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**中國三三傳媒集團有限公司**

**CHINA 33 MEDIA GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8087)**

## **FIRST QUARTERLY RESULTS ANNOUNCEMENT FOR THE THREE MONTHS ENDED 31 MARCH 2021**

The board (“**Board**”) of directors (“**Directors**”) of China 33 Media Group Limited (“**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce the unaudited results of the Group for the three months ended 31 March 2021. This announcement, containing the full text of the 2021 first quarterly report of the Company, complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited in relation to information to accompany preliminary announcements of quarterly results.

By Order of the Board  
**China 33 Media Group Limited**  
**Ruan Deqing**  
*Chairman and Executive Director*

Hong Kong, 13 May 2021

*As at the date of this announcement, the executive Directors are Mr. Ruan Deqing (Chairman), Mr. Peng Lichun and Mr. Ma Pun Fai; and the independent non-executive Directors are Ms. Tay Sheve Li, Ms. Lam Man Chi and Mr. Yau Kit Yu.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this 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.*

*This announcement will remain on the “Latest Listed Company Information” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its posting and the Company’s website at [www.china33media.com](http://www.china33media.com).*



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FIRST  
QUARTERLY  
REPORT  
**2021**



## 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, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This report for which the directors (the "Directors") of China 33 Media Group Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*



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

For the three months ended 31 March 2021

## FIRST QUARTERLY RESULTS

The unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the "Group") for the three months ended 31 March 2021, together with the comparative unaudited figures for the corresponding period in 2020, are as follows:

|                                                                   |       | Three months ended<br>31 March |                                |
|-------------------------------------------------------------------|-------|--------------------------------|--------------------------------|
|                                                                   |       | 2021<br>(unaudited)<br>RMB'000 | 2020<br>(unaudited)<br>RMB'000 |
|                                                                   | Notes |                                |                                |
| REVENUE                                                           | 4     | 28,571                         | 22,443                         |
| Cost of sales                                                     |       | (23,532)                       | (19,744)                       |
| Gross profit                                                      |       | 5,039                          | 2,699                          |
| Other income                                                      |       | 407                            | 722                            |
| Other gains and losses, net                                       | 5     | 2,657                          | 168                            |
| Selling and distribution expenses                                 |       | (2,488)                        | (1,508)                        |
| Administrative expenses                                           |       | (6,583)                        | (4,697)                        |
| Finance cost                                                      | 6     | (304)                          | (25)                           |
| LOSS BEFORE TAXATION                                              |       | (1,272)                        | (2,641)                        |
| Taxation                                                          | 7     | –                              | (9)                            |
| LOSS FOR THE PERIOD                                               |       | (1,272)                        | (2,650)                        |
| OTHER COMPREHENSIVE INCOME FOR THE PERIOD:                        |       |                                |                                |
| Item that may be reclassified subsequently to profit or loss:     |       |                                |                                |
| Exchange differences arising on translation of foreign operations |       | 1,600                          | 3,771                          |
| TOTAL COMPREHENSIVE INCOME FOR THE PERIOD                         |       | 328                            | 1,121                          |

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

For the three months ended 31 March 2021

|                                                            | <i>Notes</i> | Three months ended<br>31 March |                                |
|------------------------------------------------------------|--------------|--------------------------------|--------------------------------|
|                                                            |              | 2021<br>(unaudited)<br>RMB'000 | 2020<br>(unaudited)<br>RMB'000 |
| Loss for the period attributable to:                       |              |                                |                                |
| Owners of the Company                                      |              | (1,267)                        | (2,586)                        |
| Non-controlling interests                                  |              | (5)                            | (64)                           |
|                                                            |              | (1,272)                        | (2,650)                        |
| Total comprehensive income for the period attributable to: |              |                                |                                |
| Owners of the Company                                      |              | 333                            | 1,185                          |
| Non-controlling interests                                  |              | (5)                            | (64)                           |
|                                                            |              | 328                            | 1,121                          |
|                                                            |              | RMB cents                      | RMB cents                      |
| Loss per share                                             |              |                                |                                |
| Basic and diluted                                          | 9            | (0.18)                         | (0.04)                         |

