



**Creative China Holdings Limited**  
**中國創意控股有限公司**

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

*(於開曼群島註冊成立之有限公司)*

*Stock Code 股份代號 : 8368*

**First Quarterly Report 2021**  
**第一季度報告**

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

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*This report, for which the directors (the “Directors”) of Creative China Holdings Limited (the “Company”) collectively and individually accept full responsibility, include 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. 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.*

### **香港聯合交易所有限公司(「聯交所」)GEM(「GEM」)的特色**

**GEM**的定位，乃為中小型公司提供一個上市的市場。此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於**GEM**上市公司普遍為中小型公司，在**GEM**買賣的證券可能會較於聯交所主板買賣之證券承受較大的市場波動風險，同時無法保證在**GEM**買賣的證券會有高流通量的市場。

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本報告乃遵照香港聯交所**GEM**證券上市規則(「**GEM**上市規則」)之規定而提供有關中國創意控股有限公司(「本公司」)的資料。本公司各董事(「董事」)願就本報告共同及個別承擔全部責任，並於作出一切合理查詢後，確認就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成份；及並無遺漏任何其他事項致使本報告所載任何聲明或本報告產生誤導。

The board of Directors (the "Board") of the Company is pleased to announce 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 unaudited comparative figures for the corresponding period in 2020, as follows:

本公司之董事會(「董事會」)欣然公佈本公司及其附屬公司(統稱為「本集團」)截至二零二一年三月三十一日止三個月之未經審核簡明綜合業績連同二零二零年同期之未經審核比較數字如下：

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

### 未經審核簡明綜合全面收益表

For the three months ended 31 March 2021  
截至二零二一年三月三十一日止三個月

		Three months ended 31 March		
		截至三月三十一日止三個月		
		2021	2020	
		二零二一年	二零二零年	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
Revenue	收入	3	7,230	1,192
Direct costs	直接成本		(268)	(823)
Gross profit	毛利		6,962	369
Other income	其他收入		121	10
Other gains and losses	其他收益及虧損		167	12
Selling and distribution costs	銷售及分銷成本		(426)	(554)
Administrative expenses	行政開支		(3,118)	(3,149)
Profit/(loss) from operations	經營業務溢利/(虧損)		3,706	(3,312)
Finance cost	財務成本		(47)	(68)
Profit/(loss) before income tax	除所得稅前溢利/(虧損)		3,659	(3,380)
Income tax expenses	所得稅開支	4	(478)	-
Profit/(loss) for the period	期內溢利/(虧損)		3,181	(3,380)

		<b>Three months ended 31 March</b>	
		截至三月三十一日止三個月	
		2021	2020
		二零二一年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		<b>(Unaudited)</b>	(Unaudited)
		(未經審核)	(未經審核)
<b>Other comprehensive income/ (loss) that may be reclassified subsequently to profit or loss:</b>			
Exchange differences of translating foreign operations	隨後可能重新分類至損益之其他全面收益／(虧損)：換算海外業務的匯兌差額	109	(115)
Total comprehensive income/(loss) for the period	期內全面收益／(虧損)總額	<b>3,290</b>	(3,495)
Profit/(loss) for the period attributable to:	應佔期內溢利／(虧損)：		
Owners of the Company	本公司擁有人	<b>3,212</b>	(3,348)
Non-controlling interests	非控股權益	<b>(31)</b>	(32)
		<b>3,181</b>	(3,380)
<b>Total comprehensive profit/ (loss) for the period attributable to:</b>	應佔期內全面溢利／(虧損)總額：		
Owners of the Company	本公司擁有人	<b>3,320</b>	(3,459)
Non-controlling interests	非控股權益	<b>(30)</b>	(36)
		<b>3,290</b>	(3,495)
Earnings/loss per share:	每股盈利／(虧損)：		
– Basic and diluted (RMB cents)	– 基本及攤薄(人民幣分)	<b>0.20</b>	(0.22)

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 未經審核簡明綜合權益變動表

For the three months ended 31 March 2021  
截至二零二一年三月三十一日止三個月

		Reserves 儲備					Accumulated losses	Equity attributable to the owners of the Company	Non- controlling interests	Total
		Share capital	Share premium	Other reserve	Merger reserve	Foreign exchange reserve		本公司 擁有人 應佔權益	非控股權益	
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Balance at 1 January 2021 (audited)	於二零二一年一月一日的 結餘(經審核)	13,188	165,378	5,362	9,300	467	(126,201)	67,494	(84)	67,400
Profit/(loss) for the period	期內溢利/(虧損)	-	-	-	-	-	3,212	3,212	(31)	3,181
Other comprehensive income	其他全面收益	-	-	-	-	108	-	108	1	109
Total comprehensive income/(loss) for the period	期內全面收益/(虧損) 總額	-	-	-	-	108	3,212	3,320	(30)	3,290
Balance at 31 March 2021 (unaudited)	於二零二一年三月 三十一日的結餘 (未經審核)	13,188	165,378	5,362	9,300	575	(122,989)	70,814	(124)	70,690
Balance at 1 January 2020 (audited)	於二零二零年一月一日的 結餘(經審核)	11,788	158,096	5,362	9,300	(224)	(146,204)	38,118	(154)	37,964
Issue of shares under placing (note 6))	根據配售發行股份 (附註6))	1,400	7,282	-	-	-	-	8,682	-	8,682
Loss for the period	期內虧損	-	-	-	-	-	(3,348)	(3,348)	(32)	(3,380)
Other comprehensive loss	其他全面虧損	-	-	-	-	(111)	-	(111)	(4)	(115)
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	(111)	(3,348)	(3,459)	(36)	(3,495)
Balance at 31 March 2020 (unaudited)	於二零二零年三月 三十一日的結餘 (未經審核)	13,188	165,378	5,362	9,300	(335)	(149,552)	43,341	(190)	43,151

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 未經審核簡明綜合財務報表附註

### 1. CORPORATE INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands on 1 November 2013. The address of its registered office is at the offices of Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. Its principal place of business in the People's Republic of China (the "PRC") is located at Room 1901, 19/F, Yulin Building, No. 5A Xiangjun Nanli 2nd Alley, Chaoyang District, the PRC, and its principal place of business in Hong Kong is located at 23/F, Yue Thai Commercial Building, 128 Connaught Road Central, Sheung Wan, Hong Kong.

