

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **THIRD QUARTERLY RESULTS ANNOUNCEMENT FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2022**

The board (“**Board**”) of directors (“**Directors**”) of China 33 Media Group Limited (“**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce the unaudited results of the Group for the nine months and three months ended 30 September 2022. This announcement, containing the full text of the 2022 third quarterly report of the Company, complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited in relation to information to accompany preliminary announcements of third quarterly results.

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

Hong Kong, 14 November 2022

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

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

*This announcement will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the date of its posting and the Company’s website at [www.china33media.com](http://www.china33media.com).*



# CHINA 33 MEDIA GROUP LIMITED 中國三三傳媒集團有限公司

(incorporated in the Cayman Islands with limited liability)  
Stock Code : 8087

## THIRD QUARTERLY REPORT 2022



## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

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

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

*Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.*

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





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

For the nine months ended 30 September 2022

## THIRD QUARTERLY RESULTS

The unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the nine months and three months ended 30 September 2022, together with the comparative unaudited figures for the corresponding periods in 2021, are as follows:

	Notes	Nine months ended 30 September		Three months ended 30 September	
		2022 (unaudited) RMB'000	2021 (unaudited) RMB'000	2022 (unaudited) RMB'000	2021 (unaudited) RMB'000
Revenue	4	60,853	85,711	14,026	24,075
Cost of sales		(50,012)	(75,224)	(11,312)	(21,082)
Gross profit		10,841	10,487	2,714	2,993
Other income		2,427	1,235	1,274	271
Other gains and losses, net	5	(3,698)	1,934	1,590	1,532
Selling and distribution expenses		(2,740)	(4,228)	(265)	(854)
Administrative expenses		(19,783)	(12,593)	(4,466)	(3,112)
Finance cost	6	(939)	(910)	(316)	(311)
(Loss)/profit before taxation		(13,892)	(4,075)	(531)	519
Taxation	7	–	–	–	–
(Loss)/profit for the period		(13,892)	(4,075)	(531)	519
Other comprehensive (expense)/income for the period:					
Item that may be reclassified subsequently to profit or loss:					
Exchange differences arising on translation of foreign operations		2,236	(2,024)	(5,404)	1,989
Total comprehensive (expense)/income for the period		(11,656)	(6,099)	(5,935)	2,508

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

For the nine months ended 30 September 2022

	Notes	Nine months ended 30 September		Three months ended 30 September	
		2022 (unaudited) RMB'000	2021 (unaudited) RMB'000	2022 (unaudited) RMB'000	2021 (unaudited) RMB'000
(Loss)/profit for the period attributable to:					
Owners of the Company		(13,882)	(4,061)	(535)	526
Non-controlling interests		(10)	(14)	4	(7)
		(13,892)	(4,075)	(531)	519
Total comprehensive (expense)/income for the period attributable to:					
Owners of the company		(11,646)	(6,085)	(5,939)	2,515
Non-controlling interests		(10)	(14)	4	(7)
		(11,656)	(6,099)	(5,935)	2,508
		<b>RMB cents</b>	RMB cents (Restated)	<b>RMB cents</b>	RMB cents (Restated)
(Loss)/earning per share					
Basic and diluted	9	(8.04)	(2.35)	(0.31)	0.30

