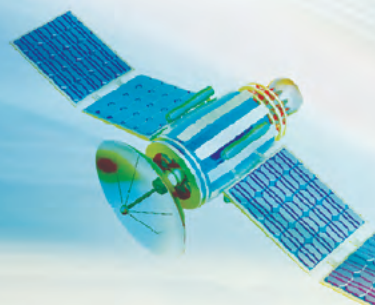




# CMMB VISION HOLDINGS LIMITED 中國移動多媒體廣播控股有限公司

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立之有限公司)  
(Stock Code 股份代號 : 471)



ANNUAL REPORT  
年度報告 **2019**

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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. WONG Chau Chi (*Chairman*)  
Dr. LIU Hui (*Vice-Chairman*)

#### Non-executive Directors

Mr. CHOU Tsan-Hsiung  
Mr. YANG Yi

#### Independent Non-executive Directors

Dr. WANG Wei-Lin  
Dr. LI Shan  
Dr. LI Jun

### MEMBERS OF AUDIT COMMITTEE

Dr. LI Shan (*Chairman*)  
Mr. CHOU Tsan-Hsiung  
Dr. LI Jun

### MEMBERS OF REMUNERATION COMMITTEE

Dr. WANG Wei-Lin (*Chairman*)  
Mr. CHOU Tsan-Hsiung  
Dr. LI Shan  
Dr. LI Jun

### COMPANY SECRETARY

Ms. CHAN Pui Yee Janice, FCCA and HKICPA

### AUTHORISED REPRESENTATIVES

Mr. WONG Chau Chi  
Ms. CHAN Pui Yee Janice

### AUDITOR

HLM CPA Limited

### 董事會

#### 執行董事

黃秋智先生(*主席*)  
劉輝博士(*副主席*)

#### 非執行董事

周燦雄先生  
楊毅先生

#### 獨立非執行董事

王偉霖博士  
李山博士  
李珺博士

#### 審核委員會成員

李山博士(*主席*)  
周燦雄先生  
李珺博士

#### 薪酬委員會成員

王偉霖博士(*主席*)  
周燦雄先生  
李山博士  
李珺博士

#### 公司秘書

陳佩儀女士，英國特許公認會計師公會  
資深會員及香港會計師公會會員

#### 授權代表

黃秋智先生  
陳佩儀女士

#### 核數師

恒健會計師行有限公司

**LEGAL ADVISOR AS TO HONG KONG LAW**

Luk & Partners, in Association with  
Morgan, Lewis & Bockius

**PRINCIPAL BANKER**

The Hongkong and Shanghai Banking Corporation Limited

**REGISTERED OFFICE**

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

**PRINCIPAL OFFICE IN HONG KONG**

Unit 1211, Level 12, Core F, Cyberport 3  
100 Cyberport Road, Hong Kong  
Tel: +852 2159 3300  
Fax: +852 2159 3399  
Email: co.sec@cmmmb.com.hk  
Website: www.cmmbvvision.com

**PRINCIPAL SHARE REGISTRAR AND  
TRANSFER OFFICE**

Royal Bank of Canada Trust Company  
(Cayman) Limited  
4th Floor, Royal Bank House,  
24 Shedden Road, George Town,  
Grand Cayman KY1-1110  
Cayman Islands

**HONG KONG BRANCH SHARE REGISTRAR AND  
TRANSFER OFFICE**

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen's Road East, Wan Chai  
Hong Kong

Stock Code: 471

**香港法律顧問**

陸繼鏘律師事務所，  
摩根路易斯律師事務所聯營

**主要往來銀行**

香港上海匯豐銀行有限公司

**註冊辦事處**

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

**香港主要辦事處**

香港數碼港道100號  
數碼港3期F區12樓1211室  
電話：+852 2159 3300  
傳真：+852 2159 3399  
電郵：co.sec@cmmmb.com.hk  
網址：www.cmmbvvision.com

**主要股份過戶登記處**

Royal Bank of Canada Trust Company  
(Cayman) Limited  
4th Floor, Royal Bank House,  
24 Shedden Road George Town,  
Grand Cayman KY1-1110  
Cayman Islands

**香港股份過戶登記分處**

香港中央證券登記有限公司  
香港  
灣仔皇后大道東183號  
合和中心17M樓

股份代號：471

# Five Year Financial Summary

## 5年財務概要

		For the year ended 31 December 截至十二月三十一日止年度				
		2015	2016	2017	2018	2019
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元
<b>OPERATING RESULTS</b>	<b>經營業績</b>					
<b>Revenue</b>	<b>收入</b>	<u>8,669</u>	<u>6,089</u>	<u>7,034</u>	<u>6,470</u>	<u>7,153</u>
Gross profit	毛利	457	1,847	2,730	2,455	2,774
Finance costs	財務成本	(1,698)	(2,092)	(1,960)	(4,102)	(5,482)
Profit (loss) before tax	除稅前盈利(虧損)	(21,665)	(16,737)	(6,256)	22,751	(31,750)
Income tax expense	所得稅開支	(66)	(59)	(187)	–	(117)
<b>Profit (loss) for the year</b>	<b>年度溢利(虧損)</b>	<u>(21,731)</u>	<u>(16,796)</u>	<u>(6,443)</u>	<u>22,751</u>	<u>(31,867)</u>
		(Restated) (重列)	(Restated) (重列)	(Restated) (重列)	(Restated) (重列)	
<b>Earnings (loss) per share (in US cents)</b>	<b>每股收益(虧損) (美仙)</b>	<u>(83.6)</u>	<u>(22.0)</u>	<u>(6.4)</u>	<u>18.75</u>	<u>(17.36)</u>
		As at 31 December 於十二月三十一日				
		2015	2016	2017	2018	2019
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元
<b>ASSETS AND LIABILITIES</b>	<b>資產和負債</b>					
Non-current assets	非流動資產	135,470	198,473	201,286	332,690	306,760
Current assets	流動資產	14,238	19,010	19,259	13,042	9,303
<b>Total assets</b>	<b>總資產</b>	<u>149,708</u>	<u>217,483</u>	<u>220,545</u>	<u>345,732</u>	<u>316,063</u>
Convertible notes	可換股票據	(18,622)	(20,712)	(16,145)	(51,668)	(47,773)
Other liabilities	其他負債	(1,601)	(3,863)	(3,756)	(8,231)	(17,723)
<b>Total liabilities</b>	<b>總負債</b>	<u>(20,223)</u>	<u>(24,575)</u>	<u>(19,901)</u>	<u>(59,899)</u>	<u>(65,496)</u>
<b>Net assets</b>	<b>淨資產</b>	<u>129,485</u>	<u>192,908</u>	<u>200,644</u>	<u>285,833</u>	<u>250,567</u>
Equity attributable to owners of the Company	本公司擁有人應佔 權益	101,661	164,553	172,110	259,356	227,553
Non-controlling interests	非控股權益	<u>27,824</u>	<u>28,355</u>	<u>28,534</u>	<u>26,477</u>	<u>23,014</u>
<b>Total equity</b>	<b>總權益</b>	<u>129,485</u>	<u>192,908</u>	<u>200,644</u>	<u>285,833</u>	<u>250,567</u>

Note: The annual results for the four years ended 31 December 2018, and the assets and liabilities as at 31 December 2015, 2016, 2017 and 2018 have been extracted from the Company's respective years' annual reports.

附註：截至二零一八年十二月三十一日止四個年度的業績以及於二零一五年、二零一六年、二零一七年及二零一八年十二月三十一日的資產及負債乃摘錄自本公司各年的年報。

# Chairman's Statement

## 主席報告書

Dear Shareholders:

In 2019, large-scale, prolonged social unrest in Hong Kong adversely affected almost every aspect of business activities and people's daily lives. The local economic situation was compounded by the trade rift between China and the U.S. For the first time in 10 years, Hong Kong recorded a recession.

Notwithstanding, the Company's advanced with steadfast pace for its business development.

Its completion of the Silkwave Holdings Limited ("Silkwave") acquisition would enable the Company to be one-step closer to providing holistic satellite-mobile infotainment services to vehicles. It would also allow the Company to leverage through Silkwave Holdings many future business opportunities that will minimise capital outlay while maximising revenue potentials.

Our other strides in 2019 include:

- Launch of XingYun connected-car multimedia service app, which would enable passengers and drivers to access many audio and video programming as trial services throughout China;
- Readiness for commercial deployment of maritime multimedia service for boats and vessels in South China Sea, which will diversify our market;
- Receiving two major US patents with our converged technologies, signifying global recognition of the Company's technology superiority;
- Successful L-Frequency coordination at WRC-19 of International Telecommunication Union with priority landing right re-affirmed globally, a significant validation of our spectrum value;

Our main tasks in 2020 will be to launch satellite multimedia beta services with a few key OEMs in China, develop partnerships with media content and service providers in preparation for commercial grade services, develop more applications for connected-car and autonomous-driving applications to diversify our service offering, and to replicate our technology platform in Southeast Asia countries via local partnerships to jump-start regional services.

各位親愛的股東：

於二零一九年，香港發生持續和大規模的社會事件，幾乎所有營商活動和市民的日常生活都受到影響。中美貿易糾紛令本地經濟環境更趨複雜，香港亦錄得十年以來首次經濟衰退。

儘管如此，本公司的業務發展步伐穩步推進。

在完成收購Silkwave Holdings Limited (「Silkwave」) 使本公司向車輛提供全覆蓋衛星移動資訊娛樂服務邁進一步。這也使本公司能夠透過Silkwave帶來許多未來的機遇，從而最大程度地減少資本支出，獲取最大收益潛力。

我們於二零一九年的其他進展包括：

- 推出星雲聯網汽車多媒體服務應用程式，使乘客能夠在中國各個試用服務點獲得許多音頻和視頻節目；
- 準備為南中國海的船舶商業部署海上多媒體服務，使我們的市場多樣化；
- 通過我們的融合技術獲得兩項美國重大專利，顯示本公司的技術優勢已得到全球認可；
- 在國際電信聯盟WRC-19上成功在全球範圍內再次確認了L頻率協調以及取得優先登陸權，這充分證明了我們的頻譜價值。

我們在二零二零年的主要任務將是與中國的幾家主要OEM廠商合作推出衛星多媒體beta服務，與媒體內容和服務提供商建立合作夥伴關係，為商業級服務做準備，為聯網汽車和自動駕駛應用開發更多應用程式，以實現我們多元化的服務產品，並通過與當地的合作夥伴關係在東南亞國家／地區複製我們的技術平台，以啟動區域服務。

# Chairman's Statement

## 主席報告書

The Company would like to express its appreciation to our staff for our achievements to date. The Board wishes to extend its gratitude to the continuous support from its shareholders, customers, and business partners. We will continue to chart ahead in 2020 to create greater value for our shareholders and stakeholders.

**WONG Chau Chi**  
*Chairman and Executive Director*

Hong Kong, 30 March 2020

本公司謹此就我們取得的成就向全體員工表示由衷感謝。董事會亦謹此對其股東、客戶及業務夥伴的不斷支持致以衷心謝意。我們在二零二零年將再接再厲，為股東及持份者實現更高價值。

主席兼執行董事  
**黃秋智**

香港，二零二零年三月三十日

# Management Discussion and Analysis

## 管理層討論及分析

### REVIEW OF BUSINESS OPERATIONS

The principal activity of CMMB Vision Holdings Limited (the “Company”) is investment holding whilst its subsidiaries are mainly engaged in the provision of Convergent Mobile Multimedia Broadcasting (“CMMB”), the next generation of convergent satellite-mobile multimedia infotainment broadcasting service, and the trading of printed circuit board (“PCB”) materials.

#### CMMB Business

The Company currently has a portfolio of 10 UHF spectrum television (“TV”) stations in the United States of America (“US”), situated over eight large metropolitan cities, including New York, Los Angeles, San Francisco, Dallas, Houston, Atlanta, Miami and Tampa. The portfolio gives us a wide wireless spectrum coverage for delivering free-to-air digital TV programming to a large audience base with operational efficiency and broader revenue opportunities and positions us well for deploying the next-generation CMMB platform to extend the delivery of new media services extended from the home to mobile and vehicle users.

The Company’s CMMB satellite-mobile digital broadcasting technology converges the capabilities of space, terrestrial TV and telecom (4G/5G) and internet/Wi-Fi technologies to create an interactive ubiquitous broadcasting system. In the US, we are preparing our wireless UHF TV network for potential deployment of the CMMB-LTE technology. In China, we have been proactively pursuing opportunities to support a 3-way convergence network comprising of TV, telecom and internet technologies. Our current primary focus is on mobile TV and infotainment services based on the CMMB standards, with a goal of promoting CMMB-based services, solutions and innovations to China and other markets around the world.

#### 業務營運回顧

中國移動多媒體廣播控股有限公司(「本公司」)的主要業務為投資控股，其附屬公司則主要從事提供融合移動電視和多媒體廣播(「CMMB」)，新一代融合衛星-移動多媒體資訊娛樂廣播服務，以及印刷電路板(「電路板」)材料的交易。

#### CMMB業務

本公司現擁有橫跨位於美國八大都會城市(包括紐約、洛杉磯、三藩市、達拉斯、休斯敦、亞特蘭大、邁阿密及坦帕)的10個超高頻頻譜電視(「電視」)台組合。該組合讓我們擁有廣闊的頻譜覆蓋範圍，以更高效的方式向廣大觀眾傳送地面數字電視廣播服務，拓寬我們的收入來源。此外，該組合亦為我們奠定應用新一代CMMB平台的良好基礎，將提供新媒體服務的範圍從家庭至手機用戶及汽車用戶。

本公司的CMMB衛星移動數據廣播技術能將衛星、地面電視及電訊(4G/5G)以及網絡/Wi-Fi技術集於一體，打造一個互動式無線廣播系統。於美國，我們正在為即將採用本公司CMMB-LTE技術籌建我們的無線超高頻頻譜電視網絡。而中國方面，我們一直積極物色能將電視、電訊及網絡技術三方結合的網絡。我們目前主要專注於提供基於CMMB標準的移動電視及資訊娛樂服務，旨在向中國及全球市場推廣基於CMMB的服務、解決方案及創新技術。



# Management Discussion and Analysis

## 管理層討論及分析

Our convergent satellite-mobile broadcasting technology has already completed its initial trial testing, which conducted road tests with concept-cars and covered over 21 cities in China, including Beijing, Changchun, Wuhan, Chongqing, Baoding, Chengdu, Taiyuan, Hefei, Harbin, Daqing, Shenzhen, Xiamen, Jiaying, Nanjing, Danyang and Huizhou. The road test travelled over 1 million kilometers, accumulating more than 87,900 hours of testing. It is now in the process of preparing to apply for the relevant licenses in China in preparation of a soft commercial trial launch. Silkwave Holdings Limited (“Silkwave”) continues to collaborate with original equipment manufacturers (“OEMs”) in the auto-manufacturing sector to design-in for pre-installing our technology into new cars and partner with other academic research and development centers to enhance and promote our technology. Recently, a terrestrial edition of the “XingYun” app and a marine edition of the “WavePlay” app were launched on the Android and iOS platforms to showcase our technology and ecosystem and to allow users to freely enjoy live entertainment broadcasts on their mobile devices.

### Trading Business

This is a challenging sector to operate due to high competitive pressures and low profit margins. In response to rising labour and material costs, manufacturers are diversifying their facilities to other Asian countries to lower and manage costs. This diversification leads to an increase in competition from other trading agents vying for a share of the PCB market, putting a strain on an already thin operating margin for the sector.

### FINANCIAL REVIEW

For the year ended 31 December 2019, the Group recorded loss for the year of US\$31,867,000 (2018: profit for the year US\$22,751,000). Loss per share was approximately US17.36 cents (2018: earnings per share of US18.75 cents, restated) and net assets per share of the Group was approximately US\$1.39 (2018: US\$1.96, restated).