The principal activity of the Company is investment holding while its subsidiaries are principally engaged in the provision of film and television program original script creation, adaption, production and licensing and related services, concert and event organisation services, mobile live broadcasting services and e-commerce services and artist management.

### 1. 公司資料

本公司乃於二零一三年十一月一日在開曼群島註冊成立的有限公司。註冊辦事處地址為 Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。其中華人民共和國(「中國」)之主要業務地址位於中國北京朝陽區向軍南里2巷甲5號雨霖大廈19層1901室，而香港主要業務地址位於香港上環干諾道中128號豫泰商業大廈23樓。

本公司主要活動為投資控股，而其附屬公司主要從事提供影視節目製作的原著創作、改編、製作、發行及相關業務、演唱會及活動籌辦服務、移動直播服務及電商服務及藝人經紀業務。

## 2. BASIS OF PRESENTATION

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by Hong Kong Institute of Certified Public Accountants (hereinafter collectively referred to as the "HKFRSs") and the disclosure requirements of the Hong Kong Companies Ordinance.

In addition, the financial statements include applicable disclosures required by the GEM Listing Rules.

The unaudited condensed consolidated financial results have been prepared under the historical cost basis.

The unaudited condensed consolidated results are presented in Renminbi ("RMB"), which is the same as the functional currency of the Company and its subsidiaries, and all values are rounded to the nearest thousand except when otherwise indicated.

The accounting policies applied in the preparation of the unaudited condensed consolidated results are consistent with those adopted in the preparation of the annual consolidated financial statements of the Group for the year ended 31 December 2020, except that the Group has adopted a number of new or revised HKFRSs, which are newly effective for the period under review. The adoption of these new or revised HKFRSs had no change in significant accounting policies and no significant effect on the financial results of the current period. Also, no prior period adjustment is required.

## 2. 呈列基準

綜合財務報表已根據香港會計師公會頒佈的所有適用香港財務報告準則、香港會計準則及詮釋(以下統稱為「香港財務報告準則」)及香港公司條例之披露規定而編製。

此外，財務報表亦載列GEM上市規則所規定之適用披露事項。

未經審核簡明綜合財務業績已按歷史成本的基準編製。

未經審核簡明綜合業績以本公司及其附屬公司之功能貨幣人民幣(「人民幣」)呈列，除另有指明外，所有價值均四捨五入至最接近之人民幣千元。

編製未經審核簡明綜合業績所應用之會計政策與編製本集團截至二零二零年十二月三十一日止年度之年度綜合財務報表時所採納者一致，惟本集團已採納多項於回顧期內新生效之新訂或經修訂香港財務報告準則。採納該等新訂或經修訂香港財務報告準則毋須對重要會計政策作出變更及對本期間的財務業績並無重大影響。同時，毋須對過往期間作出調整。

## 2. BASIS OF PRESENTATION (CONTINUED)

The Group has not applied or early adopted the new or revised HKFRSs (including their consequential amendments) which are relevant to the Group that have been issued but are not yet effective in the preparation of these unaudited condensed consolidated results. The Group is currently assessing the impact of these new or revised HKFRSs upon initial application but is not yet in a position to state whether these new or revised HKFRSs would have any significant impact on its results of operations and financial position. It is anticipated that all of the pronouncements will be adopted in the Group's accounting policies in the accounting periods when they first become effective.

The unaudited condensed consolidated results have been reviewed by the audit committee of the Board (the "Audit Committee").

## 2. 呈列基準(續)

本集團於編製此等未經審核簡明綜合業績時並無應用或提早採納與本集團相關的已頒佈但尚未生效的新訂或經修訂香港財務報告準則(包括其後續修訂)。本集團現正評估首次採用該等新訂或經修訂香港財務報告準則之影響，惟仍未能確定該等新訂或經修訂香港財務報告準則會否對其營運業績及財務狀況構成任何重大影響。預計所有頒佈之準則將於其首次生效時之會計期間納入本集團之會計政策。

未經審核簡明綜合業績已由董事會之審核委員會(「審核委員會」)審閱。



### 3. REVENUE

Turnover of the Group represents revenue generated from (i) program production and related services, (ii) concert and event organisation and related services, (iii) mobile live broadcasting and e-commerce and related services, and (iv) artist management and related services. The amounts of each significant category of revenue recognised in turnover during the period are as follows:

### 3. 收入

本集團營業額指(i)節目製作及相關服務、(ii)演唱會及活動籌辦及相關服務、(iii)移動直播及電商及相關服務、及(iv)藝人經紀業務及相關服務產生之相關收入。於期內在營業額確認的各主要收入類別的款額如下：

		Three months ended 31 March	
		截至三月三十一日止三個月	
		2021	2020
		二零二一年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Program production and related income	節目製作及相關收入	-	-
Concert and event organisation and related services income	演唱會及活動籌辦及相關服務收入	-	1,169
Mobile live broadcasting and e-commerce and related income	移動直播及電商及相關收入	4,430	-
Artist management and related income	藝人經紀及相關收入	2,800	23
		<b>7,230</b>	<b>1,192</b>

### 4. INCOME TAX EXPENSES

### 4. 所得稅開支

		Three months ended 31 March	
		截至三月三十一日止三個月	
		2021	2020
		二零二一年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Current tax – the PRC – provision for the period	即期稅項－中國－期內撥備	478	-
Deferred tax	遞延稅項	-	-
		<b>478</b>	<b>-</b>

#### 4. INCOME TAX EXPENSES (CONTINUED)

Under the two-tiered profits tax rates regime, Hong Kong profits tax of the qualifying group entity is calculated at 8.25% (2020: 8.25%) on the first HK\$2 million of the estimated assessable profits and 16.5% (2020: 16.5%) on the estimated assessable profits above HK\$2 million during the period. Hong Kong profits tax of group entities not qualifying for the two-tiered profits tax regime will be taxed at a flat rate of 16.5%. PRC enterprise income tax is calculated at 25% (2020: 25%) on the estimated assessable profits during the period.

