

Stream Ideas Group Limited

源 想 集 團 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8401)

THIRD QUARTERLY RESULTS ANNOUNCEMENT FOR THE NINE MONTHS ENDED 31 DECEMBER 2019

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

THIRD QUARTERLY RESULTS

The board of directors of the Company (the “**Board**”) is pleased to present the unaudited condensed consolidated results of the Group for the nine months ended 31 December 2019 (the “**Relevant Period**”), together with the comparative figures for the nine months ended 31 December 2018 (the “**Previous Period**”), as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the nine months ended 31 December 2019

		2019 <i>HK\$'000</i> (Unaudited)	2018 <i>HK\$'000</i> (Unaudited)
	<i>Note</i>		
Revenue	3	19,139	20,389
Cost of services		(7,073)	(6,618)
Gross profit		12,066	13,771
Other income	4	934	615
Selling and distribution costs		(3,758)	(2,835)
Administrative and other operating expenses		(11,457)	(7,145)
(Loss)/profit from operations		(2,215)	4,406
Finance costs		(7)	—
(Loss)/profit before taxation		(2,222)	4,406
Income tax	6	(94)	(902)
(Loss)/profit for the period		(2,316)	3,504
Other comprehensive income/(expense), net of tax			
<i>Item that may be reclassified subsequently to profit or loss (nil of tax effect):</i>			
Foregin currency translation differences for foregin operations		517	(420)
Total comprehensive (expense)/income for the period		(1,799)	3,084
(Losses)/earnings per share	7		
– Basic (HK\$)		(0.01)	0.02
– Diluted (HK\$)		(0.01)	0.02

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2019

	Attributable to equity shareholders of the Company					Total equity HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Capital reserve HK\$'000	Exchange reserve HK\$'000	Accumulated losses HK\$'000	
As at 1 April 2018	2,000	71,988	383	(283)	(17,523)	56,565
Profit for the period	—	—	—	—	3,504	3,504
Other comprehensive expense	—	—	—	(420)	—	(420)
Total comprehensive (expense)/income	—	—	—	(420)	3,504	3,084
Balance as at 31 December 2018 (Unaudited)	2,000	71,988	383	(703)	(14,019)	59,649
As at 1 April 2019	2,000	71,988	383	(417)	(12,151)	61,803
Loss for the period	—	—	—	—	(2,316)	(2,316)
Other comprehensive income	—	—	—	517	—	517
Total comprehensive income/(expense)	—	—	—	517	(2,316)	(1,799)
Balance as at 31 December 2019 (Unaudited)	2,000	71,988	383	100	(14,467)	60,004

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Stream Ideas Group Limited was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The registered office of the Company is located at PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The principal place of business of the Company is located at Unit 402A, 4/F, Benson Tower, 74 Hung To Road, Kwun Tong, Hong Kong.

The Company is an investment holding company. The Group is principally engaged in the provision of online advertising services.

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements for the nine months ended 31 December 2019 have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the HKICPA, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance (Cap 622, Laws of Hong Kong). The financial statements also comply with the applicable disclosure provisions of the GEM Listing Rules.

The unaudited condensed consolidated financial statements for the nine months ended 31 December 2019 have not been audited by the Company’s independent auditors but have been reviewed by the Company’s Audit Committee.

HKFRS 16, Leases

HKFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. However, once HKFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognize and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding “right-of-use” asset. After initial recognition of this asset and liability, the lessee will recognize interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

HKFRS 16 is primarily affected the Group’s accounting as a lessee of leases for office premises, which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss and other comprehensive income over the period of the lease.

The Group elected to use the modified retrospective approach for the adoption of HKFRS 16 and recognised the cumulative effect of initial application without restating comparative information.

3. REVENUE AND SEGMENT INFORMATION

(a) Revenue

The principal activity of the Group is the provision of online advertising services. Revenue represents the service revenue from the provision of online advertising services.

The Group has one reportable segment which is the provision of online advertising services. The Group's chief operating decision maker, which has been identified as the board of directors, reviews the consolidated results of the Group for the purposes of resource allocation and performance assessment. Therefore, no additional reportable segment information has been presented.

(b) Segment reporting

Geographic information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment and intangible assets ("Specified non-current assets"). The geographical location of customers is based on the location at which the service was provided. The geographical location of the Specified non-current assets is based on the physical location of the operation to which they are allocated.