During the year ended 31 December 2019, the Group is engaged in provision of transmission and broadcasting of television programs and trading of PCB materials with a revenue of US\$7,153,000 (2018: US\$6,470,000). The increase in revenue of US\$683,000 or 10.6% was mainly due to an increase in TV rental income and trading of PCB materials by US\$400,000 and US\$283,000 respectively.

我們的融合衛星－移動廣播技術已完成其初步實驗性測試，與遍及中國21個城市(包括北京、長春、武漢、重慶、保定、成都、太原、合肥、哈爾濱、大慶、深圳、廈門、嘉興、南京、丹陽及徽州)的通過概念車進行道路測試。道路測試路程超過100萬公里，累計測試時間高達87,900個小時以上。我們目前正著手申請中國的有關牌照，以籌備推出首階段的商業試營服務。Silkwave Holdings Limited (「Silkwave」)繼續於汽車生產領域與原始設備製造商(「OEM」)開展合作，以在新款汽車上設計及預安裝我們的技術，同時與其他學術研發中心建立夥伴關係以提升及推廣我們的技術。近期，應用程式「星雲視聽」已相繼在Android及iOS操作系統平台上發佈，展示了我們的技術及產業生態鏈系統，讓用戶於其移動設備上免費享受直播娛樂廣播服務。

### 貿易業務

激烈的競爭壓力及較低利潤率令此貿易業務的經營充滿挑戰。為應對不斷上漲的勞工及材料成本，製造商紛紛將其生產設施轉移至其他亞洲國家以降低及控制成本。該趨勢令搶佔印刷線路板市場份額的其他貿易商帶來的競爭更為激烈，讓該行業已相對微薄的經營利潤雪上加霜。

### 財務回顧

截至二零一九年十二月三十一日止年度，本集團錄得年內虧損約31,867,000美元(二零一八年：年度溢利22,751,000美元)。每股虧損約17.36美仙(二零一八年：每股盈利約18.75美仙，經重列)，本集團每股資產淨值約1.39美元(二零一八年：約1.96美元，經重列)。

截至二零一九年十二月三十一日止年度，本集團從事提供傳輸及播放電視節目及印刷電路板材料貿易業務，收益為7,153,000美元(二零一八年：6,470,000美元)。收益增加683,000美元或10.6%，主要歸因於電視租金及印刷電路板貿易收入分別增加400,000美元及283,000美元所致。

# Management Discussion and Analysis

## 管理層討論及分析

Cost of sales mainly includes cost of goods sold, staff costs, operating lease payments. The increase in cost of sales of US\$364,000 or 9.1% was due to an increase in direct costs and cost of goods sold of US\$206,000 and operating lease payments of US\$92,000 for the year ended 31 December 2019.

Gross profit has increased from US\$2,455,000 in year 2018 to US\$2,774,000 in year 2019, increased by 13.0%, primarily attributed to an increase in TV rental income by US\$400,000. The trading of PCB materials' contribution to the gross profit during the year was insignificant.

Administrative expenses have remained consistent for the year ended 31 December 2019, decreasing by 0.8% to US\$2,012,000 as compared to US\$2,029,000 for the year ended 31 December 2018. It is composed of headquarter staff costs, office rent and general administrative expenses.

Market development and promotion expenses decreased by 37.5% to US\$2,540,000 (2018: US\$4,064,000) which include consultancy services fees for business development, travelling expenses for attending business conferences and meetings as well as research and development costs. The decrease in market development and promotion expenses was due to the decrease in research and development costs for the year. Research and development activities are now conducted by Silkwave.

Other expenses for the year ended 31 December 2019 amounted to US\$368,000 (2018: US\$1,308,000) include listing fees, printing charges and corporate legal and professional fees for corporate transactions. The decrease is mainly due to the absence of professional fees incurred for acquisitions in 2019.

Finance costs of the Group for the year ended 31 December 2019 amounted to US\$5,482,000 (2018: US\$4,102,000) which mainly represents the effective interest expense on convertible notes. The Group did not bear any bank and other borrowings during the year.

The 2021 Convertible Notes and 2025 Convertible Notes with principal amounts of US\$5,921,000 (2018: US\$17,589,000) and US\$9,000,000 (2018: Nil), respectively were redeemed at the redemption amount of US\$5,921,000 (2018: US\$17,589,000) and US\$9,000,000 (2018: Nil) respectively during the year. Accordingly, a gain on redemption of the convertible bonds of US\$2,089,000 (2018: US\$3,428,000) was recorded for the year.

銷售成本主要包括購貨成本、員工成本及經營租賃款項。銷售成本增加364,000美元或9.1%乃由於截至二零一九年十二月三十一日止年度增加直接成本與購貨成本206,000美元及經營租金92,000美元所致。

毛利由二零一八年的2,455,000美元增加至二零一九年的2,774,000美元，增加了13.0%，這是由於電視租賃收入增加400,000美元所致。印刷電路板貿易對年內毛利的貢獻不多。

截至二零一九年十二月三十一日止年度的行政開支保持平穩，減少約0.8%至2,012,000美元，比較其截至二零一八年十二月三十一日止年度金額為2,029,000美元，主要包括總部員工成本、辦公室租金及一般辦公室行政費用。

市場開發及推廣開支減少約37.5%至2,540,000美元(二零一八年：4,064,000美元)，主要包括諮詢服務費、參加商業會議及會議的差旅開支及研發費。市場開發及推廣開支減少是由於本年度研發費用減少所致。Silkwave現正開展相關研究和開發活動。

截至二零一九年十二月三十一日止年度的其他開支368,000美元(二零一八年：1,308,000美元)，包括上市費用、印刷及為企業項目而產生的法律及專業服務費用。減少的主要原因是二零一九年沒有為收購項目而產生的專業服務費用。

本集團截至二零一九年十二月三十一日止年度的財務費用為5,482,000美元(二零一八年：4,102,000美元)，主要為可換股票據的實際利息開支。本公司於本年度沒有任何銀行或其他借貸。

2021可換股票據及2025可換股票據於年內以贖回金額5,921,000美元(二零一八年：17,589,000美元)及9,000,000美元(二零一八年：無)贖回本金額分別為5,921,000美元(二零一八年：17,589,000美元)及9,000,000美元(二零一八年：無)。因此，於年內確認贖回可換股票據的收益為2,089,000美元(二零一八年：3,428,000美元)。

# Management Discussion and Analysis

## 管理層討論及分析

The Company shared a loss of US\$8,680,000 (for the period from 29 May 2018 (date of acquisition) to 31 December 2018: US\$5,369,000) for its 20% interest in Silkwave, which is primarily comprised of depreciation and amortization expense, research and development and other operating expenses for the year.

The impairment loss recognised on intangible assets for the year ended 31 December 2019 was US\$16,933,000 (2018: US\$9,091,000) as management of the Group determined that the recoverable amount is lower than the carrying amount of the cash generating units arising from intangible assets by reference to a value-in-use (“VIU”) calculation, which has been consistently applied for the year ended 31 December 2019 and 2018 respectively. Furthermore, the fair value less cost of disposal is not available as the Federal Communications Commission (“FCC”) closed the auction for the sale of TV spectrum since 2017 and has yet to announce future sale plans open up to date of this report.

In the US, the FCC regulates the licensing of wireless spectrums, including our UHF TV spectrums. With the proliferation of wireless devices, telecom operators experienced a surge in the demand for wireless spectrum. Consequently, the FCC, with mandate from the US Congress, has reallocated its spectrum frequencies by repurposing a portion of the frequencies from TV operators to telecom operators. After this reallocation, previous TV spectrum licensees who choose to continue their business operations must reapply for a frequency reassignment. Where there were more than one operator applying for a frequency range, the applicants may choose to collaborate and jointly file with the FCC or bid in an auction for the rights of such frequency range.

Since 2018, the Company has commenced filing for frequency reassignment for its UHF TV spectrums. As a result, the Company now has 10 (2018: 11) TV stations, of which 2 stations (Dallas and Houston) have been under a co-sharing arrangement since 2018; additional 3 stations (Los Angeles, Miami and San Francisco) are now under a co-sharing arrangement and 1 station (New York) is lost during the second half of 2019. Accordingly, the Company has recognised an impairment in the second half of 2019. For the remaining 5 stations, the Company has confirmed to have a full spectrum license for each of these stations. Should these suffer further displacements in the future, the Company will recognise an impairment to reflect the potential decrease in the Company’s TV broadcasting capacity.

本公司因其持有Silkwave的20%權益而分享其虧損8,680,000美元(從二零一八年五月二十九日(收購日)至二零一八年十二月三十一日: 5,369,000美元), 主要包括年內折舊及攤銷費用、研發及其他營運開支。

由於美國聯邦通信委員會(FCC)自二零一七年以來結束了拍賣電視頻譜的拍賣, 並且尚未宣布截至本報告日為止的未來銷售計劃, 因此無法獲得公允價值減去處置費用的金額。本集團管理層經參考自二零一九年及二零一八年十二月三十一日止年度貫徹應用之使用價值計算法釐定可收回金額, 且其低於無形資產產生的現金產生單位賬面值, 因此, 確認無形資產減值虧損為16,933,000美元(二零一八年: 9,091,000美元)。

在美國, FCC對無線頻譜(包括我們的超高頻電視頻譜)的發牌進行監管。隨著無線設備的廣泛使用, 電訊運營商的無線頻譜需求出現激增。因此, FCC已重新分配其頻譜頻率, 將部分用於電視運營商的頻率轉移予電訊運營商。經過此重新分配後, 選擇繼續經營其業務的原電視頻譜獲授人必須重新申請頻率的再轉讓。倘有超過一名運營商申請同一頻率範圍, 該等申請人必須選擇合作並共同向FCC提交申請, 或在該頻率範圍權的拍賣中進行競拍。

自二零一八年起, 本公司已著手就其超高頻電視頻譜之頻率再轉讓提交申請。因此, 本公司目前擁有十家電視台(二零一八年: 十一家), 其中二家電視台(達拉斯和休斯頓)自二零一八年起已在共享安排; 自二零一九年下半年起, 另有新增三家電視台(洛杉磯, 邁阿密和舊金山)現正在共享協議下及喪失一家電視台(紐約)。因此, 本公司已於二零一九年下半年確認減值。至於餘下五個電視台, 本公司已獲每個電視台的全頻譜授權。倘於日後亦面臨更換, 本公司將確認減值以反映本公司電視廣播容量可能下降的情況。

# Management Discussion and Analysis

## 管理層討論及分析

The basis of the recoverable amounts of the above spectrum usage rights and their underlying assumptions are summarised below:

The recoverable amount of the spectrum usage rights has been determined based on VIU calculation. The calculation uses cash flow projections based on financial budgets approved by the management covering a three-year period at a discount rate of 10.21% (2018: 10.44%). The discount rate is determined based on the weighted average cost of capital appropriate for the spectrum usage rights. The cost of equity of 8.62% (2018: 8.98%) for the year is calculated by: (i) the risk free rate of 1.92% (2018: 2.69%), which is the 10 year average yield of US Government Bond Benchmark Yield Curve; (ii) the equity beta of 0.97 (2018: 0.89), which is the adjusted beta by making reference to publicly listed companies with comparable business nature and operation sourced from Thomson Reuters; and (iii) the market risk premium of 6.91% (2018: 7.07%), which is the difference between market rate of return and risk free rate. This long-term equity risk premium refers to the 10-year average market rate of return for the United States, sourced from Thomson Reuters. The cost of debt of 4.75% (2018: 5.50%) for the year is estimated by referring to the US Prime Lending Rate as sourced from Thomson Reuters. Through the analysis of the industry comparables, the weight of debt and equity is estimated as 46% (2018: 52%) and 54% (2018: 48%) respectively. The corporate tax rate and specific risk premium applied remain unchanged at 24% and 2% respectively. The spectrum usage rights' cash flow beyond the three-year period are extrapolated using a steady growth rate of 2.32% per annum. (2018: 2.20%). This growth rate is based on projected inflation published by the International Monetary Fund.

One of the key assumptions for the VIU calculations is the budgeted revenue, which assumes the current contracted capacity will continue for the next three-years, while the unutilised capacity will be filled at 10% (2018: 10%) increments per quarter until it reaches a 78% (2018: 80%) filled rate in the third-year; a terminal-year fill rate of 95% (2018: 95%) was assumed for both contracted and unutilised capacities.

上述頻譜使用權的可收回金額基準及其相關假設概述如下：

頻譜使用權的可收回金額按使用價值計算法釐定。該計算法使用根據管理層批准的財務預算涵蓋三年期的現金流量預測及貼現率10.21% (二零一八年：10.44%) 計算。折現率是根據適用於頻譜使用權的加權平均資本成本釐定。本年度的股權資本成本為8.62% (二零一八年：8.98%) 的計算方法如下：(i) 無風險利率為1.92% (二零一八年：2.69%)：取自美國政府債券基準收益率的10年平均收益率曲線；(ii) 權益啤打系數為0.97 (二零一八年：0.89)，是參照湯姆森路透社提供的具有可比業務性質和運營的上市公司的經調整後之啤打系數；(iii) 市場風險溢價為6.91% (二零一八年：7.07%)，即市場回報率與無風險率之差；此長期股權風險溢價是指美國湯森路透社的10年平均市場收益率。本年度債務成本為4.75% (二零一八年：5.50%)，是根據湯森路透提供的美國基準貸款利率估算得出的。通過對可比行業公司的分析，債務和股權的權重估計分別為46% (二零一八年：52%) 和54% (二零一八年：48%)。適用的公司稅率和特定風險溢價保持不變，分別為24%和2%。頻譜使用權超過三年期的現金流量乃使用穩定年增長率2.32% (二零一八年：2.20%) 推算。此增長率以國際貨幣基金發佈的預期通脹率為基準。

使用價值計算法的其中一個主要假設當中包括預算收入，該預算假設已使用頻譜容量在未來三年將會持續，而閒置頻譜容量將以10% (二零一八年：10%) 的增長率按季度使用，直至達到第三年的78% (二零一八年：80%) 使用率；使用和閒置頻譜容量的終端年使用率為95% (二零一八年：95%)。

# Management Discussion and Analysis

## 管理層討論及分析

Other key assumptions for the VIU calculations relate to the estimation of cash inflows/outflows which included budgeted sales and gross margin. Such estimation is based on the past performance and management's expectations. Further to the above inputs, we have also considered these factors — (a) the FCC licences for the spectrum usage rights can be renewed upon expiry at nominal cost; (b) the contracting parties for the existing lease contracts are acting in accordance with the agreements' terms and conditions and other understanding discussed between the parties; (c) the level of key management, competent personnel and technical staff retained to support the ongoing operations have remained consistent over time; etc. Except for the updated business plans and budgets/forecasts based on current reduced TV spectrum (e.g., due to sharing arrangements) with details mentioned above, there was no significant changes in the value of inputs or assumptions from those previously adopted.

Sensitivity analyses have been carried out based on: (i) a reduction in the budgeted sales growth for the unutilised capacity resulting in filled rate increments of 5% per quarter while maintaining a terminal-year fill rate of 95%, which would led to a reduction in the VIU amount for certain spectrums and an increase in the impairment loss recognised on intangible assets of \$816,000 (2018: \$1,792,000); and (ii) an increase in the budgeted sales growth for the unutilised capacity resulting in filled rate increments of 15% per quarter while maintaining a terminal-year fill rate of 95%, which would led to an increase in the VIU amount for certain spectrums and a reduction in the impairment loss recognised on intangible assets of \$636,000 (2018: \$710,000). The calculations are based on management's assessment of possible changes in the sales growth assumption, which is hypothetical and should not be viewed as an indication on the likelihood of its occurrence. The sensitivity analyses should therefore be interpreted with caution.

Management evaluated the fair value of financial assets at fair value through profit or loss ("FVTPL") by way of objective evidence, including but not limited to business forecasts and project timelines, etc. Changes in the fair value of financial assets at FVTPL has been recorded through the consolidated profit or loss statement as a loss for the year.

### FINAL DIVIDEND

The Board did not recommend the payment of a final dividend for the year ended 31 December 2019.