#### 5. DIVIDEND

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

#### 6. EARNINGS/(LOSS) PER SHARE

The calculation of the basic and diluted earnings/(loss) per share attributable to the ordinary equity holders of the Company is based on the following data:

#### 4. 所得稅開支(續)

根據利得稅兩級制，合資格集團旗下實體之香港利得稅乃以內首兩百萬港元之估計應課稅溢利按8.25%（二零二零年：8.25%）以及兩百萬港元以上之估計應課稅溢利按16.5%（二零二零年：16.5%）計算。不合利得稅兩級制資格的集團旗下實體之香港利得稅則按劃一稅率16.5%課稅。中國企業所得稅乃以期內之估計應課稅溢利按25%（二零二零年：25%）計算。

#### 5. 股息

董事不建議就截至二零二一年三月三十一日止三個月派發任何股息（二零二零年：無）。

#### 6. 每股盈利／（虧損）

本公司普通股權持有人應佔每股基本及攤薄盈利／（虧損）乃根據以下數據計算：

		Three months ended 31 March	
		截至三月三十一日止三個月	
		2021	2020
		二零二一年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Profit/(loss) for the purposes of basic earnings/(loss) per share	就每股基本盈利／（虧損）而言之溢利／（虧損）	3,212	(3,348)

**6. EARNINGS/(LOSS) PER SHARE  
(CONTINUED)**

**6. 每股盈利/(虧損)(續)**

		<b>Three months ended 31 March</b>	
		截至三月三十一日止三個月	
		<b>2021</b>	2020
		二零二一年	二零二零年
		'000	'000
		千股	千股
<b>Number of shares</b>	<b>股份數目</b>		
Issued ordinary shares of 1 January	於一月一日的已發行 普通股	<b>1,581,578</b>	1,423,513
Effect of issuance of shares under placing (note (i))	根據配售發行股份之 影響 (附註(i))	-	119,851
Weighted average number of ordinary shares (note (ii))	普通股加權平均數 (附註(ii))	<b>1,581,578</b>	1,543,364

Notes:

附註：

- (i) Pursuant to the Company announcement dated on 10 January 2020, the Company entered into the subscription agreement with the subscriber in relation to the subscription of shares. Pursuant to the subscription agreement, the Company has conditionally agreed to allot and issue 158,064,516 shares to the subscriber at the subscription price of HK\$0.062 per share. The above subscription was completed on 23 January 2020. The net proceeds from the subscription amounted to approximately HK\$9,790,000.
- (ii) Diluted earnings/(loss) per share was the same as basic earnings/(loss) per share as there were no potential dilutive ordinary shares outstanding for the three months ended 31 March 2021 and 2020.
- (i) 根據本公司日期為二零二零年一月十日之公告，本公司與認購方就認購股份訂立認購協議。根據認購協議，本公司已有條件同意配發及發行158,064,516股股份予認購方，認購價為每股認購股份0.062港元。上述認購事項已於二零二零年一月二十三日完成。認購事項之所得款項淨額約為9,790,000港元。
- (ii) 每股攤薄盈利/(虧損)與每股基本盈利/(虧損)相同，因截至二零二一年及二零二零年三月三十一日止三個月均無發行在外之潛在攤薄普通股。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW

#### Revenue

Revenue of the Group for the three months ended 31 March 2021 amounted to approximately RMB7.2 million, representing an increase of approximately 506% as compared to that recorded for the three months ended 31 March 2020 of approximately RMB1.2 million. The Revenue was mainly generated from mobile live broadcasting and e-commerce and artist management segment. The increase in revenue mainly due to an event and some jobs were being organised and arranged for our artists and world champion athletes in early 2021.

#### Gross profit

The gross profit for the three months ended 31 March 2021 amounted to approximately RMB7.0 million, representing an increase of gross profit margin of approximately 65.3% as comparing to that recorded in the corresponding period in 2020 of approximately RMB0.4 million. The improvement of gross profit margin was mainly contributed by mobile live broadcasting and e-commerce segment.

### 財務回顧

#### 收入

截至二零二一年三月三十一日止三個月本集團錄得約人民幣7.2百萬元之收入，較截至二零二零年三月三十一日止三個月的約人民幣1.2百萬元增加約506%。收入主要來自移動直播及電商及藝人經紀業務。收入增加主要由於在二零二一年初為藝人及世界冠軍運動員籌辦以及安排的相關工作。

#### 毛利

截至二零二一年三月三十一日止三個月錄得約人民幣7.0百萬元之毛利，較截至二零二零年同期錄得約人民幣0.4百萬元的毛利率增加約65.3%。毛利率改善主要由移動直播及電商業務所貢獻。

## FINANCIAL REVIEW (CONTINUED)

### Expenses

Selling and distribution costs for the three months ended 31 March 2021 was approximately RMB0.4 million, which represented a decrease by approximately 23.1% as compared to the corresponding period in last year. The selling and distribution costs incurred for the three months ended 31 March 2021 were mainly for the maintenance of the mobile live broadcasting segment.

Administrative expenses for the three months ended 31 March 2021 amounted to approximately RMB3.1 million (three months ended 31 March 2020: approximately RMB3.1 million).

### Income tax expenses

The Group had recorded PRC enterprise income tax expense of approximately RMB0.5 million for a subsidiary located in PRC for the three months ended 31 March 2021, while no such income tax expense was recorded for the corresponding period in 2020. The income tax expenses was due to the profit making under the mobile live broadcasting segment. There are no provision of Hong Kong profits tax for the three months ended 31 March 2021 and 2020 as no subsidiaries of the Company located in Hong Kong have recorded taxable profit during both periods. Under the two-tiered profits tax rates regime, Hong Kong profits tax of the qualifying group entity is calculated at 8.25% (2020: 8.25%) on the first HK\$2 million of the estimated assessable profits and 16.5% (2020: 16.5%) on the estimated assessable profits above HK\$2 million during the year. Hong Kong profits tax of group entities not qualifying for the two-tiered profits tax regime will be taxed at a flat rate of 16.5%. PRC enterprise income tax is calculated at 25% (2020: 25%) on the estimated assessable profits during the year.