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 March 2021

|                                                           | Attributable to owners of the Company |                |                 |                   |                          |                  |                      |                    |                | Non-controlling interests | Total equity   |
|-----------------------------------------------------------|---------------------------------------|----------------|-----------------|-------------------|--------------------------|------------------|----------------------|--------------------|----------------|---------------------------|----------------|
|                                                           | Issued capital                        | Share premium  | Capital reserve | Statutory reserve | Share redemption reserve | Exchange reserve | Share option reserve | Accumulated losses | Total          |                           |                |
|                                                           | RMB'000                               | RMB'000        | RMB'000         | RMB'000           | RMB'000                  | RMB'000          | RMB'000              | RMB'000            | RMB'000        | RMB'000                   | RMB'000        |
| At 1 January 2020 (audited)                               | 36,721                                | 626,521        | 26,239          | 13,174            | 19                       | 34,188           | 4,610                | (362,074)          | 379,398        | (16,687)                  | 362,711        |
| Loss for the period                                       | -                                     | -              | -               | -                 | -                        | -                | -                    | (2,586)            | (2,586)        | (64)                      | (2,650)        |
| Exchange differences on translation of foreign operations | -                                     | -              | -               | -                 | -                        | 3,771            | -                    | -                  | 3,771          | -                         | 3,771          |
| Total comprehensive expense for the period                | -                                     | -              | -               | -                 | -                        | 3,771            | -                    | (2,586)            | 1,185          | (64)                      | 1,121          |
| <b>At 31 March 2020 (unaudited)</b>                       | <b>36,721</b>                         | <b>626,521</b> | <b>26,239</b>   | <b>13,174</b>     | <b>19</b>                | <b>37,959</b>    | <b>4,610</b>         | <b>(364,660)</b>   | <b>380,583</b> | <b>(16,751)</b>           | <b>363,832</b> |
| At 1 January 2021 (audited)                               | 44,567                                | 626,463        | 26,239          | 13,174            | 19                       | 8,042            | 5,199                | (485,757)          | 237,946        | (1,144)                   | 236,802        |
| Loss for the period                                       | -                                     | -              | -               | -                 | -                        | -                | -                    | (1,267)            | (1,267)        | (5)                       | (1,272)        |
| Exchange difference on translation of foreign operations  | -                                     | -              | -               | -                 | -                        | 1,600            | -                    | -                  | 1,600          | -                         | 1,600          |
| Total comprehensive income/(expenses) for the period      | -                                     | -              | -               | -                 | -                        | 1,600            | -                    | (1,267)            | 333            | (5)                       | 328            |
| <b>As at 31 March 2021 (unaudited)</b>                    | <b>44,567</b>                         | <b>626,463</b> | <b>26,239</b>   | <b>13,174</b>     | <b>19</b>                | <b>9,642</b>     | <b>5,199</b>         | <b>(487,024)</b>   | <b>238,279</b> | <b>(1,149)</b>            | <b>237,130</b> |

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 March 2021

## 1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 5 May 2010 under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The registered office address of the Company is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the principal place of business of the Company in Hong Kong is Suite 2001, Tower 1, China Hong Kong City, 33 Canton Road, Tsimshatsui, Kowloon, Hong Kong. The head office of the Company in the PRC is Unit 410-412, 4/F., One Indigo, 20 Jiuxianqiao Road, Chaoyang District, Beijing, China.

The principal activity of the Company is investment holding. During the three months ended 31 March 2021, the Group was principally engaged in the provision of outdoor and digital advertising services, film and entertainment investment, prepaid card business and provision of printed media advertising services.

## 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board (the "IASB") as well as the applicable disclosure requirements of the GEM Listing Rules. The condensed consolidated financial statements have been prepared under the historical cost basis except for certain financial instruments that are measured at fair values as appropriate. They are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except when otherwise indicated.

The accounting policies and method of computation used in the preparation of these unaudited condensed consolidated financial statements are consistent with those applied in the Group's audited consolidated financial statements for the year ended 31 December 2020.

The condensed consolidated financial statements have not been audited by the auditors of the Company but have been reviewed by the audit committee (the "Audit Committee") of the Company.

## 3. APPLICATION OF NEW AND REVISED IFRSs

In the current period, the Group has applied the new and revised IFRSs issued by the IASB that are relevant to its operations and effective for accounting periods beginning on or after 1 January 2020. The application of these new and revised IFRSs did not result in substantial changes to the Group's accounting policies and amounts reported for the current period and prior periods/years.

