

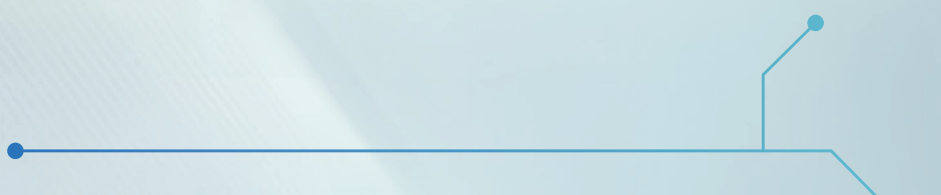
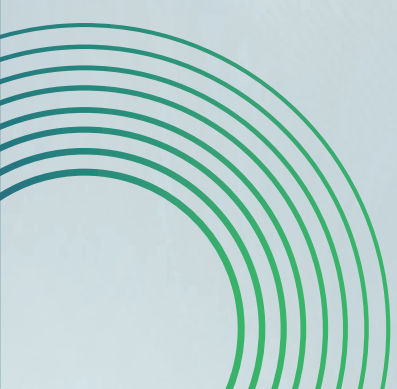


# CHINA DIGITAL VIDEO HOLDINGS LIMITED 中國數字視頻控股有限公司


(incorporated in the Cayman Islands with limited liability)  
Stock code:8280



## ALWAYS BE FORWARD LOOKING



# INTERIM REPORT 2021



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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 report, for which the directors (the “**Directors**”) of China Digital Video Holdings 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.



# CONTENTS

CORPORATE INFORMATION	2
FINANCIAL HIGHLIGHTS	3
MANAGEMENT DISCUSSION AND ANALYSIS	4
REPORT OF THE DIRECTORS	10
CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	19
CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION	21
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	22
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS	24
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION	25





## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

Mr. ZHENG Fushuang  
*(Chairman and Chief Executive Officer)*  
Mr. PANG Gang *(President)*  
Mr. LIU Baodong

#### Independent Non-executive Directors

Dr. LI Wanshou  
Mr. Frank CHRISTIAENS  
Ms. CAO Qian

### COMPANY SECRETARY

Mr. AU Wai Keung

### AUTHORISED REPRESENTATIVES

Mr. ZHENG Fushuang  
Mr. AU Wai Keung

### COMPLIANCE OFFICER

Mr. LIU Baodong

### AUDIT COMMITTEE

Ms. CAO Qian *(Chairlady)*  
Dr. LI Wanshou  
Mr. Frank CHRISTIAENS

### REMUNERATION COMMITTEE

Mr. Frank CHRISTIAENS *(Chairman)*  
Mr. LIU Baodong  
Dr. LI Wanshou

### NOMINATION COMMITTEE

Mr. ZHENG Fushuang *(Chairman)*  
Dr. LI Wanshou  
Ms. CAO Qian

### REGISTERED OFFICE

P.O. Box 309  
Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1303, 13/F  
Hua Fu Commercial Building  
111 Queen's Road West  
Hong Kong

### HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN PRC

China Digital Video Technical Plaza  
No. 131 West Fourth Ring Road N  
Haidian District  
Beijing  
PRC

### GEM STOCK CODE

8280

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Maples Fund Services (Cayman) Limited  
PO Box 1093, Boundary Hall  
Cricket Square  
Grand Cayman, KY1-1112  
Cayman Islands

### HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong

### PRINCIPAL BANKERS

China Merchants Bank (West Sanhuan Branch)  
China Merchants Bank (Shuangyushu Branch)  
Beijing Bank (Hongxing Branch)  
Bank of Ningbo (Beijing Branch)

### AUDITORS

Grant Thornton Hong Kong Limited

### LEGAL ADVISOR

#### *As to Hong Kong law*

King & Wood Mallesons

#### *As to Cayman Islands law*

Maples and Calder

### COMPANY'S WEBSITE

[www.cdv.com](http://www.cdv.com)

*(information of this website does not form part of this interim report)*



## FINANCIAL HIGHLIGHTS

Our revenue increased by 8.6% to RMB142.6 million for the 2021 Interim Period from RMB131.4 million for the 2020 Interim Period.

We recorded a loss of RMB24.0 million for the 2021 Interim Period as compared to RMB29.5 million for the 2020 Interim Period.

Our Directors did not recommend the payment of interim dividends for the 2021 Interim Period (2020 Interim Period: nil).



# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW AND OUTLOOK

We are a leading digital video technology solution and service company in the TV broadcasting industry in China. We provide a full range of solutions, services and products to TV broadcasters and other digital video content providers, to effectively assist and enhance digital video technology content in the upgrade and management works on the post-production segment, a critical part of the People's Republic of China (the "PRC") TV broadcasting market. We have been at the forefront of digital video technology innovation in China. Our emphasis on developing a demand-driven and highly responsive R&D is particularly critical for us because of our focus on the solutions and services business, where the customers demand customized services. Our solutions, services and products businesses facilitate the processing, enhancement and management of digital video content at the post-production stage between the ingestion of raw content and the output of finished content.

We have established business relationships with most of the central- and provincial-level TV stations in China and with some of the provincial-level TV broadcasters in China for over 24 years. We have also served alternative broadcasting platforms, such as cable network operators, internet media content providers and IPTV operators. In view of the sustained losses of the Group, while we will continue our existing principal business, we will conduct a review of our business activities for the purpose of formulating business plans and strategies for our future business development. We may explore other business opportunities and consider whether any asset disposal, asset acquisition, business rationalisation, business divestment, fund raising, restructuring of the existing business and/or business diversification will be appropriate in order to enhance our long-term growth potential.

## FINANCIAL REVIEW

We recorded a total revenue of RMB142.6 million for the six months ended 30 June 2021 (the "2021 Interim Period"), representing an increase of 8.6% from RMB131.4 million for the six months ended 30 June 2020 (the "2020 Interim Period"). We recorded a loss of RMB24.0 million for the 2021 Interim Period as compared to RMB29.5 million for the 2020 Interim Period, primarily due to the decrease in provision for impairment loss.

Our cost of sales decreased by 0.5% to RMB101.2 million for the 2021 Interim Period as compared to RMB101.8 million for the 2020 Interim Period. Our gross profit margin increased from 22.5% for the 2020 Interim Period to 29.0% for the 2021 Interim Period. Such an increase was mainly attributable to the decrease in the proportion of the sales of solutions which were of a lower profit margin.

## MANAGEMENT DISCUSSION AND ANALYSIS

### ANALYSIS ON INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME ITEMS

#### Revenue

We derived revenue primarily from (i) sale of solutions, (ii) provision of services and (iii) sale of products. Our revenue increased by 8.6% to RMB142.6 million for the 2021 Interim Period from RMB131.4 million for the 2020 Interim Period. The increase in revenue was mainly attributable to the commencement of upgrading of the broadcasting equipment of certain major customers.

#### Cost of Sales

Our cost of sales remained relatively stable at RMB101.2 million for the 2021 Interim Period as compared to RMB101.8 million for the 2020 Interim Period.

#### Gross Profit and Gross Profit Margin

Our gross profit represents revenue less cost of sales. Our gross profit increased by 40.0% to RMB41.4 million for the 2021 Interim Period from RMB29.6 million for the 2020 Interim Period, primarily due to the increase in the proportion of the sales of products and services which were of a higher profit margin and decrease in the proportion of the sales of solutions which were of a lower profit margin. Our gross profit margin increased to 29.0% for the 2021 Interim Period from 22.5% for the 2020 Interim Period.

#### Other Income

Our other income decreased by 16.3% to RMB12.3 million for the 2021 Interim Period from RMB14.7 million for the 2020 Interim Period as a result of the decrease in government subsidies.

#### Selling and Marketing Expenses

Our selling and marketing expenses increased by 45.4% to RMB30.8 million for the 2021 Interim Period from RMB21.2 million for 2020 Interim Period, primarily due to the increase in the cost relating to the sales and marketing staff since our staffs traveled less due to the outbreak of COVID-19 in 2020 and such travelings were resumed to normal during the 2021 Interim Period. In addition, certain payment obligation relating to the provision of social insurance was waived in 2020 due to the outbreak of COVID-19 and such waiver was not available in 2021.

#### Administrative Expenses

Our administrative expenses increased by 14.6% to RMB15.4 million for the 2021 Interim Period from RMB13.4 million for the 2020 Interim Period since certain payment obligation relating to the provision of social insurance was waived in 2020 due to the outbreak of COVID-19 and such waiver as not available in 2021.

#### Share-Based Compensation Expense

We did not record any share-based compensation expense for the 2021 Interim Period (2020 Interim Period: nil), since all share options granted under the share option scheme were fully vested in 2019.



## MANAGEMENT DISCUSSION AND ANALYSIS

### Research and Development Expenses

Our research and development expenses remained relatively stable at RMB16.4 million for the 2021 Interim Period as compared to RMB16.6 million for the 2020 Interim Period.

### Finance Costs

Our finance costs increased by 48.2% to RMB5.9 million for the 2021 Interim Period from RMB4.0 million for the 2020 Interim Period, primarily due to the increase in the finance charges on lease liability.

### Net Impairment Loss on Trade and Other Receivables and Contract Assets

Our net impairment loss on trade and other receivables and contract assets decreased by 43.9% to RMB10.2 million for the 2021 Interim Period from RMB18.3 million for the 2020 Interim Period as the decrease in the bad debt provisions.

### Loss before Income Tax

As a result of the foregoing factors, we recorded a loss before income tax of RMB24.0 million for the 2021 Interim Period as compared to RMB29.5 million for the 2020 Interim Period.

### Income Tax Expense

We recorded no income tax expense for the 2021 Interim Period and the 2020 Interim Period, primarily due to losses.