## 財務回顧(續)

### 開支

截至二零二一年三月三十一日止三個月，銷售及分銷成本約為人民幣0.4百萬元，較去年同期減少約23.1%。截至二零二一年三月三十一日止三個月產生的銷售及分銷成本主要為移動直播業務的維護。

截至二零二一年三月三十一日止三個月的行政開支約人民幣3.1百萬元(截至二零二零年三月三十一日止三個月：約人民幣3.1百萬元)。

### 所得稅開支

本集團於截至二零二一年三月三十一日止三個月位於中國的附屬公司錄得中國企業所得稅開支約人民幣0.5百萬元，去年同期並無錄得所得稅開支。所得稅開支原因為移動直播業務產生之溢利。而截至二零二一年及二零二零年三月三十一日止三個月本公司位於香港的附屬公司概無錄得應課稅溢利，因此兩個期間內並無任何香港利得稅的撥備。根據利得稅兩級制，合資格集團旗下實體之香港利得稅乃以年內首兩百萬港元之估計應課稅溢利按8.25%(二零二零年：8.25%)以及兩百萬港元以上之估計應課稅溢利按16.5%(二零二零年：16.5%)計算。不合利得稅兩級制資格的集團旗下實體之香港利得稅則按劃一稅率16.5%課稅。中國企業所得稅乃以年內之估計應課稅溢利按25%(二零二零年：25%)計算。

## FINANCIAL REVIEW (CONTINUED)

### Profit/(loss) for the period

Profit for the three months ended 31 March 2021 was approximately RMB3.2 million, while loss of approximately RMB3.4 million was recorded for the corresponding period in 2020. The increase in net profit after tax was mainly because the gross profit derived from the artist management segments.

### USE OF PROCEED

#### Disposal of 19.25% of equity interest of Capital Land Digital Entertainment Co. Ltd

On 28 August 2019, the Group entered into equity transfer agreements with three different purchasers for the disposal of 19.25% of equity interest of Capital Land Digital Entertainment Co. Ltd., and the disposal was completed on 31 December 2019. The total consideration in cash was RMB15,400,000 and the net proceeds was amounted to RMB14,735,000. As at 31 March 2021, the net proceeds from Disposal has been utilised as follows:

- approximately RMB4,635,000 has been utilised to finance the production of TV serial programmes
- approximately RMB3,149,000 has been utilised to pay for concert organisation expenses
- approximately RMB4,951,000 million has been utilised for repayment of shareholders' loan

The remaining of approximately RMB2,000,000 will be used in paying for concert organisation expenses. Due to the pandemic of COVID-19, most of the concerts are tentatively to start resume at the earliest of the end of 2021 or early 2022, and the use of proceed for concert organisation is expected to be postponed.

The details of the Disposal can be referred to the circular of the Company dated 24 September 2019.

### 財務回顧(續)

### 期內溢利／(虧損)

截至二零二一年三月三十一日止三個月的期內溢利約人民幣3.2百萬元，而去年同期則錄得虧損約人民幣3.4百萬元。除稅後淨溢利增加主要由於來自藝人經紀業務的毛利。

### 所得款項用途

#### 出售19.25%之京江南數娛(北京)科技有限公司股權

於二零一九年八月二十八日，本集團與三名買方簽訂股權轉讓協議以出售19.25%之京江南數娛(北京)科技有限公司股權及該出售事項已於二零一九年十二月三十一日完成。現金代價總額為人民幣15,400,000元及所得款項淨額為人民幣14,735,000元。於二零二一年三月三十一日，出售事項所得款項淨額已作下列用途：

- 約人民幣4,635,000元已用於支付製作電視連續劇節目
- 約人民幣3,149,000元已用於支付演唱會籌辦費用
- 約人民幣4,951,000元已用於償還股東貸款

餘額約人民幣2,000,000元將用於支付演唱會籌辦費用。由於新冠肺炎大規模流行而暫時大多數演唱會預測重啟的可行性最早於二零二一年底或二零二二年初，預計所得款項用於演唱會將會被推遲。

有關出售事項的詳情可參閱本公司於二零一九年九月二十四日發出之通函。

## BUSINESS REVIEW AND PROSPECTS

The Group is principally engaged in the businesses of (i) program production and related services; (ii) concert and event organisation; (iii) mobile live broadcasting and e-commerce; and (iv) artist management.

### Program production and related services

The Group has not recorded revenue in program production and related services for the three months ended 31 March 2021 and 2020.

The Group will continue to work on the adaptation, creation, and pre-production planning of films and television programs, including (1) two serial programs of approximately 12 and 65 episodes of urban and period drama respectively; (2) two online dramas of approximately 36 episodes; (3) a movie of approximately 120 minutes; and (4) a reality variety program, in order to generate revenue in 2021.

The Group actively collaborates with more film and television production companies in the PRC engaging in the creation of film and television intellectual property, in order to obtain more potential resources and reserves of television programs, online dramas and movies in future. In the future, the Group will adapt, create and improve the pre-planning of film and television projects, and facilitate to promote the transfer of copyright of original script, and cooperate with major online video platforms to produce custom made and contractual movies and programs.

### 業務回顧及展望

本集團主要從事(i)節目製作及相關服務；(ii)演唱會及活動籌辦；(iii)移動直播及電商；及(iv)藝人經紀業務。

### 節目製作及相關服務

本集團於截至二零二零及二零二一年三月三十一日止三個月並無錄得節目製作及相關服務收入。

本集團將積極推進影視劇製作訂立改編、創作、前期策劃相關協議：包括(1)兩部分別共約12及65集的都市情感及古裝連續劇；(2)兩部共約36集現代網絡劇；(3)一部約120分鐘電影；及(4)一個真人秀綜藝節目，致力於二零二一年為本集團帶來收入。

本集團亦積極與更多從事影視劇知識產權創作的中國影視製作公司合作，以在未來獲得更多電視劇、網絡劇及電影創作與製作的潛在資源和儲備。未來將從影視作品的改編、創作及完善前期策劃項目，以推動原創作劇本版權轉讓及、或以承制、自製形式與各大網絡視頻平台合作。

## **BUSINESS REVIEW AND PROSPECTS (CONTINUED)**

### **Concert and event organisation**

The Group has not recorded revenue from concert and event organisation segment in the three months ended 31 March 2021, while there were approximately RMB1.2 million revenue recorded in the same period in 2020. The decrease was mainly due to the global suspension of concerts under the novel coronavirus outbreak, therefore there is no concert being organised during the period.