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2022

	Attributable to owners of the Company										
	Issued capital RMB'000	Share premium RMB'000	Capital reserve RMB'000	Statutory reserve RMB'000	Share redemption reserve RMB'000	Exchange reserve RMB'000	Share option reserve RMB'000	Accumulated loss RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
At 1 January 2021 (audited)	44,567	626,463	26,239	13,174	19	8,042	5,199	(485,757)	237,946	(1,144)	236,802
Loss for the period	-	-	-	-	-	-	-	(4,061)	(4,061)	(14)	(4,075)
Transfer of share option reserve upon lapse of share options	-	-	-	-	-	-	(4,610)	4,610	-	-	-
Exchange differences on translation of foreign operations	-	-	-	-	-	(2,024)	-	-	(2,024)	-	(2,024)
Total comprehensive expense for the period	-	-	-	-	-	(2,024)	(4,610)	549	(6,085)	(14)	(6,099)
<b>At 30 September 2021 (unaudited)</b>	44,567	626,463	26,239	13,174	19	6,018	589	(485,208)	231,861	(1,158)	230,703
At 1 January 2022 (audited)	44,567	626,463	26,239	13,174	19	10,732	589	(594,301)	127,482	(1,412)	126,070
Loss for the period	-	-	-	-	-	-	-	(13,882)	(13,882)	(10)	(13,892)
Exchange differences on translation of foreign operations	-	-	-	-	-	2,236	-	-	2,236	-	2,236
Total comprehensive expense for the period	-	-	-	-	-	2,236	-	(13,882)	(11,646)	(10)	(11,656)
Recognition of equity-settled share-based payments	-	-	-	-	-	-	2,490	-	2,490	-	2,490
<b>At 30 September 2022 (unaudited)</b>	44,567	626,463	26,239	13,174	19	12,968	3,079	(608,183)	118,326	(1,422)	116,904

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 1. CORPORATE INFORMATION

China 33 Media Group Limited (the “Company”) is a public limited company incorporated in Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited. Its parent is Lzhong Limited incorporated in the Cayman Islands, and its ultimate parents are Joint Loyal Limited and Broad Win Limited incorporated in British Virgin Islands. Its ultimate controlling parties are Mr. Ruan Deqing (“Mr. Ruan”) and Mr. Lin Pintong (“Mr. Lin”). Mr. Ruan is also the Chairman and Executive Director of the Company. The addresses of the registered office of the Company is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the principal place of business of the Company is Unit 807, 8/F, Tower 1, Silvercord, 30 Canton Road, Tsimshatsui, Hong Kong. The head office of the Company in the PRC is Unit 410-412, 4/F., One Indigo, 20 Jiuxianqiao Road, Chaoyang District, Beijing, China.

The principal activity of the Company is investment holding. During the nine months ended 30 September 2022, the Group was principally engaged in the provision of outdoor and digital advertising services, film and entertainment investment and prepaid card business.

## 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

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

The accounting policies and method of computation used in the preparation of these unaudited condensed consolidated financial statements are consistent with those applied in the Group’s audited consolidated financial statements for the year ended 31 December 2021.

## 3. APPLICATION OF NEW AND REVISED IFRSs

In the current period, the Group has applied the new and revised IFRSs issued by the IASB that are relevant to its operations and effective for accounting periods beginning on or after 1 January 2022. The application of these new and revised IFRSs did not result in substantial changes to the Group’s accounting policies and amounts reported for the current period and prior periods/years.

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

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 4. REVENUE

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

	Nine months ended 30 September 2022		Three months ended 30 September 2022	
	(unaudited) RMB'000	2021 (unaudited) RMB'000	(unaudited) RMB'000	2021 (unaudited) RMB'000
An analysis of the Group's revenue for the period is as follow:				
Outdoor and digital advertising income	30,839	56,683	4,540	14,311
Film and entertainment investment income	13,814	12,907	4,298	3,803
Prepaid card income	16,200	16,121	5,188	5,961
Total	60,853	85,711	14,026	24,075

### 5. OTHER GAINS AND LOSSES, NET

	Nine months ended 30 September 2022		Three months ended 30 September 2022	
	(unaudited) RMB'000	2021 (unaudited) RMB'000	(unaudited) RMB'000	2021 (unaudited) RMB'000
Fair value change of financial assets at fair value through profit or loss	(3,706)	(1,629)	1,582	(633)
Gain on disposal of financial assets at fair value through profit or loss	–	3,563	–	2,165
Others	8	–	8	–
Total	(3,698)	1,934	1,590	1,532



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 6. FINANCE COST

	Nine months ended 30 September 2022		Three months ended 30 September 2022	
	(unaudited) RMB'000	2021 (unaudited) RMB'000	(unaudited) RMB'000	2021 (unaudited) RMB'000
Interest expense on lease liabilities	21	3	5	–
Interest expense on corporate bond	918	907	311	311
	<b>939</b>	910	<b>316</b>	311

### 7. TAXATION

No provision for Hong Kong Profits Tax has been made as the Group has no assessable profits in Hong Kong during the nine months ended 30 September 2022 (2021: Nil).