### Loss for the Period

As a result of the foregoing factors, we recorded a loss of RMB24.0 million for the 2021 Interim Period as compared to RMB29.5 million for the 2020 Interim Period.

### Other Comprehensive Loss/Income

We recorded other comprehensive loss of RMB1.1 million for the 2021 Interim Period as compared to other comprehensive income of RMB1.7 million for the 2020 Interim Period, primarily due to the exchange difference arising from the translation of Renminbi and U.S. dollars.

### Total Comprehensive Loss for the Period

We recorded a total comprehensive loss of RMB25.1 million for the 2021 Interim Period as compared to RMB27.7 million for the 2020 Interim Period, primarily due to the decrease in provision for impairment loss.

### Loss Attributable to Equity Holders and Non-controlling Interests

We recorded a loss attributable to equity holders and non-controlling interests of the Company of RMB24.0 million for the 2021 Interim Period as compared to RMB29.5 million for the 2020 Interim Period.



### Non-current Assets

As at 30 June 2021, our non-current assets amounted to RMB181.2 million (as compared to RMB194.7 million as at 31 December 2020), primarily consisting of intangible assets of RMB100.4 million (as compared to RMB111.0 million as at 31 December 2020), property, plant and equipment of RMB36.6 million (as compared to RMB40.6 million as at 31 December 2020) and interests in associates of RMB35.0 million (as compared to RMB34.0 million as at 31 December 2020). Our intangible assets mainly represent our intellectual properties, patents, trademarks and licenses related to our products and all direct costs incurred in the development of software products. Our interests in associates represent our interests in associates, namely, Beijing Yue Ying Technology Co., Ltd. (北京悦影科技有限公司), Beijing Meicam Network Technology Co., Ltd. (北京美攝網絡科技有限公司), Xin'aote (Fujian) Culture Technology Co., Ltd. (新奧特(福建)文化科技有限公司) and Beijing Xin'aote Smart Sport Innovation Development Co., Ltd. (北京新奧特智慧體育創新發展有限公司).

### Current Assets

As at 30 June 2021, our current assets amounted to RMB649.1 million (as compared to RMB653.4 million as at 31 December 2020), primarily consisting of trade and other receivables of RMB424.6 million (as compared to RMB364.5 million as at 31 December 2020), bank balances and cash of RMB20.8 million (as compared to RMB125.6 million as at 31 December 2020) and pledged deposits of RMB51.7 million (as compared to RMB52.2 million as at 31 December 2020).

### Current Liabilities

As at 30 June 2021, our current liabilities amounted to RMB484.5 million (as compared to RMB473.6 million as at 31 December 2020), primarily consisting of trade and other payables of RMB263.9 million (as compared to RMB243.8 million as at 31 December 2020), contract liabilities of RMB23.6 million (as compared to RMB18.5 million as at 31 December 2020) and other interest-bearing borrowings of RMB182.5 million (as compared to RMB196.8 million as at 31 December 2020).

### Non-current Liabilities

As at 30 June 2021, our non-current liabilities consisting of lease liability amounted to RMB24.7 million (as compared to RMB28.4 million as at 31 December 2020).

## LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

During the 2021 Interim Period, we financed our operations primarily through cash generated from our operating activities. We had net cash used in operating activities in the amount of RMB45.2 million during the 2021 Interim Period as compared to net cash used in operating activities in the amount of RMB1.7 million during the 2020 Interim Period. As at 30 June 2021, we had (i) bank balances and cash of RMB20.8 million (as compared to RMB125.6 million as at 31 December 2020); and (ii) interest-bearing bank and other borrowings of RMB182.5 million (as compared to RMB196.8 million as at 31 December 2020), which were denominated in Renminbi and U.S. dollars bearing fixed and floating interest rates. All of our bank borrowings and other borrowings as at 30 June 2021 are repayable within one year.

Our gearing ratio (calculated as total bank and other borrowings divided by total equity) was 56.8% as at 30 June 2021 (31 December 2020: 56.8%).

During the 2021 Interim Period, we did not employ any financial instrument for hedging purposes.



## MANAGEMENT DISCUSSION AND ANALYSIS

### COMMITMENTS

As at 30 June 2021, we had short-term lease commitments in respect of a rented office and various residential properties of approximately RMB0.8 million (as at 31 December 2020: RMB0.4 million) and capital commitment in respect of investment in an associate of RMB4.9 million.

### SIGNIFICANT INVESTMENT IN AND MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

We did not make any significant investment in or material acquisition or disposal of subsidiaries, associates and joint ventures during the 2021 Interim Period.

### FUTURE PLANS FOR MATERIAL INVESTMENT IN OR ACQUISITION OF CAPITAL ASSETS

During the 2021 Interim Period, we did not have any plans for material investment in or acquisition of capital assets.

### FOREIGN CURRENCY RISK

Our subsidiaries mainly operate in the PRC and the majority of our transactions are settled in Renminbi, except for certain bank balances and bank borrowings which are denominated in U.S. dollars. Foreign currency risk arises when commercial transactions and recognized assets and liabilities are denominated in a currency that is not the functional currency of the Company or its subsidiaries. As at 30 June 2021, we did not have any significant foreign currency risk from our operations. During the 2021 Interim Period, we did not enter into any arrangements to hedge against any fluctuation in foreign currency.

### CHARGE ON ASSETS

As at 30 June 2021, we had restricted and pledged deposits of RMB53.7 million (as at 31 December 2020: RMB52.6 million) held in banks for the purpose of contract-related deposits or payments, guarantees issued for trade finance facilities and security of bank borrowings.

### HUMAN RESOURCES

As at 30 June 2021, we had 566 full-time employees and 43 dispatched workers (30 June 2020: 651 full-time employees and 39 dispatched workers). The remuneration package of our employees includes salary, sales commission, bonus and other cash subsidies. The remuneration expense, excluding share-based compensation expense, for the 2021 Interim Period and the 2020 Interim Period was approximately RMB55.1 million and RMB54.8 million, respectively. In general, our employees' salaries are determined based on individual performance, qualification, position and seniority. We place strong emphasis on recruiting skilled personnel. We typically recruit talents from universities and technical schools and conduct annual reviews to assess our employees' performance and determine their salary, bonus and promotion. We also place a strong emphasis on providing training to our employees in order to enhance their technical and product knowledge as well as comprehension of industry quality standards.

We have adopted a pre-IPO share option scheme (the "**Pre-IPO Share Option Scheme**"), a share option scheme (the "**Share Option Scheme**") and a share award scheme (the "**Share Award Scheme**"). The purposes of the Pre-IPO Share Option Scheme, the Share Option Scheme and the Share Award Scheme are to attract, retain and motivate the directors, senior management and employees of the Group and other participants. For further details, please see the sections headed "Pre-IPO Share Option Scheme", "Share Option Scheme" and "Share Award Scheme" in the Directors' Report.

### CONTINGENT LIABILITIES

As at 30 June 2021, we did not have any material contingent liabilities (31 December 2020: nil). We are not currently involved in any material legal proceedings, nor are we aware of any proceedings or potential material legal proceedings.



## REPORT OF THE DIRECTORS

The board (the “**Board**”) of the Directors is pleased to submit the interim report together with the unaudited condensed consolidated financial statements of the Group for the 2021 Interim Period.

### DIVIDEND DISTRIBUTION

The Board did not recommend the payment of interim dividends for the 2021 Interim Period (2020 Interim Period: nil).

### PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY OR ANY OF ITS SUBSIDIARIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s listed securities during the 2021 Interim Period.

### EVENT AFTER THE REPORTING PERIOD

There was no significant event since 30 June 2021 and up to the date of this report.

### DIRECTORS’ AND CHIEF EXECUTIVE’S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 30 June 2021, the interests and short positions of the Directors and chief executive 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 (Cap. 571, Laws of Hong Kong) (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 interests or short positions which they were taken or deemed to have 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 Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors to be notified to the Company and the Stock Exchange, were as follows:

Long position in the shares, underlying shares and debentures of the Company

Name of Director	Capacity	Number of shares or underlying shares	Approximate percentage of interest in the Company
Mr. ZHENG Fushuang	Founder of a discretionary trust <sup>1</sup>	214,278,278	33.99%
Mr. LIU Baodong	Beneficial owner <sup>2</sup>	17,118,669	2.72%
Mr. PANG Gang	Beneficial owner <sup>3</sup>	405,000	0.06%
Mr. Frank CHRISTIAENS	Beneficial owner <sup>3</sup>	300,000	0.05%
Ms. CAO Qian	Beneficial owner <sup>3</sup>	300,000	0.05%

### **DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS** – *continued*

Notes:

1. Mr. ZHENG Fushuang is the settlor and a beneficiary of Future Success Trust. Future Success Trust holds the entire issued share capital of ZFS Holdings Limited, which in turn holds the entire issued share capital of Wing Success Holdings Limited, a controlling shareholder of the Company. Therefore, Mr. ZHENG Fushuang is deemed to be interested in the shares held by Wing Success Holdings Limited.
2. Mr. LIU Baodong held 14,118,669 shares and the remaining interest is the options representing 3,000,000 underlying shares upon fully exercise of such options.
3. Interests in options granted pursuant to the Share Option Scheme.

Save as disclosed above, as at 30 June 2021, none of the Directors and chief executive of the Company had any 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 interests or short positions which they were taken or deemed to have 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 Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors to be notified to the Company and the Stock Exchange.