The Group has entered into agreements with certain Korean pop singers and a renowned top league PRC singer to organise concerts in 2021 and 2022. Subject to the situation of the COVID-19 pandemic, the Group expects that certain concerts will be held in the fourth quarter of 2021 and early 2022.

### **Mobile live broadcasting and e-commerce**

Revenue from the mobile live broadcasting and e-commerce segment amounted to approximately RMB4.4 million for the three months ended 31 March 2021, while no revenue was recorded for the corresponding period of last year. Revenue was mainly derived from online advertisements and promotional services.

The Group will continue to work on the development of mobile application and the expansion planning for providing online fans and stars with the tools to participate and interact in order to generate more revenue to the Group.

### **業務回顧及展望(續)**

#### **演唱會及活動籌辦**

截至二零二一年三月三十一日止三個月，本集團並無錄得演唱會及活動籌辦收入，去年同期則錄得約人民幣1.2百萬元收入。減少主要由於新冠肺炎大規模流行及全球實施限制聚集令，演唱會未能於期內籌備。

本集團已與若干韓國流行歌手及中國一位知名頂尖歌手訂立協議，於二零二一年至二零二二年籌辦演唱會。視乎新冠肺炎的疫情情況，本集團預期若干演唱會將於二零二一年第四季度及二零二二年初舉行。

#### **移動直播及電商**

於截至二零二一年三月三十一日止三個月本集團錄得移動直播及電商業務收入約人民幣4.4百萬元，而去年同期並無錄得相關收入。收入主要由廣告發佈及推廣服務產生。

本集團將繼續推進就移動應用程式的開發及擴大發展，為在線粉絲和明星提供參與及互動所需的互聯網工具的應用程式，以為集團帶來更多收入。



## BUSINESS REVIEW AND PROSPECTS (CONTINUED)

### Artist management

The revenue for the three months ended 31 March 2021 was approximately RMB2.8 million as compared to approximately RMB23,000 in the same period of last year. The increase was mainly due to commercial activities for our contracted world champion athletes and artists being arranged through the Group, including commercial promotions.

Our Group will continue to seek for opportunities between our artists and customers or brands, as well as managing and promoting our artists and/or athletic artists in order to bring more value to the Group.

Although the businesses of the Group are facing various external challenges in 2021, the Group will strive to make improvements and overcome the challenges under the leadership of our experienced management. Together with the various opportunities currently exploring, the Group believes our business will continue to improve.

### Other information

10% shareholding held by Ms. Zhao Wei in Beijing Yiju Creative Technology\* (北京易聚創意科技有限公司) (“Yiju”) (representing registered capital of RMB126,000 of Yiju), a non-wholly owned subsidiary of the Company, is under a freezing order (the “Freezing Order”). In view of Ms. Zhao does not participate in the management and operation of Yiju, Yiju has not received any further order from the PRC court nor any compensation was made against Yiju regarding the Freezing Order, the Board considers that the Freezing Order will not have any material adverse impact to the Company and its subsidiaries.

Details of which have been disclosed in the announcement dated 30 April 2021.

\* For identification purposes only

### 業務回顧及展望(續)

#### 藝人經紀業務

截至二零二一年三月三十一日止三個月的收入為人民幣約2.8百萬元，而去年同期則錄得人民幣約23,000元收入。增加主要因為透過本集團為簽約世界冠軍運動員及藝人尋找的商業活動，包括宣傳推廣。

本集團將繼續尋求藝人與客戶或品牌之間的機遇，以及管理及推廣我們的藝人及／或體育明星，以為本集團帶來更多價值。

儘管於二零二一年本集團業務面臨各種外來挑戰，本集團將致力改善並在具有豐富經驗的管理層領導下克服種種挑戰。在我們現時探索的多項商機支持下，本集團認為我們的業務將持續改善。

#### 其他資料

趙薇女士在北京易聚創意科技有限公司(「北京易聚」)，一家本公司之非全資子公司，持有的10%股權(佔北京易聚註冊資本為人民幣126,000元)被凍結(「凍結令」)。鑑於趙女士沒有參與北京易聚的管理及運營，北京易聚沒有收到中國法院的進一步命令，亦沒有收到涉及任何關於凍結令的賠償責任。董事會認為，凍結令不會對本公司及其子公司造成任何重大不利影響。

有關詳情已於二零二一年四月三十日公告中披露。

\* 僅供識別

## DISCLOSURE OF INTERESTS AND OTHER INFORMATION

### 權益披露及其他資料

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

As at 31 March 2021, the interest and short position of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rules 5.46 of the GEM Listing Rules were as follows:

董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債券中的權益及淡倉

於二零二一年三月三十一日，本公司董事及主要行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有須記入根據證券及期貨條例第352條存置的本公司登記冊，或根據GEM上市規則第5.46條所述上市發行人董事進行交易的規定標準須知會本公司及聯交所的權益及淡倉如下：

#### (i) Long positions in ordinary shares of the Company

#### (i) 於本公司普通股的好倉

Name of Director	Capacity and nature of interest	Number of shares	Percentage of the Company's issued share capital 佔本公司已發行股本百分比
董事名稱	權益性質	股份數目	
Goldbless International Limited ("Goldbless") 金美國際有限公司(「金美」)	Beneficial owner (note) 實益擁有人(附註)	382,500,000	24.18
Mr. Wang Yong 汪勇先生	Interest of controlled corporation (note) 於受控法團權益(附註)	382,500,000	24.18

Note: The entire issued share capital of Goldbless is owned by Mr. Wang Yong. Under the SFO, Mr. Wang Yong is deemed to be interested in all the shares registered in the name of Goldbless.