### LIQUIDITY AND FINANCIAL RESOURCES

The total equity attributable to the owners of the Company decreased to US\$227,553,000 as at 31 December 2019 as compared with US\$259,356,000 in 2018 which was mainly derived from the operation loss for the year. During the year, net proceeds of approximately US\$3,720,000 from share placements were raised by the issue of new shares on 21 January 2019 and 21 October 2019.

使用價值計算法的其他主要假設與估計現金流入／流出有關，當中包括預算銷售及毛利。有關估計乃根據過往表現及管理層預期而得出。除上述輸入外，我們還考慮了以下因素：(a)FCC的頻譜使用權許可證可在到期時以名義的成本續簽；(b)現有租賃合同的締約方根據協議的條款和條件以及其他雙方之間的討論和理解執行；(c)維持主要管理層、有能力的人才和技術人員之水平一直保持一致，以支持正在進行的運營工作等。除了以上陳述關於根據當前已減少的電視頻譜(例如，由於共享安排所致)更新了業務計劃和預算／預測外，輸入或假設的相比數值與先前採用的沒有重大變化。

敏感性分析乃基於：(i)閒置頻譜容量的預算收入增長減慢，導致每季度使用率增長為5%，亦同時保持終端年使用率為95%。該假設將導致減少部分頻譜的使用價值和增加無形資產減值虧損為816,000美元(二零一八年：1,792,000美元)；和(ii)閒置頻譜容量的預算收入增長加快，導致每季度使用率增長為15%，亦同時保持終端年使用率為95%。該假設將導致增加部分頻譜的使用價值和減少無形資產減值虧損為636,000美元(二零一八年：710,000美元)。該計算基於管理層對收入增長假設的變化評估，於假設和不應被視為其發生可能性的指示。因此，應謹慎解釋敏感性分析。

管理層通過客觀證據評估以公平值變動計入當期損益的金融資產的公允價值，包括但不限於業務預測和項目進程等。以公平值變動計入當期損益的金融資產的公允價值變動已經通過綜合損益表記錄為年內的虧損。

### 末期股息

董事會並不建議宣派截至二零一九年十二月三十一日止年度的末期股息。

### 流動資金及財務資源

於二零一九年十二月三十一日，本公司擁有人應佔權益減少至227,553,000美元，而於二零一八年為259,356,000美元，主要來自年內營運虧損所致。年內，於二零一九年一月二十一日及十月二十一日完成配售發行新股所得款項為淨額約3,720,000美元。

# Management Discussion and Analysis

## 管理層討論及分析

Current assets amounted to US\$9,303,000 (2018: US\$13,042,000) comprising bank balances and cash of US\$342,000 (2018: US\$2,360,000), trade and other receivables of US\$1,352,000 (2018: US\$1,487,000), amount due from a related company of US\$6,662,000 (2018: US\$9,131,000) and amount due from an associate of US\$947,000 (2018: US\$64,000).

Current liabilities amounted to US\$17,440,000 (2018: US\$8,231,000) representing trade and other payables of US\$3,873,000 (2018: US\$3,970,000), amounts due to shareholders of US\$12,992,000 (2018: US\$4,039,000) and tax payable of US\$339,000 (2018: US\$222,000). As at 31 December 2019, the Group's current ratio was 0.53 (2018: 1.58).

On 11 January 2019, the Company entered into subscription agreements with subscribers for the subscription of an aggregate 66,081,535 new shares for an aggregate consideration of approximately HK\$7,137,000 at the subscription price of HK\$0.108 per subscription share. The subscription was completed on 21 January 2019. The proceeds were used to provide general working capital for the Company.

On 11 October 2019, the Company entered into subscription agreements with subscribers for the subscription of an aggregate 630,266,440 new shares for an aggregate consideration of approximately HK\$22,059,000 at the subscription price of HK\$0.035 per subscription share. The subscription was completed on 21 October 2019. The proceeds were used to provide general working capital for the Company.

The Group's cash and cash equivalents as at 31 December 2019 were mainly denominated in United States Dollars, Hong Kong Dollars and Renminbi.

### TREASURY POLICIES

The Group adopts a treasury policy that aims to better control its treasury operations and lower its borrowing cost. As such, the Group endeavours to maintain an adequate level of cash and cash equivalents to address short-term funding needs. The Board also considers various funding sources depending on the Group's needs to ensure that the financial resources have been used in the most cost-effective and efficient way to meet the Group's financial obligations. The deposits of the Group at various licensed banks have been and will continue to be conducted in accordance with the Group's treasury policy. The Board reviews and evaluates the Group's treasury policy from time to time to ensure its adequacy and effectiveness.

流動資產為9,303,000美元(二零一八年: 13,042,000美元), 包括銀行結餘及現金342,000美元(二零一八年: 2,360,000美元), 貿易及其他應收款項1,352,000美元(二零一八年: 1,487,000美元), 應收關聯公司款項6,662,000美元(二零一八年: 9,131,000美元)以及應收聯營公司款項947,000美元(二零一八年: 64,000美元)。

流動負債為17,440,000美元(二零一八年: 8,231,000美元), 指貿易及其他應付款項3,873,000美元(二零一八年: 3,970,000美元), 應付股東款項12,992,000美元(二零一八年: 4,039,000美元)及應付稅項339,000美元(二零一八年: 222,000美元)。於二零一九年十二月三十一日, 本集團的流動比率為0.53(二零一八年: 1.58)。

於二零一九年一月十一日, 本公司與認購人訂立認購協議, 認購合共66,081,535股新股份, 總代價約為7,137,000港元, 認購價為每股認購股份0.108港元。認購事項已於二零一九年一月二十一日完成。所得款項用於為本公司提供一般營運資金。

於二零一九年十月十一日, 本公司與認購人訂立認購協議, 認購合共630,266,440股新股份, 總代價約為22,059,000港元, 認購價為每股認購股份0.035港元。認購事項已於二零一九年十月二十一日完成。所得款項用於為本公司提供一般營運資金。

本公司於二零一九年十二月三十一日的現金及現金等價物主要以美元、港元及人民幣計值。

### 庫務政策

本集團所採納之庫務政策旨在加強管理庫務運作並降低借貸成本。因此, 本集團致力維持充足現金及現金等價物水平, 以應付短期資金需要。董事會亦會視乎本集團之需要考慮各種資金來源, 確保以最具成本效益及效率之方式運用財政資源, 以應付本集團之財務責任。本集團已經並將繼續根據其庫務政策於多間持牌銀行存置存款。董事會不時檢討並評估本集團之庫務政策, 確保有關政策足夠且行之有效。

# Management Discussion and Analysis

## 管理層討論及分析

### INDEBTEDNESS

Convertible notes of the Group as at 31 December 2019 amounted to US\$47,773,000 (2018: US\$51,668,000). The gearing ratio (a ratio of total loans to total assets) was 15.1% (2018: 14.90%), reflecting the Group's financial position was at a sound level. Other than convertible notes, the Group did not have any bank borrowings as at 31 December 2019 (2018: Nil).

As at 31 December 2019, neither the Group nor the Company has any significant contingent liabilities (2018: Nil).

### CAPITAL COMMITMENT

As at 31 December 2019, the Group did not have any significant capital commitments (2018: Nil).

### PLEDGE OF/CHARGE ON ASSETS

As at 31 December 2019, neither the Group nor the Company has pledged or charged its assets to secure its borrowings (2018: Nil).

### OFF-BALANCE SHEET TRANSACTIONS

As at 31 December 2019, the Group did not enter into any material off-balance sheet transactions (2018: Nil).

### FOREIGN CURRENCY EXCHANGE RISK

Most of the assets, liabilities and transactions of the Group are denominated in United States dollars. Management of the Group considers the impact of foreign exchange risk to the Group to be insignificant and therefore, the Group did not make any hedging arrangements in the year ended 31 December 2019.

### SEGMENT INFORMATION

Details of segmental information of the Group are set out in note 8 to the consolidated financial statements.

### EMPLOYEE BENEFITS

The average number of employees of the Group for the year ended 31 December 2019 was approximately 30 (2018: 30). The Group's staff costs (including Directors' fees and emoluments) for the year ended 31 December 2019 amounted to US\$1,353,000 (2018: US\$1,432,000). The Group offers a competitive remuneration package to retain elite employees, including salaries, medical insurance, discretionary bonuses, other fringe benefits as well as mandatory provident fund scheme for employees in Hong Kong. The remuneration policy of the Group is reviewed annually and is in line with the prevailing market practice.

### 債項

於二零一九年十二月三十一日，可換股票據約47,773,000美元(二零一八年：51,668,000美元)。而資產負債比率(貸款總額與資產總值的比率)則為15.1%(二零一八年：14.90%)，反映本集團之財務狀況十分穩健。除了可換股票據外，於二零一九年十二月三十一日，本集團並無任何銀行借貸(二零一八年：無)。

於二零一九年十二月三十一日，本集團及本公司概無任何重大或有負債(二零一八年：無)。

### 資本承擔

於二零一九年十二月三十一日，本集團並無任何重大資本承擔(二零一八年：無)。

### 資產抵押／質押

於二零一九年十二月三十一日，本集團及本公司並無抵押或質押其資產以確保借貸(二零一八年：無)。

### 資產負債表以外交易

於二零一九年十二月三十一日，本集團並無訂立任何重大的資產負債表以外交易(二零一八年：無)。

### 匯兌風險

本集團大部分資產、負債及買賣均以美元計值。由於集團管理層認為外匯風險對集團影響不顯著。本集團於截至二零一九年十二月三十一日止年度未有作出任何其他對沖安排。

### 分部資料

本集團的分部資料載於本綜合財務報表附註8。

### 僱員福利

截至二零一九年十二月三十一日止年度，本集團僱員的平均數目約30人(二零一八年：30人)。截至二零一九年十二月三十一日止年度，本集團的員工成本(包括董事酬金及薪酬)約1,353,000美元(二零一八年：1,432,000美元)。為挽留傑出人才，本集團根據集團整體及員工的個別表現，向僱員提供具競爭力的薪酬待遇，包括薪金，醫療保險，酌情花紅，其他附帶福利以及強制性公積金計劃供香港員工。本集團的薪酬政策每年進行檢討，並符合現行市場慣例。

# Management Discussion and Analysis

## 管理層討論及分析

### SHARE OPTION SCHEME

The Group adopted a share option scheme on 18 December 2015 for the purposes of providing incentives and rewards to eligible participants to recognise their contribution to the Group and enhancing their sense of ownership.

The Company granted 54,956,892 share options on 17 May 2019 to certain consultants for the purpose of fund raising activities; development of CMMB Business and seeking for new investment opportunities in CMMB Business.

The Group has recognized share-based payments expense in profit or loss of US\$193,000 related to equity-settled share-based payment transactions for the year ended 31 December 2019.

As a result of the share consolidation which was effective on 12 November 2019, the exercise price per share and number of outstanding share options granted on 17 May 2019 were adjusted from HK\$0.075 to HK\$1.50 and from 54,956,892 options to 2,747,844 options respectively.

As a result of the rights issue on the basis of one rights share for every two existing shares in issue on the record date at the subscription price of HK\$0.65 per Rights Share (“Rights Issue”) which was completed on 11 March 2020, the exercise price per share and number of outstanding share options granted on 17 May 2019 were further adjusted from HK\$1.50 to HK\$1.516 and from 2,747,844 options to 2,718,843 options respectively subsequent to the end of the reporting period.

### EVENTS AFTER THE REPORTING PERIOD

On 11 March 2020, the Company raised approximately HK\$24,700,000 (equivalent to approximately US\$3,145,000) before expenses by way of issuance of 37,984,428 new shares pursuant to the Rights Issue. Details refer to the prospectus and the announcement dated 18 February 2020 and 10 March 2020 respectively.

Apart from those disclosed herein, there were no significant event after the reporting period and up to the date of this report.

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

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

### 購股權計劃

本集團於二零一五年十二月十八日採納購股權計劃，旨在為合資格參與者提供鼓勵及獎勵，以表揚彼等對本集團的貢獻及提升其歸屬感。

本集團於二零一九年五月十七日向若干顧問授出54,956,892股購股權，作為融資項目；發展CMMB業務及尋求CMMB業務的新投資機會為目的。

截至二零一九年十二月三十一日止年度，本集團已確認以股權結算以股份為基礎的付款開支193,000美元於損益中。

因股份合併於二零一九年十一月十二日生效，故於二零一九年五月十七日授出之尚未行使購股權之每股行使價從0.075港元調整至1.50港元，數目從54,956,892股調整至2,747,844股。

於報告期末後，本公司按於記錄日期每持有兩股已發行股份可獲發一股供股股份的基準，以認購價每股供股股份0.65港元（「供股」）於二零二零年三月十一日完成，故於二零一九年五月十七日授出之尚未行使購股權之每股行使價從1.50港元再調整至1.516港元，數目從2,747,844股再調整至2,718,843股。

### 報告期末後事項

於二零二零年三月十一日，根據供股發行37,984,428股新股份，籌集資金約24,700,000港元（扣除開支前）（約3,145,000美元）。詳情請參閱本公司載於日期為二零二零年二月十八日之供股章程及日期為二零二零年三月十日之公告。

除上文所披露者外，本集團於報告期末後至本報告日期概無任何其他重大事件。

### 買賣或贖回本公司上市證券

年內，本公司或其任何附屬公司概無買賣或贖回本公司的任何上市證券。



# Management Discussion and Analysis

## 管理層討論及分析

### CLOSURE OF REGISTER OF MEMBERS

In order to determine the eligibility of shareholders to attend the Annual General Meeting, which will be held on 2 June 2020, the register of members of the Company will be closed from 27 May 2020 to 2 June 2020, both days inclusive, during which no transfer of shares will be registered. All transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration at no later than 4:30 p.m. on 26 May 2020.

### PROSPECTS

#### CMMB Business

As a result of the reassignment of frequencies, the Company has started retrofitting our broadcasting equipment to conform with the new frequencies assigned and will continue to do so into 2020, although these capital expenditures are expected to be relatively insignificant.

Despite the potential downsides to the FCC spectrum reallocation, this event also brings new opportunities and synergies to TV operators through collaboration, such as co-sharing of revenue on joint marketing initiatives and reducing operational costs. Furthermore, the FCC approved the introduction of the Advanced Television Systems Committee ("ATSC") standard 3.0 ("ATSC 3.0"), however, it is deferring its decision on targeted ads in accordance with its guidelines on privacy. The approval carries with it a general requirement on full-power stations who choose to deploy ATSC 3.0 to maintain an ATSC-compatible signal for at least 5 years, while low-power stations are exempt from this simulcasting requirement. Although we are exempt from the simulcasting requirement, we predict the transition to ATSC 3.0 at the hardware manufacturer level and especially at the consumer level to take at least 5 years or longer. During this time, advances in scalable video codec and audio compression technology are anticipated to allow for a possible increase in the number of channels given a fixed assignment of spectrum frequency, such that there is a potential to reverse channels lost in the current displacement reapplications.

In China and other Asian countries, the Company has completed our acquisition of 20% equity interest of Silkwave, with a call option for a further 31% equity interest in Silkwave. The completion will bring together the necessary space and terrestrial technology, licenses, content and other partnerships to form a complete ecosystem to serve infotainment services to consumers and commercial businesses. Given China is quickly becoming the world's largest automobile market, it will be our primary initial market for deploying our services, with plans to expand to other countries thereafter.