	Nine months ended 31 December			
	Revenue from external customers		Specified non-current assets	
	2019	2018	2019	2018
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Hong Kong	11,134	10,015	2,332	377
Taiwan	6,156	8,223	5	7
Southeast Asia	1,849	2,151	7	9
	<u>19,139</u>	<u>20,389</u>	<u>2,344</u>	<u>393</u>

4. OTHER INCOME

	Nine months ended 31 December	
	2019	2018
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Interest Income	934	610
Sundry Income	—	5
	<u>934</u>	<u>615</u>

5. (LOSS)/PROFIT BEFORE TAXATION

	Nine months ended 31 December	
	2019	2018
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Finance cost – interest on lease liabilities	7	–
Staff costs (including directors' emoluments)	9,169	4,954
Auditor's remuneration	718	749
Depreciation of property, plant and equipment	56	33
Depreciation of right-of-use assets	152	–
Amortisation of intangible assets	425	46
Operating lease charges on office premises		
– minimum lease payments in respect of leasing of office premises	191	317
Exchange loss/(gain)	45	(38)
	<u>45</u>	<u>(38)</u>

6. INCOME TAX

	Nine months ended 31 December	
	2019	2018
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Current tax – Hong Kong		
Provision for the period	–	–
Current tax – Other jurisdictions		
Provision for the period	757	986
Deferred tax		
Origination of temporary differences	(663)	(84)
	<u>94</u>	<u>902</u>

Notes:

- (i) Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in these jurisdictions.
- (ii) The provision for Hong Kong Profits Tax for the nine months ended 31 December 2019 is calculated at 16.5% (2018: 16.5%) of the estimated assessable profits.
- (iii) In accordance with the relevant Taiwan rules and regulations, the Taiwan Corporate Income Tax rate applicable to the Group's subsidiary in Taiwan is principally 20% for the nine months ended 31 December 2019 (2018: 20%).
- (iv) The Group's subsidiaries operating in other jurisdictions are subject to income tax at the rates prevailing in the respective jurisdictions.

7. (LOSSES)/EARNINGS PER SHARE

The calculation of the basic (losses)/earnings per share for the nine months ended 31 December 2019 and 2018 are based on the following:

	Nine months ended 31 December	
	2019	2018
	(Unaudited)	(Unaudited)
(Loss)/profit for the period attributable to equity shareholders of the Company (HK\$'000)	(2,316)	3,504
Weighted average number of ordinary shares in issue during the period ('000)	200,000	200,000
Basic and diluted (losses)/earnings per share (HK\$)	(0.01)	0.02

During the nine months ended 31 December 2019, there was no dilutive potential ordinary shares in issue.

The amount of dilutive (losses)/earnings per share is the same as basic (losses)/earnings per share for the nine months ended 31 December 2019 and 2018.

8. DIVIDEND

The Board does not recommend the payment of any dividend for the nine months ended 31 December 2019 (2018: nil).

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Amidst the recent social unrest in Hong Kong together with the trade dispute between China and the United States, the advertising market in Hong Kong remains sluggish. Furthermore, the impact of new accounting standard – HKFRS 15 Revenue from Contracts with Customers and decline of revenue derived from Taiwan have also slowed the overall performance of the Group, which recorded approximately 6.1% decrease in revenue to approximately HK\$19,139,000 (2018: approximately HK\$20,389,000) for the Relevant Period. To reignite the Group’s growth engine, the Group has recently deployed more resources and applied the successful market expansion model in Malaysia to two new markets: Philippines and Indonesia.

Gross profit (after reversal of JAG points i.e. the points which the Group distributes to reward its members to participate in the Group’s advertising campaigns) decreased by approximately 12.4% to approximately HK\$12,066,000 (2018: approximately HK\$13,771,000). The Group recorded a loss for the Relevant Period of approximately HK\$2,316,000 (2018: profit of approximately HK\$3,504,000).

The Group principally engages in the provision of online advertising services, which consist of social viral service, engager service and mass blogging service. Its business primarily operates in Hong Kong, Taiwan, Malaysia, Singapore, Philippines and Indonesia. The Group’s services are delivered via its self-developed platforms, which allow clients to match their advertising campaigns or contents with the Group’s relevant members based on their demographic details and behaviours, such as consumption patterns of certain products and services and brand preferences.

By geographical market

During the Relevant Period, approximately 58.2% of the Group’s revenue (2018: approximately 49.1%) was generated from clients in Hong Kong, while approximately 32.2% (2018: approximately 40.3%) was generated from clients in Taiwan. Southeast Asian markets contribute approximately 9.6% of the revenue to the Group (2018: approximately 10.6%).

Hong Kong

During the Relevant Period, revenue from Hong Kong increased to approximately HK\$11,134,000 from approximately HK\$10,015,000 in the Previous Period, representing approximately 11.2% increase. The growth was mainly contributed by the increase in sales in first quarter while a negative growth was observed in second and third quarters when compared to last year. In view of the instability of economical environment and increasing competition from other online advertising service providers, the Group continues to adjust the service mix to meet clients’ needs.