附註：金美的全部已發行股本由汪勇先生擁有。根據證券及期貨條例，汪勇先生被視為於以金美名義登記的所有股份中擁有權益。

(ii) Long positions in ordinary shares of US\$1.00 each in Youth Success Holdings Limited (“Youth Success”)

(ii) 於Youth Success Holdings Limited(「Youth Success」)每股面值1.00美元普通股的好倉

Name of Director 董事名稱	Number of shares 股份數目	Percentage of shareholding 股權百分比
Mr. Philip Jian Yang (note 1) 楊劍先生(附註1)	1,273	12.73
Ms. Yang Jianping (note 2) 楊建平女士(附註2)	150	1.50
Mr. Yang Shiyuan (note 3) 楊世遠先生(附註3)	148	1.48

Notes:

1. Mr. Philip Jian Yang holds the shares of Youth Success through Ever Ring Holdings Limited which is wholly-owned by him.
2. Ms. Yang Jianping holds the shares of Youth Success through Rich Promise Investments Limited which is wholly-owned by her.
3. Mr. Yang Shiyuan holds the shares through State Trade Global Limited which is wholly-owned by him.

附註:

1. 楊劍先生透過其全資擁有的恆永控股有限公司持有Youth Success的股份。
2. 楊建平女士透過其全資擁有的富諾投資有限公司持有Youth Success的股份。
3. 楊世遠先生透過其全資擁有的State Trade Global Limited持有Youth Success的股份。

Save as disclosed above, as at 31 March 2021, none of the Directors and chief executives of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules.

除上文所披露者外，於二零二一年三月三十一日，概無本公司董事及主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的任何股份、相關股份及債券中擁有須記入根據證券及期貨條例第352條存置的本公司登記冊，或根據GEM上市規則第5.46條所述上市發行人董事進行交易的規定標準須知會本公司及聯交所的權益或淡倉。

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE 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 and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

主要股東及其他人士於本公司股份及相關股份的權益及淡倉

於二零二一年三月三十一日，根據證券及期貨條例第336條須存置的登記冊所記錄，下列人士（董事或本公司主要行政人員除外）於本公司股份及相關股份中擁有權益或淡倉：

### (i) Long positions in ordinary shares of the Company

### (i) 於本公司普通股的好倉

Name of Shareholder	Capacity and nature of interest	Number of shares	Percentage of the Company's issued share capital 佔本公司已發行股本百分比
股東名稱	權益性質	股份數目	
Youth Success	Beneficial owner <sup>(note 1)</sup> ; deemed interest under shareholders voting agreement <sup>(note 1)</sup> 實益擁有人 <sup>(附註1)</sup> ；根據股東投票協議被視為擁有權益 <sup>(附註1)</sup>	866,868,000	54.81
Guang Rui Investments Limited ("Guang Rui") 光瑞投資有限公司(「光瑞」)	Beneficial owner; interest in controlled corporation <sup>(note 1)</sup> ; deemed interest under shareholders voting agreement <sup>(note 1)</sup> 實益擁有人；於受控法團權益 <sup>(附註1)</sup> ；根據股東投票協議被視為擁有權益 <sup>(附註1)</sup>	879,840,000	55.63
Mr. Yang Shaoqian ("Mr. Yang") 楊紹謙先生(「楊先生」)	Interest in controlled Corporation <sup>(note 1)</sup> ; interest of spouse <sup>(note 2)</sup> ; deemed interest under shareholders voting agreement <sup>(note 1)</sup> 於受控法團權益 <sup>(附註1)</sup> ；配偶權益 <sup>(附註2)</sup> ；根據股東投票協議被視為擁有權益 <sup>(附註1)</sup>	879,840,000	55.63
Ms. Mu Sufang ("Ms Mu") 牟素芳女士(「牟女士」)	Interest in controlled Corporation <sup>(note 1)</sup> ; interest of spouse <sup>(note 2)</sup> ; deemed interest under shareholders voting agreement <sup>(note 1)</sup> 於受控法團權益 <sup>(附註1)</sup> ；配偶權益 <sup>(附註2)</sup> ；根據股東投票協議被視為擁有權益 <sup>(附註1)</sup>	879,840,000	55.63
Mr. Wu Jian 吳建先生	Beneficial owner 實益擁有人	158,064,516	9.99

#### Notes:

1. Youth Success and Guang Rui owns 406,890,000 shares and 12,972,000 shares respectively, representing 28.58% and 0.91% of the issued share capital of the Company. The issued share capital of Youth Success is legally and beneficially owned as to 83.54% by Guang Rui. Under the SFO, Guang Rui is deemed to be interested in all the Shares registered in the name of Youth Success. The entire issued share capital of Guang Rui is legally and beneficially owned as to 60% by Mr. Yang and 40% by Ms. Mu. By virtue of the shareholders voting agreement entered into by Mr. Yang, Ms. Mu, Youth Success, Mr. Li Lin, Alpha Master Global Limited ("Alpha Master"), Ms. Yang Qi, Qiao Tian Limited ("Qiao Tian"), Mr. Wang Yong and Goldbless, Youth Success is deemed to be interested in the Shares held by Alpha Master, Qiao Tian and Goldbless in aggregate by virtue of the SFO.
2. Ms. Mu is the spouse of Mr. Yang, therefore she is deemed to be interested in all the Shares in which Mr. Yang is deemed to be interested, and vice versa.

Save as disclosed above, as at 31 March 2021, no other interests or short positions in the shares or underlying shares of the Company were recorded in the register required to be kept by the Company under section 336 of the SFO.

### PURCHASES, SALES OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

### SHARE OPTION SCHEME

The Company has adopted the share option scheme on 3 November 2015 (the "Share Option Scheme") and, unless otherwise cancelled or amended, will remain in force for 10 years from the date of its adoption and enables the Company to grant share options to the eligible persons (including any executive director, non-executive director and independent non-executive director, advisor and consultant of the Group) (the "Eligible Person(s)") as incentives or rewards for their contributions to the Group. No share option was granted, exercised, expired or lapsed since its adoption by the Company and there is no outstanding share option under the Share Option Scheme.