## REPORT OF THE DIRECTORS

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

As at 30 June 2021, so far as was known to the Directors, the following persons (other than the Directors or chief executive of the Company) 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 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:

Long positions in the shares of the Company

Name of shareholder	Capacity	Number of shares held	Approximate percentage of interest in the Company
Mr. ZHENG Fushuang	Founder of a discretionary trust <sup>1</sup>	214,278,278	33.99%
Wickhams Cay Trust Company Limited	Trustee and interest of controlled corporation <sup>2</sup>	214,278,278	33.99%
ZFS Holdings Limited	Interest in controlled corporation <sup>2</sup>	214,278,278	33.99%
Wing Success Holdings Limited	Beneficial owner <sup>2</sup>	214,278,278	33.99%
Eagle Eyes Investment Limited	Interest of controlled corporation <sup>3</sup>	98,098,000	15.56%
New Horizon Capital III, L.P.	Interest of controlled corporation <sup>3</sup>	98,098,000	15.56%
New Horizon Capital Partners III Ltd	Interest of controlled corporation <sup>3</sup>	98,098,000	15.56%
Carvillo Success Limited	Beneficial owner <sup>3</sup>	98,098,000	15.56%
Mr. GUO Langhua	Beneficial owner	39,034,053	6.19%

Notes:

- Mr. ZHENG Fushuang is the settlor and a beneficiary of Future Success Trust. Future Success Trust holds the entire issued share capital of ZFS Holdings Limited, which in turn holds the entire issued share capital of Wing Success Holdings Limited. Therefore, Mr. ZHENG Fushuang is deemed to be interested in the shares held by Wing Success Holdings Limited.
- Wickhams Cay Trust Company Limited is the trustee of Future Success Trust and holds the entire issued share capital of ZFS Holdings Limited which in turn holds the entire issued share capital of Wing Success Holdings Limited. Therefore, Wickhams Cay Trust Company Limited and ZFS Holdings Limited are each deemed under the SFO to be interested in the shares held by Wing Success Holdings Limited.
- New Horizon Capital Partners III Ltd is the controlling shareholder of New Horizon Capital III, L.P., which is a controlling shareholder of Eagle Eyes Investment Limited, which holds 80% interest in Carvillo Success Limited. Therefore, New Horizon Capital Partners III Ltd, New Horizon Capital III, L.P. and Eagle Eyes Investment Limited are deemed to be interested in the shares held by Carvillo Success Limited.

Save as disclosed above, as at 30 June 2021, the Directors were not aware of any other person (other than the Directors and chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

### PRE-IPO SHARE OPTION SCHEME

The Company adopted the Pre-IPO Share Option Scheme on 20 December 2010, the principal terms and conditions of which are set out in "D. Pre-IPO Share Option Scheme" in Appendix IV to the prospectus of the Company dated 15 June 2016. No further options would be granted under the Pre-IPO Share Option Scheme after the listing of the Company's shares on GEM of the Stock Exchange on 27 June 2016.

### Outstanding Share Options

From 1 January 2021 to 30 June 2021, no pre-IPO share option lapsed and was cancelled. As at 30 June 2021, there were a total of 12,391,385 pre-IPO share options outstanding. If all the outstanding options are exercised, there would be a dilution effect on the shareholdings of the shareholders to 1.97% as at 30 June 2021. Save as set out above, no other share options had been or would be granted by us during the 2021 Interim Period pursuant to the Pre-IPO Share Option Scheme.

Grantee	Date of grant	Exercise period	Exercise price (US\$)	Number of Shares	Options	Options	Number of unvested options	Number of vested options	Number of Shares	Approximate
				represented by options as at 1 January 2021	exercised during the period	lapsed during the period			represented by options as at 30 June 2021	percentage of issued share capital of the Company
Participants	01/01/2011	01/01/2015-31/12/2021	1.16	3,574,727	—	—	—	3,574,727	3,574,727	0.57%
	01/10/2015	01/01/2016-31/12/2021	0.00001	8,816,658	—	—	—	8,816,658	8,816,658	1.40%
Total				<u>12,391,385</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>12,391,385</u>	<u>12,391,385</u>	<u>1.97%</u>

### SHARE OPTION SCHEME

On 18 May 2017, the Company adopted the Share Option Scheme which is subject to the provisions under Chapter 23 of the GEM Listing Rules. The purpose of the Share Option Scheme is to attract, retain and motivate employees, Directors and other participants, and to provide a means of compensation through the grant of options for their contribution to the growth and profits of the Group, and to allow them to participate in the future growth and profitability of the Group. The participants of the Share Option Scheme are any executive, non-executive or independent non-executive Directors or any employees (whether full-time or part-time) of the Company, or any of its subsidiaries or associated companies or any other person whom the Board considers, in its sole discretion, has contributed or will contribute to the Group. The basis of eligibility of any of the class of the participants to the grant of any options under the Share Option Scheme shall be determined by the Board from time to time on the basis of their contribution to the development and growth of the Group and any invested entity. The Share Option Scheme will end on 17 May 2027.

The shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and other share option schemes of the Company (and to which the provisions of the GEM Listing Rules are applicable) shall not exceed 10% of the aggregate of the shares of the Company in issue on the listing date, being a total of 62,000,000 shares.

The total number of shares issued and to be issued upon exercise of the options granted to each eligible participant under the Share Option Scheme (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the shares in issue. Any further grant of options to an eligible participant under the Share Option Scheme which would result in the shares issued and to be issued upon exercise of all options granted and to be granted to such participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant exceeding the aforesaid limit shall be subject to the shareholders' approval in general meeting with such participant and his associates (as defined under the GEM Listing Rules) abstaining from voting.

The amount of HK\$1.00 is payable as consideration for each grant of options under the Share Option Scheme, upon acceptance of such grant. The subscription price in respect of shares upon exercise of options under the Share Option Scheme shall be such price as determined by the Board in its absolute discretion at the time of the grant of the relevant option (and shall be stated in the letter containing the offer of the grant of the option), but in any case the subscription price shall not be less than the higher of (a) the closing price of the shares as stated in the daily quotation sheet of the Stock Exchange on the date of grant, which must be a business day; (b) the average closing price of the shares as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date of grant; and (c) the nominal value of a share.

An option granted under the Share Option Scheme may be exercised in accordance with the terms of the Share Option Scheme at any time during the period to be determined by our Board at its absolute discretion and notified by our Board to each grantee as being the period during which an option may be exercised and in any event, such period shall not be longer than 10 years from the date upon which any particular option is granted in accordance with the Share Option Scheme.



## SHARE OPTION SCHEME – continued

The following details the options granted pursuant to the Share Option Scheme but not yet exercised as at 30 June 2021. No options were cancelled, lapsed or exercised during the 2021 Interim Period.

Grantee	Date of grant	Number of share options outstanding as at 1 January 2021	Closing price per Share immediately prior to the date of grant	Exercise price per Share	Exercise Period	Number of options granted during the six months ended 30 June 2021	Number of options exercise during the six months ended 30 June 2021	Number of options lapsed during the six months ended 30 June 2021	Number of options cancelled during the six months ended 30 June 2021	Number of options outstanding as at 30 June 2021	Approximate percentage of shareholding upon fully exercise of share options
<b>Executive Directors</b>											
Mr. LIU Baodong	24 May 2017	3,000,000	HK\$1.31	HK\$1.33	24 May 2017 to 17 May 2027	–	–	–	–	3,000,000	0.48%
Mr. PANG Gang <sup>2</sup>	24 May 2017	405,000	HK\$1.31	HK\$1.33	24 May 2017 to 17 May 2027	–	–	–	–	405,000	0.06%
<b>Independent non-executive Directors</b>											
Mr. Frank CHRISTIAENS	24 May 2017	300,000	HK\$1.31	HK\$1.33	24 May 2017 to 17 May 2027	–	–	–	–	300,000	0.05%
Ms. CAO Qian	24 May 2017	300,000	HK\$1.31	HK\$1.33	24 May 2017 to 17 May 2027	–	–	–	–	300,000	0.05%
<b>Other participants of the Share Option Scheme</b>	24 May 2017	57,477,700	HK\$1.31	HK\$1.33	24 May 2017 to 17 May 2027	–	–	–	–	57,477,700	9.12%
<b>Total</b>		<b>61,482,700</b>								<b>61,482,700</b>	<b>9.76%</b>

Notes:

- The options were granted on 24 May 2017. For full details of the Share Option Scheme, please refer to note 17(b) to the condensed consolidated interim financial information on pages 44 to 46 of this report.
- Mr. PANG Gang was appointed as the president of the Company and an executive Director on 2 February 2021.

### SHARE AWARD SCHEME

On 20 March 2017, the Company adopted the Share Award Scheme to recognize and reward the contribution of certain selected participants to the growth and development of the Group. The Share Award Scheme does not constitute a share option scheme or an arrangement analogous to a share option scheme for the purpose of Chapter 23 of the GEM Listing Rules. The shares under the Share Award Scheme will be acquired by a trustee by way of subscription of new shares (whether pursuant to general mandate or specific mandate granted by the shareholders or otherwise) and/or purchase of shares from the market out of cash contributed by the Group and be held on trust for the participants until such awarded shares are vested in the relevant selected participants in accordance with the provisions of the Share Award Scheme. The administrator of the Share Award Scheme, may from time to time, at its absolute discretion, select any participant for participation in the Share Award Scheme as a selected participant.

The Company has appointed The Core Trust Company Limited as the trustee (the "Trustee"). The Trustee is an independent third party of the Company and is acting for a wide scope of participants under the Share Award Scheme.

Unless early terminated by the Board, the Share Award Scheme shall be valid and effective for a term of 10 years commencing on the adoption date of the Share Award Scheme, provided that no contribution to the trust fund will be made by the Company on or after the 10th anniversary date of the adoption date of the Share Award Scheme.

The maximum number of shares which may be allocated and awarded to a selected participant under the Share Award Scheme in any 12-month period shall not exceed 1% of the issued share capital of the Company immediately preceding such allocation and award.

Vesting of the shares will be conditional on the selected participant remaining a participant at all times from after the relevant dates of the fulfillment of the performance targets (if any) specified by the Board and on the vesting date until and on each of the relevant vesting dates and his/her execution of the relevant documents to effect the transfer from the Trustee, unless otherwise determined by the Board.