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

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

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 8. DIVIDENDS

The Directors do not recommend the payment of any dividend for the nine months ended 30 September 2022 (nine months ended 30 September 2021: Nil).

### 9. (LOSS)/EARNING PER SHARE

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

	Nine months ended 30 September 2022		Three months ended 30 September 2022	
	(unaudited) RMB'000	2021 (unaudited) RMB'000	(unaudited) RMB'000	2021 (unaudited) RMB'000
(Loss)/profit for the purpose of basic and diluted (loss)/earning per share ((Loss)/profit for the period attributable to owners of the Company)	(13,892)	(4,061)	(531)	526

	Number of shares			
	Nine months ended 30 September 2022		Three months ended 30 September 2022	
	'000	2021 '000 (Restated)	'000	2021 '000 (Restated)
Average number of ordinary shares for the purpose of basic and diluted loss per share	172,800	172,800	172,800	172,800

The weighted average number of ordinary shares during the three months and nine months ended 30 September 2021 have been adjusted for the share consolidation which became effective on 2 September 2022.

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

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 10. SHARE CAPITAL

	Number of share	Share Capital US\$'000	Share Capital RMB'000
Authorised:			
Ordinary shares of US\$0.01 each as at 31 December 2021, 1 January 2022	4,000,000,000	40,000	N/A
Share consolidation	(3,000,000,000)	–	–
Ordinary shares of US\$0.04 each as at 30 September 2022	1,000,000,000	40,000	N/A
Issued and fully paid:			
Ordinary shares of US\$0.01 each as at 31 December 2021, 1 January 2022	691,200,000	6,912	44,576
Share consolidation	(518,400,000)	–	–
Ordinary shares of US\$0.04 each as at 30 September 2022	172,800,000	6,912	44,576

Note:

- (i) The share consolidation of every four issued and unissued shares of US\$0.01 each be consolidated into one consolidated share of US\$0.04 each was approved at the extraordinary general meeting of the Company held on 31 August 2022 and became effective on 2 September 2022.

# MANAGEMENT DISCUSSION AND ANALYSIS AND DISCLOSURE OF ADDITIONAL INFORMATION

## BUSINESS AND FINANCIAL REVIEW

The principal business of the Group during the nine months ended 30 September 2022 included outdoor and digital advertising, film and entertainment investment, prepaid card business and printed media advertising. The Group's total revenue for the nine months ended 30 September 2022 amounted to approximately RMB60,853,000, representing a decrease of approximately RMB24,858,000 or 29.0% as compared to approximately RMB85,711,000 for the corresponding period last year, mainly due to the decrease in sales demand, in particular outdoor and digital advertising business, as the COVID-19 pandemic continues and the fierce competition in the industry which led to reduced number of customers.

Overall gross profit increased by approximately RMB354,000 or 3.4% to approximately RMB10,841,000 for the nine months ended 30 September 2022 from approximately RMB10,487,000 for the corresponding period last year. The gross profit margin for the current period increased to 17.8% from 12.2% in the corresponding period last year. The Group recorded a total comprehensive expense attributable to the owners of the Company of approximately RMB11,656,000 during the nine months ended 30 September 2022, representing an increase of approximately RMB5,557,000 or 91.1% when compared to approximately RMB6,099,000 for the corresponding period last year. The increase was mainly attributable to the fair value loss financial assets at fair value through profit or loss recognised during the period.

### Printed Media Advertising

Revenue from printed media advertising mainly represented the amount generated from the sales of the advertising space on the periodicals and was recognised upon the publication of the periodicals in which the respective advertisement was placed. "旅伴" (Fellow Traveller) is a monthly nationwide periodicals distributed on China Railway High-speed trains and selected regular trains in the People's Republic of China. With phasing out of the printed media advertising, no revenue was generated during the nine months ended 30 September 2022.