#### 附註:

1. Youth Success 及光瑞分別擁有406,890,000股及12,972,000股股份，佔本公司已發行股本28.58%及0.91%。Youth Success的已發行股本由光瑞合法及實益擁有83.54%。根據證券及期貨條例，光瑞被視為於以Youth Success名義登記的所有股份中擁有權益。光瑞的全部已發行股本由楊先生及牟女士分別合法及實益擁有60%及40%。根據楊先生、牟女士、Youth Success、黎霖先生、Alpha Master Global Limited (「Alpha Master」)、楊琪女士、翹天有限公司(「翹天」)、汪勇先生及金美訂立的股東投票協議，Youth Success依據證券及期貨條例被視為於Alpha Master、翹天及金美合共持有的股份中擁有權益。
2. 牟女士為楊先生的配偶，因此，彼被視為於楊先生被視為擁有權益的所有股份中擁有權益，反之亦然。

除上文所披露者外，於二零二一年三月三十一日，概無於本公司股份或相關股份的其他權益或淡倉記錄在本公司根據證券及期貨條例第336條須存置的登記冊內。

### 購買、出售或贖回本公司上市證券

截至二零二一年三月三十一日止三個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 購股權計劃

本公司已於二零一五年十一月三日採納購股權計劃(「購股權計劃」)，除另有註銷或修訂外，該計劃將於其獲採納日期起計的10年維持有效。購股權計劃使本公司可向合資格人士(包括本集團任何執行董事、非執行董事、獨立非執行董事及顧問)(「合資格人士」)授出購股權，作為彼等對本集團所作貢獻的獎勵或回報。自本公司採納購股權計劃以來，購股權計劃項下概無購股權獲授出、行使、屆滿或失效，且亦無未行使購股權。

The total number of shares of the Company which may be issued upon the exercise of all share options to be granted under the Share Option Scheme and any other share option schemes adopted by the Group from time to time (the "Other Schemes") must not, in aggregate, exceed 10% of the shares of the Company in issue of as at 18 November 2015 (the "Listing Date"), the date which the Company listed on the GEM of the Stock Exchange (the "Scheme Mandate Limit") provided that the share options lapsed in accordance with the terms of the Shares Option Scheme or Other Schemes will not be counted for the purpose of calculating the Scheme Mandate Limit. On the basis of 1,200,000,000 Shares in issue on the Listing Date, the Scheme Mandate Limit will be equivalent to 120,000,000 Shares, representing 10% of the Shares in issue as at the Listing Date and 7.59% of the shares of the Company in issue as at the date of this report.

The total number of shares of the Company issued and to be issued upon exercise of the share options granted to each Eligible Person under the Share Option Scheme and Other Schemes (including both exercised and outstanding Options) in any 12-month period must not exceed 1% of the shares of the Company in issue from time to time, and provided that if approved by shareholders of the Company in general meeting with such Eligible Person and his associates abstaining from voting, the Company may make a further grant of share options to such Eligible Person (the "Further Grant") notwithstanding that the Further Grant would result in the shares of the Company issued and to be issued upon exercise of all share options granted and to be granted under the Share Option Scheme and Other Schemes to such Eligible Person (including exercised, cancelled and outstanding Options) in the 12-month period up to and including the date of the Further Grant representing in aggregate over 1% of the shares of the Company in issue from time to time.

Upon acceptance of the share option, the Eligible Person under the Share Option Scheme shall pay HK\$1.00 to the Company by way of consideration for the grant. The share option will be offered for acceptance for a period of 28 days from the date on which the share option is granted.

因根據購股權計劃及本集團不時採納的任何其他購股權計劃(「其他計劃」)將予授出的所有購股權獲行使而可發行的本公司股份總數合共不得超過二零一五年十一月十八日(「上市日期」)(本公司於聯交所GEM上市之日期)已發行本公司股份的10%(「計劃授權上限」)，惟根據購股權計劃或其他計劃的條款失效的購股權將不會計入計劃授權上限。按上市日期已發行1,200,000,000股股份為基準計算，計劃授權上限將相等於120,000,000股股份，相當於上市日期已發行股份的10%及本報告日期本公司已發行股份的7.59%。

在任何十二個月期間，根據購股權計劃及其他計劃授予合資格人士的購股權(包括已行使及尚未行使購股權)獲行使後，已發行及將予發行的本公司股份總數不得超過不時已發行本公司股份的1%，惟倘本公司股東在股東大會(有關合資格人士及其聯繫人須放棄投票)批准後，本公司可向有關合資格人士授出額外購股權(「額外授出」)，儘管額外授出購股權會導致在截至及包括額外授出當日12個月期間，根據購股權計劃及其他計劃已授予及將授予有關合資格人士的所有購股權(包括已行使、註銷及尚未行使購股權)獲行使後，已發行及將予發行本公司股份總數相當於不時已發行本公司股份的1%以上。

於接納購股權後，購股權計劃下合資格人士須支付1.00港元予本公司，作為獲授購股權的代價。購股權的接納期為授出購股權當日起計28日期間。

The subscription price for the shares of the Company subject to the Share Options Scheme will be a price determined by the Board and notified to each Eligible Person and shall be the highest of (i) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the date of grant of the share options, which must be a trading day of the Stock Exchange; (ii) the average closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the five trading days of the Stock Exchange immediately preceding the date of grant of the share options; and (iii) the nominal value of a share of the Company.

An share option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Board to each Eligible Person provided that the period within which the share option must be exercised shall not be more than 10 years from the date of the grant of share option.

### COMPETING INTERESTS

During the three months ended 31 March 2021, none of the Directors, the controlling shareholders of the Company and their respective close associates (as defined in the GEM Listing Rules) as at 31 March 2021 had any interest in any business which competes or is likely to compete, directly or indirectly, with the business of the Group or any other conflicts of interest with the Group.

### CORPORATE GOVERNANCE PRACTICES

The Board and the management of the Company are committed to establishing good corporate governance practices and procedures. The maintenance of high standard of business ethics and corporate governance practices has always been one of the Group's goals. The Company believes that good corporate governance provides a framework that is essential for effective management, successful business growth and a healthy corporate culture, thereby leading to the enhancement of shareholders' value.

The Board has adopted the Corporate Governance Code (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules.

