are a U.S. holder, we will be a PFIC with respect to you if for any taxable year in which you held our ADSs or shares:

- at least 75% of our gross income for the taxable year is passive income; or
- at least 50% of the value, determined on the basis of a quarterly average, of our assets is attributable to assets that produce or are held for the production of passive income.

Passive income generally includes dividends, interest, gains from the sale or exchange of investment property rents and royalties (other than certain rents and royalties derived in the active conduct of a trade or business) and certain other specified categories of income. If a foreign corporation owns, directly or indirectly, at least 25% by value of the stock of another corporation, the foreign corporation is treated for purposes of the PFIC tests as owning its proportionate share of the assets of the other corporation, and as receiving directly its proportionate share of the other corporation's income.

If we are treated as a PFIC and you are a U.S. holder that does not make a mark-to-market election, as described below, you will be generally subject to special rules with respect to:

- any gain you realize on the sale or other disposition of your shares or ADSs; and
- any excess distribution that we make to you (generally, any distributions to you during a single taxable year, other than the taxable year in which your holding period in the shares or ADSs begins, that are greater than 125% of the average annual distributions received by you in respect of the shares or ADSs during the three preceding taxable years or, if shorter, your holding period for the shares or ADSs that preceded the taxable year in which you receive the distribution).

Under these rules:

- the gain or excess distribution will be allocated ratably over your holding period for the shares or ADSs;
- the amount allocated to the taxable year in which you realized the gain or excess distribution will be taxed as ordinary income;
- the amount allocated to each prior year, with certain exceptions, will be taxed at the highest tax rate in effect for that year; and
- the interest charge generally applicable to underpayments of tax will be imposed in respect of the tax attributable to each such year.

Special rules apply for calculating the amount of the foreign tax credit with respect to excess distributions by a PFIC.

If we are a PFIC in a taxable year and you own ADSs then you can make a mark-to-market election with respect of the ADSs. If we are a PFIC and you own shares then you can make a mark-to-market election if the shares are treated as marketable stock under the applicable regulations. If you make this election, you will not be subject to the PFIC rules described above. Instead, in general, you will include as ordinary income each year the excess, if any, of the fair market value of your shares or ADSs at the end of the taxable year over your adjusted basis in your shares or ADSs. You will also be allowed to take an ordinary loss in respect of the excess, if any, of the adjusted basis of your shares or ADSs over their fair market value at the end of the taxable year (but only to the extent of the net amount of previously included income as a result of the mark-to-market election). Your basis in the shares or ADSs will be adjusted to reflect any such income or loss amounts. Any gain that you recognize on the sale or other disposition of your ADSs would be ordinary income and any loss would be an ordinary loss to the extent of the net amount of previously included income as a result of the mark-to-market election and, thereafter, a capital loss.

In addition, notwithstanding any election you make with regard to the shares or ADSs, dividends that you receive from us will not constitute qualified dividend income to you if we are a PFIC either in the taxable year of the distribution or the preceding taxable year. Moreover, subject to the following sentence, your shares or ADSs will generally be treated as stock in a PFIC if we were a PFIC at any time during your holding period in your shares or ADSs, even if we are not currently a PFIC. The rule in the preceding sentence will not apply, however, if you had a mark-to-market election in effect with respect to your shares or ADSs in the final year in which we are a PFIC or if you made a special "purging election" with respect to your shares or ADSs. Dividends that you receive that do not constitute qualified dividend income are not eligible for taxation at the preferential rates applicable to qualified dividend income. Instead, you must include the gross amount of any such dividend paid by us in your gross income, and it will be subject to tax at rates applicable to ordinary income.

If you own shares or ADSs during any year that we are a PFIC with respect to you, you may be required to file Internal Revenue Service Form 8621.

F. Dividends and Paying Agents

Not Applicable.

G. Statement by Experts

Not Applicable.

H. Documents on Display

You can read and copy documents referred to in this annual report that have been filed with the U.S. Securities and Exchange Commission at the SEC's public reference room located at 100 Fifth Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms and their copy charges. The SEC also maintains a web site at <http://www.sec.gov> that contains reports, proxy statements and other information regarding registrants that are filed electronically with the SEC.

The SEC allows us to "incorporate by reference" the information we file with the SEC. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be part of this annual report on Form 20-F.

I. Subsidiary Information

Not Applicable.

Item 11. Quantitative and Qualitative Disclosures about Market Risks

Our exposure to financial market risks relates primarily to changes in interest rates and currency exchange rates.

Interest Rate Risk

The People's Bank of China has the sole authority in China to establish the official interest rates for Renminbi-denominated loans. Financial institutions in China set their effective interest rates within the range established by the People's Bank of China. Interest rates and payment methods in China on loans denominated in foreign currencies are set by the financial institutions based on interest rate changes in the international financial market, cost of funds, risk levels and other factors. The fair value of our borrowings is approximately the same as the carrying value. These bank loans, denominated in Renminbi, are mainly borrowed from domestic banks at interest rates that vary in accordance with the standard guidance interest rates announced by relevant PRC Government authorities.

We are subject to risks arising from interest-bearing borrowings, including bank loans, commercial papers, promissory notes, corporate bonds and related party loans. The majority of our interest-bearing borrowings are loans from banks in China, the majority of which bear fixed interest rates. A rise in interest rates will increase the cost of new borrowings and interest expenses of outstanding floating rate debt. Accordingly, fluctuations in interest rates can lead to significant fluctuations in the fair value of these instruments, and, therefore, could have a material adverse effect on our financial position. To mitigate our exposure to interest rate risks in connection with our borrowings denominated in foreign currencies, we may enter into designed interest rate swap agreements from time to time in the future.

The following table provides information, by maturity date, regarding our interest rate-sensitive financial instruments, including short-term and long-term debt obligations, as well as the expected maturity profile of such instruments as of December 31, 2019.

	Expected Maturity						As of	
	2020	2021	2022	2023	2024	Thereafter	December 31, 2019	
	(RMB equivalent in millions, except interest rates)						Fair Value	
Liabilities:								
RMB-denominated loans								
Fixed rate	5,956	376	408	3,412	346	1,140	11,638	11,658
Average rate ⁽¹⁾	3.35%	1.13%	1.13%	2.29%	1.13%	1.13%	1.70%	—
U.S. dollar-denominated loans								
Fixed rate	29	23	20	18	18	124	232	193
Average rate	0.16%	0.11%	0.06%	0.03%	0.06%	0.00%	0.07%	—
Euro-denominated loans								
Fixed rate	16	13	1	1	1	10	42	43
Average rate	1.82%	1.59%	1.23%	1.24%	1.24%	1.34%	1.41%	—
RMB-denominated commercial papers								
Fixed rate	8,995	—	—	—	—	—	8,995	8,995
Average rate	2.22%	—	—	—	—	—	2.22%	—
RMB-denominated corporate bonds								
Fixed rate	—	999	1,999	—	—	—	2,998	3,081
Average rate	—	3.43%	3.67%	—	—	—	3.59%	—
RMB-denominated promissory notes								
Fixed rate	—	—	998	—	—	—	998	1,010
Average rate	—	—	3.39%	—	—	—	3.39%	—

(1) The average interest rates for variable rate loans are calculated based on the rates reported as of December 31, 2019.

For the year ended December 31, 2019, if there were 50 basis points increase/decrease in interest rates on the floating rate borrowings and short-term fixed rate borrowings while all other variables were held constant, the effect on profit after tax would have been approximately RMB73 million (2018: approximately RMB74 million; 2017: approximately RMB134 million).

Exchange Rate Risk

We conduct our business primarily in Renminbi, which is also our functional and reporting currency. The Renminbi is not a fully convertible currency. From 1994 to July 20, 2005, the official exchange rate for the conversion of Renminbi to U.S. dollars was generally stable. On July 21, 2005, the PRC Government introduced a managed floating exchange rate system to allow the value of the Renminbi to fluctuate within a regulated band based on market supply and demand and by reference to a basket of currencies. On the same day, the value of the Renminbi appreciated by 2% against the U.S. dollar. The PRC Government has since made and in the future may make further adjustments to the exchange rate system. Fluctuations in exchange rates may adversely affect the value, translated or converted into United States dollars or Hong Kong dollars (which are pegged to the U.S. dollar), of our net assets, earnings and any declared dividends. See “D. Risk Factors — Risks Relating to Doing Business in China — Fluctuations in the value of the Renminbi could adversely affect the prices of our shares and ADSs as well as our profitability” under Item 3.

We are exposed to foreign currency risk primarily because we receive some of our revenue from our international operations and pay-related expenses in foreign currencies. As a result, our foreign currency exposure relates to our foreign currency-denominated debt and, to a limited extent, cash and cash equivalents denominated in foreign currencies.

The following table provides information regarding our foreign currency-sensitive financial instruments, which consist of cash and cash equivalents, short-term bank deposits and restricted deposits, short-term and long-term debt obligations and capital commitments as of December 31, 2019 and the expected maturity profile of these debt obligations and capital commitments.

	Expected Maturity						Total	As of
	2020	2021	2022	2023	2024	Thereafter		December 31, 2019
	(RMB equivalent in millions)							Fair Value
Assets:								
Cash and cash equivalents:								
U.S. dollars	1,160	—	—	—	—	—	1,160	1,160
HK dollars	31	—	—	—	—	—	31	31
Japanese yen	2	—	—	—	—	—	2	2
Euro dollars	146	—	—	—	—	—	146	146
GBP	—	—	—	—	—	—	—	—
SGD	6	—	—	—	—	—	6	6
AUD	4	—	—	—	—	—	4	4
CHF	—	—	—	—	—	—	—	—
Short-term bank deposits and restricted deposits								
U.S. dollars	—	—	—	—	—	—	—	—
HK dollars	—	—	—	—	—	—	—	—
Liabilities:								
U.S. dollar-denominated loans	29	23	20	18	18	124	232	193
Euro-denominated loans	16	13	1	1	1	10	42	43
Off-balance-sheet commitments:								
Capital commitments authorized and contracted for in U.S. dollars	—	—	—	—	—	—	—	—

If the RMB had strengthened/weakened by 10% against the foreign currencies, relative to December 31, 2019, primarily with respect to U.S. dollars, Hong Kong dollars and Euro, while all other variables are held constant, the effect on profit after tax would be approximately RMB170 million (2018: approximately RMB131 million; 2017: approximately RMB138 million) for cash and cash equivalents, borrowings, accounts receivable and accounts payable denominated in foreign currencies.

Risk Relating to Financial Assets at Fair Value through Other Comprehensive Income

The investments we hold are classified in the consolidated statements of financial position as financial assets at fair value through other comprehensive income. These investments are subject to equity price risk, which results primarily from changes in the level or volatility of underlying equity prices. One of our significant investments is denominated in Euro and the fair value of such investment is also subject to risks associated with fluctuations of foreign exchange rate between Euro and Renminbi (our functional currency). If either (i) the share price of our invested equity securities (in Euro) had increased/decreased by 10% or (ii) the exchange rate between Euro and Renminbi had changed by 10%, in each case, relative to December 31, 2019, while the other variable is held constant, we would have recorded additional decrease in fair value of approximately RMB313 million in our investment revaluation reserve. As of April 15, 2020, the change in the foreign exchange rate between Euro and Renminbi and, to a lesser extent, the change of the underlying equity price denominated in Euro resulted in a depreciation of the fair value of our relevant investment by approximately 34.4% from December 31, 2019. If Euro-related uncertainty remains, we may be subject to further gain/loss in the fair value of our investments denominated in Euro and our financial condition may be materially and adversely affected.

Item 12. Description of Securities Other than Equity Securities

The Bank of New York Mellon, as the depository of our ADSs, collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal. The depository collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depository may generally refuse to provide fee-attracting services until its fees for those services are paid.

ADR holders must pay:

- US\$5.00 (or less) per 100 ADRs (or portion thereof)
- US\$0.02 (or less) per ADR
- Registration or transfer fees
- Expenses of the depository
- Taxes and other governmental charges the depository or the custodian has to pay on any ADR or share underlying an ADR, for example, stock transfer taxes, stamp duty or withholding taxes

For:

- Each issuance of an ADR, including as a result of a distribution of shares or rights or other property
- Each cancellation of an ADR, including if the deposit agreement terminates
- Each distribution of securities, other than shares or ADRs, treating the securities as if they were shares for purpose of calculating fees
- Any cash distribution (not including cash dividend distribution)
- Transfer and registration of shares on the share register of our transfer agent and the registrar in Hong Kong from an ADR holder's name to the name of the depository or its agent when the ADR holder deposits or withdraws shares
- Conversion of Hong Kong dollars to U.S. dollars
- Cable, telex and facsimile transmission expenses
- As necessary

From January 1, 2019 to December 31, 2019, we received from The Bank of New York Mellon a total of US\$113,609.63, net of withholding tax, as reimbursement for the expenses we incurred, including but not limited to, annual stock exchange listing fee, investor relations reimbursement, non-standard out-of-pocket maintenance costs for the ADSs program, charges incurred in connection with services provided for by third-party vendors, and charges and out-of-pocket expenses for the servicing of non-registered holders. The Bank of New York Mellon also waived certain costs of US\$131,100.94 in connection with the administration of the ADR program, investor relationship programs (including investor relationship intelligence services) and other services provided to our registered holders. In addition, The Bank of New York Mellon has agreed to reimburse us annually for our expenses incurred in connection with administration and maintenance of the depositary receipt facility in the future. The amount of such reimbursements is subject to certain limits and conditions.

PART II

Item 13. Defaults, Dividend Arrearages and Delinquencies

None.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

None.

Item 15. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act of 1934, as amended) as of December 31, 2019, the end of the period covered by this annual report, have concluded that, as of such date, our disclosure controls and procedures were effective.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act of 1934, as amended) for the Company. Our internal control over financial reporting is a process designed under the supervision of our chief executive officer and chief financial officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with applicable generally accepted accounting principles. Our internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets; provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with applicable generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of our management and our directors; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As of December 31, 2019, our management conducted an assessment of the effectiveness of our internal control over financial reporting, based on the framework established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO. Based on this assessment, our management has concluded that our Company's internal control over financial reporting as of December 31, 2019 was effective.

The effectiveness of our internal control over financial reporting as of December 31, 2019, has been audited by our independent registered public accounting firm, as stated in its report.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the period covered by this annual report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

We are fully aware of the importance of maintaining and improving our controls and procedures in relation to internal control over financial reporting. Our management, with the oversight of our audit committee and board of directors, is committed to having proper internal control over financial reporting.

Item 16A. Audit Committee Financial Expert

Our board of directors has determined that Mr. Wong Wai Ming is an audit committee financial expert in accordance with the terms of Item 16.A of Form 20-F. Mr. Wong satisfies the “independence” requirements of Section 303A of the NYSE Manual. For Mr. Wong’s biographical information, see “A. Directors and Senior Management” under Item 6.

Item 16B. Code of Ethics

In 2003, we adopted a code of ethics that applies to our chief executive officer, chief financial officer, president, vice-presidents, controller and other senior officers, a copy of which was filed as Exhibit 11.1 to our annual report on Form 20-F for the fiscal year ended December 31, 2003. In February 2006, we adopted another code of ethics that applies to our employees generally, a copy of which was filed as Exhibit 11.2 to our annual report on Form 20-F for the fiscal year ended December 31, 2005. Copies of our Code of Ethics for Senior Officers and Code of Ethics for Employees may also be downloaded from our website at <http://www.chinaunicom.com.hk>. Information on that website is not a part of this annual report on Form 20-F.

Item 16C. Principal Accountant Fees and Services

KPMG Huazhen LLP, an independent registered public accounting firm, served as our principal accountant for the fiscal years ended December 31, 2017, 2018 and 2019. The following table sets forth the aggregate audit fees, audit-related fees, tax fees and other fees our principal accountant billed for audit services, audit-related services, tax services and other services for each of the fiscal years 2018 and 2019:

	For the Year Ended December 31,	
	2018	2019
	(in RMB thousands)	
Audit services	78,094	77,589
Audit-related services	730	400
Tax services	165	144
Other	2,429	—
Total	<u>81,418</u>	<u>78,133</u>

Audit services in 2019 mainly included audit work in connection with the audit of the Company’s consolidated financial statements and internal control over financial reporting, pursuant to Section 404 of the Sarbanes-Oxley Act of 2002.

Other assurance services included other assurance and related services that can be reasonably provided by the independent auditor.

Tax services mainly include tax compliance services.

Non-audit services included other services that can be reasonably provided by the independent auditor. In 2019, no such services have been provided by the independent auditor.

Audit Committee’s Pre-approval Policies and Procedures

The audit committee of our board of directors is responsible for, among other things, the oversight of the external auditor subject to the requirements of the Companies Ordinance and our Articles of Association. The audit committee has adopted a policy regarding pre-approval of audit and permissible non-audit services to be provided by our independent accountants. Under the policy, proposed services either (i) may be pre-approved by the audit committee without consideration of specific case-by-case services; or (ii) require the specific pre-approval of the audit committee. General approval applies to services of a recurring and predictable nature. These types of services, once approved by the audit committee, will not require further approval in the future. Specific pre-approval applies to all other services, which must be approved by the audit committee on a case-by-case basis after an application, including proposed budget and scope of services to be provided by our independent auditors, is submitted to the audit committee.

Our audit committee pre-approved all audit and non-audit services performed by our principal accountant for the years ended December 31, 2018 and 2019.

Item 16D. Exemptions from the Listing Standards for Audit Committees

Not Applicable.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Not Applicable.

Item 16F. Change in Registrant's Certifying Accountant

Not Applicable.

Item 16G. Corporate Governance

As a company listed on both the HKSE and the NYSE, we are subject to applicable Hong Kong laws and regulations, including the HKSE Listing Rules, and the Companies Ordinance, as well as applicable U.S. federal securities laws, including the Exchange Act and the Sarbanes-Oxley Act of 2002. In addition, we are subject to the listing standards of the NYSE to the extent they apply to non-U.S. issuers. As a non-U.S. issuer, we are not required to comply with all of the corporate governance listing standards of the NYSE.

The following is a summary of the significant differences between our corporate governance practices and those required to be followed by U.S. companies under the listing standards of the NYSE.

Section 303A.01 of the NYSE Listed Company Manual provides that listed companies must have a majority of independent directors on its board of directors. As a listed company in Hong Kong, we are subject to the requirement under the HKSE Listing Rules that at least three members of our board of directors, who constitute at least one-third of the board of directors, be independent as determined under the HKSE Listing Rules. The standards for establishing independence under the HKSE Listing Rules differ from those set forth in the NYSE Listed Company Manual. We currently have four independent directors out of a total of nine directors.

Section 303A.03 of the NYSE Listed Company Manual provides that listed companies must schedule regular executive sessions in which non-management directors meet without management participation. Under the applicable Hong Kong rules, our board of directors is required to meet regularly and at least four times a year, involving active participation by a majority of the directors and affording all directors an opportunity to include matters on the agenda. In addition, when a board meeting considers a matter in which a substantial shareholder or a director has a conflict of interest, the independent directors with no material interest in such matter must be present. Furthermore, it has been our practice to organize exclusive meetings for our independent non-executive directors at least annually.

Section 303A.04 of the NYSE Listed Company Manual provides that (i) a listed company must have a nominating/corporate governance committee that consists entirely of independent directors and (ii) the nominating/corporate governance committee of a listed company must have a written charter that addresses the committee's purpose and responsibilities, which shall include, among others, the development and recommendation of corporate governance guidelines to the board of directors, and an annual performance evaluation of the committee. The HKSE Listing Rules also contain a code provision that the listed companies should establish a nomination committee which consists of a majority of independent non-executive directors. We established a nomination committee in August 2011 with a written charter that specifies its duties and authorities. In addition, our board of directors is directly in charge of developing our corporate governance guidelines.

Section 303A.05 of the NYSE Listed Company Manual provides that (i) a listed company must have a compensation committee that consists entirely of independent directors and (ii) the compensation committee of a listed company must have a written charter that addresses the committee's purpose and responsibilities and an annual performance evaluation of the compensation committee. The HKSE Listing Rules also require that the listed companies should establish a remuneration committee which consists of a majority of independent non-executive directors. The Company has established a remuneration committee with a written charter that specifies its duties and authorities.

Section 303A.07 of the NYSE Listed Company Manual also provides that if an audit committee member simultaneously serves on the audit committee of more than three public companies, and the listed company does not limit the number of audit committees on which its audit committee members serve to three or less, then, the board of directors of the listed company must (i) determine that such simultaneous service would not impair the ability of such member to effectively serve on the audit committee of the listed company and (ii) disclose such determination. We are not required, under applicable Hong Kong laws, to make such determination.

Section 303A.10 of the NYSE Listed Company Manual provides that listed companies must adopt and disclose a code of business conduct and ethics for directors, officers and employees. While we are not required to adopt any similar code under the HKSE Listing Rules, we, as required under the Sarbanes-Oxley Act, have adopted a code of ethics that is applicable to our chief executive officer, president, vice presidents, chief financial officer, principal accounting officer and general managers and deputy general managers of each of our departments, provincial branches and local branches or persons performing similar functions. We have also adopted a code of ethics that is applicable to all of our employees.

Section 303A.12(a) of the New York Stock Exchange Listed Company Manual provides that each listed company's chief executive officer must certify to the New York Stock Exchange each year that he or she is not aware of any violation by the company of New York Stock Exchange corporate governance listing standards. Our Chief Executive Officer is not required, under the applicable Hong Kong law, to make similar certifications.

Item 16H. Mine Safety Disclosure

Not Applicable.

PART III

Item 17. Financial Statements

We have elected to provide the financial statements and related information specified in Item 18 in lieu of Item 17.

Item 18. Financial Statements

See "Index to Consolidated Financial Statements" for a list of all financial statements filed as part of this annual report.

Item 19. Exhibits

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
1.1	Articles of Association of Unicom, dated January 27, 2000 ^{(1)(P)}
1.2	<u>Amended Articles of Association of Unicom (as amended on September 16, 2008)</u> ⁽¹²⁾
1.3	<u>Amended Articles of Association of Unicom (as amended on May 24, 2011)</u> ⁽¹⁴⁾
1.4	<u>Amended Articles of Association of Unicom (as amended on May 8, 2015)</u> ⁽¹⁸⁾
2.1	Deposit Agreement, among Unicom, The Bank of New York, as Depository, and Owners and Beneficial Owners of American Depository Receipts issued thereunder, including the form of American Depository Receipt ^{(2)(P)}
2.2	Form of specimen certificate for the shares ^{(1)(P)}
2.3	<u>Description of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended*</u>
4.1	Reorganization Agreement between Unicom Group and CUCL, dated April 21, 2000 (together with English translation) ^{(1)(P)}
4.2	Equity Transfer Agreement among Unicom Group, Unicom HK, Unicom BVI and Unicom, dated April 21, 2000 ^{(1)(P)}
4.3	Trademark License Agreement between Unicom Group and CUCL, dated May 25, 2000 (together with English translation) ^{(1)(P)}
4.4	Transmission Line Lease and Services Agreement between Unicom Group, CUCL and Guoxin Paging, dated August 1, 2001 (together with English translation) ^{(1)(P)}
4.5	Reorganization Agreement between Unicom Group and Unicom New Century, dated November 18, 2002. (English translation) ^{(3)(P)}
4.6	<u>Conditional Sale and Purchase Agreement between Unicom BVI and us in connection with the sale of Unicom New Century, dated November 20, 2002. (English translation)</u> ⁽³⁾
4.7	<u>Reorganization Agreement between Unicom Group and Unicom New World, dated November 4, 2003. (English translation)</u> ⁽⁴⁾
4.8	<u>Conditional Sale and Purchase Agreement between Unicom BVI and us in connection with the sale of Unicom New World, dated November 20, 2003. (English translation)</u> ⁽⁴⁾
4.9	<u>Conditional Sales and Purchase Agreement between China Unicom (Hong Kong) Group Limited and our Company with respect to the acquisition of Unicom International, dated July 28, 2004</u> ⁽⁵⁾
4.10	<u>Subscription Agreement between Unicom and SK Telecom, dated June 20, 2006</u> ⁽⁶⁾
4.11	<u>CDMA Network Capacity Lease Agreement among Unicom New Horizon, the A Share Company and Unicom Group, dated October 26, 2006</u> ⁽⁷⁾
4.12	<u>Transfer Agreement of the CDMA Network Capacity Lease Agreement between the A Share Company and CUCL, dated October 26, 2006. (English translation)</u> ⁽⁷⁾
4.13	<u>Asset Transfer Agreement between CUCL and Unicom Group in connection with the acquisition of Unicom Guizhou, dated November 16, 2007. (English translation)</u> ⁽⁸⁾
4.14	<u>Supplement Agreement among Unicom New Horizon, Unicom Group, CUCL and the A Share Company in connection with the acquisition of Unicom Guizhou and the 2006 CDMA Network Capacity Lease Agreement, dated November 16, 2007</u> ⁽⁸⁾
4.15	<u>CDMA Business Transfer Framework Agreement between us, CUCL and China Telecom dated as of June 2, 2008. (English translation)</u> ⁽⁸⁾
4.16	<u>CDMA Business Disposal Agreement among Unicom, CUCL and China Telecom, dated July 27, 2008. (English summary)</u> ⁽¹²⁾
4.17	<u>Business and Assets Transfer Agreement among Unicom Parent, Netcom Parent and the A Share Company, relating to acquisitions of certain business and assets, including the fixed-line business in 21 provinces in southern China, dated December 16, 2008. (English translation)</u> ⁽⁹⁾

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.18	<u>Transfer Agreement between the A Share Company and CUCL, relating to acquisitions of certain business and assets, including the fixed-line business in 21 provinces in southern China, dated December 16, 2008. (English translation)⁽⁹⁾</u>
4.19	<u>Network Lease Agreement between CUCL and Unicom New Horizon, relating to the lease of telecommunications networks in 21 provinces in southern China by CUCL from Unicom New Horizon, dated December 16, 2008. (English translation)⁽⁹⁾</u>
4.20	<u>Assets and Liabilities Transfer Agreement between CNC China and Netcom Group, dated June 23, 2004. (English translation)⁽¹⁰⁾</u>
4.21	<u>Asset Injection Agreement among Netcom Group, Unicom Group BVI, CNC China and China Netcom, dated June 29, 2004. (English translation)⁽¹⁰⁾</u>
4.22	<u>Letter of Undertakings by Netcom Group, dated September 5, 2004. (English translation)⁽¹⁰⁾</u>
4.23	<u>Restructuring Agreement among CNC China, Netcom Group and China Netcom, dated September 6, 2004. (English translation)⁽¹⁰⁾</u>
4.24	<u>Non-Competition Agreement among CNC China, Netcom Group and China Netcom, dated September 6, 2004. (English translation)⁽¹⁰⁾</u>
4.25	<u>Trademark Licensing Agreement among CNC China, Netcom Group and China Netcom, dated October 8, 2004. (English translation)⁽¹⁰⁾</u>
4.26	<u>Conditional Sale and Purchase Agreement among China Netcom, Unicom Group BVI and Netcom Group, relating to the acquisition of CNC New Horizon BVI, dated September 12, 2005⁽¹²⁾</u>
4.27	<u>Asset Transfer Agreement between China Netcom and Netcom Group, relating to the sale of China Netcom's telecommunications assets, liabilities and business operations in Guangdong Province and Shanghai Municipality, dated January 15, 2007⁽¹²⁾</u>
4.28	<u>Domestic Interconnection Settlement Agreement between CNC China and Netcom Group, dated November 6, 2007. (English translation)⁽¹²⁾</u>
4.29	<u>International Long-distance Voice Services Settlement Agreement between CNC China and Netcom Group, dated November 6, 2007. (English translation)⁽¹²⁾</u>
4.30	<u>Engineering and Information Technology Services Agreement between CNC China and Netcom Group, dated November 6, 2007. (English translation)⁽¹²⁾</u>
4.31	<u>Master Sharing Agreement between CNC China and Netcom Group, dated November 6, 2007. (English translation)⁽¹²⁾</u>
4.32	<u>Property Leasing Agreement between CNC China and Netcom Group, dated November 6, 2007. (English translation)⁽¹²⁾</u>
4.33	<u>Materials Procurement Agreement between CNC China and Netcom Group, dated November 6, 2007. (English translation)⁽¹²⁾</u>
4.34	<u>Ancillary Telecommunications Services Agreement between CNC China and Netcom Group, dated November 6, 2007. (English translation)⁽¹²⁾</u>
4.35	<u>Support Services Agreement between CNC China and Netcom Group, dated November 6, 2007. (English translation)⁽¹²⁾</u>
4.36	<u>Telecommunications Facilities Leasing Agreement between CNC China and Netcom Group, dated November 6, 2007. (English translation)⁽¹²⁾</u>
4.37	<u>Information and Communications Technology Agreement between China Netcom System Integration and Netcom Group, dated November 6, 2007. (English translation)⁽¹²⁾</u>