The Group has not early applied the new and revised IFRSs that have been issued but are not yet effective. The directors anticipate that the application of the new and revised IFRSs will have no material impact on the results and financial position of the Group.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 March 2021

## 4. REVENUE

Revenue represents the advertising income, the distribution income and profit sharing of film and entertainment investments, as well as transaction fees and card related fees earned from the use of the prepaid cards.

|                                                                  | Three months ended<br>31 March |                                |
|------------------------------------------------------------------|--------------------------------|--------------------------------|
|                                                                  | 2021<br>(unaudited)<br>RMB'000 | 2020<br>(unaudited)<br>RMB'000 |
| An analysis of the Group's revenue for the period is as follows: |                                |                                |
| Printed media advertising income                                 | –                              | 112                            |
| Outdoor and digital advertising income                           | 19,633                         | 17,761                         |
| Film and entertainment investment income                         | 3,760                          | –                              |
| Prepaid card income                                              | 5,178                          | 4,570                          |
|                                                                  | 28,571                         | 22,443                         |

## 5. OTHER GAINS AND LOSSES, NET

|                                                                            | Three months ended<br>31 March |                                |
|----------------------------------------------------------------------------|--------------------------------|--------------------------------|
|                                                                            | 2021<br>(unaudited)<br>RMB'000 | 2020<br>(unaudited)<br>RMB'000 |
| Fair value change of financial assets at fair value through profit or loss | 1,259                          | 236                            |
| Gain on disposal of financial assets at fair value through profit or loss  | 1,398                          | –                              |
| Others                                                                     | –                              | (68)                           |
|                                                                            | 2,657                          | 168                            |

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 March 2021

## 6. FINANCE COSTS

|                                       | Three months ended<br>31 March |                                |
|---------------------------------------|--------------------------------|--------------------------------|
|                                       | 2021<br>(unaudited)<br>RMB'000 | 2020<br>(unaudited)<br>RMB'000 |
| Interest expense on corporate bond    | 3                              | –                              |
| Interest expense on lease liabilities | 301                            | 25                             |
|                                       | <b>304</b>                     | 25                             |

## 7. TAXATION

No provision for Hong Kong profits tax has been made as the Group has no assessable profits in Hong Kong during the three months ended 31 March 2021 (three months ended 31 March 2020: Nil).

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment.) (No. 7) Bill 2017 (the “Bill”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of assessable profits of qualifying corporations will be taxed at 8.25%, and assessable profits above HK\$2,000,000 will be taxed at 16.5%. The assessable profits of corporations not qualifying for the two tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Under the Law of the People’s Republic of China on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%.

The Group is not subject to any taxation under the jurisdiction of the Cayman Islands during the three months ended 31 March 2021 (three months ended 31 March 2020: Nil).

## 8. DIVIDENDS

The Directors do not recommend the payment of any dividend for the three months ended 31 March 2021 (three months ended 31 March 2020: Nil).

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 March 2021

## 9. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

|                                                                                                                         | Three months ended<br>31 March |                                |
|-------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------|
|                                                                                                                         | 2021<br>(unaudited)<br>RMB'000 | 2020<br>(unaudited)<br>RMB'000 |
| Loss for the purpose of basic and diluted loss per share<br>(Loss for the period attributable to owners of the Company) | (1,267)                        | (2,586)                        |

|                                                                                                   | Number of shares<br>Three months ended<br>31 March |              |
|---------------------------------------------------------------------------------------------------|----------------------------------------------------|--------------|
|                                                                                                   | 2021<br>'000                                       | 2020<br>'000 |
| Weighted average number of ordinary shares for the purpose of<br>basic and diluted loss per share | 691,200                                            | 5,760,000    |

The calculation of the diluted loss per share for both periods did not assume the exercise of the Company's outstanding share options as the effect is anti-dilutive.

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS AND FINANCIAL REVIEW

The principal business of the Group during the period included outdoor and digital advertising, film and entertainment investment, prepaid card business and printed media advertising. The Group's total revenue for the three months ended 31 March 2021 amounted to approximately RMB28,571,000, representing an increase of approximately RMB6,128,000 or 27.3% as compared to approximately RMB22,443,000 for the corresponding period last year, mainly contributed by the recovery of business and economic environment, in particular the film and entertainment business, as the COVID-19 pandemic is stabilising gradually.