### Outdoor and Digital Advertising

Revenue from outdoor advertising represented the advertising income generated from the sales of advertising spaces on the billboards and LEDs installed at certain selected train stations and revenue from promotion campaign conducted in some train stations. Revenue was recognised when advertising was published or station campaigns were launched. Revenue from digital advertising was recognized when advertising was published, and the income was based on the marketing value generated through the recognition of transaction volume, service fees for advertising design, analysis, planning and other services provided in the process.

Revenue from outdoor and digital advertising decreased by approximately RMB25,844,000 or 45.6% from approximately RMB56,683,000 for the nine months ended 30 September 2021 to approximately RMB30,839,000 for the nine months ended 30 September 2022. The decrease was mainly due to decreased number of customers.

# MANAGEMENT DISCUSSION AND ANALYSIS AND DISCLOSURE OF ADDITIONAL INFORMATION

## Film and Entertainment Investment

Revenue from film and entertainment investment represents profit sharing on box office of movies and concerts and distribution income of film rights and television drama. Revenue from the distribution of film rights and entertainment was recognised when (i) the Group's entitlement to such payments has been established which was upon the delivery of the master copy or materials to the customers, and (ii) the collectability of proceeds was reasonably assured.

Revenue from film and entertainment business increased by approximately RMB907,000 or 7.0% from approximately RMB12,907,000 for the nine months ended 30 September 2021 to approximately RMB13,814,000 for the nine months ended 30 September 2022. The frequency of income from film and entertainment business was highly depending on the production status and the market trend for the respective periods. The film and entertainment industry has been recovering as compared to the early stage of the global outbreak of COVID-19 in year of 2020, which led to the increase in revenue generated during the nine months ended 30 September 2022.

## Prepaid Card

Revenue from prepaid card business mainly represent the transaction fees recognised when the prepaid cardholders made payments of fares using the prepaid card and the card related fees when the service was provided. Revenue from prepaid card business increased by approximately RMB79,000 or 0.5% from approximately RMB16,121,000 for the nine months ended 30 September 2021 to approximately RMB16,200,000 for the nine months ended 30 September 2022.

## Cost of Sales

Cost of sales mainly consists of agency fee for advertising medium, prepaid card transaction processing costs, production cost for film and entertainment projects and direct labor cost. Cost of sales decreased from approximately RMB75,224,000 for the nine months ended 30 September 2021 to approximately RMB50,012,000 for the nine months ended 30 September 2022, representing a decrease of approximately RMB25,212,000 or 33.5%. The decrease was mainly contributed by the decreased agency and production cost driven by the outdoor and digital advertising business and film and entertainment business.

## Other Income

Other income mainly consists of bank interest income, government grant and income received from managing a prepaid card sales counter for a co-branded partner. Other income increased from approximately RMB1,235,000 for the nine months ended 30 September 2021 to approximately RMB2,427,000 for the nine months ended 30 September 2022, representing an increase of approximately RMB1,192,000 or 96.5%. The increase was mainly contributed by higher income received from managing prepaid card sales counter.

## Other Gains and Losses, Net

Other gains and losses turnaround from a net gain of approximately RMB1,934,000 for the nine months ended 30 September 2021 to a net loss of RMB3,698,000 for the nine months ended 30 September 2022. The turnaround was mainly due to the fair value loss of financial assets at fair value through profit or loss recognised during the nine months ended 30 September 2022.

## Selling and Distribution Expenses

Selling and distribution expenses mainly include advertising and marketing expenses, salaries, commissions to sales staff and travelling and related expenses. Selling and distribution expenses decreased by approximately RMB1,488,000 or 35.2% from approximately RMB4,228,000 for the nine months ended 30 September 2021 to approximately RMB2,740,000 for the nine months ended 30 September 2022, which was mainly due to the implementation of cost control measures during the nine months ended 30 September 2022.