During the 2021 Interim Period, the Company neither issued new shares nor arranged any funds to be paid to the Trustee for purchasing of shares of the Company from the market.

### COMPETING BUSINESSES

For the 2021 Interim Period, none of the Directors or the controlling shareholders of the Company and their respective associates (as defined under the GEM listing Rules) had any interest in a business that competes or might compete with the business of the Group, or had any other conflict of interest with the Group.

### COMPLIANCE WITH CORPORATE GOVERNANCE PRACTICES

The Company has adopted the code provisions as set out in the Corporate Governance Code and Corporate Governance Report (the “**Corporate Governance Code**”) as contained in Appendix 15 of the GEM Listing Rules as its corporate governance practices.

Code provision A.2.1 of the Corporate Governance Code stipulates that the roles of the chairman of the board of directors and the chief executive officer of a Company should be separate and should not be performed by the same individual, and that the division of responsibilities between the chairman and the chief executive officer should be clearly stated.

Mr. ZHENG Fushuang was appointed as the chief executive officer of the Company (the “**CEO**”) with effect from 3 April 2018 and is currently serving as both the chairman of the Company (the “**Chairman**”) and the CEO. Such practice deviates from code provision A.2.1 of the Corporate Governance Code. The Board believes that vesting the roles of both the Chairman and the CEO in the same person can facilitate the execution of the Group’s business strategies and boost the effectiveness of its operation. The Board is comprised of three executive Directors and three independent non-executive Directors, which is appropriately structured to ensure that there is a balance of power to provide sufficient checks to protect the interests of the Company and its shareholders. Therefore, the Board considers that the deviation from the code provision A.2.1 of the Corporate Governance Code is appropriate in such circumstance.

Saved as disclosed above, in the opinion of the Directors, the Company had complied with all the code provisions set out in the Corporate Governance Code from 1 January 2021 and up to the date of this report.

### CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding Directors’ securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had made specific enquiries with all the Directors, who confirmed their compliance with the required standard of dealings and the code of conduct regarding Directors’ securities transactions during the 2021 Interim Period and up to the date of this report. No incident of non-compliance was noted by the Company during this period.



## REPORT OF THE DIRECTORS

### AUDIT COMMITTEE AND REVIEW OF INTERIM RESULTS

The Company has established an audit committee with written terms of reference in compliance with the GEM Listing Rules on 23 May 2016. The primary duties of the audit committee are mainly to review the financial information and reporting process, internal control procedures and risk management system, effectiveness of the internal audit function, audit plan and relationship with external auditors and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The audit committee comprises three independent non-executive Directors, namely, Ms. CAO Qian, Dr. LI Wanshou and Mr. Frank CHRISTIAENS, and is chaired by Ms. CAO Qian.

The audit committee has reviewed the unaudited interim financial statements for the 2021 Interim Period and is of the opinion that (i) the unaudited financial statements of the Group for the 2021 Interim Period comply with the applicable accounting standards and the GEM Listing Rules; and (ii) adequate disclosure has been made in such unaudited financial statements.

### COMPOSITION OF THE BOARD

The composition of the Board reflects the necessary balance of skills and experience desirable for effective leadership of the Company and independence in decision making. The Board currently comprises three executive Directors and three independent non-executive Directors. The Directors have no financial, business, family or other material/relevant relationships with one another.

By order of the Board

**China Digital Video Holdings Limited**

**ZHENG Fushuang**

*Chairman*

Hong Kong, 9 August 2021

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 30 JUNE 2021

	Notes	(Unaudited) Three months ended 30 June		(Unaudited) Six months ended 30 June	
		2021	2020	2021	2020
		RMB'000	RMB'000	RMB'000	RMB'000
<b>Revenue</b>	4	<b>64,288</b>	70,638	<b>142,619</b>	131,355
Cost of sales		(47,668)	(53,987)	(101,235)	(101,782)
<b>Gross profit</b>		<b>16,620</b>	16,651	<b>41,384</b>	29,573
Other income	5	7,448	9,388	12,323	14,650
Selling and marketing expenses		(16,623)	(10,804)	(30,811)	(21,189)
Administrative expenses		(3,593)	(5,333)	(15,390)	(13,425)
Share-based compensation expense	18	—	—	—	—
Research and development expenses		(8,789)	(13,908)	(16,381)	(16,597)
Finance costs	6	(3,245)	(2,811)	(5,937)	(4,007)
Net impairment loss on trade and other receivables and contract assets		(3,121)	(4,558)	(10,246)	(18,268)
Share of profit/(loss) of joint ventures	12	—	1,869	—	(361)
Share of profit of associates	13	2,352	161	1,044	161
<b>Loss before income tax</b>	6	<b>(8,951)</b>	(9,345)	<b>(24,014)</b>	(29,463)
Income tax expense	7	—	(2,056)	—	—
<b>Loss for the period</b>		<b>(8,951)</b>	(11,401)	<b>(24,014)</b>	(29,463)
<b>Other comprehensive income/(loss)</b>					
Items that may be subsequently reclassified to profit or loss:					
Exchange difference arising on the translation of foreign operation		2,341	6,560	(1,118)	1,735
<b>Total comprehensive loss for the period</b>		<b>(6,610)</b>	(4,841)	<b>(25,132)</b>	(27,728)

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 30 JUNE 2021

	Notes	(Unaudited) Three months ended 30 June		(Unaudited) Six months ended 30 June	
		2021 RMB'000	2020 RMB'000	2021 RMB'000	2020 RMB'000
<b>Loss for the period attributable to:</b>					
Equity holders of the Company		(8,621)	(14,161)	(21,950)	(32,427)
Non-controlling interests		(330)	2,760	(2,064)	2,964
		<u>(8,951)</u>	<u>(11,401)</u>	<u>(24,014)</u>	<u>(29,463)</u>
<b>Total comprehensive loss for the period attributable to:</b>					
Equity holders of the Company		(6,280)	(7,601)	(23,068)	(30,692)
Non-controlling interests		(330)	2,760	(2,064)	2,964
		<u>(6,610)</u>	<u>(4,841)</u>	<u>(25,132)</u>	<u>(27,728)</u>
<b>Loss per share for loss attributable to equity holders of the Company</b> (expressed in RMB cents per share)					
	9				
Basic		<u>(1.39)</u>	<u>(2.29)</u>	<u>(3.55)</u>	<u>(5.24)</u>
Diluted		<u>(1.39)</u>	<u>(2.29)</u>	<u>(3.55)</u>	<u>(5.24)</u>

The notes on pages 25 to 48 are an integral part of this interim financial information.

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2021

	Notes	(Unaudited) As at 30 June 2021 RMB'000	(Audited) As at 31 December 2020 RMB'000
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Property, plant and equipment	10	36,603	40,590
Intangible assets	11	100,422	110,996
Interests in joint ventures		—	—
Interests in associates	12	35,012	33,968
Financial assets at fair value through profit or loss		9,191	9,191
		<b>181,228</b>	<b>194,745</b>
<b>Current assets</b>			
Inventories		47,913	52,225
Trade and other receivables	13	424,573	364,502
Contract assets	14	103,901	58,530
Restricted bank deposits		233	372
Pledged bank deposits		51,681	52,199
Bank balances and cash		20,787	125,594
		<b>649,088</b>	<b>653,422</b>
<b>Current liabilities</b>			
Trade and other payables	15	263,933	243,831
Contract liabilities	14	23,620	18,509
Other interest-bearing borrowings		182,547	196,810
Income tax liabilities		6,985	6,985
Lease liability		7,429	7,429
		<b>484,514</b>	<b>473,564</b>
<b>Net current assets</b>		<b>164,574</b>	<b>179,858</b>
<b>Total assets less current liabilities</b>		<b>345,802</b>	<b>374,603</b>
<b>Non-current liabilities</b>			
Lease liability		24,684	28,353
<b>Net assets</b>		<b>321,118</b>	<b>346,250</b>
<b>EQUITY</b>			
Share capital	16	43	43
Reserves		320,027	343,095
Equity attributable to equity holders of the Company		320,070	343,138
Non-controlling interests		1,048	3,112
<b>Total equity</b>		<b>321,118</b>	<b>346,250</b>

The notes on pages 25 to 48 are an integral part of this interim financial information.

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 30 JUNE 2021

	Equity attributable to equity holders of the Company										
	Share capital	Treasury shares	Share premium	Statutory reserve	Translation reserve	Share option reserve	Other reserve	Accumulated losses	Sub-total	Non-controlling interests	Total equity
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
<b>Balance at 1 January 2021</b>	43	(1)	600,213	29,664	(8,133)	47,836	31,278	(357,762)	343,138	3,112	346,250
<b>Comprehensive loss for the period</b>											
Loss for the period	—	—	—	—	—	—	—	(21,950)	(21,950)	(2,064)	(24,014)
Other comprehensive expense for the period	—	—	—	—	(1,118)	—	—	—	(1,118)	—	(1,118)
<b>Total comprehensive loss for the period</b>	—	—	—	—	(1,118)	—	—	(21,950)	(23,068)	(2,064)	(25,132)
<b>Balance at 30 June 2021 (Unaudited)</b>	43	(1)	600,213	29,664	(9,251)	47,836	31,278	(379,712)	320,070	1,048	321,118



## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 30 JUNE 2021

	Equity attributable to equity holders of the Company										
	Share capital	Treasury shares	Share premium	Statutory reserve	Translation reserve	Share option reserve	Other reserve	Accumulated losses	Sub-total	Non-controlling interests	Total equity
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
<b>Balance at 1 January 2020</b>	43	(1)	600,213	28,982	2,876	47,914	31,278	(286,098)	425,207	1,147	426,354
<b>Comprehensive (loss)/ profit for the period</b>											
Loss for the period	—	—	—	—	—	—	—	(32,427)	(32,427)	2,964	(29,463)
Other comprehensive income for the period	—	—	—	—	1,735	—	—	—	1,735	—	1,735
<b>Total comprehensive income/(loss) for the period</b>	—	—	—	—	1,735	—	—	(32,427)	(30,692)	2,964	(27,728)
<b>Balance at 30 June 2020 (Unaudited)</b>	43	(1)	600,213	28,982	4,611	47,914	31,278	(318,525)	394,515	4,111	398,626

The notes on pages 25 to 48 are an integral part of this interim financial information.