Overall gross profit increased by approximately RMB2,340,000 or 86.7% to approximately RMB5,039,000 for the three months ended 31 March 2021 from approximately RMB2,699,000 for the corresponding period of last year. The gross profit margin for the current period increased to approximately 17.64% from approximately 12.0% for the corresponding period of last year. The total comprehensive income for the period attributable to owners of the Company amounted to approximately RMB328,000, representing an decrease of approximately 70.7% from total comprehensive expenses of approximately RMB1,121,000 for the corresponding period of last year.

### Printed Media Advertising

Revenue from printed media advertising mainly represented the amount generated from the sales of the advertising space on the periodicals and was recognised upon the publication of the periodicals in which the respective advertisement was placed. “旅伴” (Fellow Traveller) is monthly nationwide periodicals distributed on China Railway High-speed (“CRH”) trains and selected regular trains in the People's Republic of China. With phasing out of the printed media advertising, no revenue was generated during the three months ended 31 March 2021. It is expected that there will only be minimal revenue generated from printed media advertising during this year.

### Outdoor and Digital advertising

Revenue from outdoor advertising represented the advertising income generated from the sales of advertising spaces on the billboards and LEDs installed at certain selected train stations and revenue from promotion campaign conducted in some train stations. Revenue was recognised when advertising was published or station campaigns were launched.

Revenue from digital advertising was recognized when advertising was published, and the income was based on the marketing value generated through the recognition of transaction volume, service fees for advertising design, analysis, planning and other services provided in the process.

Revenue from outdoor and digital advertising increased by approximately RMB1,872,000 or 10.5% from approximately RMB17,761,000 for the three months ended 31 March 2020 to approximately RMB19,633,000 for the three months ended 31 March 2021. The increase was mainly due to increased number of customers.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Film and Entertainment Investment

Revenue from film and entertainment investment represents profit sharing on box office of movies and concerts and distribution income of film rights and television drama. Revenue from the distribution of film rights and entertainment was recognised when (i) the Group's entitlement to such payments has been established which was upon the delivery of the master copy or materials to the customers, and (ii) the collectability of proceeds was reasonably assured. Revenue from film and entertainment investment increased by approximately RMB3,760,000 or 100% as compared to the corresponding period of last year. The frequency of income from film and entertainment investment was highly dependent on the production status and the market trend for the respective periods. The film and entertainment industry has been recovering as compared to the early stage of the global outbreak of COVID-19 in year of 2020, which led to the increased revenue generated for the three months ended 31 March 2021.

### Prepaid Card

The Group obtained the Stored Value Facilities License ("SVF License") in November 2016, and started generating income from the new business in 2016. Revenue from prepaid card mainly represent the transaction fees recognised when the prepaid cardholders made payments of fares using the prepaid card and the card related fees when the service is provided. Revenue from prepaid card business increased by approximately RMB608,000 or 13.3% from approximately RMB4,570,000 for the three months ended 31 March 2020 to approximately RMB5,178,000 for the three months ended 31 March 2021. It was contributed by the larger number of prepaid cards base that bringing in more card related service fee income, for instance transaction fee and card management fee.

### Other Gains and Losses

Other gains and losses increased by approximately RMB2,489,000 or 1,481.6% as compared to the corresponding period last year, which was approximately RMB168,000. The increase was mainly due to the fair value gain and disposal gain on financial assets at fair value through profit or loss.

### Selling and Distribution Expenses

Selling and distribution expenses mainly include advertising and marketing expenses, salaries, commissions to sales staff and travelling and related expenses. It accounted for approximately 6.7% and 8.7% of the Group's total revenue for the three months ended 31 March 2020 and 2021, respectively. The amount increased by approximately RMB980,000 or 9.7% from approximately RMB1,508,000 for the corresponding period of last year to approximately RMB2,488,000 for the three months ended 31 March 2021. The increase was mainly due to increase in marketing expenses.

### Administrative Expenses

Administrative expenses mainly consists of salaries, depreciation of fixed assets, rental expense and legal and professional fees. Administrative expenses increased by approximately RMB1,886,000 or 40.2% from approximately RMB4,697,000 for the corresponding period of last year to approximately RMB6,583,000 for the three months ended 31 March 2021. The increase was mainly due to the increased legal and professional fees and office relocation expenses incurred.

# MANAGEMENT DISCUSSION AND ANALYSIS

## EMPLOYEE INFORMATION

As at 31 March 2021, the Group employed a total of 45 employees (2020: 49 employees) situated in the PRC and Hong Kong. The Group's emolument policy is formulated based on industry practices and performance of individual employees. During the three months ended 31 March 2021, the total staff costs (including Directors' emoluments) amounted to approximately RMB2,472,000 (2020: RMB2,375,000).