# MANAGEMENT DISCUSSION AND ANALYSIS AND DISCLOSURE OF ADDITIONAL INFORMATION

## Administrative Expenses

Administrative expenses mainly consist of salaries, depreciation, rental expense and legal and professional fees. Administrative expenses increased by approximately RMB7,190,000 or 57.1% from approximately RMB12,593,000 for the nine months ended 30 September 2021 to approximately RMB19,783,000 for the nine months ended 30 September 2022, which was mainly due to the equity-settled share-based payment expenses and higher corporate expenses incurred during the period.

## EMPLOYEE INFORMATION

As at 30 September 2022, the Group employed a total of 35 employees (30 September 2021: 45 employees) situated in the PRC and Hong Kong. The Group's emolument policy is formulated based on industry practices and performance of individual employees. During the nine months ended 30 September 2022, the total staff costs (including Directors' emoluments) amounted to approximately RMB9,668,000 (2021: RMB7,976,000).

## CONTINGENT LIABILITIES

As at 30 September 2022, the Group did not have any significant contingent liabilities (as at 31 December 2021: nil).

## PROSPECTS

Looking forward, the Group will continue to focus on the business development of outdoor and digital advertising business and prepaid card business. With the Omicron variant outbreak in Hong Kong and China, the business environment is surrounded by uncertainties and the financial performance of the Group may continue to be affected in the year of 2022. The Group is actively looking for business opportunities in order to achieve sustainable growth and minimise the negative impact of the COVID-19. The Group will closely monitor the development of the COVID-19 pandemic and will work as a whole to cope with the situation, strengthen cost control and adopt appropriate measures to develop our businesses in the year ahead.

## CORPORATE GOVERNANCE

Recognising the importance of a listed company's responsibilities to enhance its transparency and accountability, the Company is committed to maintain a high standard of corporate governance in the interests of its shareholders. The Company devotes to best practice on corporate governance and to comply, to the extent practicable, with the code provisions as set out in the Corporate Governance Code (the "CG Code") contained in part 2 of Appendix 15 to the GEM Listing Rules. In the opinion of the Directors, the Company has complied with the CG Code during the nine months ended 30 September 2022, save for code provision A.4.1 of the CG Code which requires that the non-executive directors should be appointed for a specific term and subject to re-election.

## DIRECTORS' INTERESTS IN COMPETING INTERESTS

For the nine months ended 30 September 2022, none of the Directors or the controlling shareholders of the Company or their respective associates (as defined in GEM Listing Rules) had any interest in the business that competes or may compete with the business of the Group or had any other conflicts of interest with the Group.

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

During the nine months ended 30 September 2022, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

# MANAGEMENT DISCUSSION AND ANALYSIS AND DISCLOSURE OF ADDITIONAL INFORMATION

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

As at 30 September 2022, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions which they have taken or deemed to have taken under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

### Long positions in the ordinary shares (the "Shares") of the Company

Name of Director	Nature of interest	Number of Shares held	Approximate percentage of the Company's issued share capital (%)
Mr. Ruan Deqing	Interest of a controlled corporation	14,400,500 (Note 1)	8.33

Notes:

- (1) These Shares were registered in the name of Lizhong Limited ("Lizhong"), 48.73% of the entire issued share capital of which was owned by Joint Loyal Limited ("Joint Loyal"). The entire issued share capital of Joint Loyal was owned by Mr. Ruan Deqing ("Mr. Ruan"), an executive director. Mr. Ruan was deemed to be interested in all the Shares in which Joint Loyal was interested by virtue of the SFO. Mr. Ruan was the sole director of Joint Loyal.