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.38	<u>Equity Interest Transfer Agreement between China Netcom Group System Integration and China Netcom Group Beijing Communications Corporation, relating to the acquisition of Design Institute, dated December 5, 2007. (English translation)⁽¹¹⁾</u>
4.39	<u>Framework Agreement for Interconnection Settlement between CUCL and Netcom Group, dated August 12, 2008. (English translation)⁽¹²⁾</u>
4.40	<u>Framework Agreement for Engineering and Information Technology Services between CUCL and Netcom Group, dated August 12, 2008. (English translation)⁽¹²⁾</u>
4.41	<u>Framework Agreement for Property Leasing Services between CUCL and Netcom Group, dated August 12, 2008. (English translation)⁽¹²⁾</u>
4.42	<u>Framework Agreement for Ancillary Telecommunications Services between CUCL and Netcom Group, dated August 12, 2008. (English translation)⁽¹²⁾</u>
4.43	<u>Framework Agreement for Support Services between CUCL and Netcom Group, dated August 12, 2008. (English translation)⁽¹²⁾</u>
4.44	<u>Framework Agreement for Telecommunications Facilities Leasing between CUCL and Netcom Group, dated August 12, 2008. (English translation)⁽¹²⁾</u>
4.45	<u>Comprehensive Services Agreement between Unicom Group and the A Share Company, dated August 12, 2008. (English translation)⁽¹²⁾</u>
4.46	<u>Transfer Agreement among the A Share Company, CUCL and CNC China, in connection with the Comprehensive Services Agreement, dated August 12, 2008. (English translation)⁽¹²⁾</u>
4.47	<u>Merger Agreement between CUCL and CNC China, relating to the merger between CUCL and CNC China, dated October 15, 2008. (English translation)⁽¹²⁾</u>
4.48	<u>Pre-Global Offering Share Option Scheme, adopted by ordinary resolution of the Company on June 1, 2000 and amended by ordinary resolutions of the Company on May 13, 2002, May 11, 2007 and May 26, 2009⁽¹²⁾</u>
4.49	<u>Share Option Scheme, adopted by ordinary resolution of the Company on June 1, 2000 and amended by ordinary resolutions of the Company on May 13, 2002, May 11, 2007 and May 26, 2009⁽¹²⁾</u>
4.50	<u>Special Purpose Share Option Scheme, adopted by ordinary resolution of the Company on September 16, 2008 and amended by ordinary resolutions of the Company on May 26, 2009⁽¹²⁾</u>
4.51	<u>Subscription Agreement between China Unicom (Hong Kong) Limited and Telefónica, dated September 6, 2009⁽¹³⁾</u>
4.52	<u>Strategic Alliance Agreement between us and Telefónica, dated September 6, 2009⁽¹³⁾</u>
4.53	<u>Irrevocable Offer by SK Telecom, dated September 25, 2009⁽¹³⁾</u>
4.54	<u>Irrevocable voting undertaking from China Netcom Group Corporation (BVI) Limited in favor of SK Telecom, dated September 25, 2009⁽¹³⁾</u>
4.55	<u>Share Repurchase Agreement, dated November 3, 2009⁽¹³⁾</u>
4.56	<u>Amendment Agreement to Share Repurchase Agreement, dated November 3, 2009⁽¹³⁾</u>
4.57	<u>2011-2012 Network Lease Agreement between Unicom New Horizon and CUCL, dated October 29, 2010 (English translation)⁽¹⁴⁾</u>
4.58	<u>2010 Comprehensive Services Agreement between Unicom Group and CUCL, dated October 29, 2010 (English translation)⁽¹⁴⁾</u>

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.59	<u>Agreement to Enhance the Strategic Alliance between China Unicom (Hong Kong) Limited and Telefónica, dated January 23, 2011</u> ⁽¹⁴⁾
4.60	<u>Transfer Agreement between Unicom A Share Company and CUCL, dated November 21, 2012 (English translation)</u> ⁽¹⁵⁾
4.61	<u>2013 Comprehensive Services Agreement between Unicom Group and CUCL, dated October 24, 2013 (English translation)</u> ⁽¹⁶⁾
4.62	<u>Share Option Scheme, adopted by ordinary resolution of the Company on April 16, 2014</u> ⁽¹⁶⁾
4.63	<u>The Promoters' Agreement among China Mobile Communication Company Limited, CUCL and China Telecom Corporation Limited regarding the establishment of China Communications Facilities Services Corporation Limited (English translation)</u> ⁽¹⁷⁾
4.64	<u>The Transfer Agreement among CUCL, Unicom New Horizon, China Mobile Communication Company Limited and its related subsidiaries, China Telecom Corporation Limited, China Reform Holdings Corporation Limited and the Tower Company (English translation)</u> ⁽¹⁸⁾
4.65	<u>The Share Subscription Agreement between CUCL and the Tower Company, dated January 29, 2016 (English translation)</u> ⁽¹⁸⁾
4.66	<u>The Capital Contribution Agreement between Unicom Group and CUCL, dated 6 December, 2013 (English translation)</u> ⁽¹⁸⁾
4.67	<u>The amendment agreement to the 2013 comprehensive services agreement between Unicom Group and CUCL, dated August 21, 2015 (English translation)</u> ⁽¹⁸⁾
4.68	<u>The Commercial Pricing Agreement between CUCL and the Tower Company, dated July 8, 2016 (English translation)</u> ⁽¹⁹⁾
4.69	<u>2017-2019 Comprehensive Services Agreement between Unicom Group and CUCL, dated November 25, 2016 (English translation)</u> ⁽¹⁹⁾
4.70	<u>The Share Subscription Agreement between the Company and Unicom BVI, dated August 22, 2017 (English translation)</u> ⁽²⁰⁾
4.71	<u>The Supplementary Agreement between CUCL and the Tower Company, dated January 31, 2018 (English translation)</u> ⁽²¹⁾
4.72	<u>The Supplemental Agreement to the 2017-2019 Comprehensive Services Agreement between Unicom Group and CUCL, dated August 15, 2018 (English translation)</u> ⁽²²⁾
4.73	<u>2020-2022 Comprehensive Services Agreement between Unicom Group and CUCL, dated October 21, 2019 (English translation)</u> *
4.74	<u>The Framework Agreement regarding Cooperation on Building and Sharing of 5G Access Networks between CUCL and China Telecom Corporation Limited, dated September 9, 2019 (English translation)</u> *
8.1	<u>List of our significant subsidiaries</u> *
11.1	<u>Code of Ethics for Senior Officers</u> ⁽⁴⁾
11.2	<u>Employee Code of Ethics (English translation)</u> ⁽⁶⁾
12.1	<u>Certification of Chief Executive Officer pursuant to Rule 13a-14(a)</u> *
12.2	<u>Certification of Chief Financial Officer pursuant to Rule 13a-14(a)</u> *
13.1	<u>Certification of Chief Executive Officer pursuant to Rule 13a-14(b)</u> *

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
13.2	<u>Certification of Chief Financial Officer pursuant to Rule 13a-14(b)*</u>
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema Document*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*

We have not included as exhibits certain instruments with respect to our long-term debt, the amount of debt authorized under each of which does not exceed 10% of our total assets, and we agree to furnish a copy of any such instrument to the Securities Exchange Commission upon request.

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- (1) Incorporated by reference to our Registration Statement on Form F-1 (File No. 333-11938) filed with the SEC in connection with our initial public offering in June 2000.
 - (2) Incorporated by reference to the Registration Statement on Form F-6 (File No. 333-11952) filed with the SEC with respect to American Depositary Shares representing our shares.
 - (3) Incorporated by reference to our Annual Report on Form 20-F (File No. 1-15028) for the year ended December 31, 2002.
 - (4) Incorporated by reference to our Annual Report on Form 20-F (File No. 1-15028) for the year ended December 31, 2003.
 - (5) Incorporated by reference to our Annual Report on Form 20-F (File No. 1-15028) for the year ended December 31, 2004.
 - (6) Incorporated by reference to our Annual Report on Form 20-F (File No. 1-15028) for the year ended December 31, 2005.
 - (7) Incorporated by reference to our Annual Report on Form 20-F (File No. 1-15028) for the year ended December 31, 2006.
 - (8) Incorporated by reference to our Annual Report on Form 20-F (File No. 1-15028) for the year ended December 31, 2007.
 - (9) Incorporated by reference to Schedule 13D/A (File No. 5-51154) filed by China Unicom Group Corporation (BVI) Limited, China Network Communications Group Corporation, China United Network Communications Group Company Limited, China United Telecommunications Corporation Limited, and China Unicom (BVI) Limited, filed on December 24, 2008.
 - (10) Incorporated by reference to China Netcom's Registration Statement on Form F-1 (File No. 333-119786) filed with the SEC in connection with its initial public offering in November 2004.
 - (11) Incorporated by reference to China Netcom's Annual Report on Form 20-F (File No. 1-32332) for the year ended December 31, 2007.
 - (12) Incorporated by reference to our Annual Report on Form 20-F (File No. 1-15028) for the year ended December 31, 2008.
 - (13) Incorporated by reference to our Annual Report on Form 20-F (File No. 1-15028) for the year ended December 31, 2009.
 - (14) Incorporated by reference to our Annual Report on Form 20-F (File No. 1-15028) for the year ended December 31, 2010.

- (15) Incorporated by reference to our Annual Report on Form 20-F (File No. 1-15028) for the year ended December 31, 2012.
- (16) Incorporated by reference to our Annual Report on Form 20-F (File No. 1-15028) for the year ended December 31, 2013.
- (17) Incorporated by reference to our Annual Report on Form 20-F (File No. 1-15028) for the year ended December 31, 2014.
- (18) Incorporated by reference to our Annual Report on Form 20-F (File No. 1-15028) for the year ended December 31, 2015.
- (19) Incorporated by reference to our Annual Report on Form 20-F (File No. 1-15028) for the year ended December 31, 2016.
- (20) Incorporated by reference to Schedule 13D/A (File No. 5-51154) filed by China United Network Communications Group Company Limited, China United Network Communications Limited, China Unicom (BVI) Limited and China Unicom Group Corporation (BVI) Limited, filed on November 28, 2017.
- (21) Incorporated by reference to our Annual Report on Form 20-F (File No. 1-15028) for the year ended December 31, 2017.
- (22) Incorporated by reference to our Annual Report on Form 20-F (File No. 1-15028) for the year ended December 31, 2018.
- (P) Paper filing.
- * Filed herewith.

SIGNATURE

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Date: April 22, 2020

CHINA UNICOM (HONG KONG) LIMITED

By: /s/ Wang Xiaochu

Name: Wang Xiaochu

Title: Chairman and Chief Executive Officer

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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
CHINA UNICOM (HONG KONG) LIMITED:

Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting

We have audited the accompanying consolidated statements of financial position of China Unicom (Hong Kong) Limited and subsidiaries (the Group) as of December 31, 2019 and 2018, the related consolidated statements of income, comprehensive income, changes in equity, and cash flows for each of the years in the three-year period ended December 31, 2019 and the related notes (collectively, the consolidated financial statements). We also have audited the Group's internal control over financial reporting as of December 31, 2019, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Group as of December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2019, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also in our opinion, the Group maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Adoption of New Standards

As discussed in Note 2.2 (c) to the consolidated financial statements, in 2018, the Group has adopted International Financial Reporting Standards 15 “Revenue from Contracts with Customers” and International Financial Reporting Standard 9 (2014) “Financial Instruments”.

And as discussed in Note 2.2 (d) to the consolidated financial statements, in 2019, the Group has adopted International Financial Reporting Standards 16 “Lease”.

Basis for Opinions

The Group's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Management's Annual Report on Internal Control Over Financial Reporting*. Our responsibility is to express an opinion on the Group's consolidated financial statements and an opinion on the Group's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Group in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Recognition of revenue

As disclosed in Note 2.25 and 6 to the consolidated financial statements, the Group's revenue is primarily generated from the provision of voice usage, broadband and mobile data services, data and internet application services, other value-added services, transmission lines usage and associated services and sales of telecommunications products. For the year ended December 31, 2019, the Group has recognized revenue of RMB290,515 million.

We identified recognition of revenue as a critical audit matter because the Group maintains a number of complex information technology ("IT") systems to process large volumes of data for revenue recognition. Furthermore, the Group has a number of different revenue contracts containing bundled sales packages with a combination of both services provided and mobile handsets sold, which requires complex settings in IT systems to allocate revenue among different performance obligations within the contracts. The testing of the Group's IT systems needs to involve IT professionals with specialized skills and knowledge to assist with the performance of certain procedures.

The primary procedures we performed to address this critical audit matter included the following.

We tested certain internal controls over the Group's revenue recognition process, including general IT controls and IT application controls over the capturing, rating and billing systems ("business systems") and automated/manual controls over the aggregation of information from various IT systems to the accounting system. We involved IT professionals with specialized skills and knowledge, who assisted in testing:

- General IT controls for the business systems used to gather and process revenue data, including access to program controls, program change controls, program development controls and computer operation controls;
- IT application controls over the completeness and accuracy of revenue information generated from the business systems;
- The transfer of data among the different IT systems used to gather the data, including the end-to-end reconciliation controls from the billing systems to the accounting system; and
- The settings and calculation in the business IT systems for revenue allocation between services and mobile handsets within contracts containing bundled sales packages.

In addition to the above procedures, we tested a selection of revenue transactions by reconciling the revenue recognized in the accounting system to the Group's cash collection records.

/s/ KPMG Huazhen LLP

We have served as the Company's auditor since 2016.

Beijing, China
April 22, 2020

CHINA UNICOM (HONG KONG) LIMITED
CONSOLIDATED STATEMENTS OF INCOME
(All amounts in millions, except per share data)

	Note	Year ended December 31			
		2017	2018	2019	2019
		RMB	RMB	RMB	US\$
		Note	Note		(Unaudited)
Revenue	6	274,829	290,877	290,515	41,730
Interconnection charges		(12,617)	(12,579)	(11,513)	(1,654)
Depreciation and amortization	2	(77,492)	(75,777)	(83,080)	(11,934)
Network, operation and support expenses	2, 7	(54,507)	(55,077)	(43,236)	(6,210)
Employee benefit expenses	8	(42,471)	(48,143)	(50,516)	(7,256)
Costs of telecommunications products sold	9	(26,643)	(27,604)	(26,412)	(3,794)
Other operating expenses	2, 10	(57,166)	(62,561)	(64,480)	(9,262)
Finance costs	2, 11	(5,734)	(1,625)	(2,123)	(305)
Interest income		1,647	1,712	1,272	183
Share of net profit of associates		893	2,477	1,359	195
Share of net profit of joint ventures		574	598	646	93
Other income – net	12	1,280	783	1,735	249
Income before income tax		2,593	13,081	14,167	2,035
Income tax expenses	13	(743)	(2,824)	(2,795)	(402)
Net income for the year	2	1,850	10,257	11,372	1,633
Attributable to:					
Equity shareholders of the Company		1,828	10,197	11,330	1,627
Non-controlling interests		22	60	42	6
Earnings per share for income attributable to equity shareholders of the Company during the year:					
Basic earnings per share	14	0.07	0.33	0.37	0.05
Diluted earnings per share	14	0.07	0.33	0.37	0.05

Note: The Group has initially applied IFRS 15 and IFRS 9 (2014) at January 1, 2018. Under the transition method chosen, comparative information is not restated. See Note 2.

The Group has initially applied IFRS 16 at January 1, 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See Note 2.

The accompanying notes are an integral part of the consolidated financial statements.

CHINA UNICOM (HONG KONG) LIMITED
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(All amounts in millions)

	Year ended December 31			
	2017	2018	2019	2019
	RMB	RMB	RMB	US\$
				(Unaudited)
Net income for the year	<i>Note</i> 1,850	<i>Note</i> 10,257	11,372	1,633
Other comprehensive income				
Items that will not be reclassified to statements of income:				
Changes in fair value of financial assets through other comprehensive income (non-recycling)	(56)	(383)	(583)	(84)
Tax effect on changes in fair value of financial assets through other comprehensive income (non-recycling)	(2)	2	2	—
Changes in fair value of financial assets through other comprehensive income, net of tax (non-recycling)	(58)	(381)	(581)	(84)
Others	6	(4)	(1)	—
	(52)	(385)	(582)	(84)
Item that may be reclassified subsequently to statements of income:				
Currency translation differences	(178)	140	81	12
Other comprehensive income for the year, net of tax	(230)	(245)	(501)	(72)
Total comprehensive income for the year	<u>1,620</u>	<u>10,012</u>	<u>10,871</u>	<u>1,561</u>
Total comprehensive income attributable to:				
Equity shareholders of the Company	<u>1,598</u>	<u>9,952</u>	<u>10,829</u>	<u>1,555</u>
Non-controlling interests	<u>22</u>	<u>60</u>	<u>42</u>	<u>6</u>

Note: The Group has initially applied IFRS 15 and IFRS 9 (2014) at January 1, 2018. Under the transition method chosen, comparative information is not restated. See Note 2.

The Group has initially applied IFRS 16 at January 1, 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See Note 2.

The accompanying notes are an integral part of the consolidated financial statements.

CHINA UNICOM (HONG KONG) LIMITED
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(All amounts in millions)

	Note	As of December 31		
		2018	2019	2019
		RMB	RMB	US\$
		(Unaudited)		
<i>Note</i>				
ASSETS				
Non-current assets				
Property, plant and equipment	15	384,475	367,401	52,774
Lease prepayments	16	9,290	—	—
Right-of-use assets	17	—	43,073	6,187
Goodwill	18	2,771	2,771	398
Interest in associates	20	35,758	36,445	5,235
Interest in joint ventures	21	3,966	4,771	685
Deferred income tax assets	13	3,401	1,226	176
Contract assets	22	570	595	86
Contract costs	23	5,632	4,923	707
Financial assets at fair value through other comprehensive income	24	3,903	3,323	477
Financial assets at fair value through profit and loss		—	568	82
Other assets	25	14,645	13,808	1,983
		<u>464,411</u>	<u>478,904</u>	<u>68,790</u>
Current assets				
Inventories and consumables	26	2,388	2,359	339
Contract assets	22	1,254	1,308	188
Accounts receivable	27	14,433	17,233	2,475
Prepayments and other current assets	28	11,106	12,456	1,789
Amounts due from ultimate holding company	46	7,431	7,688	1,104
Amounts due from related parties	46	935	240	35
Amounts due from domestic carriers		3,812	3,448	495
Financial assets at fair value through profit and loss		770	202	29
Short-term bank deposits and restricted deposits	29	3,720	3,716	534
Cash and cash equivalents	30	30,060	34,945	5,020
		<u>75,909</u>	<u>83,595</u>	<u>12,008</u>
Total assets		<u>540,320</u>	<u>562,499</u>	<u>80,798</u>
EQUITY				
Equity attributable to equity shareholders of the Company				
Share capital	31	254,056	254,056	36,493
Reserves	32	(20,154)	(18,803)	(2,701)
Retained profits				
- Proposed final dividend	33	4,100	4,529	651
- Others		75,920	80,265	11,529
		<u>313,922</u>	<u>320,047</u>	<u>45,972</u>
Non-controlling interests		<u>364</u>	<u>708</u>	<u>102</u>
Total equity		<u>314,286</u>	<u>320,755</u>	<u>46,074</u>

Note: The Group has initially applied IFRS 16 at January 1, 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See Note 2.

The accompanying notes are an integral part of the consolidated financial statements.

CHINA UNICOM (HONG KONG) LIMITED
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(All amounts in millions)

	Note	As of December 31		
		2018 RMB	2019 RMB	2019 US\$ (Unaudited)
LIABILITIES				
Non-current liabilities				
Long-term bank loans	34	3,173	2,869	412
Promissory notes	35	—	998	143
Corporate bonds	36	999	2,998	431
Lease liabilities	37	—	21,535	3,093
Deferred income tax liabilities	13	111	87	12
Deferred revenue	38	3,609	4,851	697
Amounts due to related parties	46	3,042	3,042	437
Other obligations	39	190	174	25
		<u>11,124</u>	<u>36,554</u>	<u>5,250</u>
Current liabilities				
Short-term bank loans	40	15,085	5,564	799
Commercial papers	41	—	8,995	1,292
Current portion of long-term bank loans	34	441	437	63
Current portion of corporate bonds	36	16,994	—	—
Lease liabilities	37	—	10,790	1,550
Accounts payable and accrued liabilities	42	122,458	121,564	17,462
Taxes payable		911	1,534	220
Amounts due to ultimate holding company	46	1,214	1,779	256
Amounts due to related parties	46	8,843	7,851	1,128
Amounts due to domestic carriers		2,144	2,174	312
Dividend payable		920	920	132
Current portion of deferred revenue	38	78	—	—
Current portion of other obligations	39	2,844	2,604	374
Contract liabilities	22	42,650	40,648	5,839
Advances from customers		328	330	47
		<u>214,910</u>	<u>205,190</u>	<u>29,474</u>
Total liabilities		<u>226,034</u>	<u>241,744</u>	<u>34,724</u>
Total equity and liabilities		<u>540,320</u>	<u>562,499</u>	<u>80,798</u>
Net current liabilities		<u>(139,001)</u>	<u>(121,595)</u>	<u>(17,466)</u>
Total assets less current liabilities		<u>325,410</u>	<u>357,309</u>	<u>51,324</u>

Note: The Group has initially applied IFRS 16 at January 1, 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See Note 2.

The accompanying notes are an integral part of the consolidated financial statements.

CHINA UNICOM (HONG KONG) LIMITED
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(All amounts in RMB millions)

	Note	Attributable to equity shareholders of the Company					Retained profits	Total	Non-controlling interests	Total equity
		Share capital	General risk reserve	Investment revaluation reserve	Statutory reserves	Other reserves				
Balance at January 1, 2017		179,102	33	(6,936)	28,827	(42,941)	69,322	227,407	275	227,682
Total comprehensive income for the year		—	—	(58)	—	(172)	1,828	1,598	22	1,620
Issue of share capital		74,954	—	—	—	—	—	74,954	—	74,954
Share of associate's other reserve		—	—	—	—	91	—	91	—	91
Appropriation to statutory reserves		—	—	—	50	—	(50)	—	—	—
Appropriation to other reserves		—	194	—	—	—	(194)	—	—	—
Balance at December 31, 2017		<u>254,056</u>	<u>227</u>	<u>(6,994)</u>	<u>28,877</u>	<u>(43,022)</u>	<u>70,906</u>	<u>304,050</u>	<u>297</u>	<u>304,347</u>
Impact on initial application of IFRS15 (Note)	2	—	—	—	175	—	1,575	1,750	—	1,750
Impact on initial application of IFRS 9 (2014) (Note)	2	—	—	—	(85)	—	(768)	(853)	—	(853)
Balance at January 1, 2018		254,056	227	(6,994)	28,967	(43,022)	71,713	304,947	297	305,244
Total comprehensive income for the year		—	—	(381)	—	136	10,197	9,952	60	10,012
Capital contribution from non-controlling interests		—	—	—	—	—	—	—	7	7
Appropriation to statutory reserves		—	—	—	52	—	(52)	—	—	—
Appropriation to other reserves		—	247	—	—	—	(247)	—	—	—
Dividends relating to 2017	33	—	—	—	—	—	(1,591)	(1,591)	—	(1,591)
Capital contribution relating to share-based payment borne by A Share Company	45	—	—	—	—	614	—	614	—	614
Balance at December 31, 2018		<u>254,056</u>	<u>474</u>	<u>(7,375)</u>	<u>29,019</u>	<u>(42,272)</u>	<u>80,020</u>	<u>313,922</u>	<u>364</u>	<u>314,286</u>
Impact on initial application of IFRS 16 (Note)	2	—	—	—	(107)	—	(967)	(1,074)	—	(1,074)
Balance at January 1, 2019		254,056	474	(7,375)	28,912	(42,272)	79,053	312,848	364	313,212
Total comprehensive income for the year		—	—	(581)	—	80	11,330	10,829	42	10,871
Capital contribution from non-controlling interests		—	—	—	—	206	—	206	302	508
Share of an associate's other reserves		—	—	—	—	(307)	—	(307)	—	(307)
Appropriation to statutory reserves		—	—	—	1,273	—	(1,273)	—	—	—
Appropriation to other reserves		—	216	—	—	—	(216)	—	—	—
Dividends relating to 2018	33	—	—	—	—	—	(4,100)	(4,100)	—	(4,100)
Capital contribution relating to share-based payment borne by A Share Company	45	—	—	—	—	571	—	571	—	571
Balance at December 31, 2019		<u>254,056</u>	<u>690</u>	<u>(7,956)</u>	<u>30,185</u>	<u>(41,722)</u>	<u>84,794</u>	<u>320,047</u>	<u>708</u>	<u>320,755</u>
Balance at December 31, 2019 (in US\$ millions) (Unaudited)		<u>36,493</u>	<u>99</u>	<u>(1,143)</u>	<u>4,336</u>	<u>(5,993)</u>	<u>12,180</u>	<u>45,972</u>	<u>102</u>	<u>46,074</u>

Note: The Group has initially applied IFRS 15 and IFRS 9 (2014) at January 1, 2018. Under the transition method chosen, comparative information is not restated. See Note 2.

The Group has initially applied IFRS 16 at January 1, 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See Note 2.

The accompanying notes are an integral part of the consolidated financial statements.

CHINA UNICOM (HONG KONG) LIMITED
CONSOLIDATED STATEMENTS OF CASH FLOWS
(All amounts in millions)

	Note	Year ended December 31			
		2017 RMB	2018 RMB	2019 RMB	2019 US\$ (Unaudited)
<i>Note</i>					
Cash flows from operating activities					
Cash generated from operations	2, (a)	91,519	93,882	94,952	13,639
Interest received		807	1,688	1,551	223
Interest paid		(6,293)	(2,457)	(2,521)	(362)
Income tax paid		(979)	(726)	(304)	(44)
Net cash inflow from operating activities	2	<u>85,054</u>	<u>92,387</u>	<u>93,678</u>	<u>13,456</u>
Cash flows from investing activities					
Purchase of property, plant and equipment and right-of-use assets		(61,489)	(52,176)	(56,187)	(8,071)
Purchase of other assets		(4,204)	(4,590)	(4,355)	(626)
Proceeds from disposal of property, plant and equipment and other assets		22,121	1,090	1,512	217
Dividend received from financial assets at fair value through other comprehensive income		167	203	205	30
Investment income received from financial assets at fair value through profit and loss		—	36	24	3
Proceeds from disposal of financial assets at fair value through profit and loss		60	—	507	73
Dividends received from associates		10	20	82	12
(Increase)/Decrease in short-term bank deposits		(3,094)	3,094	34	5
Acquisition of financial assets at fair value through profit and loss		(74)	(585)	(423)	(61)
Acquisition of financial assets at fair value through other comprehensive income		(8)	—	(3)	—
Acquisition of interest in associates		(5)	(67)	(12)	(2)
Acquisition of interest in joint ventures		(620)	(1,000)	(137)	(20)
Lending by Unicom Group Finance Company Limited (“Finance Company”) to related parties		(700)	(13,558)	(11,434)	(1,642)
Repayment of loans from a related party to Finance Company		500	6,354	11,134	1,599
Net cash outflow from investing activities		<u>(47,336)</u>	<u>(61,179)</u>	<u>(59,053)</u>	<u>(8,483)</u>

Note: The Group has initially applied IFRS 16 at January 1, 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See Note 2.

The accompanying notes are an integral part of the consolidated financial statements.

CHINA UNICOM (HONG KONG) LIMITED
CONSOLIDATED STATEMENTS OF CASH FLOWS
(All amounts in millions)

	Note	Year ended December 31			
		2017 RMB	2018 RMB	2019 RMB	2019 US\$ (Unaudited)
<i>Note</i>					
Cash flows from financing activities					
Proceeds from share issued		74,954	—	—	—
Capital contributions from non-controlling interests		—	7	508	73
Proceeds from short-term bank loans		117,571	53,306	28,784	4,135
Proceeds from commercial papers		26,941	—	8,995	1,292
Proceeds from promissory notes		—	—	992	143
Proceeds from corporate bonds		—	—	2,000	287
Proceeds from long-term bank loans		1,549	—	—	—
Loans from related parties		535	3,090	50	7
Loans from ultimate holding company		5,237	—	—	—
Repayment of short-term bank loans		(172,065)	(60,730)	(38,290)	(5,500)
Repayment of long-term bank loans		(2,686)	(435)	(418)	(60)
Repayment of commercial papers		(54,000)	(9,000)	—	—
Repayment of related party loans		(60)	(475)	(48)	(7)
Repayment of ultimate holding company loan		(3,893)	(1,344)	—	—
Repayment of promissory notes		(19,000)	(18,000)	—	—
Repayment of corporate bonds		(2,000)	—	(17,000)	(2,442)
Repayment of finance lease		(695)	(493)	—	—
Capital element of lease rentals paid	2	—	—	(11,123)	(1,598)
Payment of issuing expense for promissory notes		(82)	(67)	—	—
Dividends paid to equity shareholders of the Company	33	—	(1,591)	(4,100)	(589)
Net deposits with Finance Company by related parties		(100)	2,354	236	34
Increase in statutory reserve deposits placed by Finance Company	29(i)	(620)	(680)	(351)	(50)
Net cash outflow from financing activities	2	(28,414)	(34,058)	(29,765)	(4,275)
Net increase/(decrease) in cash and cash equivalents		9,304	(2,850)	4,860	698
Cash and cash equivalents, beginning of year		23,633	32,836	30,060	4,318
Effect of changes in foreign exchange rate		(101)	74	25	4
Cash and cash equivalents, end of year	30	<u>32,836</u>	<u>30,060</u>	<u>34,945</u>	<u>5,020</u>
Analysis of the balances of cash and cash equivalents:					
Cash balances		3	1	1	—
Bank balances		32,833	30,059	34,944	5,020
		<u>32,836</u>	<u>30,060</u>	<u>34,945</u>	<u>5,020</u>

Note: The Group has initially applied IFRS 16 at January 1, 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See Note 2.