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE SIX MONTHS ENDED 30 JUNE 2021

	(Unaudited)	
	Six months ended 30 June	
	2021	2020
	RMB'000	RMB'000
<b>Cash flows from operating activities</b>		
Loss before income tax	(24,014)	(29,463)
Adjustments for non-cash items	46,604	32,082
Operating profit before working capital changes	22,590	2,619
Net changes in working capitals	(67,836)	(4,351)
<b>Net cash used in operating activities</b>	<b>(45,246)</b>	<b>(1,732)</b>
<b>Cash flows from investing activities</b>		
Interest received	5,423	6,047
Purchase of property, plant and equipment	(1,201)	(290)
Addition in development costs through internal development	(6,887)	(8,174)
(Increase)/Decrease in loan receivables	(41,783)	8,979
Other investing activities	(10,370)	11,033
<b>Net cash (used in)/from investing activities</b>	<b>(54,818)</b>	<b>17,595</b>
<b>Cash flows from financing activities</b>		
Other financing activities	(4,737)	(21,703)
<b>Net cash used in financing activities</b>	<b>(4,737)</b>	<b>(21,703)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(104,801)</b>	<b>(5,840)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>117,094</b>	<b>15,229</b>
<b>Effect of foreign exchange rate changes on cash and cash equivalents held</b>	<b>(6)</b>	<b>2</b>
<b>Cash and cash equivalents at end of period</b>	<b>12,287</b>	<b>9,391</b>
<b>Analysis of balances of cash and cash equivalents:</b>		
Bank balances and cash	20,787	109,391
Less: time deposits with original maturities exceeding three months	(8,500)	(100,000)
<b>Cash and cash equivalents at end of period</b>	<b>12,287</b>	<b>9,391</b>

The notes on pages 25 to 48 are an integral part of this interim financial information.

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

## 1. GENERAL INFORMATION

China Digital Video Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands on 8 January 2007 as an exempted company with limited liability under the Companies Law (as consolidated and revised) of the Cayman Islands. The Company’s shares were listed on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 27 June 2016 (the “**Listing**”).

The Company is an investment holding company and its subsidiaries (collectively, the “**Group**”) are principally engaged in research, development and sales of video-related and broadcasting equipment and software and provision of related technical services in the People’s Republic of China (the “**PRC**”).

## 2. BASIS OF PREPARATION

This unaudited condensed consolidated interim financial information for the six months ended 30 June 2021 (the “**Interim Financial Information**”) has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange, including compliance with International Accounting Standard 34 “Interim Financial Reporting” issued by the International Accounting Standards Board (the “**IASB**”). The Interim Financial Information was authorised for issue by the Company’s board of directors (the “**Board**”) on 9 August 2021.

The Interim Financial Information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the annual report for the year ended 31 December 2020.

The Interim Financial Information is presented in Renminbi (“**RMB**”), unless otherwise stated.

The accounting policies and methods of computation used in the preparation of the Interim Financial Information are consistent with those used in the annual financial statements for the year ended 31 December 2020 except for the adoption of the amendments to International Financial Reporting Standards (“**IFRSs**”) that have become effective for accounting period beginning on 1 January 2021. The adoption of the new and amended IFRSs had no material impact on how the results and financial position for the current and prior periods have been prepared and presented.

The Group has not early adopted any other standard or amendment that has been issued but are not yet effective for the current accounting period. The Group has commenced an assessment of the impact of these new standards and amendments, but is not yet in a position to state whether they would have a significant impact on its results and financial position. The directors expected that the new and amended IFRSs issued but not effective are not expected to have a material impact on the Group’s Interim Financial Information.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Interim Financial Information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing the Interim Financial Information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2020.

### 4. REVENUE AND SEGMENT INFORMATION

The Group's operating activities are attributable to a single reportable and operating segment focusing primarily on the research, development and sales of video-related and broadcasting equipment and software and provision of related technical services in the PRC. This operating segment has been identified on the basis of internal management reports reviewed by the chief operating decision-makers (the "CODM"), being the executive directors of the Group. The CODM mainly reviews revenue derived from sale of products, solutions and services, which are measured in accordance with the Group's accounting policies. However, other than revenue information, no operating results and other discrete financial information is available for the assessment of performance of the respective type of revenue. The CODM reviews the overall results of the Group as a whole to make decisions about resources allocation. Accordingly, no segment information is presented. An analysis of the Group's revenue is as follows:

	(Unaudited)		(Unaudited)	
	Three months ended		Six months ended	
	30 June		30 June	
	2021	2020	2021	2020
	RMB'000	RMB'000	RMB'000	RMB'000
Solutions	36,226	37,705	85,230	85,789
Services	16,681	21,314	36,533	30,875
Products	11,381	11,619	20,856	14,691
	<u>64,288</u>	<u>70,638</u>	<u>142,619</u>	<u>131,355</u>

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 4. REVENUE AND SEGMENT INFORMATION – continued

An analysis of the Group's timing of revenue recognition is as follows:

	(Unaudited) Three months ended 30 June		(Unaudited) Six months ended 30 June	
	2021	2020	2021	2020
	RMB'000	RMB'000	RMB'000	RMB'000
At a point of time	47,607	49,324	106,086	100,480
Over time	16,681	21,314	36,533	30,875
	<u>64,288</u>	<u>70,638</u>	<u>142,619</u>	<u>131,355</u>

### Geographical information

The Group primarily operates in the PRC. As at 30 June 2021 and 31 December 2020, substantially all of the non-current assets (other than financial instruments and deferred tax assets) of the Group were located in the PRC.

### 5. OTHER INCOME

	(Unaudited) Three months ended 30 June		(Unaudited) Six months ended 30 June	
	2021	2020	2021	2020
	RMB'000	RMB'000	RMB'000	RMB'000
<b>Other revenue</b>				
Interest income	3,794	3,157	5,103	5,520
Value-added tax ("VAT") refunds (note a)	709	2,365	3,397	4,264
	<u>4,503</u>	<u>5,522</u>	<u>8,500</u>	<u>9,784</u>
<b>Other net income</b>				
Subsidy income from government (note b)	1,865	2,193	2,723	3,192
Sundry income	40	138	60	139
Net foreign exchange gain	1,040	—	1,040	—
Deemed gain on disposal of an associate	—	1,535	—	1,535
	<u>2,945</u>	<u>3,866</u>	<u>3,823</u>	<u>4,866</u>
	<u>7,448</u>	<u>9,388</u>	<u>12,323</u>	<u>14,650</u>

Notes:

- (a) Companies which develop their own software products and have the software products registered with the relevant authorities in the PRC are entitled to a refund of VAT equivalent to the excess over 3% of the sales invoice amount paid in the month when output VAT exceeds input VAT.
- (b) Subsidy income mainly relates to cash subsidies in respect of operating and development activities from governments which are either unconditional grants or grants with conditions having been satisfied.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 6. LOSS BEFORE INCOME TAX

Loss before income tax has been arrived at after charging:

	(Unaudited) Three months ended 30 June		(Unaudited) Six months ended 30 June	
	2021 RMB'000	2020 RMB'000	2021 RMB'000	2020 RMB'000
<b>Finance costs</b>				
Interest on bank and other borrowings, wholly repayable within five years	2,394	2,811	5,086	4,007
Interest on lease liability	851	—	851	—
	<u>3,245</u>	<u>2,811</u>	<u>5,937</u>	<u>4,007</u>
<b>Employee benefit expenses</b>				
Salaries, bonus and allowances	17,438	22,686	37,460	39,274
Retirement benefit scheme contributions	6,414	3,973	10,443	6,195
Severance payments	—	341	53	375
	<u>23,852</u>	<u>27,000</u>	<u>47,956</u>	<u>45,844</u>
<b>Other items</b>				
Cost of software and hardware equipment recognised as an expense	33,112	28,909	69,811	66,927
Depreciation of property, plant and equipment	4,476	55	4,740	626
Amortisation of intangible assets	8,107	10,307	16,971	15,962

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 7. INCOME TAX EXPENSE

	(Unaudited) Three months ended 30 June		(Unaudited) Six months ended 30 June	
	2021 RMB'000	2020 RMB'000	2021 RMB'000	2020 RMB'000
<b>Deferred tax</b>				
Origination and reversal of temporary differences	—	(2,056)	—	—

Notes:

(a) Cayman Islands income tax

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands and accordingly, is exempted from Cayman Islands income tax.

(b) Hong Kong profits tax

Hong Kong profits tax rate is 16.5%. Hong Kong profits tax has not been provided as the companies within the Group had no estimated assessable profits in Hong Kong for all periods.

(c) PRC enterprise income tax

The income tax provision of the Group in respect of its operations in the PRC has been calculated at the applicable tax rate on the estimated assessable profits for the period based on the existing legislation, interpretations and practices in respect thereof. The applicable income tax rate for the period is 25%.

Pursuant to the relevant laws and regulations in the PRC, certain of the Company's subsidiaries in the PRC obtained the "High and New Technology Enterprise" qualification and enjoyed preferential income tax rate of 15% for the six months ended 30 June 2020 and 2021.

According to relevant laws and regulations in the PRC, enterprises engaging in research and development activities are entitled to claim 175% (six months ended 30 June 2020: 175%) of the research and development expenses so incurred as tax deductible expenses when determining their assessable profits for that year ("**Super Deduction**"). The Group have made its best estimate for the Super Deduction to be claimed in ascertaining their assessable profits for the reporting period.