Save as disclosed above, as at 30 September 2022, none of the Directors and chief executive of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions which they have taken or deemed to have taken under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

# MANAGEMENT DISCUSSION AND ANALYSIS AND DISCLOSURE OF ADDITIONAL INFORMATION

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

As at 30 September 2022, the following persons (other than the Directors or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

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

Name of shareholder	Nature of interest	Number of Shares held	Approximate percentage of the Company's issued share capital (%)
Mr. Lin Pintong (Note 1)	Interest of a controlled corporation	14,400,500	8.33
Lizhong (Note 1)	Beneficial owner	14,400,500	8.33
Broad Win (Note 1)	Interest of a controlled corporation	14,400,500	8.33
Ms. Pan Xiaoying (Note 2)	Interest of spouse	14,400,500	8.33
Joint Loyal (Note 1)	Interest of a controlled corporation	14,400,500	8.33
Ms. Liu Sibin (Note 3)	Interest of spouse	14,400,500	8.33
New Express Investment Limited (Note 4)	Beneficial owner	9,103,000	5.27
China Investment and Finance Group Limited (Note 4)	Interest of a controlled corporation	9,103,000	5.27

Notes:

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

Save as disclosed above, as at 30 September 2022, the Directors were not aware of any other persons (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

# MANAGEMENT DISCUSSION AND ANALYSIS AND DISCLOSURE OF ADDITIONAL INFORMATION

## MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry with all the Directors, all the Directors confirmed that they have complied with the code of conduct and required standard of dealings concerning securities transactions by directors during the nine months ended 30 September 2022.

## SHARE OPTION SCHEME

A share option scheme was adopted by the Company pursuant to a resolution passed by the shareholders of the Company on 17 December 2010 (the "Old Share Option Scheme") and the Old Share Option Scheme was expired on 16 December 2020. A new share option scheme has been adopted by the Company pursuant to a resolution passed by the shareholders of the Company on 30 June 2021 (the "New Share Option Scheme"). As at 30 September 2022, there were 31,680,000 outstanding share options under the Old Share Option Scheme and New Share Option Scheme. Details of the outstanding share options are set out below:

Date of grant	Exercise price	Number of share options outstanding as at 1 January 2022	Granted during the period	Cancelled during the period	Lapsed during the period	Number of share options outstanding as at 30 September 2022	Grantees	Validity Period
11 December 2020	HK\$0.312	14,400,000	-	-	-	14,400,000	Employees	11 December 2020 till 10 December 2022
11 April 2022	HK\$0.448	-	17,280,000	-	-	17,280,000	Employees	11 April 2022 till 10 April 2024
		14,400,000	17,280,000	-	-	31,680,000		

The closing price of the Company's shares immediately before the date of grant of share options on 11 April 2022 was HK\$0.110. As the Company completed share consolidation in September 2022, the theoretical value of the Company's shares as at 11 April 2022 is HK\$0.440.

Saved as disclosed above, no share option was granted, exercised, lapsed or cancelled under the Old Share Option Scheme or the New Share Option Scheme during the nine months ended 30 September 2022.

## EVENTS AFTER THE REPORTING PERIOD

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

# MANAGEMENT DISCUSSION AND ANALYSIS AND DISCLOSURE OF ADDITIONAL INFORMATION

## AUDIT COMMITTEE

The Audit Committee was established with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and the CG Code. The primary duties of the Audit Committee are to review the financial statements, financial reports and accounts of the Company; to review the accounting policy, financial position and financial reporting procedures of the Company; to communicate with external auditors; to assess the performance of internal financial and audit personnel; to review the risk management and the internal control systems of the Company; and to perform the corporate governance functions under Paragraph D.3.1 of the CG Code. As at 30 September 2022, the Audit Committee comprises Ms. Tay Sheve Li, Mr. Yau Kit Yu and Ms. Lam Man Chi, all being independent non-executive directors. Ms. Tay Sheve Li, who possess appropriate professional qualifications, accounting and related financial management expertise, serves as the Chairperson of the Audit Committee.

The Audit Committee has reviewed the unaudited results of the Group and the report for the nine months ended 30 September 2022. The Audit Committee was of the opinion that the preparation of such results and report complied with the applicable accounting standards, the GEM Listing Rules and that adequate disclosures have been made.

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

Hong Kong, 14 November 2022

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