The accompanying notes are an integral part of the consolidated financial statements.

CHINA UNICOM (HONG KONG) LIMITED
CONSOLIDATED STATEMENTS OF CASH FLOWS
(All amounts in millions)

(a) The reconciliation of income before income tax to cash generated from operating activities is as follows:

	Year ended December 31			
	2017	2018	2019	2019
	RMB	RMB	RMB	US\$
		<i>Note</i>		(Unaudited)
Income before income tax	2,593	13,081	14,167	2,035
Adjustments for:				
Depreciation and amortization	77,492	75,777	83,080	11,934
Interest income	(1,647)	(1,712)	(1,272)	(183)
Finance costs	5,363	1,676	1,991	286
Loss on disposal of property, plant and equipment	3,489	4,148	2,179	313
Credit loss allowance and write-down of inventories	3,955	3,846	3,663	526
Dividend from financial assets at fair value through other comprehensive income	(206)	(203)	(205)	(29)
Investment income from financial assets at fair value through profit and loss	—	(36)	(24)	(3)
Other investment gains	(19)	(31)	(96)	(14)
Share of net profit of associates	(893)	(2,477)	(1,359)	(195)
Share of net profit of joint ventures	(574)	(598)	(646)	(93)
Expenses for restricted shares of A Share Company granted to the Group's employees	—	614	571	82
Changes in working capital:				
Increase in accounts receivable	(3,667)	(4,887)	(5,928)	(852)
Decrease/(Increase) in contract assets	—	1,150	(122)	(18)
Increase in contract costs	—	(3,001)	(2,188)	(314)
Decrease/(Increase) in inventories and consumables	81	(385)	(335)	(48)
(Increase)/Decrease in restricted deposits	(58)	(581)	321	46
(Increase)/Decrease in other assets	(2,034)	1,584	(796)	(114)
Decrease/(Increase) in prepayments and other current assets	166	60	(1,876)	(269)
Increase in amounts due from ultimate holding company	(39)	(20)	(7)	(1)
Decrease in amounts due from related parties	112	2,339	745	107
(Increase)/Decrease in amounts due from domestic carriers	(775)	871	364	52
Increase in accounts payable and accrued liabilities	5,752	6,591	2,386	343
Increase in taxes payable	362	33	623	90
Increase in advances from customers	2,255	45	2	—
Decrease in contract liabilities	—	(4,322)	(2,002)	(288)
Increase in deferred revenue	365	1,474	1,164	167
Increase/(Decrease) in other obligations	45	68	(16)	(2)
(Decrease)/Increase in amounts due to ultimate holding company	(203)	40	322	46
(Decrease)/Increase in amounts due to related parties	(945)	(868)	216	31
Increase/(Decrease) in amounts due to domestic carriers	549	(394)	30	4
Cash generated from operations	<u>91,519</u>	<u>93,882</u>	<u>94,952</u>	<u>13,639</u>

Note: The Group has initially applied IFRS 16 at January 1, 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See Note 2.

The accompanying notes are an integral part of the consolidated financial statements.

CHINA UNICOM (HONG KONG) LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(All amounts in RMB millions unless otherwise stated)

1. ORGANIZATION AND PRINCIPAL ACTIVITIES

China Unicom (Hong Kong) Limited (the “Company”) was incorporated as a limited liability company in the Hong Kong Special Administrative Region (“Hong Kong”), the People’s Republic of China (the “PRC”) on February 8, 2000. The principal activity of the Company is investment holding. The principal activities of the Company’s subsidiaries are the provision of voice usage, broadband and mobile data services, data and internet application services, other value-added services, transmission lines usage and associated services and sales of telecommunications products in the PRC. The Company and its subsidiaries are hereinafter referred to as the “Group”. The address of the Company’s registered office is 75th Floor, The Center, 99 Queen’s Road Central, Hong Kong.

The shares of the Company were listed on The Stock Exchange of Hong Kong Limited (“SEHK”) on June 22, 2000 and the American Depositary Shares (“ADS”) of the Company were listed on the New York Stock Exchange on June 21, 2000.

The substantial shareholders of the Company are China Unicom (BVI) Limited (“Unicom BVI”) and China Unicom Group Corporation (BVI) Limited (“Unicom Group BVI”). The majority of equity interests in Unicom BVI is owned by China United Network Communications Limited (hereinafter referred to as “A Share Company”), a joint stock company incorporated in the PRC on December 31, 2001 with its A shares listed on the Shanghai Stock Exchange on October 9, 2002.

The directors of the Company consider Unicom BVI and China United Network Communications Group Company Limited (a state-owned enterprise established in the PRC, hereinafter referred to as “Unicom Group”) as the immediately holding company and ultimate holding company, respectively.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Statement of Compliance

The financial statements have been prepared in accordance with all applicable International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (“IASB”), which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations issued by the IASB. These consolidated financial statements have been authorized for issue by the Company’s board of directors on April 22, 2020.

2.2 Basis of Preparation

The consolidated financial statements have been prepared under the historical cost convention, except that the following assets are stated at their fair value set out below:

- Financial assets at fair value through other comprehensive income
- Financial assets at fair value through profit and loss

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of Preparation (Continued)

(a) Going Concern Assumption

As of December 31, 2019, current liabilities of the Group exceeded current assets by approximately RMB121.6 billion (2018: approximately RMB139.0 billion). Considering the current economic conditions and taking into account of the Group's expected capital expenditure in the foreseeable future, management has comprehensively considered the Group's available sources of funds as follows:

- The Group's continuous net cash inflows from operating activities;
- Approximately RMB396.7 billion of revolving banking facilities and registered quota of commercial papers, promissory notes and corporate bonds, of which approximately RMB378.9 billion was unutilized as of December 31, 2019; and
- Other available sources of financing from domestic banks and other financial institutions in view of the Group's good credit history.

In addition, the Group believes it has the ability to raise funds from short, medium and long-term perspectives and maintain reasonable financing costs through appropriate financing portfolio.

Based on the above considerations, the Board of Directors is of the opinion that the Group has sufficient funds to meet its working capital commitments, expected capital expenditure and debt obligations. As a result, the consolidated financial statements of the Group have been prepared on a going concern basis.

(b) Critical Accounting Estimates and Judgments

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

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

Judgments made by management in the application of IFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 4.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of Preparation (Continued)

(c) New Accounting Standards and Amendments effective from January 1, 2018

The Group has early adopted IFRS 9 (2010) “Financial Instruments” (“IFRS 9 (2010)”) in 2011. In 2018, the Group has been impacted by IFRS 9 (2014), “Financial Instruments” (“IFRS 9 (2014)”) in relation to measurement of credit losses, and impacted by IFRS 15, “Revenue from Contracts with Customers” (“IFRS 15”) in relation to capitalization of contract costs and presentation of contract assets and contract liabilities. Details of the changes in accounting policies are discussed in Note 2.2(c)(ii) for IFRS 9 (2014) and Note 2.2(c)(iii) for IFRS 15.

(i) Overview

Under the transition method chosen, the Group recognizes cumulative effect of the initial application of IFRS 9 (2014) and IFRS 15 as an adjustment to the opening balance of equity at January 1, 2018. Comparative information is not restated. The following table gives a summary of the opening balance adjustments recognized for each line item in the consolidated statements of financial position that has been impacted by IFRS 9 (2014) and IFRS 15:

	At December 31, 2017	Impact on initial application of IFRS 9 (2014) (Note 2.2 (c)(ii))	Impact on initial application of IFRS 15 (Note 2.2 (c)(iii))	At January 1, 2018
ASSETS				
Deferred income tax assets	5,973	265	(584)	5,654
Contract assets	—	—	753	753
Other assets	20,721	—	(5,275)	15,446
Contract costs	—	—	6,856	6,856
Total non-current assets	495,261	265	1,750	497,276
Accounts receivable	13,964	(1,118)	—	12,846
Prepayments and other current assets	13,801	—	(2,221)	11,580
Contract assets	—	—	2,221	2,221
Total current assets	76,722	(1,118)	—	75,604
Total assets	571,983	(853)	1,750	572,880
EQUITY				
Reserves	(20,912)	(85)	175	(20,822)
Retained profits				
- Proposed final dividend	1,591	—	—	1,591
- Others	69,315	(768)	1,575	70,122
Total equity	304,347	(853)	1,750	305,244
CURRENT LIABILITIES				
Accounts payable and accrued liabilities	125,260	—	3,671	128,931
Current portion of deferred revenue	350	—	(311)	39
Advances from customers	49,283	—	(49,000)	283
Contract liabilities	—	—	45,640	45,640
NON-CURRENT LIABILITIES				
Deferred revenue	3,020	—	(782)	2,238
Contract liabilities	—	—	782	782
Total equity and liabilities	571,983	(853)	1,750	572,880
Net current liabilities	(165,900)	(1,118)	—	(167,018)
Total assets less current liabilities	329,361	(853)	1,750	330,258

Further details of these changes are set out in sub-sections (ii) and (iii) of this note.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of Preparation (Continued)

(c) New Accounting Standards and Amendments effective from January 1, 2018 (Continued)

(ii) IFRS 9 (2014), “Financial instruments”, including the amendments to IFRS 9, “Prepayment features with negative compensation”

The Group has early adopted IFRS 9 (2010) in 2011 and has applied IFRS 9 (2014) on January 1, 2018. Compared with IFRS 9 (2010), IFRS 9 (2014) includes the new expected credit losses model for impairment of financial assets, the new general hedge accounting requirements and limited amendments to the classification and measurement of financial assets.

The Group has applied IFRS 9 (2014) retrospectively to items that existed at January 1, 2018 in accordance with the transition requirements. The Group has recognized the cumulative effect of initial application as an adjustment to the opening equity at January 1, 2018. Therefore, comparative information continues to be reported under IFRS 9 (2010).

The following table summarizes the impact of transition to IFRS 9 (2014) on retained profits and reserves and the related tax impact at January 1, 2018.

Reserves and Retained profits

Recognition of additional expected credit losses on:	
- financial assets measured at amortized cost	(1,118)
Related tax	265
Net decrease in retained profits and reserves at January 1, 2018	(853)

Further details of the nature and effect of the changes to previous accounting policies and the transition approach are set out below:

i. Credit losses

IFRS 9 (2014) replaces the “incurred loss” model in IFRS 9 (2010) with an “expected credit loss” (“ECL”) model. The ECL model requires an ongoing measurement of credit risk associated with a financial asset and therefore recognizes ECLs earlier than under the “incurred loss” accounting model in IFRS 9 (2010).

The Group applies the new ECL model to the following items:

- financial assets measured at amortized cost (including cash and cash equivalents, short-term bank deposits and restricted deposits, accounts receivable, prepayments and other current assets, amounts due from ultimate holding company, amounts due from related parties, amounts due from domestic carriers and certain other assets); and
- contract assets as defined in IFRS 15 (see Note 2.2(c)(iii)).

For further details on the Group’s accounting policy for accounting for credit losses, see Note 2.14.

Opening balance adjustment

As a result of this change in accounting policy, the Group has recognized additional ECLs amounting to RMB1,118 million, which decreased statutory reserve and retained profits by RMB853 million and increased gross deferred tax assets by RMB265 million at January 1, 2018.

The following table reconciles the closing loss allowance determined in accordance with IFRS 9 (2010) as of December 31, 2017 with the opening loss allowance determined in accordance with IFRS 9 (2014) as of January 1, 2018.

Loss allowance at December 31, 2017 under IFRS 9 (2010)	6,657
Additional credit loss recognized at January 1, 2018 on:	
- Accounts receivable	1,118
Loss allowance at January 1, 2018 under IFRS 9 (2014)	7,775

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of Preparation (Continued)

(c) New Accounting Standards and Amendments effective from January 1, 2018 (Continued)

(ii) IFRS 9 (2014), “Financial instruments”, including the amendments to IFRS 9, “Prepayment features with negative compensation” (Continued)

ii. Transition

Changes in accounting policies resulting from the adoption of IFRS 9 (2014) have been applied retrospectively, except as described below:

- Information relating to comparative periods has not been restated. Differences in the carrying amounts of financial assets resulting from the adoption of IFRS 9 (2014) are recognized in retained profits and reserves as of January 1, 2018. Accordingly, the information presented for 2017 continues to be reported under IFRS 9 (2010) and thus may not be comparable with the information presented for 2018.
- If, at the date of initial application, the assessment of whether there has been a significant increase in credit risk since initial recognition would have involved undue cost or effort, a lifetime ECL has been recognized for that financial instrument.

(iii) IFRS 15, “Revenue from Contracts with Customers”

IFRS 15 establishes a comprehensive framework for recognizing revenue and some costs from contracts with customers. IFRS 15 replaces IAS 18, “Revenue”, which covered revenue arising from sale of goods and rendering of services, and IAS 11, “Construction contracts”, which specified the accounting for construction contracts.

IFRS 15 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

The Group has elected to use the cumulative effect transition method and has recognized the cumulative effect of initial application as an adjustment to the opening balance of equity at January 1, 2018. Therefore, comparative information has not been restated and continues to be reported under IAS 11 and IAS 18. As allowed by IFRS 15, the Group has applied the new requirements only to contracts that were not completed before January 1, 2018.

The Group’s previous revenue recognition accounting policies of bundled sales transactions were generally consistent with the requirements of IFRS 15 in material respects.

Further details of the nature and effect of the changes on previous accounting policies are set out below:

i. Sales commission

The Group previously recognized sales commissions payable as other operating expenses when they were incurred. Under IFRS 15, the Group is required to capitalize these sales commissions as costs of obtaining contracts when they are incremental and are expected to be recovered, unless the expected amortization period is one year or less from the date of initial recognition of the asset, in which case the sales commissions can be expensed when incurred. Capitalized commissions are charged to profit or loss when the revenue from the related contract is recognized and are included as other operating expenses at that time.

The following table summarizes the impact of transition to IFRS 15 on retained profits and reserves and the related tax impact at January 1, 2018:

Reserves and Retained profits	
Capitalization of sales commissions	2,334
Related tax	(584)
Net increase in retained profits and reserves at January 1, 2018	1,750

ii. Presentation of contract assets, contract cost and contract liabilities

Under IFRS 15, a receivable is recognized only if the Group has an unconditional right to consideration. If the Group recognizes the related revenue before being unconditionally entitled to the consideration for the promised goods and services in the contract, then the entitlement to consideration is classified as a contract asset. Similarly, a contract liability, rather than a payable, is recognized when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognizes the related revenue. For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of Preparation (Continued)

(c) New Accounting Standards and Amendments effective from January 1, 2018 (Continued)

(iii) IFRS 15, “Revenue from Contracts with Customers” (Continued)

Previously, contract balances relating to contracts in progress were presented in the consolidated statements of financial position under “Prepayments and other current assets”, “Other assets”, “Advances from customers” and “Deferred revenue”.

To reflect these changes in presentation, the Group has made the following adjustments at January 1, 2018, as a result of the adoption of IFRS 15:

- a. “Receivables for the sales of mobile handsets, net of allowance” which were previously included in “Prepayments and other current assets” and “Other assets”, amounting to RMB2,221 million and RMB753 million, respectively, are now included under contract assets.
- b. “Direct incremental costs for activating broadband and Internet Protocol Television (“IPTV”) subscribers” which were previously included in “Other assets”, amounting to RMB4,522 million, are now included under contract costs.
- c. (1) “Advances received from customers for prepaid cards, other calling cards and prepaid service fees” amounting to RMB45,329 million, which were previously included in “Advances from customers”; (2) “allocated portion of fair value for the subscriber points reward” which were previously included in “Deferred revenue” and “Current portion of deferred revenue”, amounting to RMB525 million and RMB207 million, respectively; (3) “installation fees of fixed-line service” which were previously included in “Deferred revenue” and “Current portion of deferred revenue”, amounting to RMB207 million and RMB104 million, respectively; and (4) “Advances received from customers for transmission lines usage and associated services” amounting to RMB50 million, which were previously included in “Deferred revenue”, are now included under contract liabilities. “Value-added tax (“VAT”) received from customer in advance” amounting to RMB3,671 million, which were previously included in “Advances from customers” are now included in accounts payables and accrued liabilities.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of Preparation (Continued)

(c) New Accounting Standards and Amendments effective from January 1, 2018 (Continued)

(iii) IFRS 15, “Revenue from Contracts with Customers” (Continued)

- iii. Disclosure of the estimated impact on the amounts reported in respect of the year ended December 31, 2018 as a result of the adoption of IFRS 15 on January 1, 2018.

The following tables summarize the estimated impact of adoption of IFRS 15 on the Group’s consolidated financial statements for the year ended December 31, 2018, by comparing the amounts reported under IFRS 15 in these consolidated financial statements with estimates of the hypothetical amounts that would have been recognized under IAS 18 and IAS 11 if those superseded standards had continued to apply to 2018 instead of IFRS 15. These tables show only those line items impacted by the adoption of IFRS 15:

	Amounts reported in accordance with IFRS 15	Hypothetical amounts under IASs 18 and 11	Difference: Estimated impact of adoption of IFRS 15 on 2018
Line items in the consolidated statements of income for the year ended December 31, 2018 impacted by the adoption of IFRS 15:			
Other operating expenses	62,561	62,074	487
Income before taxation	13,081	13,568	(487)
Income tax expenses	(2,824)	(2,946)	122
Net income for the year	10,257	10,622	(365)
Net income attributable to equity shareholders of the Company	10,197	10,562	(365)
Earnings per share for income attributable to equity shareholders of the Company during the year:			
Basic earnings per share (RMB)	0.33	0.34	(0.01)
Diluted earnings per share (RMB)	0.33	0.34	(0.01)
Line items in the consolidated statements of comprehensive income for the year ended December 31, 2018 impacted by the adoption of IFRS 15:			
Total comprehensive income for the year	10,012	10,377	(365)
Total comprehensive income attributable to:			
Equity shareholders of the Company	9,952	10,317	(365)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of Preparation (Continued)

(c) New Accounting Standards and Amendments effective from January 1, 2018 (Continued)

(iii) IFRS 15, "Revenue from Contracts with Customers" (Continued)

	Amounts reported in accordance with IFRS 15	Hypothetical amounts under IASs 18 and 11	Difference: Estimated impact of adoption of IFRS 15 on 2018
Line items in the consolidated statements of financial position as of December 31, 2018 impacted by the adoption of IFRS 15:			
ASSETS			
Deferred income tax assets	3,401	3,630	(229)
Contract assets	570	—	570
Other assets	14,645	19,000	(4,355)
Contract costs	5,632	—	5,632
Total non-current assets	464,411	462,793	1,618
Prepayments and other current assets	11,106	12,360	(1,254)
Contract assets	1,254	—	1,254
Total current assets	75,909	75,909	—
Total assets	540,320	538,702	1,618
EQUITY			
Reserves	(20,154)	(20,293)	139
Retained profits			
- Others	75,920	74,674	1,246
Total equity	314,286	312,901	1,385
LIABILITIES			
Accounts payable and accrued liabilities	122,458	119,060	3,398
Taxes payable	911	678	233
Current portion of deferred revenue	78	1,161	(1,083)
Advances from customers	328	45,293	(44,965)
Contract liabilities	42,650	—	42,650
Total current liabilities	214,910	214,677	233
Total equity and liabilities	540,320	538,702	1,618
Net current liabilities	(139,001)	(138,768)	(233)
Total assets less current liabilities	325,410	324,025	1,385
Line items in the reconciliation of income before taxation to cash generated from operations for the year ended December 31, 2018 impacted by the adoption of IFRS 15:			
Income before taxation	13,081	13,568	(487)
Increase in contract costs	(3,001)	—	(3,001)
Decrease/(Increase) in other assets	1,584	(1,721)	3,305
Decrease in contract assets	1,150	—	1,150
Decrease in prepayments and other current assets	60	1,027	(967)
Increase in accounts payable and accrued liabilities	6,591	6,268	323
Decrease in contract liabilities	(4,322)	—	(4,322)
Increase in deferred revenue	1,474	1,464	10
Increase/(Decrease) in advances from customers	45	(3,944)	3,989

The differences arise as a result of the changes in accounting policies described above.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of Preparation (Continued)

(d) New Accounting Standards and Amendments effective from January 1, 2019

The IASB have issued new IFRSs and a number of amendments and interpretations to IFRSs and IASs that are first effective from January 1, 2019. Of these, the following developments are relevant to the Group's consolidated financial statements:

- IFRS 16, "Leases" ("IFRS 16")
- IFRIC 23, "Uncertainty over income tax treatments"
- Annual improvement to IFRSs 2015-2017 Cycle
- Amendments to IAS 28, "Long-term interests in associates and joint ventures"
- Amendments to IAS 19, "Plan amendment, curtailment or settlement"

Except for IFRS 16, none of the developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in this consolidated financial statements.

(i) IFRS 16, "Leases"

IFRS 16 replaces IAS 17, "Leases" ("IAS 17"), and the related interpretations, IFRIC 4, "Determining whether an arrangement contains a lease", SIC 15, "Operating leases-incentives" and SIC 27, "Evaluating the substance of transactions involving the legal form of a lease". It introduces a single accounting model for lessees, which requires a lessee to recognize a right-of-use asset and a lease liability for all leases, except for leases that have a lease term of 12 months or less ("short-term leases") and leases of low value assets. The lessor accounting requirements are brought forward from IAS 17 substantially unchanged.

IFRS 16 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the consolidated financial statements to assess the effect that leases have on the financial position, financial performance and cash flows of an entity.

The Group has initially applied IFRS 16 as from January 1, 2019. The Group has elected to use the modified retrospective approach and measure the carrying amount of right-of-use asset as if IFRS 16 had been applied since the commencement date, discounted using the lessee's incremental borrowing rate at the date of initial application. The Group has therefore recognized the cumulative effect of initial application as an adjustment to the opening balance of equity at January 1, 2019. Comparative information has not been restated and continues to be reported under IAS 17.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of Preparation (Continued)

(d) New Accounting Standards and Amendments effective from January 1, 2019 (Continued)

(i) IFRS 16, "Leases" (Continued)

Further details of the nature and effect of the changes to previous accounting policies and the transition options applied are set out below:

(1) New definition of a lease

The change in the definition of a lease mainly relates to the concept of control. IFRS 16 defines a lease on the basis of whether a customer controls the use of an identified asset for a period of time, which may be determined by a defined amount of use. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

The Group applies the new definition of a lease in IFRS 16 only to contracts that were entered into or changed on or after January 1, 2019. For contracts entered into before January 1, 2019, the Group has used the transitional practical expedient to grandfather the previous assessment of which existing arrangements are or contain leases.

Accordingly, contracts that were previously assessed as leases under IAS 17 continue to be accounted for as leases under IFRS 16 and contracts previously assessed as non-lease service arrangements continue to be accounted for as executory contracts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of Preparation (Continued)

(d) New Accounting Standards and Amendments effective from January 1, 2019 (Continued)

(i) IFRS 16, “Leases” (Continued)

(2) Lessee accounting and transitional impact

IFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by IAS 17. Instead, the Group is required to capitalize all leases when it is the lessee, including leases previously classified as operating leases under IAS 17, other than those short-term leases and leases of low-value assets. As far as the Group is concerned, these newly capitalized leases are primarily in relation to telecommunications equipment, properties and other assets. For an explanation of how the Group applies lessee accounting, see Note 2.28(a)(i).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of Preparation (Continued)

(d) New Accounting Standards and Amendments effective from January 1, 2019 (Continued)

(i) IFRS 16, "Leases" (Continued)

(2) Lessee accounting and transitional impact (Continued)

At the date of transition to IFRS 16 (i.e. January 1, 2019), the Group determined the length of the remaining lease terms and measured the lease liabilities for the leases previously classified as operating leases at the present value of the remaining lease payments, discounted using the relevant incremental borrowing rates at January 1, 2019. The weighted average of the incremental borrowing rates used for determination of the present value of the remaining lease payments was 3.7%.

To ease the transition to IFRS 16, the Group applied the following recognition exemption and practical expedients at the date of initial application of IFRS 16:

- a the Group elected not to apply the requirements of IFRS 16 in respect of the recognition of lease liabilities and right-of-use assets to leases for which the remaining lease term ends within 12 months from the date of initial application of IFRS 16, i.e. where the lease term ends on or before December 31, 2019; and
- b when measuring the lease liabilities at the date of initial application of IFRS 16, the Group applied a single discount rate to a portfolio of leases with reasonably similar characteristics (such as leases with a similar remaining lease term for a similar class of underlying asset in a similar economic environment).

The following table reconciles the operating lease commitments as of December 31, 2018 as disclosed in Note 47.2 to the opening balance for lease liabilities recognized as of January 1, 2019:

	January 1, 2019
Operating lease and other commitments at December 31, 2018	54,751
Less: commitments relating to non-lease elements at December 31, 2018	<u>(14,345)</u>
Operating lease commitments at December 31, 2018	40,406
Less: commitments relating to leases exempt from capitalization:	
- short-term leases and other leases with remaining lease term ending on or before December 31, 2019	(721)
- leases of low-value assets	(36)
Less: total future interest expenses	<u>(3,169)</u>
Present value of remaining lease payments, discounted using the incremental borrowing rate at January 1, 2019	36,480
Add: finance lease liabilities recognized as of December 31, 2018	<u>240</u>
Total lease liabilities recognized at January 1, 2019	<u>36,720</u>

The right-of-use assets in relation to leases previously classified as operating leases have been recognized as if IFRS 16 had always been applied since the commencement date of the lease.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of Preparation (Continued)

(d) New Accounting Standards and Amendments effective from January 1, 2019 (Continued)

(i) IFRS 16, “Leases” (Continued)

(2) Lessee accounting and transitional impact (Continued)

So far as the impact of the adoption of IFRS 16 on leases previously classified as finance leases is concerned, the Group is not required to make any adjustments at the date of initial application of IFRS 16, other than changing the captions for the balances. Accordingly, instead of “Obligations under finance leases”, these amounts are included within “Lease liabilities”, and the depreciated carrying amount of the corresponding leased asset is identified as a right-of-use asset. There is no impact on the opening balance of equity.

The following table summarizes the impacts of the adoption of IFRS 16 on the Group’s consolidated statements of financial position:

Line items in the consolidated statements of financial position impacted by the adoption of IFRS 16:	Note	Carrying amount at December 31, 2018	Capitalization of operating lease contracts	Carrying amount at January 1, 2019
ASSETS				
Property, plant and equipment	15	384,475	(343)	384,132
Lease prepayments	16	9,290	(9,290)	—
Right-of-use assets	17	—	47,359	47,359
Interest in associates	20	35,758	(264)	35,494
Deferred income tax assets	13	3,401	271	3,672
Other assets	25	14,645	(1,801)	12,844
Total non-current assets		464,411	35,932	500,343
Prepayments and other current assets	28	11,106	(526)	10,580
Total current assets		75,909	(526)	75,383
Total assets		540,320	35,406	575,726
EQUITY				
Reserves		(20,154)	(107)	(20,261)
Retained profits				
- Proposed 2018 final dividend		4,100	—	4,100
- Others		75,920	(967)	74,953
Total equity		314,286	(1,074)	313,212

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of Preparation (Continued)

(d) New Accounting Standards and Amendments effective from January 1, 2019 (Continued)

(i) IFRS 16, "Leases" (Continued)

(2) Lessee accounting and transitional impact (Continued)

	Note	Carrying amount at December 31, 2018	Capitalization of operating lease contracts	Carrying amount at January 1, 2019
Line items in the consolidated statements of financial position impacted by the adoption of IFRS 16:				
Lease liabilities (non-current portion)	37	—	27,576	27,576
Other obligations	39	190	(6)	184
Total non-current liabilities		11,124	27,570	38,694
Lease liabilities (current portion)	37	—	9,144	9,144
Current portion of other obligations	39	2,844	(234)	2,610
Current liabilities		214,910	8,910	223,820
Net current liabilities		(139,001)	(9,436)	(148,437)
Total assets less current liabilities		325,410	26,496	351,906

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of Preparation (Continued)

(d) New Accounting Standards and Amendments effective from January 1, 2019 (Continued)

(i) IFRS 16, "Leases" (Continued)

(3) Impact on the financial results and cash flows of the Group

After the initial recognition of right-of-use assets and lease liabilities as of January 1, 2019, the Group as a lessee is required to recognize interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use assets, instead of the previous policy of recognizing rental expenses incurred under operating leases on a straight-line basis over the lease term. This results in a negative impact on the reported profit for the year in the Group's consolidated statements of income, as compared to the results if IAS 17 had been applied during the year.

In the statements of cash flows, the Group as a lessee is required to split rentals paid under capitalized leases into their capital element and interest element (see Note 30(c)). Capital element of lease rentals paid are classified as financing cash outflows, similar to how leases previously classified as finance leases under IAS 17 were treated, rather than as operating cash outflows, as was the case for operating leases under IAS 17. Similar to other interest payments of the Group, interest element of lease rentals paid are classified as operating activities in the consolidated cash flow statements. Although total cash flows are unaffected, the adoption of IFRS 16 therefore results in a significant change in presentation of cash flows within the consolidated statements of cash flows (see Note 30(c)).