### 暫停辦理證券登記手續

為符合出席二零二零年六月二日舉行的股東週年大會資格，本公司將由二零二零年五月二十七日至二零二零年六月二日(包括首尾兩天)暫停辦理股份過戶登記手續。所有股份過戶文件連同有關股票，必須於二零二零年五月二十六日下午四時三十分前，送呈本公司於香港之證券登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖。

### 前景

#### CMMB業務

因頻率的再轉讓，為符合獲分配的新頻率，本公司已開始更新我們的廣播設備，並將於二零二零年繼續開展此項工作，惟預期有關資本開支相對而言並不重大。

儘管FCC頻譜的再分配引致潛在下降趨勢，但此事件亦令電視台運營商通過合作(例如共同營銷活動的收益共享及降低經營成本)迎來新的商機及協同效益。此外，FCC已批准頒佈先進電視系統委員會(「ATSC」)標準第3.0版(「ATSC 3.0」)，但基於隱私指引延遲對目標廣告的審批決定。此項批准對選擇採用ATSC 3.0的全功率電視台施加一項基本要求，即於至少五年內維持與ATSC兼容的信號，而低功率電視台則毋須受此同播要求限制。儘管我們獲豁免遵守同播規定，但我們預計於硬件製造商及(特別是)消費者層面向ATSC 3.0過渡至少需要五年或更長時間。於此期間，可伸縮視頻解碼器及音頻壓縮技術將會進行升級，而鑒於頻譜頻率的分配有限，故頻道數量可能出現增長，從而令本公司有機會扭轉於目前重新申請更換頻率中失去頻道的情況。

中國及其他亞洲國家方面，本公司已完成收購Silkwave之20%股權，並擁有收購Silkwave額外31%股權的認購期權。完成該收購事項後，本公司能夠將所需的無線及地面廣播技術、授權、內容及其他合作夥伴相結合，打造一個完整的產業生態鏈系統，為消費者及企業提供資訊娛樂服務。鑒於中國正迅速發展成為全球最大的汽車市場，其將成為推出我們服務的首個重要市場，我們計劃隨後推廣至其他國家。

# Management Discussion and Analysis

## 管理層討論及分析

Silkwave has also enlisted a top-tier investment bank to lead its fundraising campaign whose proceeds will be used to finance the construction of the next generation of satellites and related infrastructures, as well as fund operating cash flows. The new space infrastructure will replace the existing AsiaStar-based system and allow Silkwave to reach its full-service capability by expanding its service offerings once Silkwave enters full commercial service launch.

### Trading Business

There are several factors which affect the business, including the stage of product life cycle for our clients' electronic products and consumer demands for these products, status of political relationship between countries, and changes in each country's regulations. With mobile devices reaching saturation in most western countries and the current state of trade tensions between the US and China, we anticipate our trading business will continue to face challenging times in the year ahead.

### Development of Maritime Project

Earlier in the year, the Company has announced that it is developing a maritime satellite multimedia service for the South China Sea, which includes the Greater Bay Area and the Southern China Sea. The business is to target the millions of fishing boats, commercial freighters and cruise liners and the operators and passengers aboard these vessels. The area covers 9 million square miles and will be serviced by our AsiaStar satellite. This project aims to deploy our existing assets, technology and ecosystem of partners to market services over the maritime area as a business. The trial of such business is underway and commercial services could start in 2020 to 2021.

The maritime project will be a validation of the Company's business model which showcases our technology to an international audience. It will be a testament of the business opportunities available beyond our initial investment in the vehicular multimedia infotainment technologies developed by Silkwave.

Silkwave亦已選定一間頂尖投資銀行牽頭進行其集資活動，所得款項將用於撥付建造新一代衛星及相關基礎設施的成本以及為經營現金流量提供資金。新的空間基礎設施會更換現時基於AsiaStar的系統，將有助於Silkwave通過擴大服務範圍實現全面服務能力，屆時即可推出全部商業服務。

### 貿易業務

影響業務的因素有很多，包括客戶電子產品的產品生命週期階段和消費者對這些產品的需求，各國政治關係的狀況以及各國法規的變化。隨著大多數西方國家的移動設備達到飽和，以及中美之間目前的貿易緊張局勢，我們預計未來一年我們的貿易業務將繼續面臨挑戰。

### 開發海事項目

本公司已於今年早先宣佈，其正為中國南海（包括大灣區及中國南海）開發海上衛星多媒體服務。該業務乃面向數百萬艘漁船、商業貨輪及郵輪以及該等船舶上的作業人員及乘客。所涉地區佔地九百萬平方英里，將由我們的亞洲之星衛星提供服務。該項目旨在將我們現有的資產、技術及合作夥伴的生態系統作為一項業務部署至覆蓋該海域的市場服務中。該業務正在試運行中，商業服務可能會於二零二零年至二零二一年開始提供。

海事項目將對本公司的商業模式進行檢驗，將向國際觀眾及聽眾展示我們的技術。這將證明我們除對由Silkwave開發的車載多媒體資料娛樂技術的最初投資以外，亦有能力利用其他商機。

# Management Discussion and Analysis

## 管理層討論及分析

### FUNDRAISING EXERCISE OF THE COMPANY DURING THE PAST TWELVE MONTHS

The Company has conducted the following fundraising activity in the past twelve months immediately preceding the date of this annual report:

### 本公司於前12個月內進行的集資活動

於緊接本年報日期之前過往十二個月內，本公司曾進行以下集資活動：

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds as at the date of this report
公佈日期	事件	所得款項淨額	所得款項擬訂用途	於本報告日期所得款項實際用途
11 October 2019	Placing of 630,266,440 new shares under general mandate granted by the Shareholders at the annual general meeting on 29 May 2019	Approximately US\$2,810,000	General working capital for operations and business development	<ul style="list-style-type: none"> <li>Administrative and operating expenses of US\$2,810,000</li> </ul>
二零一九年十月十一日	根據股東於二零一九年五月二十九日之股東週年大會授出的一般授權配售630,266,440股新股份	約2,810,000美元	本集團營運及業務發展的一般營運資金	<ul style="list-style-type: none"> <li>行政及營運費2,810,000美元</li> </ul>
10 March 2020	Issuance of 37,984,428 new shares pursuant to the Rights Issue	Approximately US\$3,145,000	General working capital for operations and business development	<ul style="list-style-type: none"> <li>Administrative and operating expenses of US\$121,000</li> <li>Marketing development and promotion expenses of US\$100,000</li> <li>General working capital of an associate of US\$79,000</li> <li>Development of maritime project : Nil</li> <li>Unutilised proceeds held in the Group of US\$2,845,000</li> </ul>
二零二零年三月十日	根據供股發行37,984,428股新股份	約3,145,000美元	本集團營運及業務發展的一般營運資金	<ul style="list-style-type: none"> <li>行政及其他開支121,000美元</li> <li>市場開發及推廣開支100,000美元</li> <li>聯營公司之一般營運資金79,000美元</li> <li>開發海事項目：無</li> <li>於本集團內未動用所得款項2,845,000美元</li> </ul>

Save as abovementioned, the Company had not conducted any other fundraising exercise in the past twelve months immediately preceding the date of this annual report.

除上述者外，本公司於緊接本年報日期前12個月內無進行任何其他集資活動。

# Directors and Senior Management

## 董事及高級管理層

### BOARD OF DIRECTORS

During the year of 2019, the Board consisted of 7 directors comprising 2 executive directors, 2 non-executive directors and 3 independent non-executive directors. The information on the directors is set forth below.

### EXECUTIVE DIRECTORS

**Mr. WONG Chau Chi** (“Mr. Wong”), aged 55, was appointed as an executive director in May 2007. Mr. Wong is currently the chief executive officer of the Group and the chairman of the Board. Mr. Wong has extensive experiences in finance, technology and industrial management. He engineered the restructuring and reorganisation of Global Flex Holdings Limited, a manufacturing company, into CMMB Vision Holdings Limited, an investment holdings company for the development and operation of state-of-the-art technologies for convergent satellite-mobile multimedia broadcasting. Mr. Wong is also the founder and managing director of Chi Capital Holdings Ltd, a securities and private equity group and a director of Silkwave Holdings Limited. He also worked as the business head for the derivatives and securities departments of Goldman Sachs, Citibank, and BNP Paribas, and the business and financial management departments of General Electric and McKinsey. Mr. Wong graduated from the Pomona College with a Bachelor of Arts degree in economics and international relations, as well as a degree in master of public policy (“MPP”) from the Kennedy School of Government at Harvard University. He was also matriculated by the St. Antony’s College at Oxford University for its political history program. Mr. Wong did not hold any position nor directorship in other listed companies in the three preceding years.

### 董事會

於二零一九年內，董事會由七名董事組成，其中包括二名執行董事、二名非執行董事及三名獨立非執行董事。董事資料載於下文。

### 執行董事

**黃秋智先生**（「黃先生」），55歲，於二零零七年五月獲委任為執行董事。黃先生現時為本集團的首席執行官及董事會主席。黃先生於財務、技術及行業管理方面累積廣泛經驗。彼將製造公司佳邦環球控股有限公司重組成中國移動多媒體廣播控股有限公司，於業內領先開發及運營互聯網時代尖端手機多媒體技術。黃先生為證券及私人股本集團Chi Capital Holdings Ltd的創辦人及董事總經理亦為Silkwave Holdings Limited的董事。彼亦曾於高盛集團、花旗銀行及法國巴黎銀行衍生工具及證券部擔任業務主管，以及通用電氣及麥肯錫的業務及財務部擔任主管。黃先生於波莫納學院(Pomona College)取得經濟及國際關係專業的文學學士學位，並於哈佛大學肯尼迪政治管理學院取得公共政策碩士學位。彼亦因其政治史計劃獲牛津大學聖安東尼學院取錄入學。黃先生於過往三年並無於其他上市公司擔任任何職位或董事職務。

## Directors and Senior Management 董事及高級管理層

**Dr. LIU Hui** (“Dr. Liu”), aged 51, was appointed as a non-executive director in November 2009 and re-designated to an executive director in May 2011. Dr. Liu is currently the chief technology officer of the Group and the vice-chairman of the Board. Dr. Liu is one of the world’s leading telecommunications engineers and inventors. He was the primary inventor of over 70 granted or pending telecommunications patents, including more than twenty patents in the core OFDMA technology that underlies LTE, Mobile WIMAX and CMMB. He architected CMMB, which had its inaugural launch at the 2008 Beijing Olympics and is now being used in 330 cities in the PRC. As an international renowned telecom expert, he is also one of the original designers of TD-SCDMA (China’s self-developed ITU 3G standard) and a pioneer of OFDMA mobile networks. Dr. Liu holds a Bachelor of Science degree in electrical engineering from the Fudan University and a PhD degree from the University of Texas in Austin. He was a full professor/vice-chair at the Department of Electrical Engineering of the University of Washington, and then the associate dean at the School of Electronic Information and Electrical Engineering of Shanghai Jiao Tong University. His research interests include broadband mobile networks, satellite communications, vehicular and IoT networks, and machine learning. He has received a number of awards, including a Fellow of IEEE (Communications Society), the 1997 National Science Foundation CAREER Award, the ONR Young Investigator Award, and the Chinese Gold Prize Patent award for his contributions on the TD-SCDMA technology. Dr. Liu is representing the Company as a key member in the Next Generation Broadcasting – Wireless Working Group in China, which is the comprehensive next generation technology platform for CMMB and China’s triple network convergence (i.e. internet, broadcasting, telecom) initiative. He is a director of Silkwave Holdings Limited. Dr. Liu did not hold any position nor directorship in other listed companies in the three preceding years.

**劉輝博士**（「劉博士」），51歲，於二零零九年十一月獲委任為非執行董事，並於二零一一年五月調任為執行董事。劉博士現擔任本集團的首席技術官及董事會副主席。劉博士乃世界頂尖通訊專家及發明人之一。彼為超過70項已授出或有待授出通訊專利的主要發明人，其中包括超過20項LTE、Mobile WIMAX及CMMB相關核心OFDM技術。彼開發的CMMB於二零零八年北京奧運會上首次亮相，現已廣泛用於中國330個城市。彼為國際知名電信專家、中國自創研發的3G移動通訊系統TD-SCDMA的原設計師之一及OFDMA移動網絡的創始人之一。劉博士持有復旦大學電氣工程理學學士學位及德克薩斯大學奧斯汀分校博士學位。劉博士於過往曾經擔任上海交通大學電信學院副院長及華盛頓大學電子工程系終身教授。劉博士的研究方向包括寬帶無線網絡、衛星通信、車聯網及物聯網以及機器學習人工智能。彼榮獲多項獎勵，包括IEEE Communications Society的資深會士資格、於一九九七年獲National Science Foundation (NSF) CAREER Award、ONR Young Investigator Award及就其對TD-SCDMA的貢獻獲頒發中國專利獎金獎。劉博士代表本公司成為下一代廣播－中國無線工作組的主要成員。該工作組為下一代CMMB及中國三網融合（即互聯網、廣播及電信）項目的綜合技術平台。劉博士亦為Silkwave Holdings Limited的董事。劉博士於過往三年並無於其他上市公司擔任任何職位或董事職務。

# Directors and Senior Management

## 董事及高級管理層

### NON-EXECUTIVE DIRECTORS

**Mr. CHOU Tsan-Hsiung** (“Mr. Chou”), aged 77, was appointed as an independent non-executive director in June 2005 and was subsequently re-appointed as a non-executive director in September 2005. Mr. Chou graduated with a Bachelor of Law degree from the National Chengchi University and is a member of the Taipei Bar Association. Mr. Chou is currently a practicing lawyer with the Best Truth Law Firm in Taiwan. Mr. Chou previously worked in the Legal Affairs Office of the Central Trust of China. Mr. Chou did not hold any position nor directorship in other listed companies in the three preceding years.

**Mr. YANG Yi** (“Mr. Yang”), aged 56, was appointed as a non-executive director in February 2007. Mr. Yang first graduated from the Beijing University with a Bachelor of Arts degree in International Politics in 1987 and was awarded a scholar of Japanese Education Ministry by the Tokyo University in the same year. In 1991, Mr. Yang was awarded a Master of Arts degree in Law & Diplomacy by the Fletcher School of Law and Diplomacy, which was jointly administrated by the Tufts University and Harvard University. Mr. Yang has over 28 years of experience in finance and human resources management. The major appointments and positions previously assumed by Mr. Yang include being a financial analyst at the fixed income division of J.P. Morgan Securities (Tokyo), a vice-president of human capital management at Goldman Sachs LLP (New York), a principal of executive search in the financial industry at Korn/ Ferry International (Hong Kong) and a managing director of A.T. Kearney Management Consultancy (Hong Kong). At present, Mr. Yang is the director and founder of G Bridge Limited, a Hong Kong based human resources advisory firm. Mr. Yang did not hold any position nor directorship in other listed companies in the three preceding years.

### 非執行董事

**周燦雄先生**（「周先生」），77歲，於二零零五年六月獲委任為獨立非執行董事，其後於二零零五年九月調任為非執行董事。周先生畢業於台灣國立政治大學，取得法律學士學位，並為台北律師公會會員。周先生現任台灣至理法律事務所的執業律師。周先生過往的工作經驗包括任職於中國中央信託局法律事務所。周先生於過往三年並無於其他上市公司擔任任何職位或董事職務。

**楊毅先生**（「楊先生」），56歲，於二零零七年二月獲委任為非執行董事。楊先生最先於一九八七年在北京大學畢業，取得國際政治文學學士學位，並於同年獲東京大學頒發日本教育廳獎學金。於一九九一年，楊先生於塔夫茨大學及哈佛大學聯辦的弗萊徹法律及外交學院取得法律及外交文學碩士學位。楊先生於金融及人力資源管理行業擁有約二十八年經驗。楊先生曾擔任的重大委任及職務包括J.P. Morgan Securities (Tokyo)固定收入部門財經分析員、Goldman Sachs LLP (New York)人力資產管理副總裁、Korn/Ferry International (Hong Kong)金融業管理人員搜尋部主管及A.T. Kearney Management Consultancy (Hong Kong)董事總經理。目前，楊先生為G Bridge Limited (以香港為基地的人力資源顧問公司)的董事及創立人。楊先生於過往三年並無於其他上市公司擔任任何職位或董事職務。

# Directors and Senior Management

## 董事及高級管理層

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Dr. WANG Wei-Lin** (“Dr. Wang”), aged 48, was appointed as an independent non-executive director in September 2005. Dr. Wang has obtained a degree in Juris Scientiae Doctoris (Doctor of Juridical Science) from the Washington University in St. Louis. Dr. Wang also graduated with a Master of Laws degree from the University of Pennsylvania and a bachelor’s degree in law from the National Cheng-Chi University. Dr. Wang is a certified attorney in Taiwan and the New York State of the United States of America. Dr. Wang is also a member of the Taipei Bar Association and American Bar Association. Dr. Wang is currently a full professor and chair at the Department of Financial Law in Ming Chuan University. Dr. Wang currently serves as an independent director of Young Fast Optoelectronics Co., Ltd., ANT Precision Industry Co., Ltd., Fuzetec Technology Co., Ltd. and FIT Holding Co., Ltd., four companies listed on the Taiwan Stock Exchange Corporation and a remuneration committee member at WIN Semiconductors Corp.. Dr. Wang had held a position of independent director at WIN Semiconductors Corp., a company listed on the Taiwan Stock Exchange Corporation, in the three preceding years. Save as aforesaid, Dr. Wang did not hold any position nor directorship in other listed companies in the three preceding years.