(d) PRC withholding tax

According to the relevant laws and regulations in the PRC, the Group is also liable to a 10% withholding tax on dividends to be distributed from the Group's foreign-invested enterprises in the PRC in respect of its profits generated from 1 January 2008. If a foreign investor incorporated in Hong Kong meets the conditions and requirements under the double taxation treaty arrangement entered into between the PRC and Hong Kong, the relevant withholding tax rate will be reduced from 10% to 5%.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 8. DIVIDENDS

The directors do not recommend the payment of an interim dividend for the six months ended 30 June 2021 (six months ended 30 June 2020: nil).

### 9. LOSS PER SHARE

#### (a) Basic loss per share

Basic loss per share is calculated by dividing the adjusted loss attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the period.

	(Unaudited) Three months ended 30 June		(Unaudited) Six months ended 30 June	
	2021	2020	2021	2020
	RMB'000	RMB'000	RMB'000	RMB'000
<b>Loss</b>				
Loss used to determine basic loss per share	<u>(8,621)</u>	<u>(14,161)</u>	<u>(21,950)</u>	<u>(32,427)</u>

	(Unaudited) Three months ended 30 June		(Unaudited) Six months ended 30 June	
	2021	2020	2021	2020
	<b>Number of shares (in thousands)</b>			
Weighted average number of ordinary shares outstanding for basic loss per share	<u>618,332</u>	<u>618,332</u>	<u>618,332</u>	<u>618,332</u>

#### (b) Diluted loss per share

For the three months and six months ended 30 June 2021 and 2020, the Company has two categories of potential dilutive ordinary shares: the 2010 Share Option Plan and the 2017 Share Option Scheme. The diluted loss per share for the three months and six months ended 30 June 2021 and 2020 was the same as the basic loss per share as all the potential ordinary shares were anti-dilutive.



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2021, the Group acquired property, plant and equipment at a cost of RMB1,201,000 (six months ended 30 June 2020: RMB290,000).

### 11. INTANGIBLE ASSETS

During the six months ended 30 June 2021, additions to intangible assets by capitalisation of development costs amounted to RMB6,887,000 (six months ended 30 June 2020: RMB8,174,000).

### 12. INTERESTS IN ASSOCIATES

	(Unaudited) As at 30 June 2021 RMB'000	(Audited) As at 31 December 2020 RMB'000
At beginning of period	33,968	17,329
Share of profit	1,044	2,603
Deemed gain on disposal of an associate	—	14,036
At end of period	<u>35,012</u>	<u>33,968</u>

The Group's interests in associates, which are accounted using the equity method, represent its investments in Beijing Yue Ying Technology Co., Ltd ("**Beijing Yueying**"), Beijing Meicam Network Technology Co., Ltd ("**Beijing Meicam**"), Beijing Xin'aote Smart Sports Innovation Development Co., Ltd ("**Smart Sports**") and Xin'aote (Fujian) Culture Technology Co., Ltd. ("**Xin'aote Fujian Culture**"). All of which are unlisted corporate entities whose quoted market price is not available.

During the three months and six months ended 30 June 2021, the share of profit of associates recognised in profit or loss by the Group amounted to RMB2,352,000 (three months ended 30 June 2020: RMB161,000) and RMB1,044,000 (six months ended 30 June 2020: RMB161,000), respectively.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 13. TRADE AND OTHER RECEIVABLES

	Notes	(Unaudited) As at 30 June 2021 RMB'000	(Audited) As at 31 December 2020 RMB'000
<b>Trade receivables</b>			
From third parties		197,531	221,257
From related parties		19,641	7,852
		217,172	229,109
Less: ECL allowance		(128,345)	(119,197)
	(a)	88,827	109,912
<b>Other receivables</b>	(b)		
Deposits, prepayments and other receivables		26,222	6,243
Deposit for guarantee certificate over tendering and performance		19,691	22,133
Loan receivables		205,466	163,683
Interest receivables		5,624	5,944
Advances to suppliers		85,189	72,040
Amounts due from related parties		20,124	8,839
Amounts due from joint ventures		2,224	2,116
Amounts due from associates		3,407	3,773
Advances to employees		9,373	9,397
		377,320	294,168
Less: ECL allowance		(41,574)	(39,578)
		335,746	254,590
		424,573	364,502

The directors of the Group considered that the fair values of trade and other receivables which are expected to be recovered within one year are not materially different from their carrying amounts because these amounts have short maturity periods on their inception.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 13. TRADE AND OTHER RECEIVABLES – *continued*

#### (a) Trade receivables

Invoices issued to customers are in accordance with the payment terms stipulated in the contracts and payable on issuance. Deposits are normally required upon signing of the contract. For customers with good credit history and selected large television stations in the PRC with sound financial standing, its settlement may be longer than 180 days after issuance of invoices. Ageing analysis based on invoiced date of the trade receivables and net of ECL allowance at the respective reporting dates is as follows:

	(Unaudited) As at 30 June 2021 RMB'000	(Audited) As at 31 December 2020 RMB'000
0 to 90 days	24,189	25,287
91 to 180 days	3,572	4,390
181 to 365 days	13,646	41,345
1 to 2 years	15,990	31,781
Over 2 years	31,430	7,109
	<u>88,827</u>	<u>109,912</u>

The Group applies the simplified approach to provide for ECL prescribed by IFRS 9, which permits the use of the lifetime ECL provision for all trade receivables. To measure the ECL, trade receivables have been grouped based on shared credit risk characteristics and the ageing.

The Group did not hold any collateral as security or other credit enhancements over the impaired trade receivables, whether determined on an individual or collective basis.



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 13. TRADE AND OTHER RECEIVABLES – *continued*

#### (b) Other receivables

##### *Deposit for guarantee certificate*

Deposit for guarantee certificate over tendering and performance are placed with third parties for performing the contracts and the deposits are interest-free and will be returned when the contracts are completed.

##### *Loan receivables*

As at 30 June 2021, the Group has loans receivable of approximately RMB205,466,000 (31 December 2020: RMB 163,683,000) from independent third parties. A credit impaired loan receivable of approximately RMB23,845,000 (31 December 2020: RMB23,845,000) is secured by a property and carrying fixed interest of 6% per annum. As at 30 June 2021, the market value of the property is approximately RMB18,399,000 (31 December 2020: RMB 17,925,000).

Loan receivables of approximately RMB181,621,000 (31 December 2020: RMB139,838,000) are unsecured, carrying fixed interest of 6% per annum and wholly repayable within one year.

##### *Amounts due from joint ventures, associates and related parties*

The amounts due are unsecured, interest-free and repayable on demand.

##### *Advances to employees*

Advances to employees mainly represents advances for various expenses and deposits to be incurred in the ordinary course of business.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 14. CONTRACT ASSETS AND CONTRACT LIABILITIES

#### 14.1 Contract assets

	(Unaudited) As at 30 June 2021 RMB'000	(Audited) As at 31 December 2020 RMB'000
Contract assets	115,735	62,580
Less: ECL allowance for contract assets	(11,834)	(4,050)
	<u>103,901</u>	<u>58,530</u>

The contract assets represent the Group's entitlement to the consideration which was conditional on achieving the payment milestones. The Group's solution sales contracts include payment schedules which generally require contract instalment over the contract period once certain specified milestones are reached. The Group also agrees to a one to two years retention period for 5% to 10% of the solution sales contract value. This amount is included in contract assets until the end of retention period as the Group's entitlement to this final payment is conditional on the Group's satisfactory work.

#### 14.2 Contract liabilities

Contract liabilities of the Group mainly arise from the advance payments made by customers while the underlying products or services are yet to be provided.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 15. TRADE AND OTHER PAYABLES

	Note	(Unaudited) As at 30 June 2021 RMB'000	(Audited) As at 31 December 2020 RMB'000
<b>Trade payables</b>			
Third parties	(a)	111,373	120,976
A related party		597	391
		<u>111,970</u>	<u>121,367</u>
<b>Other payables</b>			
Other payables and accrued charges		37,009	30,709
Other tax liabilities		45,308	42,100
Staff costs and welfare accruals		20,759	18,338
Amounts due to related parties		39,677	21,305
Amounts due to associates		4,069	3,310
Deferred income related to government grants		5,141	6,702
		<u>151,963</u>	<u>122,464</u>
		<u>263,933</u>	<u>243,831</u>

All amounts are short-term and hence the carrying values of the Group's trade and other payables as at 30 June 2021 and 31 December 2020 were considered to be a reasonable approximation of its fair value.

#### (a) Trade payables

The Group was granted by its suppliers credit periods ranging from 30-180 days. The ageing analysis of trade payables based on recognition date is as follows:

	(Unaudited) As at 30 June 2021 RMB'000	(Audited) As at 31 December 2020 RMB'000
0 to 90 days	40,237	64,378
91 to 180 days	11,744	12,234
181 to 365 days	26,388	9,963
1 to 2 years	7,747	13,569
2 to 3 years	8,659	6,403
Over 3 years	17,195	14,820
	<u>111,970</u>	<u>121,367</u>

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 16. SHARE CAPITAL

	Number of shares	Nominal value of shares US\$
<b>Authorised:</b>		
<b>Ordinary shares of the Company:</b>		
As at 1 January 2020, 31 December 2020 (audited), 1 January 2021 and 30 June 2021 (unaudited), at US\$0.00001 each	<u>5,000,000,000</u>	<u>50,000</u>

	Number of shares	Nominal value of shares US\$	Equivalent nominal value of shares RMB'000
<b>Issued and fully paid:</b>			
<b>Ordinary shares of the Company:</b>			
As at 1 January 2020, 31 December 2020 (audited), 1 January 2021 and 30 June 2021 (unaudited)	<u>630,332,000</u>	<u>6,303</u>	<u>43</u>

	Number of treasury shares	Nominal value of shares US\$	Equivalent nominal value of shares RMB'000
<b>Treasury shares of the Company:</b>			
As at 1 January 2020, 31 December 2020 (audited), 1 January 2021 and 30 June 2021 (unaudited)	<u>12,000,000</u>	<u>120</u>	<u>1</u>



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 17. SHARE-BASED COMPENSATION TRANSACTIONS

#### (a) The 2010 Share Option Plan

Pursuant to unanimous written resolution of the Board on 20 December 2010 (the “**Effective Date**”), a share option scheme was adopted by the Company and is valid and effective for a period of ten years from 20 December 2010 (the “**2010 Share Option Plan**”).