The following tables give an indication of the estimated impact of adoption of IFRS 16 on the Group's financial results and cash flows for the year ended December 31, 2019, by adjusting the amounts reported under IFRS 16 in these consolidated financial statements to compute estimates of the hypothetical amounts that would have been recognized under IAS 17 if this superseded standard had continued to apply in 2019 instead of IFRS 16, and by comparing these hypothetical amounts for 2019 with the actual 2018 corresponding amounts which were prepared under IAS 17.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of Preparation (Continued)

(d) New Accounting Standards and Amendments effective from January 1, 2019 (Continued)

(i) IFRS 16, "Leases" (Continued)

(3) Impact on the financial results and cash flows of the Group (Continued)

	Year ended December 31, 2019			Year ended December 31, 2018	
	Amounts reported under IFRS 16 (A)	Add back: IFRS 16 depreciation and interest expense (B)	Deduct: Estimated amounts related to operating lease as if under IAS 17 (Note i) (C)	Hypothetical amounts for 2019 as if under IAS 17 (D=A+B+C)	Compared to amounts reported for 2018 under IAS 17
Financial results for the year ended December 31, 2019 impacted by the adoption of IFRS 16:					
Depreciation and amortization	(83,080)	10,579	—	(72,501)	(75,777)
Network, operation and support expenses	(43,236)	—	(11,345)	(54,581)	(55,077)
Other operating expenses	(64,480)	—	(192)	(64,672)	(62,561)
Finance costs	(2,123)	1,349	—	(774)	(1,625)
Share of net profit of associates	1,359	37	—	1,396	2,477
Income before income tax	14,167	11,965	(11,537)	14,595	13,081
Net income for the year	11,372	11,965	(11,537)	11,800	10,257

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of Preparation (Continued)

(d) New Accounting Standards and Amendments effective from January 1, 2019 (Continued)

(i) IFRS 16, “Leases” (Continued)

(3) Impact on the financial results and cash flows of the Group (Continued)

	Year ended December 31, 2019			Year ended December 31, 2018
	Amounts reported under IFRS 16 (A)	Estimated amounts related to operating leases as if under IAS 17 (Notes i & ii) (B)	Hypothetical amounts for 2019 as if under IAS 17 (C=A+B)	Compared to amounts reported for 2018 under IAS 17
	Line items in the consolidated statements of cash flows for the year ended December 31, 2019 impacted by the adoption of IFRS 16:			
Cash generated from operations	94,952	(10,883)	84,069	93,882
Net cash inflow from operating activities	93,678	(10,883)	82,795	92,387
Capital element of lease rentals paid	(11,123)	10,883	(240)	—
Net cash outflow from financing activities	(29,765)	10,883	(18,882)	(34,058)

i The “estimated amounts related to operating leases” is an estimate of the amount that relate to leases which would have been classified as operating leases, if IAS 17 had still applied in 2019. This estimate assumes that all of the new leases entered into in 2019 would have been classified as operating leases under IAS 17, if IAS 17 had still applied in 2019. Any potential net tax effect is ignored.

ii In this impact table, these cash outflows are reclassified from financing to operating in order to compute hypothetical amounts of net cash inflow from operating activities and net cash outflow from financing activities as if IAS 17 still applied.

(4) Lessor accounting

The Group mainly leases out a number of items of properties as the lessor of operating leases. The accounting policies applicable to the Group as a lessor remain substantially unchanged from those under IAS 17.

Under IFRS 16, when the Group acts as an intermediate lessor in a sublease arrangement, the Group is required to classify the sublease as a finance lease or an operating lease by reference to the right-of-use asset arising from the head lease, instead of by reference to the underlying asset. The adoption of IFRS 16 does not have a significant impact on the Group’s consolidated financial statements in this regard.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of Preparation (Continued)

(e) Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended December 31, 2019

The IASB has issued a new IFRS and a number of amendments to IFRSs and IAS which are not yet effective for the year ended December 31, 2019 and which have not been adopted in these consolidated financial statements. Of these, the following developments are relevant to the Group's consolidated financial statements:

	Effective for accounting periods beginning on or after
Amendments to References to Conceptual Framework in IFRS Standards	January 1, 2020
Amendments to IFRS 3, "Definition of a business"	January 1, 2020
Amendments to IAS 1 and IAS 8, "Definition of material"	January 1, 2020
IFRS 17, "Insurance Contracts"	January 1, 2021

The Group is assessing the impact of such new standards, amendments to standards and interpretations, and will adopt the relevant standards, amendments to standards and interpretations in the subsequent period as required. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Subsidiaries and Non-Controlling Interests

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

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

The Group adopted the purchase method of accounting to account for business combination of entities and businesses under common control before 2005. Under the purchase method of accounting in force at the date of the acquisition, the cost of an acquisition was measured at the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed were measured initially at their fair values at the acquisition date, irrespective of the extent of any non-controlling interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired was recorded as goodwill. If the cost of acquisition was less than the fair value of the Group's share of the identifiable net assets of the subsidiary acquired, the difference was recognized directly in the statements of income.

Business combination of entity and business under common control of the Group after 2005 was accounted for using merger accounting. Upon the first adoption of IFRSs by the Group in 2008, the Group adopted the accounting policy to account for business combinations of entities and businesses under common control using the predecessor values method.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Subsidiaries and Non-Controlling Interests (Continued)

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

Non-controlling interests are presented in the consolidated statements of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statements of income and the consolidated statements of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statements of financial position in accordance with Note 2.20 depending on the nature of the liability.

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

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognized in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognized at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 2.12) or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture (see Note 2.4).

In the Company's statements of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 2.13), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Associates and Joint Ventures

An associate is an entity in which the Group has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the Group and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in an associate or a joint venture is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate or joint venture that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment. The Group's share of the post-acquisition post-tax results of the investees and any impairment losses for the year are recognized in the consolidated statements of income, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognized as other comprehensive income in the consolidated statements of comprehensive income.

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate or the joint venture (after applying the ECL model to such other long-term interests where applicable).

Unrealized profits and losses resulting from transactions between the Group and its associates and joint venture are eliminated to the extent of the Group's interest in the investee, except where unrealized losses provide evidence of an impairment of the asset transferred, in which case they are recognized immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognized in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognized at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.5 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision-Maker (“CODM”). The CODM, who is responsible for allocating resources and assessing performance of the operating segments regularly, has been identified as the Executive Directors of the Company that makes strategic decisions.

2.6 Foreign Currency Translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group’s entities are measured using the currency of the primary economic environment in which the entities operate (“the functional currency”). The consolidated financial statements are presented in RMB, which is the Company’s functional and presentation currency.

For the convenience of the reader, the translation of RMB into United States dollars (“US\$”) has been made at the rate of RMB6.9618 to US\$1.00, representing the rate as certified by the H.10 weekly statistical release of Federal Reserve Board on December 31, 2019. No representation is made that RMB amounts could have been, or could be, converted into US\$ at that rate or at any other certain rate on December 31, 2019 or at any other date. The US\$ convenience translation is not required under IFRS and all US\$ convenience translation amounts in the accompanying consolidated financial statements are unaudited.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statements of income.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.6 Foreign Currency Translation (Continued)

(c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the statements of financial position date;
- Income and expenses for each statement of income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- All resulting exchange differences are recognized in other comprehensive income and as a separate component of equity into other reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is sold, such exchange differences are recognized in the statements of income as part of the gain or loss on disposal.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Property, Plant and Equipment

(a) Construction-in-progress

Construction-in-progress (“CIP”) represents buildings, plant and equipment under construction and pending installation, and is stated at cost less accumulated impairment losses. Costs include construction and acquisition costs, and interest charges arising from borrowings used to finance the assets during the construction period. No provision for depreciation is made on CIP until such time as the assets are completed and ready for its intended use. When the asset being constructed becomes available for use, the CIP is transferred to the appropriate category of assets.

(b) Property, plant and equipment

Property, plant and equipment held by the Group are stated at cost less accumulated depreciation and accumulated impairment losses, and are depreciated over their expected useful lives.

Property, plant and equipment comprise buildings, telecommunications equipment, leasehold improvements, office furniture, fixtures, motor vehicles and other equipment. The cost of an asset, except for those acquired in exchange for a non-monetary asset or assets, comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

If an item of property, plant and equipment is acquired in exchange for another item of property, plant and equipment, the cost of such an item of property, plant and equipment is measured at fair value unless (i) the exchange transactions lacks commercial substance or (ii) the fair value of neither the asset received nor the asset given up is reliably measurable. If the acquired item is not measured at fair value, its cost is measured at the carrying amount of the asset given up.

Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable at the time the costs are incurred that future economic benefits associated with the item will flow to the Group, and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the statements of income during the financial period in which they are incurred.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Property, Plant and Equipment (Continued)

(c) Depreciation

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their costs less their residual values over their estimated useful lives, as follows:

	<u>Depreciable life</u>	<u>Residual rate</u>
Buildings	10 - 30 years	3-5%
Telecommunications equipment	5 - 10 years	3-5%
Office furniture, fixtures, motor vehicles and other equipment	5 - 10 years	3-5%

Leasehold improvements are depreciated over the shorter of their estimated useful lives and the lease periods.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each statement of financial position date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.13).

(d) Gain or loss on disposal of property, plant or equipment

Gains or losses on disposal of property, plant or equipment are determined by comparing the net sales proceeds with the carrying amounts, and are recognized in the statements of income.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.8 Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiaries at the date of acquisition. Goodwill is tested at least annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gain or loss on the disposal of an entity includes the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the synergies of business combination in which the goodwill arose.

2.9 Contract costs

Contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfill a contract with a customer which are not capitalized as inventory (see Note 2.15), property, plant and equipment (see Note 2.7) or intangible assets.

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained e.g. an incremental sales commission. Incremental costs of obtaining a contract are capitalized when incurred if the costs are expected to be recovered, unless the expected amortization period is one year or less from the date of initial recognition of the asset, in which case the costs are expensed when incurred. Other costs of obtaining a contract are expensed when incurred.

Costs to fulfill a contract are capitalized if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered. Costs that relate directly to an existing contract or to a specifically identifiable anticipated contract may include direct labor, direct materials, allocations of costs, costs that are explicitly chargeable to the customer and other costs that are incurred only because the Group entered into the contract. Other costs of fulfilling a contract, which are not capitalized as inventory, property, plant and equipment or intangible assets, are expensed as incurred.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.9 Contract costs (Continued)

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

Amortization of capitalized contract costs is charged to profit or loss when the revenue to which the asset relates is recognized. The accounting policy for revenue recognition is set out in Note 2.25.

2.10 Contract assets and contract liabilities

A contract asset is recognized when the Group recognizes revenue (see Note 2.25) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for expected credit loss (“ECL”) in accordance with the policy set out in Note 2.14 and are reclassified to receivables when the right to the consideration has become unconditional (see Note 2.16).

A contract liability is recognized when the customer pays non-refundable consideration before the Group recognizes the related revenue (see Note 2.25). A contract liability would also be recognized if the Group has an unconditional right to receive non-refundable consideration before the Group recognizes the related revenue. In such cases, a corresponding receivable would also be recognized (see Note 2.16).

The Group provides subscriber points reward program, the transaction price of providing telecommunications services and the subscriber points reward is allocated based on their standalone price. The allocated portion of transaction price for the subscriber points reward is recorded as contract liability when the rewards are granted and recognized as revenue when the points are redeemed or expired;

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

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see Note 2.25).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 Other Assets

Other assets mainly represent (i) computer software; (ii) prepaid usage fees for transmission lines and electricity cables.

- (i) Acquired computer software licenses are capitalized on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortized over their estimated useful lives on a straight-line basis.
- (ii) Long-term prepaid usage fees for transmission lines and electricity cables are amortized using a straight-line method over service period.

2.12 Financial Assets

The Group classifies its financial assets into two measurement categories: those measured at amortized cost and those measured at fair value. The determination is made at initial recognition and the classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument.

Financial assets measured at amortized cost

Investments are classified under this category if they satisfy both of the following conditions:

- The assets are held within a business model whose objective is to hold assets in order to collect contractual cash flows for managing liquidity and generating income on the investments, but not for the purpose of realizing fair value gains; and
- The contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, with interest being the consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time.

Cash and cash equivalents, short-term bank deposits and restricted deposits, accounts receivable, prepayments and other current assets, amounts due from ultimate holding company, amounts due from related parties, amounts due from domestic carriers and certain other assets are also classified under this category.

Financial assets under this category are carried at amortized cost using effective interest method less provision for impairment. Gains and losses arising from disposal, being the differences between the net sales proceeds and the carrying values, are recognized in the statements of income. Interest income is recognized in the statements of income using the effective interest method and disclosed as interest income.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.12 Financial Assets (Continued)

Financial assets measured at fair value

Investments and other financial assets are classified under this category if they do not meet the conditions to be measured at amortized cost.

Financial assets under this category are equity investments carried at fair value. Gains and losses arising from changes in fair value are included in the statements of income or the statements of comprehensive income in cases where an irrevocable election is made by the Group to recognize changes in fair value of an equity investment measured at fair value through the statements of income or the statements of comprehensive income, in the period in which they arise. Upon disposal of the investments, the differences between the net sale proceeds and the carrying values are included in the statements of income or the statements of comprehensive income. Dividend income is recognized when the right to receive a dividend is established and is disclosed separately as dividend income.

Purchases and sales of financial assets are recognized on the trade date. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or the Group has transferred substantially all the risks and rewards of ownership of the assets.

2.13 Impairment of Non-Financial Assets

Assets that have an indefinite useful life or are not yet available for use are not subject to amortization and are tested for impairment at each statements of financial position date. Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of (i) an asset's fair value less costs to sell and (ii) value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Assets other than goodwill that impairment losses were previously recognized are reviewed for possible reversal of the impairment at each reporting date.

2.14 Credit losses from financial instruments and contract assets

a) Policy applicable from January 1, 2018

The Group recognizes a loss allowance for ECLs on the following items:

- financial assets measured at amortized cost (including cash and cash equivalents, short-term bank deposits and restricted deposits, accounts receivable, prepayments and other current assets, amounts due from ultimate holding company, amounts due from related parties, amounts due from domestic carriers and certain other assets); and
- contract assets as defined in IFRS 15, "Revenue from contracts with customers" ("IFRS 15") (see Note 2.10).

Financial assets measured at fair value, including financial assets at fair value through profit and loss and financial assets at fair value through other comprehensive income, are not subject to the ECL assessment.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.14 Credit losses from financial instruments and contract assets (Continued)

Measurement of ECLs

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

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

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

ECLs are measured on either of the following bases:

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

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

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.14 Credit losses from financial instruments and contract assets (Continued)

Significant increases in credit risk

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

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

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

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

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.14 Credit losses from financial instruments and contract assets (Continued)

Credit-impaired financial assets

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

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganization;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

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

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

b) Policy applicable prior to January 1, 2018

Prior to January 1, 2018, the Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets measured at amortized cost is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a “loss event”) and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.15 Inventories and Consumables

Inventories, which primarily comprise handsets, SIM/USIM cards and accessories, are stated at the lower of cost and net realizable value. Cost is based on the first-in-first-out method and comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realizable value for all the inventories is determined on the basis of anticipated sales proceeds less estimated selling expenses.

Consumables consist of materials and supplies used in maintaining the Group's telecommunications networks and are charged to the statements of income when brought into use. Consumables are stated at cost less any provision for obsolescence.

2.16 Accounts Receivable

A receivable is recognized when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognized before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset (see Note 2.10).

Receivables are stated at amortized cost using the effective interest method less allowance for credit losses (see Note 2.14).

2.17 Short-term Bank Deposits

Short-term bank deposits are cash invested in fixed-term deposits with original maturities ranging from more than three months to one year.

2.18 Cash and Cash Equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

2.19 Government Grants

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.20 Borrowings

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost, any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the statements of income over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the statements of financial position date.

2.21 Share Capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issuance of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of tax) is deducted from equity attributable to equity shareholders of the Company and no gain or loss shall be recognized in the statements of income.

2.22 Employee Benefits

(a) Retirement benefits

The Group participates in defined contribution pension schemes. For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The contributions are recognized as employee benefit expenses when they are due. Prepaid contributions are recognized as an asset to the extent that a reduction in the future payments is available.

(b) Medical insurance

The Group's contributions to basic and supplementary medical insurances are expensed as incurred. The Group has no further payment obligations once the contributions have been paid.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.22 Employee Benefits (Continued)

(c) Housing benefits

One-off cash housing subsidies paid to PRC employees are charged to the statements of income in the year in which it is determined that the payment of such subsidies is probable and the amounts can be reasonably estimated.

The Group's contributions to the housing fund, special monetary housing benefits and other housing benefits are expensed as incurred. The Group has no further payment obligations once the contributions have been paid.

(d) Supplementary benefits

In addition to participating in local governmental defined contribution social insurance, subsidiaries of the Group also provide other post retirement supplementary benefits to their employees, including supplementary pension allowance, reimbursement of medical expenses and supplementary medical insurance. These post retirement supplementary benefits are accounted as defined benefit plan. The present value of the defined benefit obligation is included in non-current other obligations and salary and welfare payables (current portion). The liability is remeasured with sufficient regularity and the movement of the remeasurement is recognized in other comprehensive income, which is not allowed to reverse to profit and loss in subsequent period. As of December 31, 2019, the amount of the liability was RMB70 million (2018: RMB73 million).

(e) Share-based compensation costs

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the share options is recognized as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the share options granted at the grant date excluding the impact of any non-market vesting conditions (for example, revenue and profit targets) and is not subsequently remeasured. However, non-market vesting conditions are considered in determining the number of options that are expected to vest. At each statements of financial position date, the Group revises its estimates of the number of share options that are expected to vest. The Group recognizes the impact of the revision of original estimates, if any, in the statements of income of the period in which the revision occurs, with a corresponding adjustment to equity.

The equity amount is recognized in the employee share-based compensation reserve until either the option is exercised (when it is included in the amount recognized in share capital for the shares issued) or the option expires (when it is released directly to retained profits).

(f) Restricted A-Share Incentive Scheme

Restricted shares granted by A-Share Company to the employees of the Group is treated as a capital contribution. The fair value of the core employee services received in exchange for the grant of the restricted shares is recognized as an expense over the vesting period, with a corresponding credit to equity. The total amount to be expensed is determined by reference to the fair value of the granted shares measured as of the grant date less the subscription price.

At the end of each reporting period, the Group revises its estimates of the number of restricted shares that are expected to be vested. The impact of the revision of the original estimates, if any, is recognized in profit or loss, with a corresponding adjustment to equity.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.23 Accounts Payable

Accounts payable are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Accounts payable are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

2.24 Provisions

Provisions are recognized when the Group has present legal or constructive obligations as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the pre-tax amount of expenditures expected to be required to settle the obligation that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

2.25 Revenue Recognition

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

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

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than twelve months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognized under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in IFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is twelve months or less.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.25 Revenue Recognition (Continued)

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

- Voice usage and monthly fees are recognized when the services are rendered;
- Revenue from the provision of broadband and mobile data services are recognized when the services are provided to customers;
- Data and internet application service revenue, which mainly represent revenue from the provision of data storage and application, information communications technology and other internet related services, are recognized upon fulfillment of services obligation;
- Other value-added services revenue, which mainly represents revenue from the provision of services such as short message, cool ringtone, personalized ring, caller number display and secretarial services to subscribers etc., are recognized when services are rendered;
- Interconnection fees, which represent revenue from other domestic and foreign telecommunications operators for the use of the Group's telecommunications network, are recognized when services are rendered;
- Revenue from transmission lines usage and associated services, which mainly represent income from offering transmission lines and customer-end equipment to customers for usage and related services, are recognized upon fulfillment of services obligation over the respective usage and service period;
- Standalone sales of telecommunications products, which mainly represent handsets and accessories, and telecommunications equipment, are recognized when title have been passed to the buyers;
- The Group offers preferential packages to customers which include bundle sale of mobile handsets and provision of services. The total contract consideration of such preferential packages is allocated to service revenue and sales of handsets based on their standalone selling prices. Revenue relating to the sale of handset is recognized when the title is passed to the customer whereas service revenue is recognized based upon the actual usage of telecommunications services. The cost of the mobile handset is expensed immediately to the statements of income upon revenue recognition.

In general revenue from rendering of telecommunication services are recognized over-time upon fulfillment of services obligation, whereas revenue from sales of handsets and other telecommunications equipment, in case they are treated as separate performance obligations, are recognized at a point in time.

2.26 Interest income

Interest income from deposits in banks or other financial institutions is recognized on a time proportion basis, using the effective interest method. For financial assets measured at amortized cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortized cost of the asset.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.27 Dividend income

Dividend income is recognized when the right to receive payment is established.

2.28 Leased assets

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.28 Leased assets (Continued)

(a) As a lessee

(i) Policy applicable from January 1, 2019

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices.

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

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.28 Leased assets (Continued)

(a) As a lessee (Continued)

(i) Policy applicable from January 1, 2019 (Continued)

The right-of-use asset recognized when a lease is capitalized is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see Note 2.13). Right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the unexpired term of lease. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment.

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

The Group presents right-of-use assets that do not meet the definition of investment property, and lease liabilities separately in the consolidated statements of financial position.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.28 Leased assets (Continued)

(a) As a lessee (Continued)

(ii) Policy applicable prior to January 1, 2019

In the comparative period, as a lessee the Group classified leases as finance leases if the leases transferred substantially all the risks and rewards of ownership to the Group. Leases which did not transfer substantially all the risks and rewards of ownership to the Group were classified as operating leases.

Where the Group acquired the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets were recognized as property, plant and equipment and the corresponding liabilities, net of finance charges, were recorded as obligations under finance leases. Impairment losses were accounted for in accordance with the accounting policy as set out in note 2.13. Finance charges implicit in the lease payments were charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

Where the Group had the use of assets held under operating leases, payments made under the leases were charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis was more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received were recognized in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.28 Leased assets (Continued)

(b) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognized in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognized in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognized as income in the accounting period in which they are earned.

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described in note 2.28(a)(i), then the Group classifies the sub-lease as an operating lease.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.29 Borrowing Costs

Borrowing costs are expensed as incurred, except for interest directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use, in which case they are capitalized as part of the cost of that asset. Capitalization of borrowing costs commences when expenditures for the asset and borrowing costs are being incurred and the activities to prepare the asset for its intended use are in progress. Borrowing costs are capitalized up to the date when the project is completed and ready for its intended use.

To the extent that funds are borrowed specifically for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined at the actual borrowing costs incurred on that borrowing during the period less any investment income on the temporary investment of those borrowings.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period should not exceed the amount of borrowing cost incurred during that period. Other borrowing costs are recognized as expenses when incurred.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.30 Taxation

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the statements of financial position date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of the amount expected to be paid to the tax authorities.

(b) Deferred income tax

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

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

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

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.31 Dividend Distribution

Dividend distribution to the Company's shareholders is recognized as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

2.32 Contingent Liabilities and Contingent Assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognized because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognized but is disclosed in the notes to the financial statements. When a change in the probability of an outflow of economic resources occurs so that outflow is probable, the liability will then be recognized as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

A contingent asset is not recognized but is disclosed in the notes to the financial statements when an inflow of economic benefits is probable. When an inflow is virtually certain, an asset is recognized.

2.33 Earnings per Share

Basic earnings per share is computed by dividing the income attributable to equity shareholders of the Company by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share is computed by dividing the income attributable to equity shareholders of the Company by the weighted average number of ordinary shares outstanding during the year, after adjusting for the effects of the dilutive potential ordinary shares.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.34 Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) Both entities are joint ventures of the same third party;
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) The entity is controlled or jointly controlled by a person identified in (a); or
 - (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).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

3.1 Financial risk factors

The Group's operating activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk, cash flow and fair value interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance.

Financial risk management is carried out by the Group's fund management center at its headquarters, following the overall direction determined by the Executive Directors of the Company. The Group's fund management center at its headquarters identifies and evaluates financial risks in close co-operation with the Group's operating units.

(a) Market risk

(i) Foreign exchange risk

The Group's major operational activities are carried out in Mainland China and a majority of the transactions are denominated in RMB. The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US dollars, HK dollars and Euro. Exchange risk mainly exists with respect to the balances with international carriers, cash and cash equivalents and financial assets denominated in foreign currencies.

The Group's fund management center at its headquarters is responsible for monitoring the amount of monetary assets and liabilities denominated in foreign currencies. From time to time, the Group may consider entering into forward exchange contracts or currency swap contracts to mitigate the foreign exchange risk. During the years of 2017, 2018 and 2019, the Group had not entered into any forward exchange contracts or currency swap contracts.

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognized assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate and have been translated to RMB at the applicable rates quoted by the People's Bank of China ("PBOC") as of December 31, 2018 and 2019.

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(i) Foreign exchange risk (Continued)

	2018			2019		
	Original currency millions	Exchange rate	RMB equivalent millions	Original currency millions	Exchange rate	RMB equivalent millions
Cash and cash equivalents:						
- denominated in HK dollars	66	0.88	58	35	0.90	31
- denominated in US dollars	114	6.86	783	166	6.98	1,160
- denominated in Euro	16	7.85	123	19	7.82	146
- denominated in Japanese Yen	17	0.06	1	31	0.06	2
- denominated in SGD	—	5.01	—	1	5.17	6
- denominated in GBP	—	8.68	1	—	9.15	—
- denominated in AUD	—	4.83	—	1	4.88	4
-denominated in CHF	—	6.95	1	—	7.20	—
Sub-total			<u>967</u>			<u>1,349</u>
Accounts receivable:						
- denominated in HK dollars	1	0.88	1	2	0.90	2
- denominated in US dollars	233	6.86	1,599	231	6.98	1,612
- denominated in Euro	1	7.85	8	2	7.82	16
Sub-total			<u>1,608</u>			<u>1,630</u>
Financial assets at fair value through other comprehensive income:						
- denominated in Euro	471	7.85	3,698	400	7.82	3,125
Total			<u>6,273</u>			<u>6,104</u>
Borrowings:						
- denominated in US dollars	37	6.86	252	33	6.98	232
- denominated in Euro	8	7.85	62	5	7.82	42
- denominated in HK dollars	2	0.88	2	—	0.90	—
Sub-total			<u>316</u>			<u>274</u>
Accounts payable:						
- denominated in US dollars	73	6.86	501	62	6.98	433
- denominated in Euro	1	7.85	8	1	7.82	8
Sub-total			<u>509</u>			<u>441</u>
Total			<u>825</u>			<u>715</u>

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(i) Foreign exchange risk (Continued)

The Group did not have and does not believe it will have any difficulties in exchanging its foreign currency cash into RMB at the exchange rates quoted by the People's Bank of China.

As of December 31, 2019, if the RMB had strengthened/weakened by 10% against foreign currencies, primarily with respect to US dollars, HK dollars, Euro, Japanese Yen, SGD, CHF, AUD and GBP, while all other variables are held constant, the effect on income after tax would be approximately RMB170 million (2017: approximately RMB138 million; 2018: approximately RMB131 million) for cash and cash equivalents, borrowings, accounts receivable and accounts payable denominated in foreign currencies, and the effect on other comprehensive income would be approximately RMB313 million (2017: approximately RMB407 million ; 2018: approximately RMB370 million) for financial assets denominated in foreign currency, which were recorded in fair value through other comprehensive income.

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(ii) Price risk

The Group is exposed to equity securities price risk because investments held by the Group are classified in the consolidated statements of financial position as financial assets at fair value through other comprehensive income.

The financial assets at fair value through other comprehensive income comprise primarily equity securities of Telefónica S.A. (“Telefónica”). As of December 31, 2019, if the share price of Telefónica had increased/decreased by 10%, while the exchange rate of RMB against Euro is held constant, the effect on other comprehensive income would be approximately RMB313 million (2017: approximately RMB407 million; 2018: approximately RMB370 million).

(iii) Cash flow and fair value interest rate risk

The Group’s interest-bearing assets are mainly represented by bank deposits. Management does not expect the changes in market deposit interest rates will have significant impact on the financial statements as the deposits are all short-term in nature and the interest involved will not be significant.

The Group’s interest rate risk mainly arises from interest-bearing borrowings including bank loans, commercial papers, promissory notes, corporate bonds, related parties loans and lease liabilities. Borrowings issued at floating rates expose the Group to cash flow interest rate risk. Borrowings issued at fixed rates expose the Group to fair value interest rate risk upon renewal. The Group determines the amount of its fixed rate or floating rate borrowings depending on the prevailing market conditions. During the years of 2018 and 2019, the Group’s borrowings were mainly at fixed rates and were mainly denominated in RMB.

Increases in interest rates will increase the cost of new borrowing and the interest expense with respect to the Group’s outstanding floating rate borrowings, and therefore could have a material adverse effect on the Group’s financial position. Management continuously monitors the interest rate position of the Group and makes decisions with reference to the latest market conditions. From time to time, the Group may enter into interest rate swap agreements to mitigate its exposure to interest rate risks in connection with the floating rate borrowings, although the Group did not consider it was necessary to do so in the years of 2018 and 2019.