受購股權計劃規限的本公司股份認購價將由董事會釐定，並知會各合資格人士，價格須為下列各項的最高者：(i)於授出購股權日期(必須為聯交所交易日)聯交所每日報價表所載的本公司股份收市價；(ii)於緊接授出購股權當日前五個聯交所交易日聯交所每日報價表所載的本公司股份平均收市價；及(iii)本公司股份面值。

在董事會決定及通知各合資格人士的期間內，可隨時根據購股權計劃的條款行使購股權，惟行使購股權的期間不得超出自授出購股權日期起計10年。

### 競爭權益

截至二零二一年三月三十一日止三個月，董事、本公司控股股東及彼等各自之緊密聯繫人(定義見GEM上市規則)於二零二一年三月三十一日概無在任何與本集團業務直接或間接競爭或可能競爭的業務中擁有權益或與本集團有任何其他利益衝突。

### 企業管治常規

本公司董事會及管理層致力訂立良好的企業管治常規及程序。保持高標準的商業道德和企業管治常規一直是本集團的目標之一。本公司相信，良好的企業管治能為有效管理、成功達致業務增長及健康企業文化訂立框架，從而提升股東價值。

董事會已採納GEM上市規則附錄15所載企業管治守則(「企業管治守則」)。

The Board is pleased to report compliance with the code provisions of the CG Code for the three months ended 31 March 2021, except the following deviations (Code Provisions A.2.1, A.4.1 and C.2.5):

#### **Chairman and Chief Executive Officer**

Mr. Philip Jian Yang is the Chairman of the Board and the Chief Executive Officer of the Company and is responsible for the overall operations, management, business development and strategy planning of the Group.

The Chairman also takes the lead to ensure that the Board works effectively and acts in the best interest of the Company by encouraging the directors to make active contribution in Board's affairs and promoting a culture of openness and debate.

The Board is of the view that although Mr. Yang is both Chairman and the Chief Executive Officer, the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals who would meet from time to time to discuss issues affecting operation of the Company.

#### **Non-executive directors**

The non-executive directors of the Company were not appointed for a specific term but their respective terms of office are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The rotation clause sets up a mechanism to ensure that all Directors shall retire at least once every three years and be eligible for re-election.

#### **Internal Audit Function**

The Company does not have an internal audit function and is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. This situation will be reviewed from time to time.

董事會欣然匯報，除以下偏離（企業管治守則之守則條文第A.2.1條、第A.4.1條及第C.2.5段）外，截至二零二一年三月三十一日止三個月期間一直符合企業管治守則的守則條文：

#### **主席及行政總裁**

楊劍先生為本公司董事會主席兼行政總裁，負責本集團整體營運、管理、業務發展及策略規劃。

主席亦領導董事會，鼓勵所有董事積極參與董事會事務，倡導公開及積極討論的文化，以確保其有效運作，維護本公司最佳利益。

董事會認為，雖然楊先生為主席兼行政總裁，但通過由具備豐富經驗的人士組成的董事會的運作及由董事會不時開會討論影響本公司營運的事宜，已確保權責平衡。

#### **非執行董事**

本公司非執行董事並無委任特定任期，惟彼等須根據細則於股東週年大會上輪席退任及重選。有關輪值退任之條文已設立確保所有董事須每三年至少輪值退任一次及合資格膺選連任之機制。

#### **內部審核功能**

本集團並無內部審核功能及認為根據目前本集團業務之規模、性質及複雜性，毋須即時於本集團內設立內部審核功能。該情況將不時進行檢討。



## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the directors (the "Required Standard of Dealings"). The Company has confirmed, having made specific enquiry of the directors, all the directors have complied with the Required Standard of Dealings throughout the three months ended 31 March 2021.

## AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial control, internal control and risk management systems of the Group, and provide advice and comments on the Group's financial reporting matters to the Board. As at the date of this report, the Audit Committee comprises three independent non-executive directors, namely Mr. Yau Yan Yuen, Ms. Fu Yuehong and Mr. Tan Song Kwang.

The unaudited condensed consolidated results of the Company for the three months ended 31 March 2021 have been reviewed by the Audit Committee. The Audit Committee is of the opinion that such unaudited condensed consolidated results comply with the applicable accounting standards, the GEM Listing Rules and legal requirements, and that adequate disclosure have been made.

By order of the Board  
**Creative China Holdings Limited**  
**Philip Jian Yang**  
*Chairman and Executive Director*

Hong Kong, 7 May 2021

*As at the date of this report, the Board of Directors of the Company comprises Mr. Philip Jian Yang and Ms. Yang Jianping as executive directors; Mr. Yang Shiyuan, Mr. Ge Xuyu and Mr. Wang Yong as non-executive directors; and Ms. Fu Yuehong, Mr. Yau Yan Yuen and Mr. Tan Song Kwang as independent non-executive directors.*

## 董事進行證券交易

本公司已採納GEM上市規則第5.48至5.67條作為董事買賣本公司證券之行為守則(「交易必守標準」)。本公司於向董事作出特定查詢後確認，所有董事均於截至二零二一年三月三十一日止三個月期間遵守交易必守標準。

## 審核委員會

本公司已成立審核委員會，其書面職權範圍符合GEM上市規則第5.28至5.33條。審核委員會的主要職責為檢討及監督本集團的財務監控、內部監控及風險管理制度，並就本集團的財務申報事宜向董事會提供建議及意見。於本報告日期，審核委員會由三名獨立非執行董事組成，即邱欣源先生、傅躍紅女士及陳松光先生。

審核委員會已審閱本公司截至二零二一年三月三十一日止三個月的未經審核簡明綜合業績。審核委員會認為，有關未經審核簡明綜合業績符合適用會計準則、GEM上市規則及法定要求，並已作出足夠披露。

承董事會命  
**中國創意控股有限公司**  
**主席兼執行董事**  
**楊劍**

香港，二零二一年五月七日

於本報告日期，本公司董事會由執行董事楊劍先生及楊建平女士；非執行董事楊世遠先生、葛旭宇先生及汪勇先生；及獨立非執行董事傅躍紅女士、邱欣源先生及陳松光先生組成。

The logo consists of a stylized circular icon with concentric rings in blue, red, and yellow, positioned to the left of the text.

中國創意  
**Creative China**