**Dr. LI Shan** (“Dr. Li Shan”), aged 56, was appointed as a non-executive director in October 2009 and re-appointed as an independent non-executive director in March 2010. Dr. Li Shan graduated from the School of Economics and Management at the Tsinghua University with a Bachelor of Science degree in Management Information Systems in 1986, from the University of California Davis with a Master of Arts degree in Economics in 1988, and from the Massachusetts Institute of Technology with a PhD degree in Economics in 1993. After graduation, Dr. Li Shan worked as an international economist for Goldman Sachs & Co. In 1995, he became an executive director of the investment research department at Goldman Sachs (Asia), and in 1997, he became an executive director of investment banking at Goldman Sachs International in London. From 1999 to 2001, Dr. Li Shan was the managing director and the head of China investment banking at Lehman Brothers. During 2001 to 2005, Dr. Li Shan was the chief executive officer for the Bank of China International Holdings (“BOCI”) in Hong Kong. Dr. Li Shan has over 26 years of experience in investment banking and related financial management. At present, Dr. Li Shan is a founding partner for San Shan (HK) Limited, an investment advisory company based in Hong Kong, the CEO of Silk Road Finance Corporation Limited, the vice-chairman of the Institute for Governance Studies at Tsinghua University. Dr. Li Shan was also a director of Credit Suisse Group. Save as aforesaid, Dr. Li Shan did not hold any position nor directorship in other listed companies in the three preceding years.

### 獨立非執行董事

**王偉霖博士**（「王博士」），48歲，於二零零五年九月獲委任為獨立非執行董事。王博士擁有聖路易士華盛頓大學的法學科學博士學位（司法科學博士），彼亦畢業於美國賓夕法尼亞大學取得法律碩士學位，亦畢業於台灣國立政治大學取得法律學學士學位。王博士具有台灣和美國紐約州的律師執照。王博士亦是台北律師公會和美國律師公會的成員。王博士現為銘傳大學法律學院財金法律學系專任教授兼系主任。王博士現為洋華光電股份有限公司、艾恩特精密工業股份有限公司、富致科技股份有限公司及永崴投資控股股份有限公司這四家於台灣證券交易所上市的公司的獨立董事，並為穩懋半導體股份有限公司之薪酬委員。王博士於過往三年擔任穩懋半導體股份有限公司（一家於台灣證券交易所上市之公司）之獨立董事。除上文所述者外，王博士於過往三年並無於其他上市公司擔任任何職位或董事職務。

**李山博士**（「李山博士」），56歲，於二零零九年十月獲委任為非執行董事，其後於二零一零年三月調任為獨立非執行董事。一九八六年畢業於清華大學經管學院並取得管理信息系統學士學位、一九八八年於加州大學戴維斯分校取得經濟學碩士學位，並於一九九三年取得麻省理工學院經濟學博士學位。李山博士畢業後加入Goldman Sachs & Co.擔任國際經濟師。一九九五年，彼成為Goldman Sachs (Asia)投資研究部執行董事，接著於一九九七年在倫敦出任Goldman Sachs International投資銀行部執行董事。一九九九年至二零零一年間，李山博士為雷曼兄弟董事總經理及中國投資銀行部主管。二零零一年至二零零五年間，李山博士為香港中銀國際控股有限公司（「中銀國際」）行政總裁。李山博士於投資銀行及相關的財務管理擁有逾二十六年經驗。目前，李山博士為香港投資顧問公司三山（香港）有限公司之創辦合夥人、絲路金融有限公司之首席執行官、清華大學國家治理研究院副理事長。李山博士亦曾擔任瑞士信貸集團的董事。除上文所述者外，李山博士過去三年內並無於任何其他上市公司出任任何職位或董事職務。

# Directors and Senior Management

## 董事及高級管理層

**Dr. LI Jun** (“Dr. Li Jun”), aged 58, was appointed as a non-executive director in June 2007 and re-designated to an independent non-executive director in May 2011. Dr. Li Jun obtained a doctorate degree for philosophy in political economy from the Oxford University in the United Kingdom. He was a senior manager and a director for a number of securities and investment companies in Hong Kong and had extensive experience in international financial markets. Dr. Li Jun is an independent non-executive director in Hengxin Technology Limited, a company listed on the Main Board of the Stock Exchange of Hong Kong Limited. Dr. Li Jun did not hold any position nor directorship in other listed companies in the three preceding years.

### SENIOR MANAGEMENT

**Ms. LI Qun** (“Ms. Li”) is a managing director of our China business operation. Ms. Li has over 20 years of experience in CMMB/DTH chipset design and CMMB network system integration. She was the co-founder of Telepath Technologies Co., Ltd. and the chief operating officer for TiMi Technologies Co., Ltd., a company formed by the Chinese Academy of Broadcasting Science at National Radio and Television Administration (“NRTA”). She holds a bachelor’s degree in Science from the Shanghai Jiao Tong University and a master degree in Science from the Tsinghua University.

**Mr. Michael DO** (“Mr. Do”) is the Chief Operations Officer of Silkwave. Mr. Do has over 29 years of experience in the telecommunications and satellite industry. He was the regional vice-president of business development for North America at Northrop Grumman. Mr. Do has won numerous awards including Outstanding Technical Achievement Award at Orbital Sciences Corporation, Hughes Joe E. Sander Corporate Leadership Award, Hughes Corporate Superior Performer Award, and Hughes HGS – Commercial GEO Spacecraft Mission Around the Moon Team Award. He holds a bachelor’s degree from California State University of Long Beach and a Master’s degree in Electrical Engineering from University of Southern California.

**Ms. CHAN Pui Yee Janice** (“Ms. Chan”) is the company secretary, finance director, authorised representative and agent of the Company. Ms. Chan is primarily responsible for company secretarial and financial reporting matters. Ms. Chan is a qualified accountant and fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Ms. Chan joined the Group in October 2014. Ms. Chan has more than 20 years of experience in accounting, auditing and financial management. Ms. Chan holds a bachelor’s degree of Business Administration with major in professional accountancy from The Chinese University of Hong Kong.

**李珺博士** (「李珺博士」), 58歲, 於二零零七年六月獲委任為非執行董事及於二零一一年五月調任為獨立非執行董事。李珺博士獲授英國牛津大學政治經濟學博士學位。彼曾任職香港多間知名證券及投資公司的高級經理及董事, 並在國際金融市場擁有相當豐富經驗。李珺博士為亨鑫科技有限公司(一間於香港聯合交易所有限公司主板上市之公司)之獨立非執行董事。除上文所述者外, 李珺博士過去三年內並無於任何其他上市公司出任任何職位或董事職務。

### 高級管理層

**李群女士** (「李女士」), 為負責中國業務運營的董事總經理。李女士擁有超過20年的CMMB/DTH芯片組設計和CMMB網絡系統集成經驗。彼曾經為北京泰合志恆科技有限公司的聯合創始人及國家廣播電影電視總局廣播科學研究院北京泰美世紀科技有限公司的首席運營官。李女士持有上海交通大學工學學士學位和清華大學工學碩士學位。

**Michael DO先生** (「Do先生」)是Silkwave的首席運營官。Do先生在電信和衛星行業擁有超過29年的經驗。他曾在諾斯羅普·格魯曼公司(Northrop Grumman)擔任北美業務發展區域副總裁。Do先生獲得了無數獎項, 其中包括軌道科學公司的傑出技術成就獎, Hughes Joe E. Sander企業領導獎, Hughes Corporate卓越表現獎和Hughes HGS –商業GEO航天器繞月團隊任務獎。他擁有長灘加州州立大學的學士學位和南加州大學的電氣工程碩士學位。

**陳佩儀女士** (「陳女士」), 為本公司公司秘書、財務總監、授權代表及本公司代理人, 主要負責公司秘書事務及財務匯報事務。陳女士為一名合資格會計師, 為特許公認會計師公會資深會員及香港會計師公會會員。陳女士在二零一四年十月加入本集團。陳女士於會計、核數及財務管理方面擁有超過二十年經驗。陳女士持有香港中文大學的工商管理學士學位。



# Corporate Governance Report

## 企業管治報告書

The directors recognise the importance of incorporating good corporate governance in the management structures and internal control procedures of the Group to promote effective accountability and deliver maximum benefits to the shareholders.

### CODE OF CORPORATE GOVERNANCE

The Company has adopted the code provisions set out in the Corporate Governance Code (“CG Code”) contained in Appendix 14 to the Listing Rules. The Board will continuously review and improve the corporate governance practices and standards of the Company to ensure that business activities and decision-making processes are regulated in a proper and prudent manner.

The Board considers that good corporate governance of the Company is central to safeguarding the interests of the shareholders and enhancing the performance of the Group. The Board is committed to maintaining and ensuring high standards of corporate governance. The Company has applied the principles and complied with all the applicable code provisions of the CG Code throughout the year ended 31 December 2019 except:

- (i) The Company has been deviated from the code provision A.2.1 of the CG Code, as the roles of chairman and chief executive officer of the Company were not separate. With effect on 19 May 2008, Mr. WONG Chau Chi (“Mr. Wong”) was re-designated as the chairman while also serving as the chief executive officer of the Company. According to the code provision A.2.1 of the CG Code, the roles of a chairman and a chief executive officer should be separate and should not be performed by the same individual. Given Mr. Wong has had extensive experience in the business of the Group and has performed satisfactorily since his joining of the Company in 2007, particularly in soliciting new possible business opportunities and deducing the overall strategic plan for the future development of the Company, the Board considers that it would be beneficial for the Group if Mr. Wong is also in charge of overseeing the Company’s operations as the chairman. The Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Group. The Board will regularly review the effectiveness of this arrangement.
- (ii) Code provision A.6.7 stipulates that independent non-executive directors and other non-executive directors should also attend general meetings and develop a balanced understanding of the view of shareholders. One of our non-executive directors who were not in Hong Kong when the annual general meeting and the extraordinary meeting, which was held on 29 May 2019 and 8 November 2019 respectively, were unable to attend the meeting.

董事深信本集團的管理架構及內部監控程序必須具備優良的企業管治元素，方可促成有效問責，使得股東利益最大化。

### 企業管治守則

本公司已採納上市規則附錄十四所載企業管治常規守則（「企業管治守則」）之守則條文。董事會將繼續檢討及改善本公司之企業管治常規及準則，確保業務活動與決策過程獲得恰當而審慎之監管。

董事會認為本公司的良好企業管治是保障股東權益及提升本集團表現的關鍵。董事會致力於維持及確保高水平的企業管治。本公司已於截至二零一九年十二月三十一日止年度內引用原則及遵守企業管治守則的所有適用守則條文，惟

- (i) 由於公司主席及首席執行官的角色並無區分，故本公司已偏離企業管治守則的守則條文A.2.1。由二零零八年五月十九日起，黃秋智先生（「黃先生」）調任本公司主席，並同時任本公司首席執行官。根據企業管治守則的守則條文A.2.1，主席及首席執行官應予以區分，不應由同一人擔任。鑑於黃先生於本集團業務擁有豐富經驗，且自二零零七年加入本公司以來表現甚佳，特別是在為本公司日後發展尋求潛在新商機及制訂整體策略規劃方面，董事會認為黃先生擔任本公司主席負責監督本公司經營將令本集團受惠。董事會認為，該架構不會損害董事會與本集團管理層之權責平衡。董事會將定期檢討此項安排的成效。
- (ii) 守則條文第A.6.7條規定獨立非執行董事及其他非執行董事亦應出席股東大會，對股東之意見有公正之瞭解。一名非執行董事於二零一九年五月二十九日召開本公司股東週年大會及二零一九年十一月八日召開股東特別大會時不在香港，未能出席該等大會。

# Corporate Governance Report

## 企業管治報告書

(iii) Sections A.5.1 to A.5.4 of the CG Code in respect of the establishment, terms of reference and resources of a nomination committee. The Board has considered the merits of establishing a nomination committee but has concluded that it is in the best interests of the Company and potential new appointees that the Board collectively reviews and approves the appointment of any new Director as this allows a more informed and balanced decision to be made by the Board as to suitability for the role.

(iii) 《企業管治守則》第A.5.1至A.5.4條有關成立提名委員會、其職權範圍及資源的條文。董事局已審視成立提名委員會的好處，但最後認為由董事局集體審核及批准新董事的委任，乃合乎公司及獲推薦新董事的最大利益，因為在這情況下，董事局可就其能否勝任董事職務，作出更平衡和有根據的決定。

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a revised code of conduct regarding securities transactions by directors on terms no less exacting than the required standards under the revised Model Code for Securities Transactions by Directors of Listed Issues (“Model Code”) as set out in Appendix 10 to the Listing Rules. The Company has made specific enquiry of all directors regarding any non-compliance with the Model Code throughout the year ended 31 December 2019 and all the directors confirmed that they have fully complied with the required standard set out in the Model Code and the code of conduct throughout the year ended 31 December 2019.

### 董事進行證券交易的標準守則

本公司已採納就董事進行證券交易之採納條款(已修訂)不遜於與上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)(已修訂)所規定的標準。本公司已向所有董事作出具體查詢，查詢其於截至二零一九年十二月三十一日止年度內有否違反標準守則，所有董事確認於截至二零一九年十二月三十一日止年度內一直遵守標準守則及行為準則所載的規定準則。

### BOARD OF DIRECTORS

#### Board Composition

The Board should have a balance of skills and experience appropriate for the business of the issuer to ensure that changes to its composition can be managed without undue disruption. The Company is committed to the view that the Board should maintain a balanced composition of executive and non-executive directors (including independent non-executive directors) so that the Board has a strong independence element which steers its judgments to be made independently and objectively. During the year and up to the date of this report, the Board comprises of 7 directors, including:

#### 董事會

#### 董事會組成

董事會須兼備發行人業務所需的技能及經驗，以確保董事會成員的更替不會造成不必要的業務中斷。本公司深信，董事會的執行與非執行董事(包括獨立非執行董事)人數應平衡，確保董事會高度獨立，有助作出獨立客觀判斷。年內及截至本報告日期，董事會由七名董事組成，包括：

Executive directors	Mr. WONG Chau Chi ( <i>Chairman</i> ) Dr. LIU Hui ( <i>Vice-Chairman</i> )	執行董事	黃秋智先生( <i>主席</i> ) 劉輝博士( <i>副主席</i> )
Non-executive directors	Mr. CHOU Tsan-Hsiung Mr. YANG Yi	非執行董事	周燦雄先生 楊毅先生
Independent Non-executive directors	Dr. WANG Wei-Lin Dr. LI Shan Dr. LI Jun	獨立非執行董事	王偉霖博士 李山博士 李珺博士

As at 31 December 2019, the Board was comprised of two executive directors (who were also the chairman and vice-chairman of the Company) and five non-executive directors. Of the five non-executive directors, three of them are independent non-executive directors which represent more than one-third of the Board.