As of December 31, 2019, the Group had approximately RMB19,496 million (2018: approximately RMB19,784 million) of floating rate borrowings and short-term fixed rate borrowings and approximately RMB42,669 million (2018: approximately RMB24,889 million) of long-term fixed rate borrowings and lease liabilities.

For the year ended December 31, 2019, if interest rates on the floating rate borrowings and short-term fixed rate borrowings had increased/decreased 50 basic points while all other variables are held constant, the effect on income after tax is approximately RMB73 million (2017: approximately RMB134 million; 2018: approximately RMB74 million).

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

3.1 Financial risk factors (Continued)

(b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. Credit risk is managed on a group basis. Credit risk arises from cash and cash equivalents and short-term bank deposits with banks, as well as credit exposures to major corporate customers, individual subscribers and general corporate customers, related parties and other operators.

To limit exposure to credit risk relating to cash and cash equivalents and short-term bank deposits, the Group primarily places cash and cash equivalents and short-term bank deposits only with large state-owned financial institutions in the PRC and other banks with acceptable credit ratings. Therefore, the Group expects that there is no significant credit risk and does not expect that there will be any significant losses from non-performance by these counterparties.

In addition, the Group has no significant concentrations of credit risk with respect to individual subscribers and corporate customers. The Group has policies to limit the credit exposure on receivables for services and sales of mobile handsets. The Group assesses the credit quality of all its customers and sets credit limits on them by taking into account their financial position, the availability of guarantee from third parties, their credit history and other factors such as current market conditions. The normal credit period granted by the Group to individual subscribers and general corporate customers is 30 days from the date of billing unless they meet certain specified credit assessment criteria. For major corporate customers, the credit period granted by the Group is based on the service contract terms, normally not exceeding 1 year. The utilization of credit limits and settlement pattern of customers are regularly monitored by the Group. In respect of other receivables, individual credit evaluations are performed on all counterparties requiring credit over a certain amount. These evaluations focus on the counterparties' past history of making payments when due and current ability to pay, and take into account information specific to the counterparties as well as the economic environment in which the counterparties operates.

Credit risk relating to amounts due from related parties and other telecommunications operators is not considered to be significant as these companies are reputable and their receivables are settled on a regular basis.

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

3.1 Financial risk factors (Continued)

(c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and availability of funds including the raising of bank loans and issuance of commercial papers, promissory notes and corporate bonds. Due to the dynamic nature of the underlying business, the Group's fund management center at its headquarters maintains flexibility in funding through having adequate amount of cash and cash equivalents and utilizing different sources of financing when necessary.

The following tables show the undiscounted balances of the financial liabilities (including interest expense) categorized by time from the end of the period under review to the contractual maturity date:

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Carrying amounts
At December 31, 2018					
Long-term bank loans	452	439	1,334	2,150	3,614
Corporate bonds	17,282	34	1,015	—	17,993
Other obligations	2,853	32	48	49	3,034
Short-term bank loans	15,449	—	—	—	15,085
Accounts payable and accrued liabilities	122,458	—	—	—	122,458
Amounts due to ultimate holding company	1,214	—	—	—	1,214
Amounts due to related parties	8,977	132	3,436	—	11,885
Amounts due to domestic carriers	2,144	—	—	—	2,144
Dividend payable	920	—	—	—	920
	<u>171,749</u>	<u>637</u>	<u>5,833</u>	<u>2,199</u>	<u>178,347</u>
At December 31, 2019					
Long-term bank loans	448	434	1,344	1,710	3,306
Promissory notes	34	34	1,030	—	998
Corporate bonds	108	1,088	2,034	—	2,998
Lease liabilities (note)	11,085	10,183	12,112	1,430	32,325
Other obligations	2,657	46	29	49	2,778
Short-term bank loans	5,704	—	—	—	5,564
Commercial papers	9,116	—	—	—	8,995
Accounts payable and accrued liabilities	121,564	—	—	—	121,564
Amounts due to ultimate holding company	1,779	—	—	—	1,779
Amounts due to related parties	7,984	132	3,304	—	10,893
Amounts due to domestic carriers	2,174	—	—	—	2,174
Dividend payable	920	—	—	—	920
	<u>163,573</u>	<u>11,917</u>	<u>19,853</u>	<u>3,189</u>	<u>194,294</u>

Note: The Group has initially applied IFRS 16 using the modified retrospective approach. Lease liabilities include amounts recognized at the date of transition to IFRS 16 in respect of leases previously classified as operating leases under IAS 17 and amounts relating to new leases entered into during the year. Under this approach, the comparative information is not restated. See Note 2.2(d).

Regarding the Group's use of the going concern basis for the preparation of its financial statements, please refer to Note 2.2(a) for details.

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

3.2 Capital risk management

The Group's objectives when managing capital are:

- To safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.
- To support the Group's stability and growth.
- To provide capital for the purpose of strengthening the Group's risk management capability.

In order to maintain or adjust the capital structure, the Group reviews and manages its capital structure actively and regularly to ensure optimal capital structure and shareholder returns, taking into account the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities.

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

3.2 Capital risk management (Continued)

The Group monitors capital on the basis of the debt-to-capitalization ratio. This ratio is calculated as interest-bearing debts over interest-bearing debts plus total equity. Interest-bearing debts represent commercial papers, short-term bank loans, long-term bank loans, promissory notes, corporate bonds, lease liabilities, obligations under finance lease, and amounts due to related parties, as shown in the consolidated statements of financial position. The interest-bearing debts do not include balance of deposits received by Finance Company from Unicom Group and its subsidiaries and an associate of RMB4,879 million and of RMB8 million, respectively, as of December 31, 2019 (2018: RMB4,621 million and RMB30 million, respectively).

The Group's debt-to-capitalization ratios are as follows:

	December 31, 2018 (Note)	January 1, 2019 (Note)	December 31, 2019
Interest-bearing debts:			
- Short-term bank loans	15,085	15,085	5,564
- Long-term bank loans	3,173	3,173	2,869
- Promissory notes	—	—	998
- Corporate bonds	999	999	2,998
- Commercial papers	—	—	8,995
- Lease liabilities (non-current portion)	—	27,576	21,535
- Obligations under finance lease included in other obligations	6	—	—
- Amounts due to related parties	3,090	3,090	3,092
- Current portion of long-term bank loans	441	441	437
- Current portion of corporate bonds	16,994	16,994	—
- Lease liabilities (current portion)	—	9,144	10,790
- Current portion of obligations under finance lease	234	—	—
	<u>40,022</u>	<u>76,502</u>	<u>57,278</u>
Total equity	314,286	313,212	320,755
Interest-bearing debts plus total equity	<u>354,308</u>	<u>389,714</u>	<u>378,033</u>
Debt-to-capitalization ratio	11.3%	19.6%	15.2%

Note: The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at January 1, 2019 to recognize lease liabilities relating to leases which were previously classified as operating leases under IAS 17. Under this approach, the comparative information is not restated. See Note 2.2(d).

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

3.3 Fair value estimation

Financial assets of the Group mainly include cash and cash equivalents, short-term bank deposits and restricted deposits, accounts receivable, prepayments and other current assets, contract assets, amounts due from ultimate holding company, related parties and domestic carriers, financial assets at fair value through other comprehensive income and financial assets at fair value through profit and loss. Financial liabilities of the Group mainly include accounts payable and accrued liabilities, short-term bank loans, commercial papers, corporate bonds, promissory notes, long-term bank loans, other obligations and amounts due to ultimate holding company, related parties and domestic carriers.

(a) Financial assets measured at fair value

The table below analyzes financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1 valuation: unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuation: observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs for which market data are not available.
- Level 3 valuation: fair value measured using significant unobservable inputs.

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

3.3 Fair value estimation (Continued)

(a) Financial assets measured at fair value (Continued)

The following table presents the Group's assets that are measured at fair value at December 31, 2018:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Recurring fair value measurement:				
Financial assets at fair value through other comprehensive income				
- Equity securities				
-Listed	3,845	—	—	3,845
-Unlisted	<u>—</u>	<u>—</u>	<u>58</u>	<u>58</u>
	<u>3,845</u>	<u>—</u>	<u>58</u>	<u>3,903</u>
Financial assets at fair value through profit and loss				
- Equity securities				
-Unlisted	—	—	200	200
-Wealth management products	<u>—</u>	<u>570</u>	<u>—</u>	<u>570</u>
	<u>—</u>	<u>570</u>	<u>200</u>	<u>770</u>
Total	<u>3,845</u>	<u>570</u>	<u>258</u>	<u>4,673</u>

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

3.3 Fair value estimation (Continued)

(a) Financial assets measured at fair value (Continued)

The following table presents the Group's assets that are measured at fair value at December 31, 2019:

	Level 1	Level 2	Level 3	Total
Recurring fair value measurement:				
Financial assets at fair value through other comprehensive income				
- Equity securities				
-Listed	3,268	—	—	3,268
-Unlisted	—	—	55	55
	<u>3,268</u>	<u>—</u>	<u>55</u>	<u>3,323</u>
Financial assets at fair value through profit and loss				
- Equity securities				
-Listed	151	—	—	151
-Unlisted	—	—	568	568
-Wealth management products	—	51	—	51
	<u>151</u>	<u>51</u>	<u>568</u>	<u>770</u>
Total	<u>3,419</u>	<u>51</u>	<u>623</u>	<u>4,093</u>

The fair value of financial instruments traded in active markets is based on quoted market prices at the statements of financial position date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1 and comprise primarily equity securities of Telefónica which are classified as financial assets at fair value through other comprehensive income.

During the years ended December 31, 2017, 2018 and 2019, there were no transfer between Level 1 and Level 2, or transfer into or out of Level 3. The Group's policy is to recognize transfers between levels of fair value hierarchy as of the end of the reporting period in which they occur.

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

3.3 Fair value estimation (Continued)

(b) Fair value of financial liabilities carried at other than fair value

The carrying amounts of the Group's financial liabilities carried at amortized cost are not materially different from their fair values as of December 31, 2018 and 2019. Their carrying amounts, fair values and the level of fair values hierarchy are disclosed below:

	Carrying amount as of December 31, 2018	Fair value as of December 31, 2018	Carrying amount as of December 31, 2019	Fair value as of December 31, 2019	Fair value measurement as of December 31, 2019 categorized into		
					Level 1	Level 2	Level 3
Non-current portion of long-term bank loans	3,173	3,098	2,869	2,849	—	2,849	—
Non-current portion of promissory notes	—	—	998	1,010	1,010	—	—
Non-current portion of corporate bonds	999	1,014	2,998	3,081	3,081	—	—

The fair value of the non-current portion of long-term bank loans is based on the expected cash flows of principal and interests payment discounted at market rates ranging from 0.70% to 4.41% (2018: 0.79% to 4.48%) per annum.

Besides, the carrying amounts of the Group's other financial assets and liabilities carried at amortized cost approximated their fair values as of December 31, 2018 and 2019 due to the nature or short maturity of those instruments.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates may not be equal to the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

4.1 Depreciation on property, plant and equipment

Depreciation on the Group's property, plant and equipment is calculated using the straight-line method to allocate cost up to residual values over the estimated useful lives of the assets. The Group reviews the useful lives and residual values periodically to ensure that the method and rates of depreciation are consistent with the expected pattern of realization of economic benefits from property, plant and equipment. The Group estimates the useful lives of property, plant and equipment based on historical experience, taking into account anticipated technological changes. If there are significant changes from previously estimated useful lives, the amount of depreciation expenses may change.

4.2 Impairment of Non-Financial Assets

The Group tests whether non-financial assets have suffered from any impairment, in accordance with the accounting policy stated in Note 2.13. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use. Management estimates value in use based on estimated discounted pre-tax future cash flows of the cash generating unit at the lowest level to which the asset belongs. If there is any significant change in management's assumptions, including discount rates or growth rates in the future cash flow projection, the estimated recoverable amounts of the non-financial assets and the Group's results would be significantly affected. Such impairment losses are recognized in the statements of income. Accordingly, there will be an impact to the future results if there is a significant change in the recoverable amounts of the non-financial assets.

No significant impairment loss on property, plant and equipment was recognized for the years ended December 31, 2017, 2018 and 2019.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

4.3 Allowance for expected credit losses

Management estimates expected credit loss allowance on accounts receivable and contract assets using a provision matrix based on the Group's historical credit loss experience, and adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date. The Group monitored and reviewed the assumptions relating to expected credit loss regularly. For the Group's detailed assessment of credit risk, please refer to Note 3.1(b).

5. SEGMENT INFORMATION

The Executive Directors of the Company have been identified as the CODM. Operating segments are identified on the basis of internal reports that the CODM reviews regularly in allocating resources to segments and in assessing their performances.

The CODM make resources allocation decisions based on internal management functions and assess the Group's business performance as one integrated business instead of by separate business lines or geographical regions. Accordingly, the Group has only one operating segment and therefore, no segment information is presented.

The Group primarily operates in Mainland China and accordingly, no geographic information is presented. No single customer accounted for 10 percent or more of the Group's revenue in all periods presented.

6. REVENUE

Revenue from telecommunications services are subject to VAT and VAT rates applicable to various telecommunications services. The Ministry of Finance, the State Administration of Taxation (“SAT”) and General Administration of Customs of the PRC jointly issued a notice dated March 20, 2019 which stipulates downward adjustments of VAT rate for basic telecommunications services from 10% to 9% and VAT rate for sales of telecommunications products from 16% to 13% from April 1, 2019. The VAT rate for value-added telecommunications services remains at 6%. Basic telecommunications services include business activities for the provision of voice services, and transmission lines usage and associated services etc. Value-added telecommunications services include business activities for the provision of Short Message Service and Multimedia Message Service, broadband and mobile data services, and data and internet application services etc. VAT is excluded from the revenue.

Disaggregation of revenue from customers by major services and products:

	<u>2017</u>	<u>2018</u>	<u>2019</u>
	<u>Note</u>		
Voice usage and monthly fees	39,154	32,486	26,440
Broadband and mobile data services	137,133	148,431	146,534
Data and internet application services	20,074	26,489	37,218
Other value-added services	22,793	24,606	21,251
Interconnection fees	14,233	13,708	12,893
Transmission lines usage and associated services	12,519	14,178	15,595
Other services	3,109	3,785	4,456
Total service revenue	249,015	263,683	264,387
Sales of telecommunications products	25,814	27,194	26,128
Total	<u>274,829</u>	<u>290,877</u>	<u>290,515</u>
Include:			
Revenue from contracts with customers within the scope of IFRS 15		289,810	289,332
Revenue from other sources		1,067	1,183

Note: The Group has initially applied IFRS 15 using the cumulative effect method. Under this method, the comparative information is not restated and was prepared in accordance with IAS 18, and IAS 11 (see Note 2.2(c)(iii)).

The Group’s revenue is primarily generated from the provision of voice usage, broadband and mobile data services, data and internet application services, other value-added services, transmission lines usage and associated services and sale of telecommunication products. The Group bills the majority of its customers based on a fixed rate and service volume each month, and then has a right to consideration from the customers. Transaction prices that were allocated to unsatisfied performance obligations as of the end of the reporting period are expected to be recognized within one to five years when services are rendered. The Group has applied the practical expedient in paragraph 121 of IFRS 15 and therefore the information about remaining performance obligations is not disclosed for contracts that have an original expected duration of one year or less and also for those performance obligations which are regarded as satisfied as invoiced

7. NETWORK, OPERATION AND SUPPORT EXPENSES

	<u>Note</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>
Repairs and maintenance		10,531	<i>Note</i> 11,102	10,303
Power and water charges		14,853	14,481	12,319
Charges for use of network, premises, equipment and facilities	(ii), (iv)	10,724	11,445	8,146
Charges for use of tower assets	(iii), (iv)	16,524	15,982	10,492
Others		<u>1,875</u>	<u>2,067</u>	<u>1,976</u>
		<u>54,507</u>	<u>55,077</u>	<u>43,236</u>

Note:

- (i) The Group has initially applied IFRS 16 at January 1, 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See Note 2.2(d).
- (ii) During the year ended December 31, 2019, charges for use of network, premises, equipment and facilities mainly included the non-lease components charges and charges relating to short-term leases, leases of low-value assets and variable lease payments which are recorded in profit or loss as incurred. In 2018, this item mainly included the non-lease components charges and minimum lease payments for leases previously classified as operating leases under IAS17, which were recognized as expense in the period.
- (iii) During the year ended December 31, 2019, charges for use of tower assets included the non-lease components charges (maintenance service, certain ancillary facilities usage and other related support services charges) and variable lease payments which are recorded in profit or loss as incurred. In 2018, this item mainly included the operating lease charges under IAS17 and other service charges in connection with the use of telecommunication towers and related assets. For related party transactions with China Tower Corporation Limited (“Tower Company”), see Note 46.2.
- (iv) Expense relating to short-term leases and variable lease payments not included in the measurement of lease liabilities

	<u>2019</u>
Expense relating to short-term leases and other leases with remaining lease term ending on or before December 31, 2019, and leases of low value assets	1,971
Variable lease payments not included in the measurement of lease liabilities *	4,478

- * During the year ended December 31, 2019, variable lease payments not included in the measurement of lease liabilities mainly included charges for use of Tower Assets and network, premises, equipment and facilities, which are measured based on revenue or usage and recorded in profit or loss when the event or condition that triggers those payments occurred.

8. EMPLOYEE BENEFIT EXPENSES

	<u>Note</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>
Salaries and wages		32,155	35,498	37,143
Contributions to defined contribution pension schemes		5,550	6,823	7,080
Contributions to medical insurance		2,010	2,241	2,471
Contributions to housing fund		2,722	2,944	3,235
Other housing benefits		34	23	16
Share-based compensation	45	—	614	571
		<u>42,471</u>	<u>48,143</u>	<u>50,516</u>

9. COSTS OF TELECOMMUNICATIONS PRODUCTS SOLD

	<u>2017</u>	<u>2018</u>	<u>2019</u>
Handsets and other telecommunication products	26,406	27,403	26,220
Others	237	201	192
	<u>26,643</u>	<u>27,604</u>	<u>26,412</u>

10. OTHER OPERATING EXPENSES

	<u>Note</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>
Credit loss allowance and write-down of inventories		3,955	<i>Note</i> 3,846	3,663
Commission and other service expenses		22,658	23,151	23,010
Advertising and promotion expenses		2,463	2,882	2,563
Internet access terminal maintenance expenses		3,547	3,358	2,937
Customer retention costs		3,987	4,085	3,601
Auditors' remuneration		74	78	78
Property management fee		2,169	2,192	2,188
Office and administrative expenses		1,919	1,763	1,606
Transportation expense		1,642	1,565	1,471
Miscellaneous taxes and fees		1,251	1,387	1,236
Service technical support expenses		4,355	8,035	13,981
Repairs and maintenance expenses		824	770	704
Loss on disposal of property, plant and equipment	15	3,489	4,148	2,179
Others		4,833	5,301	5,263
		<u>57,166</u>	<u>62,561</u>	<u>64,480</u>

Note: The Group has initially applied IFRS 16 at January 1, 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See Note 2.2(d).

11. FINANCE COSTS

	<u>Note</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>
Finance costs:				
- Interest on bank loans repayable within 5 years		3,378	908	519
- Interest on corporate bonds, promissory notes and commercial papers repayable within 5 years		2,403	1,113	359
- Interest on lease liabilities	(i)	—	—	1,349
- Interest on related party loans repayable within 5 years		73	33	133
- Interest on bank loans repayable over 5 years		53	47	43
- Less: Amounts capitalized in CIP	15	(670)	(534)	(387)
Total interest expense		5,237	1,567	2,016
- Net exchange loss/(gain)		231	(80)	39
- Others		266	138	68
		<u>5,734</u>	<u>1,625</u>	<u>2,123</u>

(i) The Group has initially applied IFRS 16 at January 1, 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See Note 2.2(d).

12. OTHER INCOME – NET

	<u>2017</u>	<u>2018</u>	<u>2019</u>
Dividend income from financial assets at fair value through other comprehensive income	206	203	205
Government grants	253	257	385
Others	821	323	1,145
	<u>1,280</u>	<u>783</u>	<u>1,735</u>

13. TAXATION

Hong Kong profits tax has been provided at the rate of 16.5% (2017: 16.5%; 2018: 16.5%) on the estimated assessable income for the year. Taxation on income outside Hong Kong has been calculated on the estimated assessable income for the year at the rates of taxation prevailing in the countries in which the Group operates. The Company's subsidiaries operate mainly in the PRC and the applicable statutory enterprise income tax rate is 25% (2017: 25%; 2018: 25%). Taxation for certain subsidiaries in the PRC was calculated at a preferential tax rate of 15% (2017: 15%; 2018: 15%).

	<u>2017</u>	<u>2018</u>	<u>2019</u>
Provision for income tax on the estimated taxable income for the year			
- Hong Kong	44	88	66
- Mainland China and other countries	654	459	556
Under/(Over) provision in respect of prior years	39	18	(250)
	<u>737</u>	<u>565</u>	<u>372</u>
Deferred taxation	6	2,259	2,423
Income tax expenses	<u>743</u>	<u>2,824</u>	<u>2,795</u>

Reconciliation between actual income tax expense and accounting profit at PRC statutory tax rate:

	<u>Note</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>
Income before income tax		2,593	13,081	14,167
Expected income tax expense at PRC statutory tax rate of 25%		648	3,270	3,542
Impact of different tax rates outside Mainland China		(55)	(47)	(22)
Tax effect of preferential tax rate	(i)	(82)	(91)	(121)
Tax effect of non-deductible expenses		300	421	227
Tax effect of non-taxable income from share of net profit of joint ventures		(143)	(150)	(162)
Tax effect of non-taxable income from share of net profit of associates	(ii)	(133)	(369)	(274)
Under/(Over) provision in respect of prior years		39	18	(250)
Tax effect of unused tax losses not recognized, net of utilization	(iii)	49	(162)	(79)
Others		120	(66)	(66)
Actual tax expense		<u>743</u>	<u>2,824</u>	<u>2,795</u>

13. TAXATION (CONTINUED)

- (i) According to the PRC enterprise income tax law and its relevant regulations, entities that are qualified as High and New Technology Enterprise under the tax law are entitled to a preferential income tax rate of 15%. Certain subsidiaries of the Group obtained the approval of High and New Technology Enterprise and were entitled to a preferential income tax rate of 15%.
- (ii) Adjustment to investment in associates represents the tax effect on share of net profit of associates, including dilution gain, net of reversal of deferred tax assets on unrealized profit from transactions with Tower Company.
- (iii) As of December 31, 2019, the Group did not recognize deferred tax assets in respect of tax losses of approximately RMB997 million (2018: approximately RMB1,313 million), since it is not probable that future taxable profits will be available against which the deferred tax asset can be utilized. The tax losses can be carried forward for five years from the year incurred and hence will be expired by the year of 2024.

As of December 31, 2019, the Group did not recognize deferred tax assets of RMB2,085 million (2018: RMB1,942 million) in respect of changes in fair value on financial assets through other comprehensive income, since it is not probable that the related tax benefit will be realized.

The analysis of deferred tax assets and deferred tax liabilities are as follows:

	<u>2018</u>	<u>2019</u>
Deferred tax assets:		
- Deferred tax asset to be recovered after 12 months	7,931	6,942
- Deferred tax asset to be recovered within 12 months	<u>2,011</u>	<u>2,914</u>
	<u>9,942</u>	<u>9,856</u>
Deferred tax liabilities:		
- Deferred tax liabilities to be settled after 12 months	(5,770)	(8,292)
- Deferred tax liabilities to be settled within 12 months	<u>(771)</u>	<u>(338)</u>
	<u>(6,541)</u>	<u>(8,630)</u>
Net deferred tax assets after offsetting	<u>3,401</u>	<u>1,226</u>
Deferred tax liabilities:		
- Deferred tax liabilities to be settled after 12 months	(111)	(87)
- Deferred tax liabilities to be settled within 12 months	<u>—</u>	<u>—</u>
Net deferred tax liabilities after offsetting	<u>(111)</u>	<u>(87)</u>

13. TAXATION (CONTINUED)

The movement of the net deferred tax assets/(liabilities) is as follows:

	2017	2018	2019
Net deferred tax assets after offsetting:			
- Balance at December 31, 2016, 2017 and 2018	5,986	5,973	3,401
- Impact on initial application of IFRS 15 (Note)	—	(584)	—
- Impact on initial application of IFRS 9 (2014), “Financial instruments” (“IFRS 9 (2014)”) (Note)	—	265	—
- Impact on initial application of IFRS 16 (Note)	—	—	271
- Balance at January 1, 2017, 2018 and 2019	5,986	5,654	3,672
- Deferred tax charged to the statements of income	(11)	(2,256)	(2,447)
- Deferred tax (charged)/credited to other comprehensive income	(2)	3	1
- End of year	5,973	3,401	1,226
Net deferred tax liabilities after offsetting:			
- Beginning of year	(113)	(108)	(111)
- Deferred tax credited/ (charged) to the statements of income	5	(3)	24
- End of year	(108)	(111)	(87)

Note: The Group has initially applied IFRS 15 and IFRS 9 (2014) at January 1, 2018. Under the transition method chosen, comparative information is not restated. See Note 2.

The Group has initially applied IFRS 16 at January 1, 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See Note 2.

13. TAXATION (CONTINUED)

The components of the deferred tax assets/(liabilities) recognized in the consolidated statements of financial position and the movements during the year are as follows:

	Unrecognized revaluation surplus on prepayments for the leasehold land determined under PRC regulations (Note (i))	Deductible tax losses	Accruals of expenses not yet deductible for tax purpose	Unrealized income from the transactions with Tower Company	Gain from Tower Assets Disposal (Note (ii))	Accelerated depreciation of property, plant and equipment (Note (iii))	Contract costs	Depreciation charge of right-of-use assets	Others	Total
Deferred tax arising from:	Credit loss allowance									
At January 1, 2017	1,553	1,451	2,433	1,693	787	(1,118)	(2,243)	—	1,317	5,873
Credited/(Charged) to the statements of income	50	(48)	(189)	861	(90)	373	(1,627)	—	664	(6)
Charged to other comprehensive income	—	—	—	—	—	—	—	—	—	(2)
At December 31, 2017	1,603	1,403	2,244	2,554	697	(745)	(3,870)	—	1,979	5,865
Impact on initial application of IFRS 15	—	—	—	—	—	—	—	—	(584)	(584)
Impact on initial application of IFRS 9	265	—	—	—	—	—	—	—	—	265
At January 1, 2018 (Charged)/Credited to the statements of income	1,868	1,403	2,244	2,554	697	(745)	(3,870)	(584)	1,979	5,546
Credited to other comprehensive income	(154)	(49)	(941)	626	(252)	373	(2,051)	355	(166)	(2,259)
At December 31, 2018	1,714	1,354	1,303	3,180	445	(372)	(5,921)	(229)	1,816	3,290
Impact on initial application of IFRS 16	—	—	—	—	—	—	—	—	271	271
At January 1, 2019	1,714	1,354	1,303	3,180	445	(372)	(5,921)	(229)	271	3,561
Credited/(Charged) to the statements of income	204	(48)	(933)	161	(64)	372	(2,651)	190	99	(2,423)
Credited to other comprehensive income	—	—	—	—	—	—	—	—	—	1
At December 31, 2019	1,918	1,306	370	3,341	381	—	(8,572)	(39)	370	2,064
										1,139

13. TAXATION (CONTINUED)

Deferred taxation as of year-end represents the taxation effect of the following temporary differences, taking into consideration the offsetting of balances related to the same tax authority:

	<u>Note</u>	<u>2018</u>	<u>2019</u>
Net deferred tax assets after offsetting:			
Deferred tax assets:			
Credit loss allowance		1,714	1,918
Unrecognized revaluation surplus on prepayments for the leasehold land determined under PRC regulations	(i)	1,354	1,306
Deductible tax losses		1,303	370
Accruals of expenses not yet deductible for tax purpose		3,180	3,341
Unrealized income from the transactions with Tower Company		445	381
Depreciation charge of right-of-use assets		—	370
Deferred revenue on subscriber points reward program		203	229
Unrealized income for the inter-company transactions		153	227
Government grants related to assets		536	695
Intangible assets amortization difference		418	464
Others		636	555
		<u>9,942</u>	<u>9,856</u>
Deferred tax liabilities:			
Gain from Tower Assets Disposal	(ii)	(372)	—
Accelerated depreciation of property, plant and equipment	(iii)	(5,921)	(8,572)
Contract costs		(229)	(39)
Others		(19)	(19)
		<u>(6,541)</u>	<u>(8,630)</u>
		<u>3,401</u>	<u>1,226</u>
Net deferred tax liabilities after offsetting:			
Deferred tax liabilities:			
Accelerated depreciation for tax purpose		(111)	(87)
		<u>(111)</u>	<u>(87)</u>

13. TAXATION (CONTINUED)

- (i) The prepayments for the leasehold land were revalued for PRC tax purposes as of December 31, 2003 and 2004. However, the resulting revaluations of the prepayments for the leasehold land were not recognized under IFRSs. Accordingly, deferred tax assets were recorded by the Group under IFRSs.
- (ii) On October 14, 2015, The Group disposed tower assets (“Tower Assets Disposal”) to Tower Company in exchange for cash and shares issued by Tower Company (see Note 46). According to the applicable tax laws issued by the Ministry of Finance (“MOF”) and the SAT of the PRC, the gain from Tower Assets Disposal in exchange for investment in Tower Company (“Qualified Income”) is, upon fulfilling the filing requirement with in-charge tax bureau, eligible to be deferred and treated as taxable income on a straight-line basis over a period not exceeding five years. Before completing the filing, the Group accrued current taxes payable based on the total gain from Tower Asset Disposal. During the year ended December 31, 2016, the Group successfully completed the filing requirement with in-charge tax bureau with respect to the Qualified Income and since then has become eligible for deferring part of tax liability with respect to the Qualified Income, which is then reversed in the four years from 2016 to 2019.
- (iii) According to “Announcement on Enterprise Income Tax Policy for Those Enterprise Involved in the Accelerated Depreciation of Property, Plant and Equipment” (Caishui [2014] No.75) issued by the MOF and the SAT of the PRC, starting from 2014, the Group’s property, plant and equipment that comply with this tax policy are allowed to be depreciated under the accelerated depreciation method, or fully deducted for tax purpose in the year of purchase. Temporary differences arise from the different useful life under tax basis and accounting basis have been recorded as deferred tax liabilities.