## CONTINGENT LIABILITIES

As at 31 March 2021, the Group did not have any significant contingent liabilities (2020: nil).

## PROSPECTS

Looking forward, the Group will continue to focus on its business development on various segments, in particular the outdoor and digital advertising business and prepaid card business. The global outbreak of COVID-19 may continue to affect the financial performance of the Group in the year of 2021. Yet, the Group has been actively looking for opportunities for the business growth and aims to minimise the negative impact of the COVID-19. The Group will continue to pay close attention to the development of the COVID-19 pandemic and will work as a whole to cope with the situation, strengthen cost control and adopt appropriate measures to develop our business in the year ahead.

## CORPORATE GOVERNANCE

Recognising the importance of a listed company's responsibilities to enhance its transparency and accountability, the Company is committed to maintain a high standard of corporate governance in the interests of its shareholders. The Company devotes to best practice on corporate governance and to comply, to the extent practicable, with the code provisions as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 15 to the GEM Listing Rules. In the opinion of the Directors, the Company has complied with the CG Code during the three months ended 31 March 2021, save for code provision A.4.1 of the CG Code which requires that the non-executive directors should be appointed for a specific term and subject to re-election.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

For the three months ended 31 March 2021, none of the Directors or the controlling shareholders of the Company or their respective associates (as defined in GEM Listing Rules) had any interest in the business that competes or may compete with the business of the Group or any other conflicts of interest with the Group.

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

During the three months ended 31 March 2021, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## MANAGEMENT DISCUSSION AND ANALYSIS

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

As at 31 March 2021, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions which they have taken or deemed to have taken under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the 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 the ordinary shares (the "Shares") of the Company

| Name of Director | Nature of interest                                        | Number of Shares held  | Number of underlying Shares held (Note 2) | Total      | Approximate percentage of shareholding (%) |
|------------------|-----------------------------------------------------------|------------------------|-------------------------------------------|------------|--------------------------------------------|
| Mr. Ruan Deqing  | Interest of a controlled corporation/<br>Beneficial owner | 57,602,000<br>(Note 1) | 5,760,000                                 | 63,362,000 | 9.17                                       |
| Mr. Ma Pun Fai   | Beneficial owner                                          | –                      | 5,760,000                                 | 5,760,000  | 0.83                                       |

Notes:

- (1) These Shares were registered in the name of Lizhong Limited ("Lizhong"), 48.73% of the entire issued share capital of which was owned by Joint Loyal Limited ("Joint Loyal"). The entire issued share capital of Joint Loyal was owned by Mr. Ruan Deqing ("Mr. Ruan"), an executive director. Mr. Ruan was deemed to be interested in all the Shares in which Joint Loyal was interested by virtue of the SFO. Mr. Ruan was the sole director of Joint Loyal.
- (2) Mr. Ruan and Mr. Ma Pun Fai, the executive Directors, were granted share options under the share option scheme of the Company on 5 July 2019 at an exercise price of HK\$0.29 per Share (adjusted) with the validity period from 5 July 2019 to 4 July 2021.

Save as disclosed above, as at 31 March 2021, none of the Directors and chief executive of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions which they have taken or deemed to have taken under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Rules 5.46 to 5.68 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

## MANAGEMENT DISCUSSION AND ANALYSIS

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 March 2021, the following persons (other than a Director or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

#### Long positions in shares and underlying shares of the Company

| Name of shareholder                                    | Nature of interest                   | Number of<br>Shares held | Number of<br>underlying<br>Shares held | Total      | Approximate<br>percentage of<br>shareholding<br>(%) |
|--------------------------------------------------------|--------------------------------------|--------------------------|----------------------------------------|------------|-----------------------------------------------------|
| Mr. Lin Pintong (Note 1)                               | Interest of a controlled corporation | 57,602,000               | –                                      | 57,602,000 | 8.33                                                |
| Lizhong (Note 1)                                       | Beneficial owner                     | 57,602,000               | –                                      | 57,602,000 | 8.33                                                |
| Broad Win (Note 1)                                     | Interest of a controlled corporation | 57,602,000               | –                                      | 57,602,000 | 8.33                                                |
| Ms. Pan Xiaoying (Note 2)                              | Interest of spouse                   | 57,602,000               | –                                      | 57,602,000 | 8.33                                                |
| Joint Loyal (Note 1)                                   | Interest of a controlled corporation | 57,602,000               | –                                      | 57,602,000 | 8.33                                                |
| Ms. Liu Sibin (Note 3)                                 | Interest of spouse                   | 57,602,000               | 5,760,000                              | 63,362,000 | 9.17                                                |
| New Express Investment<br>Limited (Note 4)             | Beneficial owner                     | 36,412,200               | –                                      | 36,412,200 | 5.27                                                |
| China Investment and Finance<br>Group Limited (Note 4) | Interest of a controlled corporation | 36,412,200               | –                                      | 36,412,200 | 5.27                                                |