The purpose of the 2010 Share Option Plan is to provide eligible participants with the opportunity to acquire and maintain share ownership, thereby strengthening their commitment to the welfare of the Group and promoting and identify of interest between shareholders and these eligible participants. All directors, employees, consultant or advisor to the Group who, in the sole discretion of the remuneration committee of the Board (“**Committee**”), or if no such committee has yet been established, the Board, have contributed or will contribute to the Group are eligible to participate in the 2010 Share Option Plan. Without limiting to the foregoing, at the time of grant of options, any holder of 5% or more of the outstanding ordinary shares of the Company shall not be eligible to be granted, or to receive any ordinary shares of the Company under, any options under the 2010 Share Option Plan.

The maximum number of ordinary shares of the Company to be issued (from time to time) upon exercise of all outstanding options granted and yet to be exercised under the 2010 Share Option Plan must not in aggregate exceed 26,000,000 (subject to adjustment, such as bonus issue, extraordinary cash dividends, share splits, reverse share splits, recapitalisation, reorganisations, mergers, consolidations, combinations occurring after the date of grant of options). The aggregate number of outstanding ordinary shares of the Company as of the Effective Date is 80,000,000 ordinary shares of US\$0.00001 each.

The period within which the options must be exercised will be specified by the Company at the time of grant and not to exceed 10 years. The options may be exercised according to the vesting schedule established by the Company. At the time of grant of the options, the Company may specify a minimum period for which an option must be held before the option can be exercised in whole or in part.

The subscription price of the shares (the “**Option Price**”) under the 2010 Share Option Plan will be specified by the Company at the time of grant. The Option Price shall be payable in cash or by the sale by the participant to the Company, and the repurchase by the Company, for an aggregate consideration of US\$1.00, of ordinary shares of the Company held by the participant having an aggregate fair market value at the time the option is exercised equal to the Option Price.

The offer and acceptance of a grant of share options shall be evidenced by a share option agreement. No options may be granted under the 2010 Share Option Plan after the date of the tenth anniversary of its adoption.

In the event a participant’s employment or service with the Group is terminated for any reason, for a period of 360 days after such termination (the “**Repurchase Period**”) the Company shall have a right but not an obligation, to repurchase any or all ordinary shares of the Company purchased by such participant upon exercise of his or her options (the “**Right of Repurchase**”), at a price equal to the fair market value of the ordinary shares on the date the Company exercises its Right of Repurchase.



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 17. SHARE-BASED COMPENSATION TRANSACTIONS – *continued*

#### (a) The 2010 Share Option Plan – *continued*

On 1 January 2011, 26,000,000 options were granted by the Company for nil consideration with estimated fair value of approximately US\$3,129,000 (approximately RMB20,720,000) (note). Each option gives the holder the right to subscribe for one ordinary share in the Company at an exercise price of US\$1.16 per share. The share options are valid for a period of 10 years from 1 January 2011. Included in the 26,000,000 options, (i) 25,700,000 options are subject to a vesting scale in which 30%, 30%, 20% and 20% of options granted shall vest on 1 January 2012, 1 January 2013, 1 January 2014 and 1 January 2015 respectively; and (ii) 300,000 options are subject to a vesting scale in which 1/3, 1/3 and 1/3 of the options granted shall vest on 1 January 2012, 1 January 2013 and 1 January 2014 respectively. All options granted are exercisable from 1 January 2012 to 31 December 2021.

Note: As detailed above, as the participant can choose the method of settlement, the Company is considered to have issued a compound financial instrument, an instrument with a debt component (to the extent that the participant has a right to demand cash) and an equity component (to the extent that the counterparty has a right to demand settlement in equity instruments by giving up their right to cash). However, as the exercise price of the options of US\$1.16 per share is higher than the agreed repurchase price of US\$1.00 per share, the Group considered the debt component is of no value in respect of all the share options granted, thus the fair value of the equity component was approximately US\$3,129,000 (approximately RMB20,720,000) at the date of grant.

On 1 October 2015, 2,935,000 options were granted by the Company to the key employees of the Group under the 2010 Share Option Plan with estimated total fair value of approximately US\$3,000,000 (equivalent to approximately RMB19,195,000). The exercise price of the share options granted is US\$0.00001 per share. The share options are valid for a period of 10 years from 1 October 2015. Included in the 2,935,000 options, 1,435,000 options granted will vest on the 1 October 2016, and the remaining 1,500,000 options are subject to a vesting scale in which 40%, 30% and 30% of options granted shall vest on 1 October 2016, 1 October 2017 and 1 October 2018 respectively. The options granted are exercisable from 1 October 2016 to 31 December 2021.

The Company has adjusted, pursuant to the authority granted to the board of director under the 2010 Share Option Plan, the total number of shares subject to options granted under the 2010 Share Option Plan to 77,893,000 as a result the capitalization issue completed on 27 June 2016. Upon completion of such grant and adjustment, no further options will be granted under the 2010 Share Option Plan.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 17. SHARE-BASED COMPENSATION TRANSACTIONS – continued

#### (a) The 2010 Share Option Plan – continued

The following table discloses details of the Company's share options under the 2010 Share Option Plan held by senior employees and movements in such holdings:

	(Unaudited) Six months ended 30 June 2021		(Unaudited) Six months ended 30 June 2020	
	Average exercise price in US\$ per share option	Number of share options	Average exercise price in US\$ per share option	Number of share options
<b>Employees</b>				
At beginning of period	0.33	12,391,385	0.40	13,082,299
Forfeited during the period	—	—	1.16	(690,914)
At end of period	0.33	12,391,385	0.94	12,391,385
Exercisable at the end of period	0.33	12,391,385	0.33	12,391,385

None of the above share options were exercised during the period. The weighted average remaining contractual life of options outstanding at 30 June 2021 was 0.5 year (30 June 2020: 1.5 years).

#### (b) Share Option Scheme adopted by the Company in 2017

Pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 18 May 2017, the Company adopted a share option scheme to attract, retain and motivate employees, Directors and other participants, and to provide a means of compensation through the grant of options for their contribution to the growth and profits of the Group, and to allow them to participate in the future growth and profitability of the Group (the "2017 Share Option Scheme"). The participants of the 2017 Share Option Scheme are any executive, non-executive or independent non-executive directors or any employees (whether full-time or part-time) of the Company, or any of its subsidiaries or associated companies or any other person whom the Board considers, in its sole discretion, has contributed or will contribute to the Group.

The 2017 Share Option Scheme is valid and effective for a period of ten years from 24 May 2017.

The maximum number of shares which may be issued upon exercise of all options to be granted at any time under the 2017 Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the relevant class of the shares in issue as at the date of adoption (the "Mandate Limit of Option Scheme"). Options lapsed in accordance with the terms of the 2017 Option Scheme will not be counted for the purpose of calculating the Mandate Limit of Option Scheme.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 17. SHARE-BASED COMPENSATION TRANSACTIONS – *continued*

#### (b) Share Option Scheme adopted by the Company in 2017 – *continued*

The Company may seek approval by its shareholders in general meeting for refreshing the Mandate Limit of Option Scheme under the 2017 Share Option Scheme. However, the total number of shares which may be issued upon exercise of all options to be granted under the 2017 Share Option Scheme and any other schemes of the Company under the limit as “refreshed” must not exceed 10% of the relevant class of the shares in issue as at the date of passing the relevant resolution to refresh such limit. Options previously granted under the 2017 Share Option Scheme and any other schemes (including those outstanding, cancelled, lapsed in accordance with the 2017 Share Option Scheme or any other schemes or exercised options) will not be counted for the purpose of calculating the Mandate Limit of Option Scheme as “refreshed”. The Company may seek separate approval by its shareholders in general meeting for granting options beyond the Mandate Limit of Option Scheme provided the options in excess of the Mandate Limit of Option Scheme are granted only to eligible participants of the 2017 Share Option Scheme specifically identified by the Company before such approval is sought.

Unless approved by the shareholders, the total number of shares issued and to be issued upon exercise of the options granted to each eligible participant of the 2017 Share Option Scheme (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the relevant class of the shares in issue.

The amount of HK\$1.00 is payable as consideration for each grant of options under the 2017 Share Option Scheme, upon acceptance of such grant.

Unless otherwise specified by the Board, a grantee is not required to achieve any performance target or to hold an option for a minimum period from the date of grant before any option granted under the 2017 Share Option Scheme can be exercised.

An option may be exercised at any time during a period to be determined and notified by the directors to each grantee of the option and such period shall not exceed the period of ten years from the offer date.

62,000,000 options were granted under the 2017 Share Option Scheme on 24 May 2017 with estimated total fair values of approximately RMB29,510,000.