14. EARNINGS PER SHARE

Basic earnings per share for the years ended December 31, 2017, 2018 and 2019 were computed by dividing the income attributable to equity shareholders of the Company by the weighted average number of ordinary shares outstanding during the years.

Diluted earnings per share for the years ended December 31, 2017, 2018 and 2019 were computed by dividing the income attributable to equity shareholders of the Company by the weighted average number of ordinary shares outstanding during the years, after adjusting for the effects of the dilutive potential ordinary shares. No dilutive potential ordinary shares for the years ended December 31, 2017, 2018 and 2019.

The following table sets forth the computation of basic and diluted earnings per share:

	<u>Note</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>
Numerator (in RMB millions):				
Income attributable to equity shareholders of the Company used in computing basic/diluted earnings per share		1,828	10,197	11,330
Denominator (in millions):				
Weighted average number of ordinary shares outstanding used in computing basic/diluted earnings per share	(i)	24,567	30,598	30,598
Basic/Diluted earnings per share (in RMB)		0.07	0.33	0.37

(i) Weighted average number of ordinary shares

	<u>2017</u>	<u>2018</u>	<u>2019</u>
	<u>(in millions)</u>	<u>(in millions)</u>	<u>(in millions)</u>
Issued ordinary shares at January 1	23,947	30,598	30,598
Effect of shares issued	620	—	—
Weighted average number of ordinary shares at December 31	24,567	30,598	30,598

15. PROPERTY, PLANT AND EQUIPMENT

The movements of property, plant and equipment for the years ended December 31, 2018 and 2019 are as follows:

	2018					Total
	Buildings	Tele-communications equipment	Office furniture, fixtures, motor vehicles and other equipment	Leasehold improvements	CIP	
Cost:						
Beginning of year	<u>71,077</u>	<u>870,692</u>	<u>20,170</u>	<u>4,290</u>	<u>52,218</u>	<u>1,018,447</u>
Additions	136	469	396	135	43,574	44,710
Transfer from CIP	2,959	44,805	746	253	(48,763)	—
Transfer to other assets	—	—	—	—	(4,723)	(4,723)
Disposals	(296)	(69,581)	(1,232)	(762)	—	(71,871)
End of year	<u>73,876</u>	<u>846,385</u>	<u>20,080</u>	<u>3,916</u>	<u>42,306</u>	<u>986,563</u>
Accumulated depreciation and impairment:						
Beginning of year	<u>(31,714)</u>	<u>(551,399)</u>	<u>(15,444)</u>	<u>(3,189)</u>	<u>(105)</u>	<u>(601,851)</u>
Charge for the year	(2,712)	(62,308)	(1,271)	(551)	(13)	(66,855)
Disposals	204	64,496	1,156	762	—	66,618
End of year	<u>(34,222)</u>	<u>(549,211)</u>	<u>(15,559)</u>	<u>(2,978)</u>	<u>(118)</u>	<u>(602,088)</u>
Net book value:						
End of year	<u>39,654</u>	<u>297,174</u>	<u>4,521</u>	<u>938</u>	<u>42,188</u>	<u>384,475</u>
Beginning of year	<u>39,363</u>	<u>319,293</u>	<u>4,726</u>	<u>1,101</u>	<u>52,113</u>	<u>416,596</u>

15. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	2019					Total
	Buildings	Tele-communications equipment	Office furniture, fixtures, motor vehicles and other equipment	Leasehold improvements	CIP	
Cost:						
At December 31, 2018	73,876	846,385	20,080	3,916	42,306	986,563
Impact on initial application of IFRS 16 (Note)	—	(461)	—	—	—	(461)
At January 1, 2019	73,876	845,924	20,080	3,916	42,306	986,102
Additions	160	225	369	116	55,565	56,435
Transfer from CIP	1,279	36,871	839	194	(39,183)	—
Transfer to other assets	—	—	—	—	(4,415)	(4,415)
Disposals	(155)	(49,597)	(1,196)	(498)	(12)	(51,458)
End of year	75,160	833,423	20,092	3,728	54,261	986,664
Accumulated depreciation and impairment:						
At December 31, 2018	(34,222)	(549,211)	(15,559)	(2,978)	(118)	(602,088)
Impact on initial application of IFRS 16 (Note)	—	118	—	—	—	118
At January 1, 2019	(34,222)	(549,093)	(15,559)	(2,978)	(118)	(601,970)
Charge for the year	(2,744)	(60,598)	(1,226)	(439)	(5)	(65,012)
Disposals	126	45,956	1,127	498	12	47,719
End of year	(36,840)	(563,735)	(15,658)	(2,919)	(111)	(619,263)
Net book value:						
End of year	38,320	269,688	4,434	809	54,150	367,401
At January 1, 2019	39,654	296,831	4,521	938	42,188	384,132
At December 31, 2018	39,654	297,174	4,521	938	42,188	384,475

On the date of transition to IFRS 16, assets previously under finance leases of net book value RMB343 million previously included in “Property, plant and equipment” were adjusted to “Right-of-use assets” recognized at January 1, 2019. See Note 2.2(d).

For the year ended December 31, 2019, interest expense of approximately RMB387 million (2017: approximately RMB670 million; 2018: approximately RMB534 million) was capitalized as CIP. The capitalized borrowing rate represents the cost of capital for raising the related borrowings and varied from 3.07% to 3.49% for the year ended December 31, 2019 (2017: 3.21% to 3.88%; 2018: 3.16% to 3.61%).

Mainly as a result of the Group’s ongoing modification of its telecommunications network and following subscribers’ voluntarily cross-network migration progress, the Group disposed certain property, plant and equipment with carrying amounts of RMB3,739 million for consideration of RMB1,560 million for the year ended December 31, 2019 (2017: RMB5,519 million and RMB2,030 million; 2018: RMB5,253 million and RMB1,105 million, respectively), resulting in a net loss of approximately RMB2,179 million for the year ended December 31, 2019 (2017: approximately RMB3,489 million; 2018: approximately RMB4,148 million).

16. LEASE PREPAYMENTS

The Group's recognized prepaid operating lease payments for land use rights in "Lease prepayments" before January 1, 2019. On the date of transition to IFRS 16, such lease prepayments adjusted to "Right-of-use assets" recognized at January 1, 2019. See Note 2.2(d). The movement of lease prepayments for the year ended December 31, 2018 is as follow:

	<u>2018</u>
Beginning of the year	9,313
Addition	282
Amortization	<u>(305)</u>
End of the year	<u>9,290</u>

17. RIGHT-OF-USE ASSETS

	2019				
	Buildings	Tele-communications equipment	Land use rights	Others	Total
Cost:					
At December 31, 2018	—	—	—	—	—
Impact on initial application of IFRS 16 (Note)	14,110	35,631	13,504	643	63,888
At January 1, 2019	14,110	35,631	13,504	643	63,888
Additions	3,620	2,814	178	294	6,906
Disposals	—	(461)	—	—	(461)
End of year	17,730	37,984	13,682	937	70,333
Accumulated depreciation and impairment:					
At December 31, 2018	—	—	—	—	—
Impact on initial application of IFRS 16 (Note)	(4,962)	(7,215)	(4,214)	(138)	(16,529)
At January 1, 2019	(4,962)	(7,215)	(4,214)	(138)	(16,529)
Charge for the year	(3,443)	(7,308)	(295)	(146)	(11,192)
Disposals	—	461	—	—	461
End of year	(8,405)	(14,062)	(4,509)	(284)	(27,260)
Net book value:					
End of year	9,325	23,922	9,173	653	43,073
At January 1, 2019	9,148	28,416	9,290	505	47,359

The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at January 1, 2019 to recognize right-of-use assets relating to leases which were previously classified as operating leases under IAS 17.

On the date of transition to IFRS 16, assets previously under finance leases of net book value RMB343 million previously included in “Property, plant and equipment” and long-term prepayment for land use rights of net book value RMB9,290 million previously included in “Lease prepayments” were adjusted to “Right-of-use assets” recognized at January 1, 2019. See Note 2.2(d).

After initial recognition of right-of-use assets at January 1, 2019, the Group as a lessee is required to recognize the depreciation of right-of-use assets, instead of the previous policy of recognizing rental expenses incurred under operating leases on a straight-line basis over the lease term. Under this approach, the comparative information is not restated. See Note 2.2(d).

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in Notes 30(c) and 37, respectively.

18. GOODWILL

Goodwill arising from the acquisitions of Unicom New Century Telecommunications Co., Ltd. and Unicom New World Telecommunications Co., Ltd. by the Group in 2002 and 2003, respectively, represented the excess of the purchase consideration over the Group's shares of the fair values of the separately identifiable net assets acquired.

Goodwill is allocated to the Group's cash-generating units ("CGU"). The recoverable amount of goodwill is determined based on value in use calculations. These calculations use pre-tax cash flow projections for 5 years based on financial budgets approved by management, including service revenue annual growth rate of 1% (2018: 1%) and the applicable discount rate of 11% (2018: 11%). Management determined expected growth rates and operating results based on past performance and its expectations in relation to market developments. The discount rate used is pre-tax and reflects specific risks relating to the CGU. Based on management's assessment results, there was no impairment of goodwill as of December 31, 2018 and 2019, any adverse change in the assumptions used in the calculation of recoverable amount would result in impairment losses.

19. INVESTMENTS IN SUBSIDIARIES

As of December 31, 2019, the details of the Company's subsidiaries are as follows:

Name	Place and date of incorporation / establishment and nature of legal entity	Percentage of equity interests held		Particular of issued share capital/paid up capital	Principal activities and place of operation
		Direct	Indirect		
China United Network Communications Corporation Limited ("CUCL")	The PRC, April 21, 2000, limited liability company	100%	—	RMB 213,044,797,828	Telecommunications operation in the PRC
China Unicom Global Limited	Hong Kong, May 29, 2015, limited company	100%	—	HKD 2,625,097,491	Investment holding
China Unicom (Hong Kong) Operations Limited	Hong Kong, May 24, 2000, limited company	—	100%	HKD 1,510,100,000	Telecommunications service in Hong Kong
China Unicom (Americas) Operations Limited	USA, May 24, 2002, limited company	—	100%	5,000 shares, USD100 each	Telecommunications service in the USA
China Unicom (Europe) Operations Limited	The United Kingdom, November 8, 2006, limited company	—	100%	4,861,000 shares, GBP1 each	Telecommunications operation in the United Kingdom
China Unicom (Japan) Operations Corporation	Japan, January 25, 2007, limited company	—	100%	1,000 shares, JPY366,000 each	Telecommunications operation in Japan
China Unicom (Singapore) Operations Pte Limited	Singapore, August 5, 2009, limited company	—	100%	30,000,000 shares, RMB1 each	Telecommunications operation in Singapore
China Unicom (South Africa) Operations (Pty) Limited	South Africa, November 19, 2012, limited liability company	—	100%	100 shares, ZAR 1 each	Telecommunications operation in South Africa
China Unicom (MYA) Operations Company Limited	The Republic of the Union of Myanmar ("Myanmar"), June 7, 2013, limited liability company	—	100%	2,150,000 shares, USD1 each	Communications technology training in Myanmar
China Unicom (Australia) Operations Pty Limited	Australia, May 27, 2014, limited liability company	—	100%	4,350,000 shares, AUD 1 each	Telecommunications operation in Australia
China Unicom (Russia) Operations Limited Liability Company	Russia, December 28, 2016, limited liability company	—	100%	RUB10,000	Telecommunications service in Russia

19. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name	Place and date of incorporation / establishment and nature of legal entity	Percentage of equity interests held		Particulars of issued share capital/paid up capital	Principal activities and place of operation
		Direct	Indirect		
China Unicom (Brazil) Telecommunications Limited	Brazil, June 23, 2016, limited liability company	—	100%	R\$ 21,165,840	Telecommunications service in Brazil
China Unicom (Brazil) Holdings Ltda.	Brazil, October 27, 2017, limited liability company	—	100%	R\$ 21,277,298	Investment holding
China Unicom Operations (Thailand) Limited	Thailand, November 20, 2017, limited liability company	—	100%	40,000 shares, Baht100 each	Telecommunications service in Thailand
China Unicom Operations (Malaysia) Sdn. Bhd	Malaysia, November 10, 2017, limited liability company	—	100%	3,200,000 shares, MYR1 each	Telecommunications service in Malaysia
China Unicom Operations Korea Co., Ltd	Korea, November 24, 2017, limited liability company	—	100%	60,000 shares, KRW5,000 each	Telecommunications service in Korea
China Unicom (Vietnam) Operations Company Limited	Vietnam, April 19, 2018, limited liability company	—	100%	VND 2,276,000,000	Telecommunications service in Vietnam
China Unicom (Cambodia) Operations Co. Ltd	Cambodia, May 11, 2018, limited liability company	—	100%	10,000 shares, Riels4,000 each	Telecommunications service in Cambodia
PT China Unicom Indonesia Operations	Indonesia, October 25, 2019, limited liability company	—	100%	20,000,000,001 shares, Rp1 each	Telecommunications service in Indonesia
China Unicom (Philippines) Operations Inc	Philippines, November 6, 2019, limited liability company	—	100%	103,012 shares, Php100 each	Telecommunications service in Philippines
Unicom Vsens Telecommunications Company Limited	The PRC, August 19, 2008, limited liability company	—	100%	RMB 610,526,500	Sales of handsets, telecommunication equipment and provision of technical services in the PRC
China Unicom System Integration Limited Corporation	The PRC, April 30, 2006, limited liability company	—	100%	RMB 987,200,000	Provision of information communications technology services in the PRC
China Unicom Online Information Technology Company Limited	The PRC, March 29, 2006, limited liability company	—	100%	RMB 400,000,000	Provision of internet information services and value-added telecommunications services in the PRC

19. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name	Place and date of incorporation / establishment and nature of legal entity	Percentage of equity interests held		Particular of issued share capital/paid up capital	Principal activities and place of operation
		Direct	Indirect		
Beijing Telecom Planning and Designing Institute Company Limited	The PRC, April 25, 1996, limited liability company	—	100%	RMB 264,227,115	Provision of telecommunications network construction, planning and technical consulting services in the PRC
China Information Technology Designing & Consulting Institute Company Limited	The PRC, November 11, 1991, limited liability company	—	100%	RMB 430,000,000	Provision of consultancy, survey, design and contract services relating to information projects and construction projects in the telecommunications industry in the PRC
China Unicom Information Navigation Company Limited	The PRC, September 17, 1998, limited liability company	—	100%	RMB 6,825,087,800	Provision of customer services in the PRC
Huaxia P&T Project Consultation and Management Company Limited	The PRC, March 5, 1998, limited liability company	—	100%	RMB 50,100,000	Provision of project design consultation and monitoring in the PRC
Zhengzhou Kaicheng Industrial Company Limited	The PRC, December 21, 2005, limited liability company	—	100%	RMB 2,200,000	Provision of property management services in the PRC
Unicompay Company Limited	The PRC, April 11, 2011, limited liability company	—	100%	RMB 250,000,000	Provision of e-payment services in the PRC
Beijing Wo Digital Media Advertising Co., Ltd	The PRC, July 21, 2006, limited liability company	—	100%	RMB 20,000,000	Provision of advertising design, production, agency and publication in the PRC
Guangdong Unicom Communication Construction Co., Ltd	The PRC, May 28, 2013, limited liability company	—	100%	RMB 30,000,000	Provision of telecommunications network construction, maintenance and technical services in the PRC
China Unicom Intelligence Security Technology Corporation Limited	The PRC, August 15, 2007, limited liability company	—	100%	RMB 150,000,000	Provision of technical development and consultation in the PRC

19. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name	Place and date of incorporation / establishment and nature of legal entity	Percentage of equity interests held		Particular of issued share capital/paid up capital	Principal activities and place of operation
		Direct	Indirect		
Unicom Cloud Data Company Limited	The PRC, June 4, 2013, limited liability company	—	100%	RMB 2,854,851,100	Provision of technology development, transfer and consulting service in the PRC
Unicom Innovation Investment Company Limited	The PRC, April 29, 2014, limited liability company	—	100%	RMB 740,000,000	Venture capital investment business in the PRC
Xiaowo Technology Co. Ltd	The PRC, October 24, 2014, limited liability company	—	100%	RMB 200,000,000	Communications technology development and promotion in the PRC
China Unicom Smart Connection Technology Company Limited	The PRC, August 7, 2015, limited liability company	—	68.88%	RMB 246,796,148	Auto informatization in the PRC
Unicom Intelligent Network Ruixing Technology (Beijing) Co., Ltd.	The PRC, September 26, 2018, limited liability company	—	55.10%	RMB 10,000,000	Provision of technology promotion service of intelligent transportation system's products in the PRC
Unicom Intelligent Vehicle Technology (Shanghai) Co., Ltd	The PRC, September 28, 2018, limited liability company	—	68.88%	RMB 10,000,000	Provision of technology development, technology consultation and other services in the PRC
Finance Company	The PRC, June 17, 2016, limited liability company	—	91%	RMB 3,000,000,000	Provision of financial services in the PRC
China Unicom Innovation Investment Company (Shenzhen) Limited	The PRC, January 28, 2016, limited liability company	—	100%	RMB 200,000	Venture capital investment business in the PRC
China Unicom Innovation Investment Company (Guizhou) Limited	The PRC, October 8, 2016, limited liability company	—	60%	RMB 1,000,000	Venture capital investment business in the PRC
China Unicom Innovation Investment (Shenzhen) Investment Center	The PRC, February 1, 2016, limited partnership	—	100%	RMB 28,500,000	Venture capital investment business in the PRC
Unicom Big Data Co., Ltd.	The PRC, August 24, 2017, limited liability company	—	100%	RMB 425,356,995.97	Provision of data processing service in the PRC

19. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name	Place and date of incorporation / establishment and nature of legal entity	Percentage of equity interests held		Particular of issued share capital/paid up capital	Principal activities and place of operation
		Direct	Indirect		
Liantong Travel Service (Beijing) Company Limited	The PRC, September 30, 2017, limited liability company	—	100%	RMB 30,000,000	Provision of tourism and information services in the PRC
China Unicom (Guangdong Branch) Internet Industry Limited	The PRC, January 5, 2017, limited liability company	—	100%	RMB 100,000,000	Provision of information communications technology services in the PRC
China Unicom (Zhejiang) Industry Internet Company Limited	The PRC, June 20, 2017, limited liability company	—	100%	RMB 11,000,000	Provision of information communications technology services in the PRC
China Unicom (ShanDong) Industrial Internet Company Limited	The PRC, March 3, 2017, limited liability company	—	100%	RMB 50,000,000	Provision of information communications technology services in the PRC
China Unicom (Fujian) Industrial Internet Company Limited	The PRC, February 23, 2018, limited liability company	—	100%	RMB 50,000,000	Provision of information communications technology services in the PRC
China Unicom (Shanxi) Industrial Internet Company Limited	The PRC, March 21, 2018, limited liability company	—	100%	RMB 40,000,000	Provision of information communications technology services in the PRC
China Unicom Xiongan Industrial Internet Company Limited	The PRC, April 25, 2018, limited liability company	—	100%	RMB 15,000,000	Provision of information communications technology services in the PRC
China Unicom (Sichuan) Industrial Internet Company Limited	The PRC, March 29, 2018, limited liability company	—	100%	RMB 50,000,000	Provision of information communications technology services in the PRC
China Unicom (Liaoning) Industrial Internet Company Limited	The PRC, March 28, 2018, limited liability company	—	100%	RMB 5,000,000	Provision of information communications technology services in the PRC
China Unicom (Shaanxi) Industrial Internet Company Limited	The PRC, March 27, 2018, limited liability company	—	100%	RMB 20,000,000	Provision of information communications technology services in the PRC

19. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name	Place and date of incorporation /establishment and nature of legal entity	Percentage of equity interests held		Particular of issued share capital/paid up capital	Principal activities and place of operation
		Direct	Indirect		
China Unicom (Jiangsu) Industrial Internet Company Limited	The PRC, May 9, 2018, limited liability company	—	100%	RMB 26,200,000	Provision of information communications technology services in the PRC
China Unicom (Shanghai) Industrial Internet Company Limited	The PRC, March 13, 2018, limited liability company	—	100%	RMB 20,000,000	Provision of information communications technology services in the PRC
China Unicom (Heilongjiang) Industrial Internet Company Limited	The PRC, March 14, 2018, limited liability company	—	100%	RMB 50,000,000	Provision of information communications technology services in the PRC
Henan Industrial Interconnection & Technology Co., Ltd	The PRC, May 30, 2019, limited liability company	—	40%	RMB 53,000,000	Provision of information communications technology services in the PRC
China Unicom Video Technology Co., Ltd.	The PRC, January 17, 2018, limited liability company	—	100%	RMB 100,000,000	Provision of technology research and development, consultation and services of TV Video and Mobile Video in the PRC
China Unicom Internet of Things Corporation Limited	The PRC, March 16, 2018, limited liability company	—	100%	RMB 207,000,000	Provision of internet of things technology, system development and technical consultation, sales and maintenance of system and equipment and online data processing and transaction business in the PRC
China Unicom High-tech Big Data Artificial Intelligence Technology (Chengdu) Co., Ltd.	The PRC, March 29, 2018, limited liability company	—	51%	RMB 10,000,000	Provision of Big Data Service, cloud computation and infrastructure service in the PRC
China Unicom iRead Science and Culture, Co., Ltd.	The PRC, April 28, 2018, limited liability company	—	100%	RMB 51,000,000	Provision of Online Video, Online Reading Material in the PRC
China Unicom WO Music & Culture Co., Ltd.	The PRC, May 8, 2018, limited liability company	—	100%	RMB 100,000,000	Provision of Network Music Service in the PRC
China Unicom Leasing Co., Ltd.	The PRC, April 11, 2018, limited liability company	25%	75%	RMB 2,500,000,000	Provision of Financing leasing business in the PRC

19. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name	Place and date of incorporation / establishment and nature of legal entity	Percentage of equity interests held		Particular of issued share capital/paid up capital	Principal activities and place of operation
		Direct	Indirect		
Yunjing Culture And Tourism Technology Co., LTD	The PRC, February 27, 2019, limited liability company	—	60%	RMB 12,500,000	Provision of data analysis, processing and application services in the PRC
Yundun Intelligent Security Technology Co., Ltd	The PRC, November 11, 2019, limited liability company	—	51%	RMB 12,750,000	Provision of software development; technology promotion and development in the PRC

20. INTEREST IN ASSOCIATES

	<u>2018</u>	<u>2019</u>
Share of net assets	<u>35,758</u>	<u>36,445</u>

The following list contains the particulars of material associate as of December 31, 2019:

<u>Name</u>	<u>Form of business structure</u>	<u>Place of incorporation and business</u>	<u>Proportion of ownership interest held by a subsidiary</u>	<u>Paid up capital</u>	<u>Principal activities</u>
Tower Company	Incorporated	The PRC	20.65%	RMB 176,008,471,024	Construction, maintenance and operation of communications towers in the PRC (Note 46.2)

The above associate is accounted for using the equity method in the consolidated financial statements.

In August 2018, Tower Company was listed on the SEHK and issued new shares in connection there of, which resulted in a decrease in the Group's shareholding percentage in Tower Company from 28.1% to 20.65%. The associated dilution has resulted in an increase in the Group's share of net profit of associates accounted for under equity method by approximately RMB793 million and a one-off reversal of partial realization of unrealized profit from transactions with Tower Company by approximately RMB682 million.

20. INTEREST IN ASSOCIATES (CONTINUED)

Summarized financial information of the material associate, adjusted for any differences in accounting policies, and reconciled to the carrying amount in the consolidated financial statements, are disclosed below:

	<u>Tower Company</u>	
	<u>2018</u>	<u>2019</u>
Current assets	31,799	40,995
Non-current assets	283,565	297,072
Current liabilities	(114,759)	(128,364)
Non-current liabilities	(20,103)	(27,142)
Equity	(180,502)	(182,561)
Revenue	71,819	76,428
Income for the year	2,650	5,221
Total comprehensive income for the year	2,650	5,221
Reconciled to the Group's interest in the associate:		
Net assets of the associate	180,502	182,561
The Group's effective interest	20.65%	20.65%
	37,278	37,697
Adjustment for the remaining balance of the deferred gain from the Group's Tower		
Assets Disposal	(1,780)	(1,521)
Carrying amount in the consolidated financial statements	<u>35,498</u>	<u>36,176</u>

Tower Company has initially applied IFRS 16 using the modified retrospective approach and has not restated comparative amounts for the year prior to the first adoption, with the cumulative effect of initial adoption recognized as an adjustment to equity as of January 1, 2019 amounted RMB1,281 million.

The fair values of the interests in Tower Company is based on quoted market prices (level 1: quoted price (unadjusted) in active markets) at the financial position date without any deduction for transaction costs and disclosed as follows:

	<u>As of December 31,</u>		<u>As of December 31,</u>	
	<u>2018</u>		<u>2019</u>	
	<u>Carrying</u>	<u>Fair</u>	<u>Carrying</u>	<u>Fair</u>
	<u>amount</u>	<u>value</u>	<u>amount</u>	<u>value</u>
Interest in listed associate-Tower Company	<u>35,498</u>	<u>47,133</u>	<u>36,176</u>	<u>56,000</u>

21. INTEREST IN JOINT VENTURES

	<u>2018</u>	<u>2019</u>
Share of net assets	<u>3,966</u>	<u>4,771</u>

The following list contains the particulars of material joint venture, which is unlisted corporate entity which has no available quoted market price as of December 31, 2019:

<u>Name</u>	<u>Form of business structure</u>	<u>Place of incorporation and business</u>	<u>Proportion of ownership interest held by a subsidiary</u>	<u>Paid up capital</u>	<u>Principal activities</u>
Merchants Union Consumer Finance Company Limited ("MUCFC")	Incorporated	The PRC	50%	RMB 3,868,960,000	Consumer finance consulting in the PRC

21. INTEREST IN JOINT VENTURES (CONTINUED)

Summarized financial information of the material joint venture, adjusted for any differences in accounting policies, and reconciled to the carrying amount in the consolidated financial statements, are disclosed below:

	MUCFC	
	2018	2019
Assets	74,748	92,697
Liabilities	(66,854)	(83,337)
Equity	(7,894)	(9,360)
Revenue	6,956	10,740
Income for the year	1,253	1,466
Total comprehensive income for the year	1,253	1,466
Included in above income:		
Interest income	9,887	13,055
Interest expense	(3,079)	(3,178)
Income tax expense	(391)	(426)
Reconciled to the Group's interests in the joint venture:		
Net assets of the joint venture	7,894	9,360
The Group's effective interest	50%	50%
Carrying amount in the consolidated financial statements	<u>3,947</u>	<u>4,680</u>

22. CONTRACT ASSETS AND CONTRACT LIABILITIES

(a) Contract assets:

	<u>2018</u>	<u>2019</u>
Contract assets from bundle sales of mobile handsets and provision of service, net of allowance	1,824	1,856
Others	—	47
Sub-total	1,824	1,903
Less: Current portion	<u>(1,254)</u>	<u>(1,308)</u>
	<u>570</u>	<u>595</u>

The Group offers preferential packages to the customers which include the bundle sales of mobile handsets and provision of service. The total contract consideration of such preferential packages is allocated to service revenue and sales of handsets based on their standalone selling prices. The revenue relating to the sale of the handsets is recognized when the titles are passed to the customers and the consideration allocated to the sales of mobile handsets is gradually received during the contract period when the customers pay the monthly package fee.

22. CONTRACT ASSETS AND CONTRACT LIABILITIES (CONTINUED)

(b) Contract liabilities

	<u>Note</u>	<u>2018</u>	<u>2019</u>
Advances received from customers for future services	(i)	41,567	39,498
Others		1,083	1,150
		<u>42,650</u>	<u>40,648</u>

- (i) Contract liabilities primarily arises from relates to the considerations received from customers before the Group satisfying performance obligations. It would be recognized as revenue upon the rendering of services. Approximately 96% of the contract liability balance as of December 31, 2018 was recognized as revenue for the year ended December 31, 2019 (2018: approximately 96%).