Taiwan

During the Relevant Period, the operating environment in Taiwan continued to be challenging, mainly attributable to the changing behaviour of internet users, increasing competition from other online advertising service providers and instability of economical environment. The Group is dealing with the change with a shift of focus on service type. We also see tourism segment withdrew campaigns due to the recent social unrest in Hong Kong. With the various challenges encountered and the impact of new accounting standard – HKFRS 15 Revenue from Contracts with Customers, the revenue for the Relevant Period in Taiwan decreased to approximately HK\$6,156,000 (2018: approximately HK\$8,223,000).

Southeast Asia

During the Relevant Period, total revenue for Southeast Asian markets declined slightly to approximately HK\$1,849,000 from approximately HK\$2,151,000 in the Previous Period. Malaysia continues to be the core driver in sales revenue while the newly expanded Philippines and Indonesia operations are starting to generate sales.

PROSPECTS

The Group anticipates intensifying competition in the online advertising industry as new emerging players are offering social media influencer services that rival with the Group's service offerings. Despite the foreseeable challenges ahead, the Group remains confident in its ability to differentiate itself in the market owing to various competitive advantages, including its strong base of members covering different geographic markets and its history of serving a wide spectrum of reputable clients in various industries. Leveraging good relations with media agencies, the Group can also expect great opportunities such as being recommended to media agencies' extensive client base, which will ensure stable and continuous requests for services. The Group's self-developed platforms have also served as an excellent tool for realising clients' performance targets while driving business growth. Looking ahead, the Group will replicate its expansion success in Malaysia and apply the experience to drive the new businesses in Philippines and Indonesia.

To accomplish these objectives, the Group will also recruit more talents, especially for the business development segment, to strengthen its workforce. This will enable the Group to better cater for the ever-changing needs of various industries, as well as those of existing and potential clients. In addition, the Group will consider new opportunities, such as sponsoring advertising-related awards to reach out to more potential clients so as to enhance the Group's overall profitability. Furthermore, the Group will focus on enriching their member base from different segments such as age group, interest and lifestyle to enhance the diversity of the Group's membership base and thereby attract more clients.

With years of experience, well-established reputation, and a first-mover advantage, the Group will leverage such strengths to reinforce its leading industry position. At the same time, by further developing these attributes, the Group will remain true to its vision of becoming the preferred online marketing partner for advertising agencies and brand owners in realising their pursuits.

FINANCIAL REVIEW

Revenue

The Group's revenue decreased from approximately HK\$20,389,000 for the Previous Period to approximately HK\$19,139,000 for the Relevant Period, representing a decrease of approximately 6.1%, primarily attributable to decrease in sales in Taiwan.

Cost of Services

The Group's cost of services was increased by approximately 6.9% from approximately HK\$6,618,000 for the Previous Period to approximately HK\$7,073,000 for the Relevant Period. Such increase was mainly attributable to the higher cost in system maintenance.

Gross Profit

Gross profit of the Group was decreased by approximately 12.4% from approximately HK\$13,771,000 for the Previous Period to approximately HK\$12,066,000 for the Relevant Period.

Selling and Distribution Costs

Selling and distribution costs of the Group increased by approximately 32.6% from approximately HK\$2,835,000 for the Previous Period to approximately HK\$3,758,000 for the Relevant Period. Selling and distribution costs primarily consist of advertising and promotion expenses and staff costs. The increase was mainly attributable to increase of headcount and promotional expenses on other media platforms.

Administrative and Other Operating Expenses

Administrative and other operating expenses of the Group increased by approximately 60.3% from approximately HK\$7,145,000 for the Previous Period to approximately HK\$11,457,000 for the Relevant Period. Administrative and other operating expenses mainly consist of staff costs, professional fees, office supplies and stationary and others. The increase was mainly attributable to the increase in staff salary.

Income Tax Expenses

Income tax for the Group decreased by approximately 89.6% from approximately HK\$902,000 for the Previous Period to approximately HK\$94,000 for the Relevant Period. The decrease was in line with decrease in taxable profits of our subsidiaries in the Relevant Period.

Loss for the Period

The Group's net loss was approximately HK\$2,316,000 for the Relevant Period compared to net profit of approximately HK\$3,504,000 for the Previous Period. The decrease was mainly attributable to the decrease in revenue and increase in selling and distribution costs and administrative and other operating expenses for the Relevant Period.