於二零一九年十二月三十一日，董事會由兩名執行董事(同為本公司主席及副主席)及五名非執行董事組成。在五名非執行董事中，三名為獨立非執行董事，佔董事會超過三分之一。

# Corporate Governance Report

## 企業管治報告書

The principal focus of the Board is on the overall strategic development of the Group. The Board also monitors the financial performance and the internal controls of the Group's business operations. The non-executive directors bring a wide range of expertise and a balance of skills to allow independent assessments be made on issues of strategic direction, development, performance and risk management through their contribution at Board and committee meetings.

The independent non-executive directors also serve the important function of ensuring and monitoring the basis for an effective corporate governance framework. The Board considers that each independent non-executive director as independent in character and judgment, and that they all meet the specific independence criteria as required by the Listing Rules. The Company has received from each independent non-executive directors an annual confirmation of their independence pursuant to Rule 3.13 of the Listing Rules regarding the guidelines for the assessment of independence of directors respectively. The Company believes that all independent non-executive directors have been complied with the relevant guidelines as stipulated in such rule and are still considered as independent. The independent non-executive directors are explicitly identified in all corporate communications.

The Company has complied with the provisions of Rules 3.10(1) and 3.10(2) of the Listing Rules requiring a sufficient number of independent non-executive directors to be appointed and that at least one of the independent non-executive directors has the appropriate professional qualifications or accounting or related financial management expertise.

### Appointment, Re-election and Removal

The Company has implemented a set of formal, prudent and transparent procedures for the appointment of new directors to the Board. The Company has also put in-place plans for the orderly succession of the Board. All directors are subject to retirement by rotation and are eligible for re-election at the annual general meeting in accordance with the Articles of Association provided that every director shall be retired at least once every three years. The Board must explain the reasons for the resignation, re-election or removal of any director.

There is no relationship (including financial, business, family or other material or relevant relationships) among the members of the Board.

### Responsibilities of Directors

Every director is aware that he should devote sufficient time and attention to the affairs of the Company.

The Directors are kept informed from time to time on the latest development of any changes to the regulatory requirements and the progress of compliance with applicable rules and regulations by the Company. The Directors of the Company are also updated from time-to-time on the latest business developments and operational plans of the Company.

董事會的工作重點為本集團的整體策略發展。董事會亦負責監察財務表現及對本集團的業務營運進行內部監控。憑藉廣泛的專業知識及技能，非執行董事透過參與董事會會議及委員會工作，就策略方向、發展、表現及風險管理等事宜作出獨立判斷。

獨立非執行董事亦擔當確保及監察有效企業管治架構基礎的重要職能。董事會認為，每名獨立非執行董事在角色及判斷方面均屬獨立，且彼等均符合上市規則的規定的特定獨立標準。本公司已接獲每名獨立非執行董事，分別向本公司提交其年度獨立性確認書，確認其已符合上市規則第3.13條有關評核董事獨立性指引的相關規定。本公司相信，全體獨立非執行董事均一直遵守該規則所載的相關指引，且仍然被視為保持獨立身份。

本公司已遵從上市規則第3.10(1)和3.10(2)條的規定委任足夠數量的獨立非執行董事，且至少有一名獨立非執行董事具備適當的專業資格，或具備適當的會計或相關的財務管理專長。

### 委任、重選及罷免

本公司已實施一套正式、審慎且具透明度的程序委任董事會新董事，亦已訂立到任計劃，確保董事會的承接有序。全體董事須根據章程細則於股東週年大會上輪席告退及有資格膺選連任，惟每名董事須最少三年告退一次。董事會須解釋任何董事的辭任、重選或罷免的原因。

董事會成員之間不存在任何關係(包括財務，業務，家庭或其他重要或相關關係)。

### 董事的責任

各董事知悉，彼等應對本公司事務投放足夠的時間和精力。

董事將不時獲提供有關監管規定任何變動的最近發展及本公司遵守適用規則及規例的進展情況。本公司董事亦會不時獲提供本公司最新的業務發展及營運計劃。

# Corporate Governance Report

## 企業管治報告書

In compliance with code provision A.6.5 of Corporate Governance Code, the Company will arrange for, and provide funds for, all the directors to participate in continuous professional development organised in the form of in-house training, seminars or other appropriate courses to keep them abreast of their knowledge, skills and understanding of the Group and its business and the latest development or changes in the relevant statutes, including the Listing Rules, the Corporate Governance Code and corporate governance practices. A newly appointed director would receive an induction training covering the statutory and regulatory obligations of a director of a listed company. Circulars or guidance notes are issued to directors and senior management by the Company, where appropriate, to ensure awareness of the Corporate Governance Code and corporate governance practices.

Regarding the Listing Rules' requirement for directors to obtain a general understanding of an issuer's business and to follow up on matters brought to their attention, it is considered that the current arrangements for keeping the Board informed of the Company's business performance through regular presentations and/or reports by management at Board meetings, providing directors with complete, sufficient and adequate information, and providing the Board with timely reports on urgent key events at ad hoc Board meetings are effective and satisfy the requirements. To improve on existing practices, a management report covering key business issues and the financial performance of the Company has been made available to the directors on a regular basis throughout the year. A director can contact management of the Company individually and independently.

### Directors' Training and Continuous Professional Development

The directors acknowledge the need to continue to develop and refresh their knowledge and skills to contribute to the Company throughout the year. During the year, they have attended various external seminars and briefings relating to the roles, functions and duties of a listed company director and the latest developments in regulatory requirements.

The Company plans to establish a set of continuous professional development guidelines with details on directors training for the coming years, including a timeline explaining the suggested timetable and the relevant suggested materials for directors on an annual basis. The Company will confirm with all the directors on their participation in the relevant training for updating their technical expertise so that they can contribute and provide valuable inputs to the Company's development.

為遵守企業管治守則條文第A.6.5條，本公司將就全體董事參加以內部培訓、研討會或其他適當的課程形式的持續專業發展作出安排並提供資金，使彼等更新其知識、技能及對本集團及其業務的理解，或使彼等在有關法規、上市規則及企業管治守則及常規的最新發展或變動方面更新技能及知識。新委任的董事將接受內容包括上市公司董事法定監管義務的入門培訓。本公司會在適當情況下向董事及高級管理層發出通函或指引，確保彼等知悉最佳企業管治守則及常規。

通過定期舉行的董事會會議中作出演示及／或報告，管理層及時通知董事會公司的業務表現，提供完整、充足及適當的資料予董事，並通過特別董事會會議及時向董事會報告緊急的重要事件。關於上市規則中，董事須對發行人業務有所了解並跟進所有突發事件的要求為有效的，且已滿足了其要求。為改善現行的做法，本公司於全年已定期向董事提供管理報告，涵蓋公司的關鍵業務問題及財務狀況。全體董事均可個別及獨立接觸本公司管理層人員。

### 董事培訓和持續專業發展

全體董事均了解持續發展並更新其知識和技能對於全年為公司作出貢獻十分重要。於年內，他們已出席了若干培訓，包括與董事職責相關主題的研討會／課程。

本公司計劃制定一套持續專業發展指引，詳細列出未來數年的董事培訓，包括時間表，每年解釋建議的時間表及董事的相關建議資料。本公司確保所有董事均參與相關培訓，以更新其技術專長，以便他們可為本公司的發展作出貢獻及提供寶貴意見。

# Corporate Governance Report

## 企業管治報告書

### Chairman and Chief Executive Officer

During the year, Mr. Wong served as the chairman and the chief executive officer of the Company. The chairman is responsible for the overall business development and operation strategy of the Group. The primary responsibilities of the chief executive officer of the Company are to provide leadership for the management of the Company, take a lead to implement the Company's business strategies and oversee the performance of management in achieving corporate goals.

### Terms of Appointment of Non-executive Directors and Independent Non-executive Directors

Each of the non-executive directors and the independent non-executive directors has entered into an appointment letter with the Company for an initial term of one year. The term of each of the non-executive directors and the independent non-executive directors shall be automatically renewable for another successive term of one year commencing from the next day after the expiry of their then current term of appointment, subject to retirement by rotation and re-election at the annual general meeting pursuant to the Company's Articles of Association ("Articles"), unless terminated by a not-less-than three months' notice in writing served by either the respective non-executive director or independent non-executive director expiring at the end of the initial term or at any time thereafter.

### Board Meetings and Procedures

The Board meets regularly throughout the year, including up to the date of this annual report, to review the overall business, financial and technical strategies and to monitor the financial performance of the Group under senior management who is delegated with supervising the day-to-day management and operation of the Group and the execution of plans for the Group as approved by the Board. The chairman is primarily responsible for drawing up and approving the agenda for each Board meeting in consultation with all the directors. Notices of at least 14 days should be provided to all directors for all regular Board meetings and the directors can include matters for discussion in the agenda if necessary. The agenda and accompanying Board papers in respect of these regular Board meetings are sent out to all directors with a reasonable lead time before the Board meetings. Draft minutes of all Board meetings are circulated to all directors for comment within a reasonable time prior to endorsement.

Minutes of Board meetings and meetings of Board committees are kept by duly appointed secretaries of the respective meetings and all directors have access to the Board papers and related materials. They provided adequate information in a timely manner, which enable the Board to make an informed decision on matters placed before it.

### 主席及首席執行官

於年度內，黃秋智先生擔任本公司的主席及首席執行官。主席負責本集團的整體業務發展營運策略。本公司首席執行官的主要職責為領導本公司的管理層，帶領其落實本公司的業務策略及監督管理層達成企業目標的表現。

### 非執行董事及獨立非執行董事的委任條款

每名非執行董事及獨立非執行董事已與本公司訂立委任書，初步為期一年。每名非執行董事及獨立非執行董事的任期可接連自動續期一年，由其任期屆滿後下一日起計，須根據組織章程細則（「細則」）於本公司股東週年大會輪席告退及重選，惟有關非執行董事或獨立非執行董事可於最初任期屆滿或其後任何時間給予不少於三個月的書面通知終止合約。

### 董事會會議及程序

董事會於整個年度包括定期召開會議至本年報日期止，檢討本集團的業務、財政及技術的整體策略並監察其財務表現，而高級管理層獲授權監督本集團的日常管理及營運，並執行本集團經董事會批准的計劃。主席主要負責起草及批准每次董事會會議的議程，並向全體董事作出諮詢。於所有定期董事會會議召開前已給予所有董事最少14天的通知，如有需要，董事可將討論的事項列入議程。定期董事會會議的議程及附帶的董事會文件會於董事會會議召開前的合理時間內完整地分送各董事。所有董事會會議的會議記錄草稿會於確定會議記錄前的合理時間內分發予董事供提出意見。

董事會會議的會議記錄及委員會會議的會議記錄會由各會議的經正式委任的秘書負責保存，而所有董事均可查閱董事會文件及有關資料，並獲及時提供足夠資料，讓董事會可在知情情況下就會上提出的事項作出決定。

# Corporate Governance Report

## 企業管治報告書

During the year, thirteen Board meetings were held, and the individual attendance of each director is set out below:

年內，共召開十三次董事會會議，每名董事的個人出席記錄載列如下：

Name of director	董事姓名	Number of Board meetings attended/held 出席／舉行 董事會會議次數
Mr. WONG Chau Chi ( <i>Chairman</i> )	黃秋智先生(主席)	13/13
Dr. LIU Hui ( <i>Vice-Chairman</i> )	劉輝博士(副主席)	13/13
Mr. CHOU Tsan-Hsiung	周燦雄先生	13/13
Mr. YANG Yi	楊毅先生	13/13
Dr. WANG Wei-Lin	王偉霖博士	5/13
Dr. LI Shan	李山博士	13/13
Dr. LI Jun	李珺博士	13/13

### BOARD DIVERSITY POLICY

The Company recognises that board diversity is an important element in creating a fair and effective Board and that having a Board with a balance of skills, backgrounds, expertise and diversity of perspectives can be beneficial to the Company's business.

#### Policy Statement

The Company believes that board diversity enhances decision-making capability and a diverse board is more effective in dealing with organisational changes and less likely to suffer from groupthink. With a view of achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development.

In designing the Board's composition, Board diversity has been considered from a wide range of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, business perspectives, skills, knowledge and length of service, and any other factors that the Board may consider relevant and applicable from time to time. A high emphasis is placed on ensuring a balanced composition of skills and experience at the Board level in order to provide a range of perspectives, insights and challenges that enable the Board to discharge its duties and responsibilities effectively, make good decisions to promote the core business and strategy of the Group, and support succession planning and development of the Board.

### 董事會多元化政策

公司認識到董事會多元化是創建公平有效董事會的重要因素，董事會在技能、背景、專業知識和多元化視角方面的平衡可能有利於公司的業務。

#### 政策聲明

本公司相信董事會成員多元化能提高決策能力，而一個多元化的董事會能更有效地處理組織的變化，並可較少受到群體思維的壓力。為達致可持續及均衡的發展，本公司視提升董事會層面的多元化為支持其達到戰略目標及其可持續發展的關鍵元素。

在設定董事會成員組合時，會從不同層面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、營商視野、技能、知識及服務任期，以及董事會不時認為相關及適用的任何其他因素，並著重於確保董事會成員的技能及經驗組合均衡分佈，以提供不同觀點、見解和提問，讓董事會可以有效地履行其職務及職責、就本集團的核心業務及策略制定良策，以及配合董事會的繼任計劃及推動主要業務發展。

# Corporate Governance Report

## 企業管治報告書

### Measurable Objectives

The selection of candidates will be based on the Company's Nomination Policy and will take into account the Board Diversity Policy. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board, having due regard to the benefits of diversity on the Board and the needs of the Board without focusing on a single diversity aspect.

The Board would ensure that appropriate balance of gender diversity is achieved with reference to stakeholders' expectation and international and local recommended best practices. The Board also aspires to having an appropriate proportion of directors who have direct experience in the Group's core markets, preferably with different ethnic backgrounds, to support the Group's strategy.

### BOARD COMMITTEES

The Board has established and delegated authorities and responsibilities to two specific committees with written terms of reference to assist it in performing its functions effectively, namely the Audit Committee and Remuneration Committee. The terms of reference for Board committees have been published on the Group's website and the Stock Exchange's website for shareholders to review.

### AUDIT COMMITTEE

The Company has established the Audit Committee with written terms of reference adopted by reference to the code provisions of the CG Code and its members include:

Dr. LI Shan (*Chairman of the Audit Committee*)  
Mr. CHOU Tsan-Hsiung  
Dr. LI Jun

The majority of the Audit Committee members are independent non-executive directors. Given each Audit Committee member has broad commercial experience, the Board considers that there is a suitable mix of expertise in business, accounting and financial management in the Audit Committee. The composition of members in the Audit Committee comply with the requirements under the Rule 3.21 of the Listing Rules as at 31 December 2019. The Audit Committee is responsible for assisting the Board in safeguarding the Group's assets by providing an independent review of the effectiveness of the financial reporting process and compliance procedures and the internal controls and risk management systems of the Group. The Audit Committee also oversees the audit process and performs other duties as assigned by the Board.

### 可計量目標

甄別董事人選將會根據本公司的提名政策進行，並同時會考慮本政策。最終決定將根據相關人選的長處及其可為董事會作出的貢獻，當中會考慮對董事會成員多元化的裨益以及董事會的需要，不會只側重單一的多元化層面。

董事會將因應持份者的期望及參考國際和本地的建議最佳慣例確保董事會達致性別多元化的適當平衡。董事會亦力求董事組合中有適當比例的成員具備本集團核心市場的直接經驗、最好是不同種族背景，以支持本集團的策略。

### 董事委員會

董事會已成立二個指定委員會，制定彼等須輔助董事會有效履行職能的權力及責任的書面職權範圍。董事委員會包括審核委員會以及薪酬委員會。董事委員會的職權範圍已刊登在本集團網站及聯交所網站，以供股東查閱。

### 審核委員會

本公司已成立審核委員會並參照企業管治守則條文採納書面職權範圍，其成員包括：

李山博士 (*審核委員會主席*)  
周燦雄先生  
李珺博士

審核委員會大部分成員均為獨立非執行董事。鑑於每名審核委員會成員均具備廣泛的商業經驗，董事會認為審核委員會在商業、會計及財務管理方面均具備適當的專業知識。於二零一九年十二月三十一日，審核委員會的組成及成員均符合上市規則第3.21條的規定。審核委員會負責協助董事會維護本集團的資產，方法是對本集團的財務申報程序及合規程序與內部監控及風險管理系統的有效性進行獨立的審核。審核委員會亦負責監督審核程序及執行董事會指派的其他職責。

# Corporate Governance Report

## 企業管治報告書

The Audit Committee meets regularly to review the reporting of financial and other information to shareholders, as well as the system of internal controls, risk management and the effectiveness and objectivity of the audit process. The Audit Committee also provides an important link between the Board and the Company's auditor on matters within the scope of its terms of reference and reviews the independence and objectivity of the auditor.