23. CONTRACT COSTS

	<u>Note</u>	<u>2018</u>	<u>2019</u>
Direct incremental costs of broadband and IPTV service	(i)	3,785	3,079
Sales commissions	(ii)	1,847	1,844
		<u>5,632</u>	<u>4,923</u>

- (i) Direct incremental costs for activating broadband and IPTV subscribers mainly include the costs of installing broadband and IPTV terminals at customer's homes for the provision of broadband and IPTV services, and are amortized over the expected service period. The amount of capitalized direct incremental costs for activating broadband and IPTV subscribers recognized in profit or loss during the year was RMB2,891 million (2018: RMB4,044 million). The amount of capitalized direct incremental costs for activating broadband and IPTV subscribers that is expected to be recovered after more than one year is RMB893 million (2018: RMB1,417 million).
- (ii) Sales commissions are paid to agents whose selling activities resulted in new customers entering into contracts with the Group. The amount of capitalized sales commissions recognized in profit or loss during the year was RMB1,472 million (2018: RMB1,642 million). There was no significant impairment in relation to the opening balance of capitalized costs or the costs capitalized during the year (2018: Nil). The amount of capitalized sales commissions that is expected to be recovered after more than one year is RMB811 million (2018: RMB683 million).

24. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	<u>2018</u>	<u>2019</u>
Listed in the PRC	147	143
Listed outside the PRC	3,698	3,125
Unlisted	<u>58</u>	<u>55</u>
	<u>3,903</u>	<u>3,323</u>

For the year ended December 31, 2019, decrease in fair value of financial assets at fair value through other comprehensive income amounted to approximately RMB583 million (2017: decrease of approximately RMB56 million; 2018: decrease of approximately RMB383 million). The decrease, net of tax impact, of approximately RMB581 million (2017: decrease, net of tax impact, of approximately RMB58 million; 2018: decrease, net of tax impact, of approximately RMB381 million) has been recorded in the consolidated statements of comprehensive income.

25. OTHER ASSETS

	Note	2018	2019
Intangible assets	(i)	11,156	11,324
Prepaid rental	(ii)	1,801	—
Prepaid services charges for transmission lines and electricity cables and other services		459	995
VAT recoverable	(iii)	424	216
Others		805	1,273
		<u>14,645</u>	<u>13,808</u>

(i) Intangible assets

	Computer software	Others	Total
Cost:			
At January 1, 2018	27,158	2,586	29,744
Additions	170	581	751
Transfer from CIP	3,693	405	4,098
Disposals	<u>(2,065)</u>	<u>(167)</u>	<u>(2,232)</u>
At December 31, 2018	28,956	3,405	32,361
Additions	174	21	195
Transfer from CIP	3,956	205	4,161
Disposals	<u>(1,728)</u>	<u>(53)</u>	<u>(1,781)</u>
At December 31, 2019	<u>31,358</u>	<u>3,578</u>	<u>34,936</u>
Accumulated amortization and impairment:			
At January 1, 2018	(17,559)	(1,197)	(18,756)
Amortization charge for the year	(4,220)	(413)	(4,633)
Disposals	<u>2,034</u>	<u>150</u>	<u>2,184</u>
At December 31, 2018	(19,745)	(1,460)	(21,205)
Amortization charge for the year	(3,736)	(427)	(4,163)
Disposals	<u>1,708</u>	<u>48</u>	<u>1,756</u>
At December 31, 2019	<u>(21,773)</u>	<u>(1,839)</u>	<u>(23,612)</u>
Net book value:			
At December 31, 2019	<u>9,585</u>	<u>1,739</u>	<u>11,324</u>
At December 31, 2018	<u>9,211</u>	<u>1,945</u>	<u>11,156</u>

- (ii) On the date of transition to IFRS 16, prepaid rentals of RMB1,801 million previously included in “Other assets” were adjusted to “Right-of-use assets” recognized at January 1, 2019. See Note 2.2(d).
- (iii) VAT recoverable includes input VAT and prepaid VAT which will likely be deducted beyond one year. VAT recoverable which will be deducted within one year are included in “Prepayments and other current assets”. See Note 28(ii).

26. INVENTORIES AND CONSUMABLES

	2018	2019
Handsets and other telecommunication products	2,111	2,027
Consumables	27	16
Others	250	316
	<u>2,388</u>	<u>2,359</u>

27. ACCOUNTS RECEIVABLE

	<u>2018</u>	<u>2019</u>
Accounts receivable	21,142	24,601
Less: Credit loss allowance	<u>(6,709)</u>	<u>(7,368)</u>
	<u>14,433</u>	<u>17,233</u>

The gross carrying amount of accounts receivable from contracts with customers amounted to RMB24,569 million as of December 31, 2019 (2018: RMB21,053 million).

The aging analysis of accounts receivable, based on the billing date and net of credit loss allowance, is as follows:

	<u>2018</u>	<u>2019</u>
Within one month	8,158	9,472
More than one month to three months	2,285	2,545
More than three months to one year	2,843	3,881
More than one year	1,147	1,335
	<u>14,433</u>	<u>17,233</u>

The normal credit period granted by the Group to individual subscribers and general corporate customers is thirty days from the date of billing unless they meet certain specified credit assessment criteria. For major corporate customers, the credit period granted by the Group is based on the service contract terms, normally not exceeding one year.

There is no significant concentration of credit risk with respect to customers receivables, as the Group has a large number of customers.

27. ACCOUNTS RECEIVABLE (CONTINUED)

The Group measures loss allowances for accounts receivable at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience indicate that there are different loss patterns for different customer types, the loss allowance based on past due status is distinguished between the Group's different customer types.

The following table provides information about the Group's exposure to credit risk and ECLs for accounts receivable as of December 31, 2018:

For individual subscribers and general corporate customers

	Expected loss rate %	Gross carrying amount	Loss allowance
Current (not past due)	7%	3,202	(212)
1 - 90 days past due	50%	1,395	(702)
91 - 180 days past due	90%	862	(776)
More than 180 days past due	100%	2,188	(2,188)
		<u>7,647</u>	<u>(3,878)</u>

For major corporate customers

	Expected loss rate %	Gross carrying amount	Loss allowance
Current (not past due)	4%	7,539	(286)
Within 1 year past due	13%	3,141	(404)
1 - 2 years past due	47%	1,063	(500)
2 - 3 years past due	88%	549	(485)
More than 3 years past due	96%	1,203	(1,156)
		<u>13,495</u>	<u>(2,831)</u>

27. ACCOUNTS RECEIVABLE (CONTINUED)

The following table provides information about the Group's exposure to credit risk and ECLs for accounts receivable as of December 31, 2019:

For individual subscribers and general corporate customers

	Expected loss rate %	Gross carrying amount	Loss allowance
Current (not past due)	6%	2,929	(175)
1 - 90 days past due	50%	1,363	(683)
91 - 180 days past due	90%	840	(755)
More than 180 days past due	100%	2,250	(2,250)
		<u>7,382</u>	<u>(3,863)</u>

For major corporate customers

	Expected loss rate %	Gross carrying amount	Loss allowance
Current (not past due)	4%	9,602	(372)
Within 1 year past due	15%	4,517	(674)
1 - 2 years past due	48%	1,037	(498)
2 - 3 years past due	88%	795	(699)
More than 3 years past due	100%	1,268	(1,262)
		<u>17,219</u>	<u>(3,505)</u>

Expected loss rates are based on actual loss experience over past years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

27. ACCOUNTS RECEIVABLE (CONTINUED)

The movement in the credit loss allowance in respect of accounts receivable during the year, is as follows:

	2017	2018	2019
Balance, beginning of year	5,466	5,210	6,709
Impact on initial application of IFRS 9 (2014) (Note 2.2(c))	—	1,118	—
Allowance for the year	3,325	3,300	3,128
Written-off during the year	(3,581)	(2,919)	(2,469)
Balance, end of year	<u>5,210</u>	<u>6,709</u>	<u>7,368</u>

The creation and release of allowance for impaired receivables have been recognized in the consolidated statements of income. Amounts charged to the allowance account are generally written-off when there is reliable evidence to indicate no expectation of recovering the receivable.

The maximum exposure to credit risk as of the statements of financial position date is the carrying value of accounts receivable mentioned above. The Group does not hold any collateral as security.

28. PREPAYMENTS AND OTHER CURRENT ASSETS

The nature of prepayments and other current assets, net of credit loss allowance, are as follows:

	Note	2018	2019
Prepaid rental	(i)	526	—
Prepaid services charges for transmission lines and electricity cables and other services		1,119	1,028
Prepaid power and water charges		562	648
Deposits and prepayments		1,847	2,068
Advances to employees		22	13
VAT recoverable	(ii)	4,568	5,286
Prepaid enterprise income tax		312	329
Others		<u>2,150</u>	<u>3,084</u>
		<u>11,106</u>	<u>12,456</u>

- (i) On the date of transition to IFRS 16, prepaid rentals of RMB526 million previously included in “Prepayments and other current assets” were adjusted to “Right-of-use assets” recognized at January 1, 2019. See Note 2.2(d).
- (ii) VAT recoverable includes the input VAT and prepaid VAT that can be deducted within one year.

Prepayments and other current assets are expected to be recovered or recognized as expenses within one year.

As of December 31, 2019, there was no significant impairment for the prepayments and other current assets.

29. SHORT-TERM BANK DEPOSITS AND RESTRICTED DEPOSITS

	<u>Note</u>	<u>2018</u>	<u>2019</u>
Bank deposits with maturity exceeding three months		34	—
Statutory reserve deposits	(i)	2,877	3,228
Restricted deposits		809	488
		<u>3,720</u>	<u>3,716</u>

- (i) In order to carry on its business, Finance Company placed statutory reserve deposits with the People's Bank of China according to "Notice of the People's Bank of China on Implementing the Average Method to Assess Deposit Reserves" (Yinfa [2015] No.289). These statutory reserve deposits are not available for use by the Group in daily operations.

30. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

- (a) Cash and cash equivalents

	<u>2018</u>	<u>2019</u>
Cash at bank and in hand	<u>30,060</u>	<u>34,945</u>

30. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

(b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statements of cash flow as cash flows from financing activities.

	Short-term bank loans (Note 40)	Long-term bank loans (Note 34)	Commercial papers (Note 41)	Promissory notes (Note 35)	Corporate bonds (Note 36)	Finance lease (Note 39(b))	Other borrowings (Note 46)	Total
At January 1, 2017	76,994	4,656	35,958	36,882	19,970	794	2,397	177,651
Changes from financing cash flows:								
Proceeds from commercial papers	—	—	26,941	—	—	—	—	26,941
Proceeds from short-term bank loans	117,571	—	—	—	—	—	—	117,571
Proceeds from long-term bank loans	—	1,549	—	—	—	—	—	1,549
Loans from ultimate holding company	—	—	—	—	—	—	5,237	5,237
Loans from related parties	—	—	—	—	—	—	535	535
Repayment of commercial papers	—	—	(54,000)	—	—	—	—	(54,000)
Repayment of short-term bank loans	(172,065)	—	—	—	—	—	—	(172,065)
Repayment of long-term bank loans	—	(2,686)	—	—	—	—	—	(2,686)
Repayment of ultimate holding company loan	—	—	—	—	—	—	(3,893)	(3,893)
Repayment of related parties loan	—	—	—	—	—	—	(60)	(60)
Repayment of finance lease	—	—	—	—	—	(695)	—	(695)
Repayment of promissory notes	—	—	—	(19,000)	—	—	—	(19,000)
Repayment of corporate bonds	—	—	—	—	(2,000)	—	—	(2,000)
Payment of issuing expense for promissory notes	—	—	—	(82)	—	—	—	(82)
Net withdrawal by Unicom Group and its subsidiaries from Finance Company	—	—	—	—	—	—	(112)	(112)
Net deposits from a joint venture with Finance Company	—	—	—	—	—	—	12	12
Total changes from financing cash flows	(54,494)	(1,137)	(27,059)	(19,082)	(2,000)	(695)	1,719	(102,748)
Exchange adjustments	—	(13)	—	—	—	—	—	(13)
Other changes:								
New financing leases	—	—	—	—	—	573	—	573
Finance charges on obligations under finance leases	—	—	—	—	—	20	—	20
Others	—	377	92	160	11	—	—	640
Total other changes	—	377	92	160	11	593	—	1,233
At December 31, 2017	22,500	3,883	8,991	17,960	17,981	692	4,116	76,123
	Short-term bank loans (Note 40)	Long-term bank loans (Note 34)	Commercial papers (Note 41)	Promissory notes (Note 35)	Corporate bonds (Note 36)	Finance lease (Note 39(b))	Other borrowings (Note 46)	Total
At January 1, 2018	22,500	3,883	8,991	17,960	17,981	692	4,116	76,123
Changes from financing cash flows:								
Proceeds from short-term bank loans	53,306	—	—	—	—	—	—	53,306
Loans from related parties	—	—	—	—	—	—	3,090	3,090
Repayment of commercial papers	—	—	(9,000)	—	—	—	—	(9,000)
Repayment of short-term bank loans	(60,730)	—	—	—	—	—	—	(60,730)
Repayment of long-term bank loans	—	(435)	—	—	—	—	—	(435)
Repayment of ultimate holding company loan	—	—	—	—	—	—	(1,344)	(1,344)
Repayment of related parties loan	—	—	—	—	—	—	(475)	(475)
Repayment of finance lease	—	—	—	—	—	(493)	—	(493)
Repayment of promissory notes	—	—	—	(18,000)	—	—	—	(18,000)
Payment of issuing expense for promissory notes	—	—	—	(67)	—	—	—	(67)
Net deposits by Unicom Group and its subsidiaries with Finance Company	—	—	—	—	—	—	2,354	2,354
Total changes from financing cash flows	(7,424)	(435)	(9,000)	(18,067)	—	(493)	3,625	(31,794)
Exchange adjustments	9	77	—	—	—	—	—	86
Other changes:								
New financing leases	—	—	—	—	—	10	—	10
Others	—	89	9	107	12	31	—	248
Total other changes	—	89	9	107	12	41	—	258
At December 31, 2018	15,085	3,614	—	—	17,993	240	7,741	44,673

30. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

(b) Reconciliation of liabilities arising from financing activities (Continued)

	<u>Short-term bank loans</u> (Note 40)	<u>Long-term bank loans</u> (Note 34)	<u>Commercial papers</u> (Note 41)	<u>Promissory notes</u> (Note 35)	<u>Corporate bonds</u> (Note 36)	<u>Finance lease</u> (Note 39(b))	<u>Lease liabilities</u> (Note 37)	<u>Other borrowings</u> (Note 46)	<u>Total</u>
At December 31, 2018	15,085	3,614	—	—	17,993	240	—	7,741	44,673
Impact on initial application of IFRS 16 (Note)	—	—	—	—	—	(240)	36,720	—	36,480
At January 1, 2019	<u>15,085</u>	<u>3,614</u>	<u>—</u>	<u>—</u>	<u>17,993</u>	<u>—</u>	<u>36,720</u>	<u>7,741</u>	<u>81,153</u>
Changes from financing cash flows:									
Proceeds from short-term bank loans	28,784	—	—	—	—	—	—	—	28,784
Proceeds from commercial papers	—	—	8,995	—	—	—	—	—	8,995
Proceeds from promissory notes	—	—	—	992	—	—	—	—	992
Proceeds from corporate bonds	—	—	—	—	2,000	—	—	—	2,000
Loans from related parties	—	—	—	—	—	—	—	50	50
Repayment of short-term bank loans	(38,290)	—	—	—	—	—	—	—	(38,290)
Repayment of long-term bank loans	—	(418)	—	—	—	—	—	—	(418)
Repayment of related parties loan	—	—	—	—	—	—	—	(48)	(48)
Repayment of corporate bonds	—	—	—	—	(17,000)	—	—	—	(17,000)
Capital element of lease rentals paid	—	—	—	—	—	—	(11,123)	—	(11,123)
Net deposits with Finance Company by related parties	—	—	—	—	—	—	—	236	236
Total changes from financing cash flows	<u>(9,506)</u>	<u>(418)</u>	<u>8,995</u>	<u>992</u>	<u>(15,000)</u>	<u>—</u>	<u>(11,123)</u>	<u>238</u>	<u>(25,822)</u>
Exchange adjustments	<u>(15)</u>	<u>27</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>12</u>
Other changes:									
Increase in lease liabilities from entering into new leases during the year	—	—	—	—	—	—	6,728	—	6,728
Others	—	83	—	6	5	—	—	—	94
Total other changes	<u>—</u>	<u>83</u>	<u>—</u>	<u>6</u>	<u>5</u>	<u>—</u>	<u>6,728</u>	<u>—</u>	<u>6,822</u>
At December 31, 2019	<u>5,564</u>	<u>3,306</u>	<u>8,995</u>	<u>998</u>	<u>2,998</u>	<u>—</u>	<u>32,325</u>	<u>7,979</u>	<u>62,165</u>

Note: The Group has initially applied IFRS16 using the modified retrospective approach and adjusted the opening balance at January 1, 2019 to recognize lease liabilities relating to leases which were previously classified as operating leases under IAS17.

30. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

(c) Total cash outflow for leases

Amounts included in the consolidated statements of cash flows for leases comprise the following:

	<u>2019</u>
Within operating cash flows	7,798
Within investing cash flows	178
Within financing cash flows	<u>11,123</u>
	<u>19,099</u>

Note: The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at January 1, 2019 to recognize right-of-use assets and lease liabilities relating to leases which were previously classified as operating leases under IAS 17. Previously, cash payments under operating leases made by the Group as a lessee were classified as operating activities in the consolidated cash flow statements. Under IFRS 16, except for short-term lease payments, payments for leases of low value assets and variable lease payments not included in the measurement of lease liabilities, all other rentals paid on leases are now split into capital element and interest element and the capital element is classified as financing cash outflows. Under the modified retrospective approach, the comparative information is not restated. Further details on the impact of the transition to IFRS 16 are set out in Note 2.2(d).

31. SHARE CAPITAL

Issued and fully paid:	Number of shares millions	Share capital
At January 1, 2017	23,947	179,102
Shares issued	6,651	74,954
At December 31, 2017, 2018 and 2019	<u>30,598</u>	<u>254,056</u>

On November 28, 2017, the Company issued 6,651,043,262 new shares to Unicom BVI in return for a cash consideration of RMB74,954 million.

32. RESERVES

(a) Nature and purpose

(i) Statutory reserves

CUCL is registered as a foreign investment enterprise in the PRC. In accordance with the Articles of Association, it is required to provide for certain statutory reserves, namely, general reserve fund and staff bonus and welfare fund, which are appropriated from income after tax and non-controlling interests but before dividend distribution.

CUCL is required to allocate at least 10% of its income after tax and non-controlling interests determined under the PRC Company Law to the general reserve fund until the cumulative amounts reach 50% of the registered capital. The statutory reserve can only be used, upon approval obtained from the relevant authority, to offset accumulated losses or increase capital.

Accordingly, CUCL appropriated approximately RMB1,273 million (2018: approximately RMB52 million) to the general reserve fund for the year ended December 31, 2019.

Appropriation to the staff bonus and welfare fund is made at the discretion of the Board of Directors. The staff bonus and welfare fund can only be used for special bonuses or the collective welfare of the employees and cannot be distributed as cash dividends. Under IFRSs, the appropriations to the staff bonus and welfare fund are charged to the statements of income as expenses incurred since any assets acquired through this fund belong to the employees. For the years ended December 31, 2017, 2018 and 2019, no appropriation to staff bonus and welfare fund has been made by CUCL.

According to the PRC tax approval document issued by the MOF and the SAT of the PRC, the upfront connection fees were not subject to the PRC enterprise income tax and an amount equal to the upfront connection fees recognized in the retained profits had been transferred from retained profits to the statutory reserve. As of December 31, 2011, an accumulated appropriation of approximately RMB12,289 million was made to the statutory reserve and no more upfront connection fees are recognized afterwards.

32. RESERVES (CONTIUNED)

(a) Nature and purpose (Continued)

(ii) General risk reserve

CUCL and Unicom Group established the Finance Company to provide certain financial services. Pursuant to “Requirements on Impairment Allowance for Financial Institutions” (Caijin [2012] No. 20) issued by the MOF which effective on July 1, 2012 (the “Document”), the Finance Company establishes a general risk reserve within the shareholders’ equity, through appropriation of retained profits, to address unidentified potential losses relating to risk assets. The general risk reserve balance should not be less than 1.5% of the ending balance of risk assets, as defined in the Document.

(iii) Investment revaluation reserve

The investment revaluation reserve represents the changes in fair value of financial assets through other comprehensive income, net of tax, until the financial assets are derecognized.

(iv) Other reserve

Other reserve mainly represents the difference between the consideration and the net assets value for business combination of entities and businesses under common control, the effect of CUCL’s capitalization of retained profits, and capital contribution relating to share-based payment borne by A Share Company.

33. DIVIDENDS

At the annual general meeting held on May 11, 2018, the shareholders of the Company approved the payment of a final dividend of RMB0.052 per ordinary share for the year ended December 31, 2017, totaling approximately RMB1,591 million which has been reflected as a reduction of retained profit for the year ended December 31, 2018.

At the annual general meeting held on May 10, 2019, the shareholders of the Company approved the payment of a final dividend of RMB0.134 per ordinary share for the year ended December 31, 2018, totaling approximately RMB4,100 million which has been reflected as a reduction of retained profit for the year ended December 31, 2019.

At a meeting held on March 23, 2020, the Board of Directors of the Company proposed the payment of a final dividend of RMB0.148 per ordinary share to the shareholders for the year ended December 31, 2019 totaling approximately RMB4,529 million. This proposed dividend has not been reflected as a dividend payable in the consolidated financial statements as of December 31, 2019, but will be reflected in the consolidated financial statements for the year ending December 31, 2020.

	<u>2018</u>	<u>2019</u>
Proposed final dividend:		
RMB0.148 (2018: RMB0.134) per ordinary share by the Company	<u>4,100</u>	<u>4,529</u>

Pursuant to the PRC enterprise income tax law, a 10% withholding income tax is levied on dividends declared on or after January 1, 2008 by foreign investment enterprises to their foreign enterprise shareholders unless the enterprise investor is deemed as a PRC Tax Resident Enterprise (“TRE”). On November 11, 2010, the Company obtained an approval from the SAT of the PRC, pursuant to which the Company qualifies as a PRC TRE from January 1, 2008. Therefore, as of December 31, 2018 and 2019, the Company’s subsidiaries in the PRC did not accrue for withholding tax on dividends distributed to the Company and there has been no deferred tax liability accrued in the Group’s consolidated financial statements for the undistributed profits of the Company’s subsidiaries in the PRC.

For the Company’s non-PRC TRE shareholders (including HKSCC Nominees Limited), the Company would distribute dividends after deducting the amount of enterprise income tax payable by these non-PRC TRE shareholders thereon and reclassify the related dividend payable to withholding tax payable upon the declaration of such dividends. The requirement to withhold tax does not apply to the Company’s shareholders appearing as individuals in its share register.

34. LONG-TERM BANK LOANS

	<u>Interest rates and final maturity</u>	<u>2018</u>	<u>2019</u>
RMB denominated bank loans	Fixed interest rates ranging from 1.08% to 1.20% (2018: 1.08% to 1.20%) per annum with maturity through 2036 (2018: maturity through 2036)	3,300	3,032
USD denominated bank loans	Fixed interest rates ranging from Nil to 1.55% (2018: Nil to 1.55%) per annum with maturity through 2039 (2018: maturity through 2039)	252	232
Euro denominated bank loans	Fixed interest rates ranging from 1.10% to 2.50% (2018: 1.10% to 2.50%) per annum with maturity through 2034 (2018: maturity through 2034)	62	42
Sub-total		3,614	3,306
Less: Current portion		(441)	(437)
		<u>3,173</u>	<u>2,869</u>

As of December 31, 2019, long-term bank loans of approximately RMB61 million (2018: approximately RMB96 million) were guaranteed by third parties.

The repayment schedule of the long-term bank loans is as follows:

	<u>2018</u>	<u>2019</u>
Balances due:		
- no later than one year	441	437
- later than one year and no later than two years	417	413
- later than two years and no later than five years	1,173	1,183
- later than five years	1,583	1,273
	3,614	3,306
Less: Portion classified as current liabilities	(441)	(437)
	<u>3,173</u>	<u>2,869</u>

35. PROMISSORY NOTES

On November 18, 2019, CUCL issued tranche one of 2019 promissory notes in an amount of RMB1 billion, with a maturity period of 3 years from the date of issue and which carries interest at 3.39% per annum.

36. CORPORATE BONDS

On June 7, 2016, the Group issued RMB7 billion 3-year corporate bonds, bearing interest at 3.07% per annum, and were fully redeemed in June 2019.

On June 7, 2016, the Group issued RMB1 billion 5-year corporate bond, bearing interest at 3.43% per annum.

On July 14, 2016, the Group issued RMB10 billion 3-year corporate bonds, bearing interest at 2.95% per annum, and were fully redeemed in July 2019.

On June 19, 2019, the Group issued RMB2 billion 3-year corporate bonds, bearing interest at 3.67% per annum.

37. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the current and previous reporting periods and at the date of transition to IFRS 16:

	December 31, 2018 (Note)		January 1, 2019 (Note)		December 31, 2019	
	Present value of the minimum lease payments	Total minimum lease payments	Present value of the minimum lease payments	Total minimum lease payments	Present value of the minimum lease payments	Total minimum lease payments
Within 1 year:	234	243	9,144	9,377	10,790	11,085
After 1 year but within 2 years	6	7	9,492	10,013	9,602	10,183
After 2 years but within 5 years	—	—	16,746	18,842	10,871	12,112
After 5 years	—	—	1,338	1,667	1,062	1,430
	6	7	27,576	30,522	21,535	23,725
	240	250	36,720	39,899	32,325	34,810
Less: total future interest expenses		(10)		(3,179)		(2,485)
Present value of lease liabilities		240		36,720		32,325

Note: The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at January 1, 2019 to recognize lease liabilities relating to leases which were previously classified as operating leases under IAS 17. These liabilities have been aggregated with the brought forward balances relating to leases previously classified as finance leases. Comparative information as of December 31, 2018 has not been restated and relates solely to leases previously classified as finance leases. Further details on the impact of the transition to IFRS 16 are set out in Note 2.2(d).

38. DEFERRED REVENUE

Deferred revenue mainly represents the unamortized portion of government grants.

	<u>2018</u>	<u>2019</u>
Balance at December 31, 2017 and 2018	3,370	3,687
- Impact on initial application of IFRS 15	(1,093)	—
Balance at January 1, 2018 and 2019	2,277	3,687
Additions for the year		
- government grants	972	1,017
- others	831	985
	<u>1,803</u>	<u>2,002</u>
Reductions for the year		
- recognition of government grants in profit or loss and other reductions	(323)	(469)
- others	(70)	(369)
Balance at end of the year	<u>3,687</u>	<u>4,851</u>
Representing:		
- current portion	78	—
- non-current portion	3,609	4,851
	<u>3,687</u>	<u>4,851</u>

39. OTHER OBLIGATIONS

	<u>Note</u>	<u>2018</u>	<u>2019</u>
One-off cash housing subsidies	(a)	2,496	2,496
Obligations under finance lease	(b)	240	—
Others		298	282
Sub-total		3,034	2,778
Less: Current portion		<u>(2,844)</u>	<u>(2,604)</u>
		<u>190</u>	<u>174</u>

(a) One-off cash housing subsidies

Certain staff quarters, prior to 1998, were sold to certain of the Group's employees at preferential prices, subject to a number of eligibility requirements. In 1998, the State Council issued a circular which stipulated that the sale of quarters to employees at preferential prices should be terminated. In 2000, the State Council issued a further circular stating that cash subsidies should be made to certain eligible employees following the withdrawal of the allocation of staff quarters. However, the specific timetable and procedures for the implementation of these policies were to be determined by individual provincial or municipal governments based on the particular situation of the provinces or municipality.

Based on the relevant detailed local government regulations promulgated, certain entities within the Group adopted cash housing subsidy plans. In accordance with these plans, for those eligible employees who had not been allocated with quarters or who had not been allocated with quarters up to the prescribed standards before the discounted sales of quarters were terminated, the Group determined to pay them one-off cash housing subsidies based on their years of service, positions and other criteria. Based on the available information, the Group estimated the required provision for these cash housing subsidies amounted to RMB4,142 million, which was charged to the statements of income for the year ended December 31, 2000 (the year in which the State Council circular in respect of cash subsidies was issued).

In January 2009, through the absorption of China Netcom (Group) Company Limited ("CNC China") by CUCL and the absorption of China Network Communications Group Corporation ("Netcom Group") by Unicom Group, the rights and obligations formerly undertaken by CNC China and Netcom Group were taken over by CUCL and Unicom Group separately. As of December 31, 2019, the Group's unpaid one-off cash housing subsidies amounted to approximately RMB2,496 million. If the actual payments required for these one-off housing subsidies differ from the amount provided, Unicom Group will bear any additional payments required. If the actual payments are lower than the amount provided, the difference will be paid to Unicom Group.

39. OTHER OBLIGATIONS (CONTINUED)

(b) Obligations under finance lease

The Group recognized the payables for the finance lease of telecommunications equipment in “obligations under finance lease” before January 1, 2019. On the date of transition to IFRS 16, obligations under finance lease of RMB240 million previously included in “Other obligations” were adjusted to “Lease liabilities” recognized at January 1, 2019. See Note 2.2(d).