#### Notes:

- (1) These Shares are registered in the name of and beneficially owned by Lizhong, 48.73% and 48.73% of the entire issued share capital of Lizhong is owned by Broad Win Limited ("Broad Win") and Joint Loyal respectively. The entire issued share capital of Broad Win and Joint Loyal is owned by Mr. Lin Pintong ("Mr. Lin") and Mr. Ruan respectively. Under the SFO, each of Mr. Lin, Mr. Ruan, Broad Win and Joint Loyal is deemed to be interested in all the Shares held by Lizhong. The directors of Lizhong are Mr. Lin, Mr. Ruan and Mr. Han Wenqian.
- (2) Ms. Pan Xiaoying ("Ms. Pan") is the spouse of Mr. Lin. Therefore, Ms. Pan is deemed, or taken to be, interested in the Shares which Mr. Lin is deemed, or taken to be interested in for the purposes of the SFO.
- (3) Ms. Liu Sibin ("Ms. Liu") is the spouse of Mr. Ruan. Therefore, Ms. Liu is deemed, or taken to be, interested in the Shares which Mr. Ruan is deemed, or taken to be interested in for the purposes of the SFO.
- (4) These Shares were registered in the name of and beneficially owned by New Express Investment Limited ("New Express Investment"). The entire issued share capital of New Express Investment was owned by China Investment and Finance Group Limited ("China Investment"). China Investment is deemed to be interested in all the Shares in which New Express Investment was interested by virtue of the SFO.

## MANAGEMENT DISCUSSION AND ANALYSIS

### MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

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. Having made specific enquiry with all the Directors, all the Directors confirmed that they have complied with the code of conduct and required standard of dealings concerning securities transactions by directors during the three months ended 31 March 2021.

### SHARE OPTION SCHEME

A share option scheme was adopted by the Company pursuant to a resolution in writing passed by the shareholders of the Company on 17 December 2010 (the "Share Option Scheme"). The Share Option Scheme was expired on 16 December 2011 and no other share option scheme has been adopted by the Company up to the date of this report. During the three months ended 31 March 2021, no share option was granted, exercised, lapsed or cancelled under the Share Option Scheme. As at 31 March 2021, there were 115,200,000 outstanding share options.

### EVENTS AFTER THE REPORTING PERIOD

There was no significant events occurring after the reporting period and up to the date of this report.

### AUDIT COMMITTEE

The Company established the Audit Committee on 17 December 2010 with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and the CG Code. The primary duties of the Audit Committee are to review the financial statements, financial reports and accounts of the Company; to review the accounting policy, financial position and financial reporting procedures of the Company; to communicate with external auditors; to assess the performance of internal financial and audit personnel; to review the risk management and the internal control systems of the Company; and to perform the corporate governance functions under Paragraph D.3.1 of the CG Code. As at 31 March 2021, the Audit Committee has three members comprising Ms. Tay Sheve Li (Chairperson), Mr. Yau Kit Yu and Ms. Lam Man Chi, all being independent non-executive Directors.

The Audit Committee has reviewed the unaudited results of the Group for the three months ended 31 March 2021. The Audit Committee was of the opinion that the preparation of such results complied with the applicable accounting standards, the GEM Listing Rules and that adequate disclosures have been made.

By order of the Board  
**China 33 Media Group Limited**  
**Ruan Deqing**  
*Chairman and Executive Director*

Hong Kong, 13 May 2021

*As at the date of this report, the executive Directors are Mr. Ruan Deqing (Chairman), Mr. Peng Lichun and Mr. Ma Pun Fai; and the independent non-executive Directors are Ms. Tay Sheve Li, Ms. Lam Man Chi and Mr. Yau Kit Yu.*