The Audit Committee has reviewed the audited annual results and the consolidated financial statements of the Group for the year ended 31 December 2019 together with the auditors and have discussed with management the accounting policies adopted by the Group and its internal controls and financial reporting matters.

During the year ended 31 December 2019, two Audit Committee meetings were held, and the individual attendance of each member is set out below:

審核委員會定期召開會議，以審閱向本公司股東作出的財務及其他資料報告、內部監控系統、風險管理及審核程序的有效性及客觀性。審核委員會亦就其職權範圍內的事宜擔當董事會與本公司核數師之間的橋樑，並持續審核核數師的獨立性及客觀性。

審核委員會連同其核數師審閱本集團截至二零一九年十二月三十一日止年度的經審核年度業績及綜合財務報表，及已與管理層討論本集團採納的會計原則及政策、內部監控措施、風險管理及財務申報事宜。

於截至二零一九年十二月三十一日止年度，審核委員會共召開二次會議，而每名成員的個人出席記錄載列如下：

Name of director	董事姓名	Number of committee meetings attended/held 出席／舉行 委員會會議次數
Dr. LI Shan	李山博士	2/2
Mr. CHOU Tsan-Hsiung	周燦雄先生	2/2
Dr. LI Jun	李珺博士	2/2

The Company has adopted the revised written terms of reference of the Audit Committee to correspond with the changes made to the code provisions of the CG Code. The Company has complied with the provisions in Rule 3.21 of the Listing Rules which requires the Company's audit committee be comprised of a minimum of three members, at least one of whom is an independent non-executive director with the appropriate professional qualifications, including accounting or related financial management expertise, as specified under Rule 3.10(2) of the Listing Rules.

本公司已參照企業管治守則條文相應變動採納審核委員會經修訂書面職權範圍。本公司已遵守上市規則第3.21條條文，即本公司的審核委員會最少要有三名成員，其中最少有一名是上市規則第3.10(2)條所規定具備適當專業資格，或具備適當的會計或相關的財務管理專長的獨立非執行董事。

### REMUNERATION COMMITTEE

The Company has established the Remuneration Committee with written terms of reference and its members include:

Dr. WANG Wei-Lin (*Chairman of the Remuneration Committee*)  
Mr. CHOU Tsan-Hsiung  
Dr. LI Shan  
Dr. LI Jun

### 薪酬委員會

本公司已成立薪酬委員會，並製定書面職權範圍，其成員包括：

王偉霖博士 (*薪酬委員會主席*)  
周燦雄先生  
李山博士  
李珺博士



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A majority of the Remuneration Committee members are independent non-executive directors. The Remuneration Committee advises the Board on the Group's overall policy and structure for the remuneration of the directors and senior management of the Group. The Remuneration Committee ensures that no director or any of his associates is involved in deciding his own remuneration.

In determining the emolument payable to the directors, the Remuneration Committee takes into consideration factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions of the Group and the desirability of performance-based remuneration.

The Remuneration Committee meets annually to determine the policy for the remuneration of the directors and assesses the performance of the executive directors and certain senior management of the Group. During the year ended 31 December 2019, one Remuneration Committee meeting was held, and the individual attendance of each member is set out below:

薪酬委員會大部分成員均為獨立非執行董事。薪酬委員會就本集團董事及高級管理人員薪酬的整體政策及結構向董事會提供意見。薪酬委員會確保並無董事或其任何聯繫人參與釐定其本身的薪酬。

在釐定應支付予董事的薪酬時，薪酬委員會考慮多項因素，例如類似公司支付的薪金、董事投入的時間及職責、本集團的聘用條件及是否希望薪酬與表現掛鈎。

薪酬委員會每年定期召開會議，以釐定董事的薪酬政策及評估執行董事及本集團若干高級管理人員的表現。於截至二零一九年十二月三十一日止年度，薪酬委員會共召開一次會議，而每名成員的個人出席記錄載列如下：

Name of director	董事姓名	Number of committee meeting attended/held 出席／舉行委員會會議次數
Dr. WANG Wei-Lin	王偉霖博士	1/1
Mr. CHOU Tsan-Hsiung	周燦雄先生	1/1
Dr. LI Shan	李山博士	1/1
Dr. LI Jun	李珺博士	1/1

For the year ended 31 December 2019, the annual salary of the senior management (exclude Directors) of the Company falls within the following bands.

截至二零一九年十二月三十一日止年度，本公司高級管理人員(董事除外)的年薪介乎以下範圍。

		No. of Senior Management 高級管理層數目
Nil to HK\$500,000 (equivalent to Nil to US\$64,051)	零至500,000港元 (相當於零至64,051美元)	1
HK\$1,500,001 to HK\$2,000,000 (equivalent to US\$192,001 to US\$256,000)	1,500,001港元至2,000,000港元 (相當於192,001美元至256,000美元)	2

### NOMINATION OF DIRECTORS

The Board is responsible for considering the suitability of an individual to act as a director and approving and terminating the appointment of a director. Since the Company has not established a nomination committee, the Board is responsible for formulating the nomination policies and preparing board succession planning considerations.

During the year ended 31 December 2019, no Board meeting was held in relation to the nomination of director. The Company currently does not have any plans to set up a nomination committee.

#### Nomination Policy

The Board has adopted the following policy for the nomination of directors (the “Nomination Policy”).

#### Selection Criteria

In determining the suitability of a candidate, the Board shall consider the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity. The Board shall consider the following selection criteria, which are not meant to be exhaustive:

- the candidate’s personal ethics, reputation, character and integrity;
- the candidate’s qualifications, skills, knowledge, business judgment and experience that are relevant to the operations of the Group;
- the diversity perspectives set out in the Board Diversity Policy of the Company (as amended from time to time);
- the candidate’s availability including time commitment to discharge his or her responsibility as a director, including being able to devote sufficient time to attend Board meetings, participate in induction, trainings and other Board and Company activities; in the case of a candidate nominated as an independent non-executive director and will hold seven or more listed company directorships, the Board shall consider the reasons given by the candidate for being able to devote sufficient time to discharge his or her responsibility as an independent non-executive director;
- the candidate for the position of an independent non-executive director must comply with the independence criteria as prescribed under the Listing Rules (as amended from time to time);

### 董事提名

董事會負責考慮個人是否適合擔任董事，以及批准和終止董事的任命。由於公司尚未成立提名委員會，董事會負責制定提名政策，準備董事會繼任計劃考慮因素。

於截至二零一九年十二月三十一日止年度，概無就提名董事舉行任何董事會會議。

#### 提名政策

董事會已採納以下有關提名董事的政策（「提名政策」）。

#### 甄選標準

在決定候選人是否適合時，董事會須考慮候選人在資歷、才能、經驗、獨立性及性別多元化方面可為董事會帶來的潛在貢獻。董事會須考慮下述並非詳盡無遺地列出的甄選準則：

- 候選人的個人道德、聲譽、品格和誠信；
- 候選人與本集團營運相關的專業資格、技能、知識、業務判斷力和經驗；
- 本公司（不時修訂的）多元化政策中所訂明的多元化觀點；
- 候選人就履行其董事職責能投入的時間，包括能投入足夠時間出席董事會會議，入職引介、培訓及其他與董事會及本公司之活動；如果將被提名為獨立非執行董事的候選人將持有他／她第七家或更多上市公司董事職務，提名委員會應考慮候選人提供的理由以顯示他／她能夠投放足夠時間履行其作為獨立非執行董事的董事職責；
- 獨立非執行董事的候選人必須符合（不時修訂的）上市規則所載之獨立性標準；

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- the current size and composition of the Board, the needs of the Board and the respective committees of the Company;
  - the succession planning of members of the Board to ensure leadership continuity and smooth functioning of the Group; and
  - any other factors that the Board may consider appropriate.
- 董事會現時的規模和組成、董事會及本公司各委員會的需要；
  - 確保本集團領導連續性及平穩運作的董事會成員繼任規劃；及
  - 董事會認為適合的任何其他因素。

The Board shall ensure that the composition of the Board is in conformity with the laws of the Cayman Islands, the Listing Rules and all other applicable laws and regulations.

提名委員會和董事會應確保董事會的組成符合開曼群島法例、上市規則和所有其他適用法律法規。

### Nomination Procedures

The recruitment, identification, evaluation, recommendation, nomination, selection and new appointment or re-appointment of each proposed director shall be assessed and considered by the Board against the Selection Criteria as set out in this Policy.

### 提名程序

每擬委任董事的招聘、物色、評估、推薦、提名、甄選及新委任或重新委任均應由董事會根據本政策中載列的甄選標準進行評估及考慮。

In the context of appointing of a any proposed candidate to the Board:

就委任任何董事會候選人而言：

- the Board may take such measures that it considers appropriate in connection with its identification and evaluation of candidates, including, amongst others, consider referrals from directors, shareholders, management and advisors of the Company;
  - the Board shall identify and ascertain the character, qualification, knowledge and experience of the candidate and undertake adequate due diligence in respect of such candidate; and
  - senior management shall make recommendations on the candidate's personal profile to the Board for its consideration.
- 董事會可採取其認為合適的措施以物色及評估候選人，包括，但不限於，考慮董事、本公司股東、管理層顧問的推薦；
  - 董事會辨識並確定候選人的品格、資格、知識和經驗，並就該候選人進行充分的盡職審查；及
  - 管理層須就有關推薦將候選人的個人簡介交予董事會考慮。

In the context of re-appointment of any existing member of the Board, the remaining Board members shall make recommendations to the Board for its consideration and recommendation for the candidate to stand for re-election at a general meeting.

就重新委任任何現有董事會成員而言，董事會其他成員須提交建議供董事會考慮及推薦候選人在股東大會上參與重選。

For each proposed new appointment or re-appointment of a director, the Board shall obtain all applicable declarations and undertaking as required under the laws of the Cayman Islands and the Listing Rules.

就每擬委任董事的新委任或重新委任而言，董事會應根據開曼群島法例及上市規則包括其不時作出的任何修訂，取得所有適用的聲明和承諾。

In the case of a nomination for the position of an independent non-executive director, the Board shall ensure that the concerned candidate meets the independence criteria as prescribed under the Listing Rules.

在提名獨立非執行董事的情況下，董事會須確保該相關候選人符合上市規則所載之獨立性標準。

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The Board shall have the final decision on all matters relating to the recommendation of candidates to stand for election (and re-election) at a general meeting.

The ultimate responsibility for the selection and appointment of directors rests with the entire Board.

### Review and Monitoring

The Board will from time to time review the Nomination Policy and monitor its implementation to ensure compliance with the regulatory requirements at the relevant time and good corporate governance practice.

Management shall, when necessary, recommend revisions to the Nomination Policy to the Board for its consideration and approval.

### EXTERNAL AUDITOR

The Board agrees with the Audit Committee's approval of appointment of HLM CPA Limited ("HLM") as the Company's external auditor for 2019. Its reporting responsibilities on the financial statements are set out in the independent auditor's report of this annual report on pages 65 to 70. Details of the amount of auditors' remuneration in 2019 are set out in note 12 to the consolidated financial statements. The Company has paid fees amounting to US\$147,000 to the auditor for audit service and review service as a reporting accountant during the year.

HLM will retire and offer themselves for re-appointment at AGM of the Company to be held on 2 June 2020. The re-appointment of HLM as the external auditor of the Group has been recommended by the Audit Committee and endorsed by the Board, subject to the shareholders' approval in the forthcoming AGM.

### FINANCIAL REPORTING

The directors are responsible for keeping proper accounting records and preparing the financial statements which give a true and fair view of the state of affairs of the Company and its subsidiaries in accordance with Hong Kong Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance. In preparing the financial statements for the year ended 31 December 2019, the directors have made judgments and estimates that are prudent and reasonable and prepared the financial statements on a going concern basis.

Management has provided such explanation and information to the Board to enable the Board to make an informed assessment of the financial and other information before the Board's approval.

對推薦候選人於股東大會上參選(及重選)的所有事宜,董事會擁有最終決定權。

甄選及委任董事的最終責任由董事會全體負責。

### 檢討及監察

董事會將不時檢討及監察本政策之實施,以確保本政策行之有效並遵照監管規定及良好企業管治實務。

董事會將在有需要時向董事會建議本政策的修訂,供董事會審批。

### 外聘核數師

董事會同意按審核委員會的意見,委聘恒健會計師行有限公司(「恒健會計師行」)為本公司二零一九年的外聘核數師。其對財務報表的申報責任載於本年報第65至70頁的獨立核數師報告。二零一九年核數師酬金數額詳情載於綜合財務報表附註12。本公司向核數師就年內的核數服務及擔任申報會計師的審閱服務費用共支付147,000美元。

恒健會計師行將會於二零二零年六月二日舉行的本公司股東週年大會退任並願意獲得續聘。審核委員會建議續聘恒健會計師行為本集團外聘核數師,而董事會亦贊同有關建議,惟須待股東於應屆股東週年大會批准方可作實。

### 財務報告

董事負責保存正式會計記錄,並根據香港財務報告準則及香港公司條例的披露規定編製可真實及公平反映本公司及其附屬公司狀況的財務報表。編製截至二零一九年十二月三十一日止年度的財務報表時,董事作出審慎合理的判斷和估計,並按持續經營基準編製財務報表。

管理層已向董事會提供解釋及資料,使董事會在審批時可對財務及其他資料作出知情評核。

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The statement by the auditor of the Company about their responsibilities for the financial statements is set out in the independent auditor's report contained in this annual report.

The Board's responsibility to present a balanced, clear and understandable assessment extends to annual and interim reports, other price-sensitive announcements and other financial disclosures required under the Listing Rules, and reports to regulators as well as information required to be disclosed pursuant to statutory requirements.

The Group recognises that high quality corporate reporting is important in reinforcing the trust of the shareholders of the Company and aims at presenting a balanced, clear and comprehensive assessment of the Company's performance, position and prospects in all corporate communications. The annual and interim results of the Group are announced in a timely manner within four and three months respectively after the end of the relevant periods in compliance with the requirements of the Listing Rules.

### INTERNAL CONTROL

The Board is responsible for the Group's systems of internal controls and risk management and for reviewing its effectiveness. The Board, the Group's internal audit division and management reviewed the effectiveness of the internal control system of the Company and its subsidiaries. The Audit Committee reviews the findings and opinions of the Group's internal audit division and management on the effectiveness of the Company's system of internal controls, and reports to the Board on such reviews. In 2019, the Board, through its Audit Committee, conducted a review of the Group's risk management and internal controls system, including financial, operational and compliance control, and risk management functions. To formalise the annual review of the Company's risk management and internal control system, the Audit Committee made reference to the requirements of the relevant regulatory bodies. In respect of the year ended 31 December 2019, the Board considered the internal controls system is effective and adequate. No significant areas of concern which might affect the shareholders were identified. The effectiveness of the Audit Committee itself is reviewed annually through a formal process which involves the company secretary preparing an evaluation report on its effectiveness. This is examined by both the internal and external auditors before submission to the Board for endorsement.