The lease payments under finance lease as of December 31, 2018 are analyzed as follows::

	<u>2018</u>
Total minimum lease payments under finance lease:	
- not later than one year	243
- later than one year and not later than two years	2
- later than two years and not later than three years	4
	<u>249</u>
Less: Future finance charges	(9)
Present value of minimum obligations	<u>240</u>
Representing obligations under finance lease:	
- current liabilities	<u>234</u>
- non-current liabilities	<u>6</u>

40. SHORT-TERM BANK LOANS

	<u>Interest rates and final maturity</u>	<u>2018</u>	<u>2019</u>
RMB denominated bank loans	Fixed interest rates ranging from 2.15% to 3.92% (2018: 2.35% to 4.77%) per annum with maturity through 2020 (2018: maturity through 2019)	<u>15,085</u>	<u>5,564</u>

At December 31, 2018 and 2019, all short-term bank loans were unsecured.

41. COMMERCIAL PAPERS

On October 25, 2019, CUCL issued tranche one of 2019 super short term commercial papers in an amount of RMB5 billion, with a maturity period of 270 days from the date of issue and which carries interest at 2.24% per annum.

On November 15, 2019, CUCL issued tranche two of 2019 super short term commercial papers in an amount of RMB4 billion, with a maturity period of 270 days from the date of issue and which carries interest at 2.20% per annum.

42. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	<u>2018</u>	<u>2019</u>
Payables to contractors and equipment suppliers	70,526	63,390
Payables to telecommunications products suppliers	4,349	5,096
Customer/contractor deposits	6,381	5,771
Repair and maintenance expense payables	6,252	6,526
Bills payable	—	4,039
Salary and welfare payables	5,900	7,249
Interest payable	299	101
Amounts due to services providers/content providers	1,920	2,591
VAT received from customer in advance	3,398	3,052
Accrued expenses	15,935	16,486
Others	7,498	7,263
	<u>122,458</u>	<u>121,564</u>

The aging analysis of accounts payables and accrued liabilities is based on the invoice date as follows:

	<u>2018</u>	<u>2019</u>
Less than six months	105,606	105,363
Six months to one year	6,984	9,250
More than one year	9,868	6,951
	<u>122,458</u>	<u>121,564</u>

43. MUTUAL INVESTMENT OF THE COMPANY AND TELEFÓNICA IN EACH OTHER

On September 6, 2009, the Company announced that in order to strengthen the cooperation between the Company and Telefónica, the parties entered into a strategic alliance agreement and a subscription agreement, pursuant to which each party conditionally agreed to invest an equivalent of USD1 billion in each other through an acquisition of each other's shares.

On January 23, 2011, the Company entered into an agreement to enhance the strategic alliance with Telefónica that: (a) Telefónica would purchase ordinary shares of the Company for a consideration of USD500 million through acquisition from third parties; and (b) the Company would acquire from Telefónica 21,827,499 ordinary shares of Telefónica held in treasury ("Telefónica Treasury Shares") for an aggregate purchase price of Euro374,559,882.84. On January 25, 2011, the Company completed the purchase of Telefónica Treasury Shares in accordance with the strategic agreement. During 2011, Telefónica completed its investment of USD500 million in the Company.

On May 14, 2012, Telefónica declared a dividend. The Company chose to implement it by means of a scrip dividend and received 1,646,269 ordinary shares of approximately RMB146 million.

As of December 31, 2019, the related financial assets at fair value through other comprehensive income amounted to approximately RMB3,125 million (2018: approximately RMB3,698 million). For the year ended December 31, 2019, the decrease in fair value of the financial assets through other comprehensive income was approximately RMB573 million (2017: decrease of approximately RMB68 million; 2018: decrease of approximately RMB372 million), has been recorded in the consolidated statements of comprehensive income.

44. EQUITY-SETTLED SHARE OPTION SCHEMES

On April 16, 2014, the Company adopted a new share option scheme (the “2014 Share Option Scheme”). The 2014 Share Option Scheme is valid and effective for a period of 10 years commencing on April 22, 2014 and will expire on April 22, 2024. Under the 2014 Share Option Scheme, the share options may be granted to employees including all directors; any grant of share options to a Connected Person (as defined in the Listing Rules) of the Company must be approved by the independent non-executive directors of the Company (excluding any independent non-executive director of the Company in the case such director is a grantee of the options) and all grants to connected persons shall be subject to compliance with the requirements of the Listing Rules, including where necessary the prior approval of the shareholders. As of December 31, 2019, 1,777,437,107 options were available for issue under the 2014 Share Option Scheme. Pursuant to the 2014 Share Option Scheme, the consideration payable by a participant for the grant of share options will be HKD1.00. The exercise price payable by a participant upon the exercise of an option will be determined by the Board of Directors at their discretion at the date of grant, except that such price may not be set below a minimum price which is the higher of:

- (i) The closing price of the shares on the SEHK on the offer date in respect of the share options; and
- (ii) The average closing price of the shares on the SEHK for the five trading days immediately preceding the offer date;

The option period commences on any day after the date on which such share option is offered, but may not exceed 10 years from the offer date. No share options had been granted since adoption of the 2014 Share Option Scheme.

No options outstanding as of December 31, 2018 and 2019.

45. RESTRICTED A-SHARE INCENTIVE SCHEME

Pursuant to the share incentive scheme of A Share Company (“the Restricted A-Share Incentive Scheme”), 848 million restricted shares of A Share Company (“Restricted Shares”) were approved for granting to the core employees of the Group, the first batch granted Restricted Shares of 793,861,000 and second batch granted Restricted Shares of 13,156,000 were subscribed by them (“the Participants”, including certain core employees of the Company’s subsidiaries) on March 21, 2018 and February 1, 2019 (“the Grant Dates”), respectively, with a subscription price of RMB3.79 per share. The fair value of the Restricted Shares granted under the respective Grant Dates is RMB2.34 and RMB1.57 per share, respectively, as determined based on the difference between the market price of A Share Company of RMB6.13 per share and RMB5.36 per share at the respective Grant Dates, and the subscription price of RMB3.79 per share.

The Restricted Shares are subject to various lock-up periods (the “Lock-Up Period”) of approximately 2 years, 3 years and 4 years, respectively, immediately from the Grant Date. During the Lock-up Period, these shares are not transferrable, nor subject to any guarantee or indemnity. The Restricted Shares shall be unlocked (or repurchased and canceled by the A Share Company) separately in three tranches in proportion of 40%, 30% and 30% of the total number of the Restricted Shares granted upon the expiry of each of the Lock-Up period.

Subject to fulfilment of all service and performance conditions under the Restricted A-Share Incentive Scheme which include the achievement of certain revenue and profit targets of the A Share Company and the Participants’ individual performance appraisal (collectively referred to as “vesting conditions”), the restriction over the Restricted Shares will be removed after the expiry of the corresponding lock-up period for each tranche and the Participants will be fully entitled to these incentive shares. If the vesting conditions are not fulfilled and hence the Restricted Shares cannot be unlocked, the A Share Company shall repurchase the Restricted Shares at the respective subscription price from the Participants.

During the year ended December 31, 2019, Restricted Shares of 7,262,000 were forfeited and repurchased (2018: Nil).

For the year ended December 31, 2019, the Group recognized share-based payment expenses and other reserve of RMB571 million during the year under the Restricted A-Share Incentive Scheme (2018:RMB614 million).

46. MATERIAL RELATED PARTY TRANSACTIONS

Unicom Group is a state-owned enterprise directly controlled by the PRC government. The PRC government is the Company's ultimate controlling party. Neither Unicom Group nor the PRC government publishes financial statements available for public use.

The PRC government controls a significant portion of the productive assets and entities in the PRC. The Group provides telecommunications services as part of its retail transactions, thus, is likely to have extensive transactions with the employees of other state-controlled entities, including their key management personnel and their close family members. These transactions are carried out on commercial terms that are consistently applied to all customers.

Management considers certain state-owned enterprises have material transactions with the Group in its ordinary course of business, which include but not limited to 1) rendering and receiving telecommunications services, including interconnection revenue/charges; 2) purchasing of goods, including use of public utilities; and 3) placing of bank deposits and borrowing money. The Group's telecommunications network depends, in large part, on interconnection with the network and on transmission lines service provided by other domestic carriers. These transactions are mainly carried out on terms comparable to those conducted with third parties or standards promulgated by relevant government authorities and have been reflected in the financial statements. Amounts due from domestic carriers are all derived from contracts with customers.

Management believes that meaningful information relating to related party transactions has been disclosed below.

46. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

46.1 Connected transactions with Unicom Group and its subsidiaries

(a) Recurring transactions

The following is a summary of significant recurring transactions carried out by the Group with Unicom Group and its subsidiaries. In the directors' opinion, these transactions were carried out in the ordinary course of business.

	<u>Note</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>
Transactions with Unicom Group and its subsidiaries:				
Charges for value-added telecommunications services	(i), (ii)	30	43	69
Rental charges for short-term property leasing and related services charges	(i), (iii)	1,017	1,033	989
Charges for short-term lease of telecommunications resources and related services	(i), (iv)	270	277	290
Charges for engineering design and construction services	(i), (v)	2,411	2,055	1,537
Charges for shared services	(i), (vi)	83	77	77
Charges for materials procurement services	(i), (vii)	60	34	20
Charges for ancillary telecommunications services	(i), (viii)	2,699	2,905	2,417
Charges for comprehensive support services	(i), (ix)	1,274	1,231	1,052
Income from comprehensive support services	(i), (ix)	67	83	203
Lending by Finance Company to Unicom Group and its subsidiary	(i), (xi)	700	13,558	11,434
Repayment of loan lending by Finance Company to Unicom Group	(i), (xi)	500	6,354	11,134
Interest income from lending services	(i), (xi)	8	150	370

46. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

46.1 Connected transactions with Unicom Group and its subsidiaries (Continued)

(a) Recurring transactions (Continued)

- (i) On November 25, 2016, CUCL entered into the agreement, “2017-2019 Comprehensive Services Agreement” with Unicom Group to renew certain continuing connected transactions. “2017-2019 Comprehensive Services Agreement” has a term of three years commencing on January 1, 2017 and expired on December 31, 2019.

On October 21, 2019, CUCL and Unicom Group entered into the “2020-2022 Comprehensive Services Agreement”. The services are existing continuing connected transactions and their respective terms are substantially the same as those set out in the “2017-2019 Comprehensive Services Agreement”, and the service fees payable shall be calculated on the same basis as under previous agreement. Annual caps for those transactions have not been changed under the new agreement as compared to the year ended December 31, 2019.

- (ii) UNISK (Beijing) Information Technology Corporation Limited (“UNISK”) agreed to provide the mobile subscribers of CUCL with various types of value-added services through its cellular communications network and data platform. The Group retains a portion of the revenue generated from the value-added services provided to the Group’s subscribers (and actually received by the Group) and allocates a portion of such fees to UNISK for settlement, on the condition that such proportion allocated to UNISK does not exceed the average proportion allocated to independent value-added telecommunications content providers who provide value-added telecommunications content to the Group in the same region. The percentage of revenue to be allocated to UNISK by the Group varies depending on the types of value-added service provided to the Group.
- (iii) CUCL and Unicom Group agreed to mutually lease properties and ancillary facilities from each other. Rentals are based on the lower of the market rates and the depreciation costs and taxes. For the year ended December 31, 2019, the rental charge paid by Unicom Group was approximately RMB2.87 million, which was negligible.

46. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

46.1 Connected transactions with Unicom Group and its subsidiaries (Continued)

(a) Recurring transactions (Continued)

- (iv) Unicom Group agreed to lease to CUCL certain international telecommunications resources (including international telecommunications channel gateways, international telecommunications service gateways, international submarine cable capacity, international land cables and international satellite facilities) and certain other telecommunications facilities for its operations. The rental charges for the leasing of international telecommunications resources and other telecommunications facilities are based on the annual depreciation charges of such resources and facilities provided that such charges would not be higher than market rates. For maintenance service to the telecommunications facilities aforementioned, unless otherwise agreed by CUCL and Unicom Group, such maintenance service charges would be borne by CUCL and determined with reference to market rates or a cost-plus basis if there are no market rates.
- (v) Unicom Group agreed to provide engineering design, construction and supervision services and IT services to CUCL. The charges payable by CUCL for the above services are determined with reference to the market price and are settled when the relevant services are provided.
- (vi) Unicom Group and CUCL agreed to provide shared services to each other and would share the costs related to the shared services proportionately in accordance with their respective total assets value with certain adjustments. For the year ended December 31, 2019, the services charges paid by Unicom Group to CUCL was negligible.
- (vii) Unicom Group agreed to provide comprehensive procurement services for imported and domestic telecommunications materials and other domestic non-telecommunications materials to CUCL. Unicom Group has also agreed to provide services on management of tenders, verification of technical specifications, installation, consulting and agency services. In addition, Unicom Group will sell cable, modem and other materials operated by itself to CUCL and will also provide storage and logistics services in relation to the above materials procurement. The charges payable by CUCL to Unicom Group are based on contract values, market rates, government guidance price or cost-plus basis where applicable.
- (viii) Unicom Group agreed to provide ancillary telecommunications services to CUCL. These services include certain telecommunications pre-sale, on-sale and after-sale services such as assembling and repairing of certain telecommunications equipment, sales agency services, printing and invoice delivery services, maintenance of telephone booths, customers acquisitions and servicing and other customers' service. The charges are based on market rates, government guidance price or cost-plus basis and are settled as and when the relevant services are provided.

46. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

46.1 Connected transactions with Unicom Group and its subsidiaries (Continued)

(a) Recurring transactions (Continued)

- (ix) Unicom Group and CUCL agreed to provide comprehensive support services to each other, including dining services, facilities leasing services (excluding those facilities mentioned in (iv) above), vehicle services, health and medical services, labor services, security services, hotel and conference services, gardening services, decoration and renovation services, sales services, construction agency, equipment maintenance services, market development, technical support services, research and development services, sanitary services, parking services, staff trainings, storage services, advertising services, marketing, property management services, information and communications technology services (including construction and installation services, system integration services, software development, product sales and agent services, operation and maintenance services, and consultation services). The charges are based on market rates, government guidance price or cost-plus basis and are settled as and when the relevant services are provided.
- (x) Unicom Group is the registered proprietor of the “Unicom” trademark in English and the trademark bearing the “Unicom” logo, which are registered at the PRC State Trademark Bureau. Pursuant to an exclusive PRC trademark license agreement between Unicom Group and the Group, the Group has been granted the right to use these trademarks on a royalty free and renewal basis.
- (xi) Finance Company has agreed to provide financial services to Unicom Group and its subsidiaries, including deposit services, lending and other credit services, and other financial services.

For the lending services from Finance Company to Unicom Group and its subsidiaries, the interest rate will follow the interest rate standard promulgated by the People’s Bank of China, and will be no less than the minimum interest rate offered to other clients for the same type of loan, and the applicable interest rate offered to Unicom Group by the general commercial banks in PRC for the same type of loan.

(b) Amounts due from and to Unicom Group and its subsidiaries

Amount due from Unicom Group and its subsidiaries as of December 31, 2019 included loans from Finance Company to Unicom Group and its subsidiaries of RMB7,704 million in total with respective floating interest rate agreed at 90% to 110% of the benchmark interest rate published by the People’s Bank of China (“PBOC”) for the same class of loans (2017: RMB200 million with floating interest rate at 90% of the benchmark interest rate published by the PBOC; 2018: RMB7,404 million with floating interest rate at 90% to 110% of the benchmark interest rate published by the PBOC).

Apart from the above and as disclosed in Note 46.3 below, amounts due from and to Unicom Group and its subsidiaries are unsecured, interest-free, repayable on demand/on contract terms and arise in the ordinary course of business in respect of transactions with Unicom Group and its subsidiaries as described in (a) above.

46. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

46.2 Related party transactions with Tower Company

(a) Related Party transactions

(i) Sale of Tower Assets to Tower Company

On October 14, 2015, CUCL and Unicom Horizon Mobile Communications Company Limited (a wholly-owned subsidiary of CUCL and an indirectly wholly-owned subsidiary of the Company) entered into a transfer agreement (the “Transfer Agreement”), amongst China Mobile Communications Company Limited and its related subsidiaries (“China Mobile”), China Telecom Corporation Limited (“China Telecom”), China Reform Holdings Corporation Limited (“CRHC”) and Tower Company. Pursuant to the Transfer Agreement, the Group, China Mobile and China Telecom sold certain of their telecommunications towers and related assets (the “Tower Assets”) to Tower Company in exchange for shares issued by Tower Company and cash consideration. In addition, CRHC made a cash subscription for shares of Tower Company.

The Tower Assets Disposal was completed on October 31, 2015 (“Completion Date”). The final consideration amount for the Tower Assets Disposal attributed to the Group was determined as RMB54,658 million. Tower Company issued 33,335,836,822 shares (“Consideration Shares”) to CUCL at an issue price of RMB1.00 per share and the balance of the consideration of approximately RMB21,322 million payable in cash (“Cash Consideration”). The outstanding Cash Consideration and related VAT carries interest at 3.92% per annum. The first tranche Cash Consideration, remaining Cash Consideration and related VAT of RMB3,000 million, RMB18,322 million and RMB382 million payable by Tower Company were settled in February 2016, December 2017 and June 2019, respectively.

(ii) Lease of the Tower Assets and other related services

On July 8, 2016, CUCL and Tower Company entered into a framework agreement to confirm the pricing and related arrangements in relation to the usage of certain telecommunications towers and related assets (the “Agreement”). The Agreement finalized terms including assets categories, pricing basis for usage charges, and relevant service period etc. Provincial service agreements and detailed lease confirmation for specified towers have been signed subsequently.

On January 31, 2018, after further arm-length negotiations and discussions, CUCL and Tower Company agreed on certain supplementary provisions based on the Agreement dated July 8, 2016, which mainly relate to a reduction in cost-plus margin of Tower Company which forms the benchmark for pricing and an increase in co-tenancy discount rates offered to the Group regarding towers under co-sharing arrangements. The new terms apply to the leased tower portfolio as confirmed by both parties are effective from January 1, 2018 for a period of five years.

46. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

46.2 Related party transactions with Tower Company (Continued)

(ii) Lease of the Tower Assets and other related services (Continued)

The Group has initially applied IFRS 16 as from January 1, 2019. Based on IFRS 16, the minimum amount of lease payments payable by the Group under the terms of the arrangement in connection with its use of telecommunications towers and related assets had resulted in recognition of a lease liability with the balance of RMB22,076 million, and a right-of-use asset with the balance of RMB21,269 million as of December 31, 2019. In addition, the Group recorded depreciation of right-of-use asset of RMB6,498 million, interest expense of RMB894 million, and variable lease payments and other related service charges of RMB10,492 million in its consolidated statements of comprehensive income for the year ended December 31, 2019.

The total amounts of lease payments and service charges incurred by the Group under the Agreement with Tower Company for the year ended December 31, 2019 were RMB17,652 million (2017: RMB16,524 million; 2018: RMB15,982 million). The related payable balance to Tower Company included in the balance of amounts due to related parties as of December 31, 2019 was RMB2,745 million (2018: RMB2,635 million).

(iii) Income from engineering design and construction services

The Group provide engineering design and construction services, including system integration and engineering design services to Tower Company. Income for the year ended December 31, 2019 was RMB262 million (2017: RMB267 million; 2018: RMB235 million).

Except as mentioned in (a), amounts due from and to Tower Company are unsecured, interest-free, repayable on demand/on contract terms and arise in the ordinary course of business in respect of transactions with Tower Company as described above.

46. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

46.3 Related party transactions with Unicom Group and its subsidiaries

(a) Related party transactions

	Note	2017	2018	2019
Transactions with Unicom Group and its subsidiaries:				
Unsecured entrusted loan from A Share Company	(i)	—	3,042	—
Unsecured entrusted loan from Unicom Group	(ii)	5,237	—	—
Repayment of unsecured entrusted loan to Unicom Group	(ii)	3,893	1,344	—
Interest expenses on unsecured entrusted loan	(i), (ii)	70	10	132
Loan from a related party	(iii)	435	48	—
Repayment of loan from a related party	(iii)	—	435	48
Interests expenses on loan from a related party	(iii)	—	12	—
Net (withdrawal)/deposits by Unicom Group and its subsidiaries from/with Finance Company	(iv)	(112)	2,336	258
Interest expenses on the deposits in Finance Company	(iv)	34	93	64

- (i) On December 26, 2018, the Group borrowed an unsecured entrusted loan from A Share Company of RMB3,042 million with a maturity period of 5 years and interest rate at 4.28% per annum.
- (ii) On February 27, 2017, the Group borrowed an unsecured entrusted loan from Unicom Group of RMB1,344 million with a maturity period of 1 year and interest rate at 3.92% per annum, which was fully repaid in February 2018.
- On August 24, 2017, the Group borrowed an unsecured entrusted loan from Unicom Group of RMB3,893 million with a maturity period of 6 months and interest rate at 3.92% per annum, which was fully repaid in October 2017.
- (iii) On December 21, 2017, the Group borrowed a loan from Unicom Group BVI of RMB435 million with a maturity period of 1 year and floating interest rate at 1 year HIBOR plus 1.2%, which was fully repaid in December 2018.
- On December 28, 2018, the Group borrowed a loan from Unicom Group BVI of RMB48 million with a maturity period of 1 year, of which RMB46 million with a maturity period of 1 year and interest rate at 4.77% per annum and HKD2 million with a maturity period of 1 year and floating interest rate at 1 year HIBOR plus 1.11%, and the loan was fully repaid in January 2019.
- (iv) Finance Company has agreed to provide financial services to Unicom Group and its subsidiaries. For the deposit services, the interest rate for deposits placed by Unicom Group and its subsidiaries will be no more than the maximum interest rate promulgated by the PBOC for the same type of deposit, the interest rate for the same type of deposit offered to other clients and the applicable interest rate offered by the general commercial banks in PRC for the same type of deposit.

46. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

46.3 Related party transactions with Unicom Group and its subsidiaries (Continued)

(b) Amounts due to Unicom Group and its subsidiaries

Amount due to Unicom Group and its subsidiaries as of December 31, 2019 included a balance of deposits received by Finance Company from Unicom Group and its subsidiaries of RMB4,879 million with interest rates ranging from 0.42% to 2.75% per annum for saving and deposits of different terms (2018: RMB4,621 million with interest rates ranging from 0.42% to 2.75% per annum).

Amount due to Unicom Group and its subsidiaries as of December 31, 2018 and 2019 also included a balance of unsecured entrusted loan from A Share Company of approximately RMB3,042 million with a maturity period of 5 years and interest rate at 4.28% per annum.

47. CONTINGENCIES AND COMMITMENTS

47.1 Capital commitments

As of December 31, 2018 and 2019, the Group had capital commitments, mainly in relation to the construction of telecommunications network, as follows:

	2018	2019		
	Total	Land and buildings	Equipment	Total
Authorized and contracted for	18,381	3,014	20,860	23,874
Authorized but not contracted for	39,496	7,905	39,740	47,645
	57,877	10,919	60,600	71,519

47.2 Lease and other commitments

As of December 31, 2018, the total future minimum payments under non-cancellable operating leases and other commitments were payable as follows:

	Land and buildings	Equipment	Ancillary facilities*	Total**
Arrangements expiring:				
- not later than one year	1,147	7,524	4,154	12,825
- later than one year and not later than five years	2,044	25,098	12,825	39,967
- later than five years	290	1,669	—	1,959
	3,481	34,291	16,979	54,751

* The amount included payment commitments for non-lease elements.

** Variable lease payments are not included in the commitments.

The Group is the lessee in respect of telecommunications equipment, properties and other assets under leases which were previously classified as operating leases under IAS 17. The Group has initially applied IFRS 16 using the modified retrospective approach. Under this approach, the Group adjusted the opening balances at January 1, 2019 to recognize lease liabilities relating to these leases (see Note 2.2(d)). From January 2019 onwards, future lease payments are recognized as lease liabilities in the consolidated statements of financial position in accordance with the policies set out in Note 2.2(d).

47.3 Contingent liabilities

As of December 31, 2019, the Group had no material contingent liabilities and no material financial guarantees issued.

48. COMPARATIVE FIGURES

The Group has initially applied IFRS 15 and IFRS 9 (2014) at January 1, 2018. Under the transition method chosen, comparative information is not restated. Further details of the changes in accounting policies are disclosed in Note 2.

The Group has initially applied IFRS 16 at January 1, 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. Further details of the changes in accounting policies are disclosed in Note 2.

49. NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

Proposed dividend

After the statements of financial position date, the Board of Directors proposed a final dividend for 2019. For detail, please refer to Note 33.

50. CHINA UNICOM (HONG KONG) LIMITED (PARENT COMPANY)

Relevant PRC statutory laws and regulation permit payments of dividends by the Company's subsidiaries in the PRC only out of their retained earnings, if any, as determined in accordance with the PRC accounting standards and regulations.

As of December 31, 2018 and 2019, RMB29,019 million and RMB30,185 million (US\$4,336 million) were appropriated from retained earnings and set aside for the statutory reserve by the Company's PRC subsidiaries, respectively.

As a result of these PRC laws and regulations, the Company's subsidiaries in the PRC are restricted in its ability to transfer a portion of its net assets to either in the form of dividends, loans or advances, which consisted of registered capital and statutory reserves that amounted to RMB256,466 million and RMB258,741 million (US\$37,166 million) as of December 31, 2018 and 2019, respectively.

50. CHINA UNICOM (HONG KONG) LIMITED (PARENT COMPANY) (CONTINUED)

Condensed Statements of Financial Position

	As of December 31		
	2018 RMB	2019 RMB	2019 US\$ (Unaudited)
	<i>Note</i>		
ASSETS			
Non-current assets			
Property, plant and equipment	4	3	—
Investments in subsidiaries	237,301	237,426	34,104
Loan to a subsidiary	6,829	12,241	1,758
Right-of-use assets	—	31	5
Financial assets at fair value through other comprehensive income	3,698	3,125	449
	<u>247,832</u>	<u>252,826</u>	<u>36,316</u>
Current assets			
Loan to subsidiaries	5,615	—	—
Amounts due from subsidiaries	223	230	33
Dividend receivable	4,612	15,804	2,271
Prepayments and other current assets	23	22	3
Cash and cash equivalents	969	796	114
	<u>11,442</u>	<u>16,852</u>	<u>2,421</u>
Total assets	<u>259,274</u>	<u>269,678</u>	<u>38,737</u>
EQUITY			
Equity attributable to equity shareholders of the Company			
Share capital	254,056	254,056	36,493
Reserves	(6,888)	(7,461)	(1,072)
Retained profits			
- Proposed final dividend	4,100	4,529	651
- Others	6,915	17,492	2,512
Total equity	<u>258,183</u>	<u>268,616</u>	<u>38,584</u>
LIABILITIES			
Non-current liabilities			
Lease liabilities	—	10	1
	<u>—</u>	<u>10</u>	<u>1</u>
Current liabilities			
Lease liabilities	—	21	3
Accounts payable and accrued liabilities	99	90	13
Loan from immediate holding company	48	—	—
Taxes payable	24	21	3
Dividend payable	920	920	133
	<u>1,091</u>	<u>1,052</u>	<u>152</u>
Total liabilities	<u>1,091</u>	<u>1,062</u>	<u>153</u>
Total equity and liabilities	<u>259,274</u>	<u>269,678</u>	<u>38,737</u>
Net current assets	<u>10,351</u>	<u>15,800</u>	<u>2,269</u>
Total assets less current liabilities	<u>258,183</u>	<u>268,626</u>	<u>38,585</u>

Note: The Company has initially applied IFRS 16 at January 1, 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See Note 2.

50. CHINA UNICOM (HONG KONG) LIMITED (PARENT COMPANY) (CONTINUED)

Condensed Statements of Comprehensive Income

	Year ended December 31			
	2017 RMB	2018 RMB	2019 RMB	2019 US\$ (Unaudited)
Revenue	6	—	—	—
Dividend income	1,441	3,296	14,697	2,111
General and administrative expenses	(67)	(61)	(49)	(7)
Interest income	1,192	535	407	59
Finance costs	(1,647)	80	100	14
Other income-net	1	1	8	1
Income before income tax	926	3,851	15,163	2,178
Income tax expenses	(20)	(20)	(57)	(8)
Net income	906	3,831	15,106	2,170
Other comprehensive income:				
Change in fair value of financial assets through other comprehensive income-net	(68)	(372)	(573)	(82)
Total comprehensive income for the year	838	3,459	14,533	2,088

Condensed Statements of Cash Flows

	Year ended December 31			
	2017 RMB	2018 RMB	2019 RMB	2019 US\$ (Unaudited)
Net cash outflow from operating activities	(86)	(62)	(106)	(15)
Net cash (outflow)/inflow from investing activities	(66,865)	3,987	76	11
Net cash inflow/(outflow) from financing activities	66,682	(4,206)	(132)	(19)
- Dividend paid to equity shareholders of the Company	—	(1,591)	(793)	(114)
Net decrease in cash and cash equivalents	(269)	(281)	(162)	(23)
Cash and cash equivalents at beginning of year	1,443	1,229	969	139
Effect of changes in foreign exchange rate	55	21	(11)	(2)
Cash and cash equivalents at end of year	1,229	969	796	114

51. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved by the Board of Directors on April 22, 2020.