Foreign Exchange Exposure

The functional currency and reporting currency for the Company and its subsidiaries is Hong Kong dollar, except that the functional currencies of certain subsidiaries are New Taiwan dollar, Malaysian Ringgit and Singapore dollar, therefore, during the Relevant Period, the Group had not exposed to any significant currency risk.

Event after the Relevant Period

There is no significant event subsequent to 31 December 2019 which would materially affect the Group's operating and financial performance.

OTHER INFORMATION

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATION

As at 31 December 2019, the interests and short positions of the Directors of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of Securities and Futures Ordinance ("SFO", Cap 571 Laws of Hong Kong)) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required, pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Long positions in ordinary shares of the Company:

Name	Capacity/Nature of interest	Number of shares held	Approximate percentage of issued share capital*
Ms. Jenny Cheung (<i>Note 1</i>)	Interest of a controlled corporation; interest held jointly with another person	114,280,000	57.14%
Mr. Anakin Law (<i>Note 1</i>)	Interest of a controlled corporation; interest held jointly with another person	114,280,000	57.14%
Mr. Garlos Lee (<i>Note 1</i>)	Interest of a controlled corporation; interest held jointly with another person	114,280,000	57.14%
Mr. Lin Hung Yuan (<i>Note 2</i>)	Interest of a controlled corporation	34,720,000	17.36%

* The percentage represents the number of ordinary shares divided by the number of the Company's issued shares as at 31 December 2019. (i.e. 200,000,000 shares)

Notes:

1. Ms. Jenny Cheung, Mr. Anakin Law and Mr. Garlos Lee beneficially owns 33.33%, 33.33% and 33.33% of the issued share capital of JAG United Company Limited respectively. By virtue of the SFO, each of Ms. Jenny Cheung, Mr. Anakin Law and Mr. Garlos Lee is deemed to be interested in such shares held by JAG United Company Limited.
2. Mr. Lin Hung Yuan beneficially owns the entire issued shares of VMI Capital Group Limited.

Save as disclosed above, as at 31 December 2019, none of the Directors of the Company had any interest or short position in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which are required to be recorded in the register required to be kept by the Company under Section 352 of the SFO, or which shall be, pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules, notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY

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

Long position in the shares:

Name	Capacity/Nature of interest	Number of shares held	Approximate percentage of issued share capital*
JAG United Company Limited (<i>Note 1</i>)	Beneficial interest	114,280,000	57.14%
Mr. Szeto Man Wa (<i>Note 2</i>)	Interest of spouse	114,280,000	57.14%
Ms. Leung Kwok Mei (<i>Note 3</i>)	Interest of spouse	114,280,000	57.14%
Ms. Ng Ka Po (<i>Note 4</i>)	Interest of spouse	114,280,000	57.14%
VMI Capital Group Limited (<i>Note 5</i>)	Investment Manager	34,720,000	17.36%
VMI Mega Growth Fund SPC (<i>Note 5</i>)	Beneficial interest	34,720,000	17.36%
Ms. Zhang Tian (<i>Note 6</i>)	Interest of spouse	34,720,000	17.36%

* The percentage represents the number of ordinary shares divided by the number of the Company's issued shares as at 31 December 2019. (i.e. 200,000,000 shares)

Notes:

1. Ms. Jenny Cheung, Mr. Anakin Law and Mr. Garlos Lee beneficially owns 33.33%, 33.33% and 33.33% of the issued share capital of JAG United Company Limited respectively. By virtue of the SFO, each of Ms. Jenny Cheung, Mr. Anakin Law and Mr. Garlos Lee is deemed to be interested in such shares held by JAG United Company Limited.
2. Mr. Szeto Man Wa was deemed to be interested in 114,280,000 shares of the Company through the interest of his spouse, Ms. Jenny Cheung.
3. Ms. Leung Kwok Mei was deemed to be interested in 114,280,000 shares of the Company through the interest of her spouse, Mr. Anakin Law.
4. Ms. Ng Ka Po was deemed to be interested in 114,280,000 shares of the Company through the interest of her spouse, Mr. Garlos Lee.
5. These shares were held by VMI Mega Growth Fund SPC, a segregated portfolio company and 100% of its management shares is held by VMI Capital Group Limited. Mr. Lin Hung Yuan beneficially owns the entire issued shares of VMI Capital Group Limited.
6. Ms. Zhang Tian was deemed to be interested in 34,720,000 shares of the Company through the interest of her spouse, Mr. Lin Hung Yuan.