The exercise price of the share options granted is HK\$1.33 per share. The share options are valid for a period of 10 years from 24 May 2017. Included in the 62,000,000 share options, 25,340,000 options, 18,330,000 options and 18,330,000 options will vest on the grant date, the first anniversary of the grant date and the second anniversary of the grant date respectively.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 17. SHARE-BASED COMPENSATION TRANSACTIONS – continued

#### (b) Share Option Scheme adopted by the Company in 2017 – continued

Movements in the number of the Company's share options under the 2017 Share Option Scheme during the period are as follows:

	(Unaudited) Six months ended 30 June 2021		(Unaudited) Six months ended 30 June 2020	
	Average exercise price in HK\$ per share option	Number of share options	Average exercise price in HK\$ per share option	Number of share options
<b>Directors</b>				
At beginning of period	1.33	9,800,000	1.33	9,800,000
Re-designated to employee	1.33	(6,200,000)	—	—
Re-designated from employee	1.33	405,000	—	—
At end of period	1.33	4,005,000	1.33	9,800,000
<b>Employees</b>				
At beginning of period	1.33	51,682,700	1.33	51,682,700
Re-designated to employee	1.33	6,200,000	—	—
Re-designated from employee	1.33	(405,000)	—	—
At end of period	1.33	57,477,700	1.33	51,682,700
<b>Total</b>				
At beginning and end of period	1.33	61,482,700	1.33	61,482,700
Exercisable at the end of period	1.33	61,482,700	1.33	61,482,700

None of the above share options were lapsed (30 June 2020: nil) or exercised (30 June 2020: nil) during the six months ended 30 June 2021. The weighted average remaining contractual life of options outstanding at 30 June 2021 was 5.9 years (30 June 2020: 6.9 years).

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 17. SHARE-BASED COMPENSATION TRANSACTIONS – *continued*

#### (c) Share Award Scheme adopted by the Company in 2017

The Board approved the adoption of the a share award scheme on 20 March 2017 (the “**2017 Share Award Scheme**”), pursuant to which, shares will be acquired by a trustee by way of subscription of new shares (whether pursuant to general mandate or specific mandate granted by the shareholders or otherwise) and/or purchase of shares from the market out of cash contributed by the Group and be held on trust for the participants until such awarded shares are vested in the relevant selected participants in accordance with the provisions of the 2017 Share Award Scheme.

The Company has appointed The Core Trust Company Limited as the trustee (the “**Trustee**”). The Trustee is an independent third party of the Company and is acting for a wide scope of participants under the 2017 Share Award Scheme.

Unless early terminated by the Board, the 2017 Share Award Scheme shall be valid and effective for a term of 10 years commencing on the adoption date of the 2017 Share Award Scheme provided that no contribution to the trust fund will be made by the Company on or after the 10th anniversary date of the adoption date of the 2017 Share Award Scheme.

The Board shall not make any further award of shares which will result in the number of shares awarded by the Board under the 2017 Share Award Scheme to be in excess of 8.5% of the issued share capital of the Company as at the adoption date of the 2017 Share Award Scheme unless otherwise determined by the resolution of the Board.

The maximum number of shares to be awarded under the 2017 Share Award Scheme in each financial year of the Company shall not exceed 3% of the issued share capital of the Company as at the adoption date of the 2017 Share Award Scheme.

The maximum number of shares which may be allocated and awarded to a selected participant under the 2017 Share Award Scheme in any 12-month period shall not exceed 1% of the issued share capital of the Company immediately preceding such allocation and award.

On each occasion when the Board instructs the Trustee to purchase shares from the market, it shall specify the maximum amount of funds to be used and the range of prices at which such shares are to be purchased. The Trustee may not incur more than the maximum amount of funds or purchase any shares at a price falling outside the range of prices so specified unless with the prior written consent of the Board.

Vesting of the Shares will be conditional on the selected participant remaining a participant at all times from after the relevant dates of the fulfilment of the performance targets (if any) specified by the Board and on the vesting date a participant until and on each of the relevant vesting dates and his/her execution of the relevant documents to effect the transfer from the Trustee, unless otherwise determined by the Board.

The Trustee shall not exercise the voting rights in respect of any shares held under the trust (including but not limited to the awarded shares, the returned shares and further shares acquired out of the income derived therefrom).

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 17. SHARE-BASED COMPENSATION TRANSACTIONS – continued

#### (c) Share Award Scheme adopted by the Company in 2017 – continued

Pursuant to the resolution passed at the annual general meeting of the Company held on 18 May 2017, 12,000,000 awarded shares were granted by the Company to the key employees of the Group under the 2017 Share Award Scheme with estimated totally fair value of approximately RMB14,325,000. The fair value of the awarded shares was calculated based on the market price of the Company's shares at the grant date. The expected dividends during the vesting period have been taken into account when assessing the fair value of these awarded shares. The 12,000,000 awarded shares are subject to a vesting scale in which 40%, 30% and 30% of the awarded shares shall vest on 18 May 2017, 24 March 2018 and 24 March 2019 respectively.

In 2017, the Company issued 12,000,000 new shares to the Trustee for the Share Award Scheme, which were classified as treasury shares of the Company.

Movements in the number of the Company's share awards under the 2017 Share Award Scheme during the period are as follows:

	(Unaudited)	
	Six months ended 30 June 2021 Number of share awards	Six months ended 30 June 2020 Number of share awards
<b>Employees</b>		
At the beginning and end of period	10,607,207	10,675,997

### 18. COMMITMENTS

#### Lease commitments

At the reporting date, the lease commitments for short-term leases are as follows:

	(Unaudited) As at 30 June 2021 RMB'000	(Audited) As at 31 December 2020 RMB'000
Within one year	799	408

#### Capital commitments

	(Unaudited) As at 30 June 2021 RMB'000	(Audited) As at 31 December 2020 RMB'000
Contracted but not provided for – investment in an associate	4,900	4,900

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 19. SIGNIFICANT RELATED PARTY TRANSACTIONS

In addition to the transactions/information disclosed elsewhere in the Interim Financial Information, the Group had the following material transactions with related parties during the period:

Name of related parties	Relationship with the Group
Mr. Zheng Fushuang (" <b>Mr. Zheng</b> ")	Substantial shareholder of the Company and director of the Company
Beijing Sunshine Cloud Technology Co., Ltd.	Company in which Mr. Zheng can exercise significant influence
Xinxin Holding Co., Limited	Company in which Mr. Zheng can exercise significant influence
Xin'aote Group Co. Ltd. (" <b>Xin'aote Group</b> ")	Controlled by Mr. Zheng
Xin'aote Investment Group Co., Ltd. (" <b>CDV Investment</b> ")	Controlled by Mr. Zheng
Xin'aote (Nanjing) Video Technology Co., Ltd.	Company in which Mr. Zheng has joint control
Beijing Xin'aote Technology Group Co., Ltd.	Controlled by Mr. Zheng
Beijing Xin'aote Yun Chuang Technology Co., Ltd.	Controlled by Mr. Zheng
Beijing Xin'aote Digital Media Technology Business Incubator Co., Ltd.	Controlled by Mr. Zheng
Ze Hui (Beijing) Technology Co., Ltd.	Company in which Mr. Zheng can exercise significant influence
Beijing Xiaoshuju Media Technology Co., Ltd.	Company in which Mr. Zheng can exercise significant influence
Beijing Rong Shi Media Co., Ltd.	Company in which Mr. Zheng can exercise significant influence
Beijing Meicam	Associate
Smart Sport	Associate
Beijing Yueying	Associate
Xin'aote Fujian Culture	Associate
Beijing Jingqi Chuangzhi Technology Co., Ltd.	Joint venture

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 19. SIGNIFICANT RELATED PARTY TRANSACTIONS – *continued*

#### a) Transactions with related parties

		(Unaudited)	
		Six months ended 30 June	
		2021	2020
		RMB'000	RMB'000
CDV Investment	Rental expenses and property management fee*	4,817	6,311
Xin'aote Group	Sales of goods and provision of service*	<u>14,927</u>	<u>16,742</u>

In the opinion of the directors of the Company, all of the above transactions were entered into in the ordinary course of the Group's business.

\* These related party transactions constitute connected transactions or continuing connected transactions as defined in Chapter 20 of the GEM Listing Rules.

#### b) Key management personnel remuneration

Key management of the Group are members of the board of directors and senior management. Included in employee benefit expenses are key management personnel remuneration which includes the following expenses:

		(Unaudited)	
		Six months ended 30 June	
		2021	2020
		RMB'000	RMB'000
	Fee, salaries and allowances	1,820	1,575
	Retirement benefit scheme contributions	148	38
		<u>1,968</u>	<u>1,613</u>



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 20. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

The following table presents financial instruments measured at fair value in the condensed consolidated statement of financial position in accordance with the fair value hierarchy. The hierarchy groups financial instruments into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial instruments. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the financial instrument is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

The financial instruments measured at fair value in the condensed consolidated statement of financial position on a recurring basis are grouped into the fair value hierarchy as follows:

	(Unaudited) As at 30 June 2021 Level 3 RMB'000	(Audited) As at 31 December 2020 Level 3 RMB'000
Financial asset at fair value through profit or loss – Unlisted equity investments	<u>9,191</u>	<u>9,191</u>

For the six months ended 30 June 2021 and year ended 31 December 2020, there were no transfers amongst level 1, level 2 and level 3 in the fair value hierarchy.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

FOR THE SIX MONTHS ENDED 30 JUNE 2021

### 20. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS – *continued*

The information about the fair value of unlisted equity investments categorised under Level 3 fair value hierarchy are described below:

	Valuation technique	Unobservable input	Range (median)	
			(Unaudited) As at 30 June 2021	(Audited) As at 31 December 2020
– Unlisted equity investments <sup>(note)</sup>	Market approach and net assets approach	Discount of lack of marketability	<u>15.8%</u>	<u>15.8%</u>

Note:

With the assistance of independent professional valuer, the fair value of unlisted equity investments is determined using the market approach and net assets adjusted for lack of marketability discount. An increase in the discount for lack of marketability would decrease the fair value of the equity investments.

In the opinion of the directors, the fair value change on the unlisted equity investments is considered to be insignificant for the six months ended 30 June 2021 because there is no significant change in the financial projections of the investments, unobservable input and assumptions.