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

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the Relevant Period and up to the date of this announcement, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

CORPORATE GOVERNANCE CODE

During the Relevant Period and up to the date of this announcement, the Company has complied with the applicable code provisions (“**Code Provisions**”) of the Corporate Governance Code (“**CG Code**”) as set out in Appendix 15 of the GEM Listing Rules except the following deviations. Under Code Provision A.2.1, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Meanwhile, Code Provisions A.2.2 to A.2.9 further stipulates the roles of chairman for good corporate governance practices. As the Company does not have any director with the title of “chairman” and “chief executive officer”, the Company has deviated from the aforesaid Code Provisions A.2.1 to A.2.9. The roles of chairman and chief executive officer have been performed by the three executive Directors, Ms. Jenny Cheung, Mr. Anakin Law and Mr. Garlos Lee collectively. Since the three executive Directors are the founders of the Company and have in-depth knowledge about the management as well as the business operations of the Company, the Board believes that vesting the roles of chairman and chief executive officer in the three executive Directors allows for efficient business planning and decisions.

The Board is also of the opinion that the following matters can still be carried out properly under the current structure:

- (i) all directors are properly briefed on issues arising at board meetings (Code Provision A.2.2);
- (ii) all directors receive accurate and adequate information in a timely manner (Code Provision A.2.3);
- (iii) establishment of corporate governance practice and procedures (Code Provision A.2.5);
- (iv) effective communication with shareholders (Code Provision A.2.8);
- (v) full and active contribution of all directors to the affairs of the Board and constructive relations between executive and non-executive directors (Code Provisions A.2.6 and A.2.9).

The joint company secretaries have been delegated to draw up agenda for board meetings, taking into account any matters proposed by other directors (Code Provision A.2.4).

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules.

Specific enquiries have been made with all Directors, and all Directors confirmed in writing that they have complied with the required standards set out in Rules 5.48 to 5.67 of the GEM Listing Rules regarding their securities during the Relevant Period and up to the date of this announcement.

SHARE OPTION SCHEME

The Company's share option scheme (the "**Share Option Scheme**") was approved by a resolution of the Company's shareholders passed on 7 March 2018. The principal terms of the Share Option Scheme, a summary of which is set out in Appendix IV to the prospectus of the Company dated 16 March 2018, are in compliance with the provisions under Chapter 23 of the GEM Listing Rules.

As of 31 December 2019 and up to the date of this announcement, there was no options granted, exercised, lapsed or cancelled under the Share Option Scheme. There was no outstanding share option not yet exercised under the Share Option Scheme.

COMPETING AND CONFLICT OF INTERESTS

The Directors are not aware of any business or interests of the Directors nor the controlling shareholder of the Company nor any of their respective associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Company and any other conflicts of interest which any such person has or may have with the Group during the Relevant Period. None of the Directors, the controlling shareholders or substantial shareholders of the Company or any of its respective close associates has engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, as defined in the GEM Listing Rules, or has any other conflict of interests with the Group during the Relevant Period, and the Directors confirm that none of them is engaged in any business which directly or indirectly, competes or is likely to compete with the business of the Company and any of its subsidiaries or has interest in such business.

INTERESTS OF THE COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Giraffe Capital Limited as its compliance adviser. As notified by Giraffe Capital Limited, as at 31 December 2019, neither Giraffe Capital Limited, nor its directors, employees and associates had any interest in relation to the Group which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules.

AUDIT COMMITTEE

The Company established an audit committee (the "**Audit Committee**") on 7 March 2018 with its written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and paragraph C.3 and paragraph D.3 of the CG Code. The Audit Committee comprises all independent non-executive Directors, namely, Mr. Ho Ho Tung Armen, Mr. Fenn David and Mr. Kwan Chi Hong. Mr. Ho Ho Tung Armen is the chairman of the Audit Committee.

The primary duties of the Audit Committee are to assist our Board by providing an independent view of the effectiveness of the financial reporting process, internal control and risk management systems of the Group, overseeing the audit process and performing other duties and responsibilities as assigned by the Board.

The Audit Committee had reviewed the unaudited condensed consolidated financial statements of the Group for the Relevant Period and is of the opinion that such statements comply with the applicable accounting standards, the GEM Listing Rules and legal requirements, and that adequate disclosures have been made.

By Order of the Board
Stream Ideas Group Limited
Law Ka Kin
Executive Director

Hong Kong, 6 February 2020

As at the date of this announcement, the Board of Directors comprises four executive Directors, namely Ms. Cheung Lee, Mr. Law Ka Kin, Mr. Lee Wing Leung Garlos and Mr. Leung Wai Lun; one non-executive Director, namely Mr. Lin Hung Yuan; and three independent non-executive Directors, namely Mr. Kwan Chi Hong, Mr. Fenn David and Mr. Ho Ho Tung Armen.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and on the Company’s website at www.stream-ideas.com.