The internal audit division of the Group should ensure that the Company maintains sound and effective internal controls to safeguard the shareholders' investments and the Company's assets. The main functions of the internal audit division are to audit the operating efficiencies of each of the operating units, to carry out audits upon resignation of any key management personnel, to assist the Board in reviewing the effectiveness of the internal controls system of the Group and to review internal controls on business processes and project-

本公司核數師有關財務報表的責任陳述已載於本年報獨立核數師報告。

董事會呈列公正、清晰及易明的評估之責任適用於年報及中期報告、其他股價敏感資料之公告及其他根據上市規則的規定須作出的財務披露、向規管者提交的報告以及根據法定規則須予披露的資料。

本集團認為，高質量的企業報告對加強本公司股東的信任至關重要，旨在對本公司在所有企業通訊中的表現，地位及前景作出均衡，清晰及全面的評估。本集團的年度及中期業績於有關期間結束後分別於四個月及三個月內及時公佈，並符合上市規則的規定。

### 內部監控

董事會負責監察本集團的內部監控系統及風險管理系統和檢討其成效，董事會、本集團內部審計部和管理層則審核本公司以及附屬公司內部監控系統的成效。審核委員會審議本集團內部審計部和管理層對本公司內部監控系統成效的調查結果和意見，並向董事會匯報審議結果。於二零一九年，董事會通過其審計委員會對本集團的風險管理和內部控制系統進行了審查，包括財務、運營和合規控制以及風險管理職能。為正式對公司的風險管理和內部控制系統進行年度審核，審計委員會參考了相關監管機構的要求。董事會認為截至二零一九年十二月三十一日止年度的內部監控制度足夠且有成效，且無出現可能影響股東的重要事項。審核委員會每年會透過正式程序審視自身的效率，當中涉及公司秘書對其效率的評估報告並於遞交董事會審批前，先由內部及外聘核數師審閱。

本集團的內部審計部門確保本公司的內部監控健全有效，可維護股東的投資及本公司的資產。該內部審計部門的主要職能是對公司各營運單位的經營效益、管理層主要人員的辭任進行審核、協助董事會審核本集團內部監控系統有效與否，審閱業務流程內部監控及按個別項目作出的審核。本集團會至少每

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based auditing. Evaluation of the Group's internal controls covering financial, operational compliance controls and risk management functions will be done at least once a year. As confirmed by the management, the Board is satisfied that the Group has sufficient internal controls.

The Company had continued to follow the Terms of Reference of the Audit Committee which had been adopted since 2016 and relied on it as a check and balance for its internal controls and risk management systems.

### ENTERPRISE RISK MANAGEMENT

The Board is responsible for overseeing the Group's overall risk management framework and the Board is also responsible for approving the Group's risk policies and assessing the effectiveness of the Group's risk controls/mitigation tools. Systems and procedures have been established to identify, measure, manage and control various risks including business, compliance, operation, finance and information that may have an impact on the Group and each major department.

The Company has embarked on the journey of building an enterprise risk management (the "ERM") system with the view of enhancing the risk management and corporate governance practices and improving the effectiveness and efficiency of internal controls system across the whole Group.

The Board believes that a heightened focus on risk and compliance is beneficial for the ongoing development and growth of the Company as well as its staff. In establishing the ERM system, all key functions of the Company were carried out by internal audit division to undertake the following exercises:

1. Enterprise risk assessment – to identify and prioritise the Company's key business risks; and
2. Process level control assessment – to assess the related internal controls and risk mitigating measures.

### CORPORATE SOCIAL RESPONSIBILITIES

The Group concurs that an enterprise's existence should not purely be for the maximisation of its own benefits. As part of the society, it is essential for an enterprise to facilitate wealth accumulation of the whole society, advance social civilisation and promote the sustainable development of the environment. Management of the Group pays attention to corporate social responsibilities by monitoring the development, implementation and results of initiatives carried out by the different departments of the Group, in which the environmental, social and governance standards have been integrated into their operations and activities. Details are set out in the section headed environment, society and governance on pages 43 to 55 of this report.

年進行內部監控評估，其中包括財務、營運合規監控與風險管理職能。經管理層確認，董事會信納本集團已有足夠的內部控制。

本公司繼續遵守自二零一六年起已採納的審核委員會職權範圍，並依據其作為內部監控及風險管理系統的製衡。

### 企業風險管理

董事會負責監察本集團的整體風險管理框架及批准本集團風險政策並評估本集團風險控制／緩衝工具的有效性。本集團已建立制度及程序以辨別、度量、管理及控制各種風險，包括可能影響本集團及各主要部門的業務、合規、營運、財務及資訊等方面的風險。

為增強本公司整體的風險管理及企業管治常規，並提高內部控制系統的有效性及效率，本公司已著手建立企業風險管理系統。

董事會認為，高度專注於風險及合規情況有利於本公司及其員工的持續發展及成長。於建立風險管理系統時，本公司所有關鍵職能由內部審計部門執行，並推行以下舉措：

1. 企業風險評估 – 識別本公司主要業務風險並區分優先次序；
2. 程序層面監控評估 – 評估相關內部監控及減輕風險的措施。

### 企業社會責任

本集團深知企業不僅僅是謀取自身利益最大化的經濟體，同時，作為社會的細胞體，企業也是社會整體財富積累、社會文明進步、環境可持續發展的重要推動者。本集團的管理層高度重視企業社會責任，嚴格監控各個業務部門的發展、實施及結果，並把環境、社會和管治的標準融入日常的經營活動，具體內容載於本報告第43頁至第55頁的環境、社會和管治一節中。

# Corporate Governance Report

## 企業管治報告書

### CONTINUOUS DISCLOSURE OBLIGATIONS REGARDING PRICE SENSITIVE AND/OR INSIDE INFORMATION

The Company has developed a system with established policies, processes and procedures across all relevant segments and departments for complying with the disclosure obligations regarding price sensitive and/or inside information. The system continues to be effective. The Company will continue to further enhance its effect on the business operation, development of the Company and new regulations and laws with great effort.

### COMPANY SECRETARY

Ms. CHAN Pui Yee Janice, our company secretary, is an employee of the Company and also appointed by the Board. The company secretary is responsible for facilitating the Board's processes and communications among Board members, shareholders and management. During the year ended 31 December 2019, Ms. Chan had undertaken not less than 15 hours of relevant professional training to update her skills and knowledge.

### DIRECTORS' RESPONSIBILITY STATEMENT

The directors acknowledge their responsibilities for the preparation of the consolidated financial statements for each financial year which gives a true and fair view of the state of affairs of the Group and of its results and cash flows of the Group in accordance with the Hong Kong Financial Reporting Standards, disclosure requirements of the Hong Kong Companies Ordinance and the Listing Rules. In preparing the consolidated financial statements for the year ended 31 December 2019, the directors have selected suitable accounting policies and applied them consistently; made adjustments and estimates that are prudent, fair and reasonable; and prepared the consolidated financial statements on a going concern basis. The directors are also responsible for keeping proper accounting records which can at any time disclose with reasonable accuracy the financial position of the Group to enable the preparation of the consolidated financial statements in accordance with the Hong Kong Companies Ordinance.

### AUDITOR'S STATEMENT

The auditor of the Company acknowledges its responsibilities in the independent auditor's report on the consolidated financial statements of the Group for the year ended 31 December 2019.

### 有關股價敏感資料及／或內幕消息的持續披露義務

本公司已建立一套系統，包括所有相關分部和部門之間的既定政策、流程和程序，以符合有關股價敏感資料及／或內幕消息的披露義務。該系統仍然有效，本公司亦會繼續努力進一步提高其於業務操作、公司發展及新的法規和法律的作用。

### 公司秘書

公司秘書陳佩儀女士為本公司之僱員，由董事會委任。公司秘書負責安排董事會的議事程序，並促進董事會成員之間及與股東和管理層之間的溝通。截至二零一九年十二月三十一日止年度，陳女士已接受至少15小時相關的專業培訓，以提升其技能及知識。

### 董事責任聲明

董事知悉彼等負責編製每個財政年度的綜合財務報表，根據香港財務報告準則、香港公司條例及上市規則的披露規定，就本集團的事務狀況及本集團的溢利與現金流量提出真確及客觀的意見。於編製截至二零一九年十二月三十一日止年度的綜合財務報表時，董事已選擇適當的會計政策並貫徹採用該等政策；作出審慎、公平及合理的調整及估計；及按持續經營基準編製綜合財務報表。董事亦負責保存適當的會計記錄，於任何時間合理準確地披露本集團的財務狀況，以令致綜合財務報表的編製符合香港公司條例。

### 核數師報告書

本公司核數師於本集團截至二零一九年十二月三十一日止年度的綜合財務報表內的獨立核數師報告內，申明彼等的責任。

### INVESTOR RELATIONSHIP AND COMMUNICATIONS WITH SHAREHOLDERS

The Group is committed in creating transparent lines of communication between senior management and investors, maintaining a close relationship with all its shareholders through a variety of channels, and promoting understandings between stakeholders and us. The Company has adopted a shareholders' communication policy to formalise and facilitate effective and clear interactions among the Company, shareholders and other stakeholders, subject to the relevant regulatory requirements. Shareholders are encouraged to participate in the shareholders meeting and annual general meeting ("AGM") or to appoint proxies to attend and vote at such meetings for and on their behalf if they are unable to attend. The main communication channels with the shareholders include investors' meetings, annual general meeting, annual reports, interim reports, announcements and circulars and constitutional documents filed with the HKEX news of The Stock Exchange of Hong Kong ("HKEX") ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Group's websites ([www.irasia.com/listco/hk/cmmmbvision](http://www.irasia.com/listco/hk/cmmmbvision) and [www.cmmmbvision.com](http://www.cmmmbvision.com)).

The Group has a dedicated team to maintain contact with investors and handle shareholders' inquiries. Should investors have any inquiries, please contact the Group (telephone: +852 2159 3300; e-mail: [co.sec@cmmmb.com.hk](mailto:co.sec@cmmmb.com.hk)).

#### Investors' Meetings

Group meetings are held by the Group with institutional investors and analysts with respect to its annual results and interim results. In addition, the Group's senior executives and staff from investor relations department hold regular meetings with institutional investors and analysts. Investors are provided with the latest information on the development of the Group, in compliance with the applicable laws and regulations.

### 與股東及投資者溝通

本集團致力為高級管理層與投資者建立雙向溝通渠道，並透過多個不同渠道與全體股東保持緊密聯繫，促進與投資者之間的瞭解及交流。本公司採納股東溝通機制，以規範及促進股東及其他持份者與本公司之間有效及良好的溝通。鼓勵股東實際參與股東大會和年度股東大會，或者如果他們無法出席，則委託代表出席並代表他們參加此類會議。與股東溝通的主要渠道包括投資者會議、股東週年大會、年度報告、中期報告、公告及通函、以及向聯交所提交的章程文件([www.hkexnews.hk](http://www.hkexnews.hk))及本集團網站([www.irasia.com/listco/hk/cmmmbvision](http://www.irasia.com/listco/hk/cmmmbvision) 及 [www.cmmmbvision.com](http://www.cmmmbvision.com))。

本集團設有專門的團隊與投資者保持聯繫及處理股東查詢。如投資者有任何查詢，歡迎聯絡本集團(電話：+852 2159 3300；電郵：[co.sec@cmmmb.com.hk](mailto:co.sec@cmmmb.com.hk))。

#### 投資者會議

本集團會就其年度及中期業績與機構投資者及分析員舉行小組會議。此外，本集團之高級行政人員及投資者關係部門員工亦會定期與機構投資者及分析員會面，在遵守適用法律及法規的情況下，向投資者提供與本集團發展有關之最新訊息。



# Corporate Governance Report

## 企業管治報告書

### General Meeting

The AGM is an important platform for shareholders to participate in discussions, thereby facilitating communications between management of the Group and the shareholders. The AGM is held once a year, being publicly accessible to all shareholders. The Group's senior management answers any questions that shareholders may have at the meeting and the external auditor attends the AGM as well.

During the year, two general meetings were held (i.e. one AGM and one extraordinary general meeting ("EGM"), held on 29 May 2019 and 8 November 2019, respectively).

The attendance of each director at the AGM and EGM held in 2019 was as follows:

Name of director	董事姓名
Mr. WONG Chau Chi ( <i>Chairman</i> )	黃秋智先生(主席)
Dr. LIU Hui ( <i>Vice-Chairman</i> )	劉輝博士(副主席)
Mr. CHOU Tsan-Hsiung	周燦雄先生
Mr. YANG Yi	楊毅先生
Dr. WANG Wei-Lin	王偉霖博士
Dr. LI Shan	李山博士
Dr. LI Jun	李璿博士

There is no provision allowing shareholders to move new resolutions at general meetings under the Cayman Islands Companies Law or the Articles of Association. Shareholders who wish to move a resolution may request the Company to convene an EGM following the procedures set out in the preceding paragraph.

All matters proposed to shareholders for approval shall be submitted in separate resolutions and resolved by way of poll at the general meeting. The procedures of conducting a poll are explained in detail to shareholders by the Group prior to voting to ensure shareholders are familiar with such arrangement. Minutes of the meetings together with the voting results will be published on the websites of the Group.

### 股東大會

股東週年大會是一個讓股東參與的重要討論平台，讓股東可以與本集團管理層進行交流。股東週年大會每年舉行1次，會議公開讓所有股東參與。本集團的高級管理層會在大會上回答股東之提問，外聘核數師亦會列席。

本年度內共舉行兩次股東大會(即一次股東週年大會及一次股東特別大會，分別於二零一九年五月二十九日及二零一九年十一月八日舉行)。

各董事出席於二零一九年舉行的股東週年大會與股東特別大會的記錄如下：

Number of 2019 AGM attended/held 出席／舉行 二零一九年 股東週年大會次數	Number of 2019 EGM attended/held 出席／舉行 二零一九年 股東特別大會次數
1/1	1/1
1/1	1/1
1/1	1/1
1/1	1/1
0/1	0/1
1/1	1/1
1/1	1/1

開曼群島公司法或章程細則並無條文允許股東於股東大會上動議新決議案。有意動議決議案的股東可要求本公司根據上一段所述程序召開股東特別大會。

於股東大會上，每項事宜均以獨立決議案形式提呈股東批准，並以投票方式進行表決。本集團在投票表決前將向股東解釋進行投票表決的詳細程序，以確保各股東明白有關安排。會議記錄連同投票結果會載於本集團網站。

### Annual Reports, Interim Reports, Announcements and Circulars

The Group issues its annual reports and interim reports after publishing the annual results and the interim results in March and August every year respectively to periodically review the development of the Group as well as to update its shareholders with its latest business information and market trends. In addition, the Group explains to the shareholders through announcements regarding any major event or price-sensitive information. For any matter requiring the approval of the shareholders, the Group holds an EGM in accordance with the requirements of the Hong Kong Stock Exchange and issues a circular prior to the specific date of the meeting, allowing shareholders to have sufficient time to learn more about the matters for making voting decisions. All annual reports, interim reports, announcements and circulars are uploaded to the websites of HKEX ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Group ([www.irasia.com/listco/hk/cmmbvision](http://www.irasia.com/listco/hk/cmmbvision) and [www.cmmbvision.com](http://www.cmmbvision.com)).

### CHANGES OF ARTICLES OF THE ASSOCIATION

During the year ended 31 December 2019, there were no changes in the Company's Articles of Association. The latest version of the Company's Articles of Association is available on the websites of the HKEX and the Group. Shareholders can also obtain the details of their rights with reference to the Company's Articles of Association.

### SHAREHOLDERS' RIGHTS

#### Procedures to convene a general meeting and put forward proposals at general meetings

Shareholder(s) representing not less than one tenth of the paid-up capital of the Company having the right to vote at general meetings may request the directors to call a general meeting of the Company pursuant to the Articles of Association. The request must state the general nature of the business to be dealt with and may include the text of a resolution that may properly be moved and is intended to be moved at the general meeting. The request may be sent to the Company at the registered office of the Company in hard copy form or in electronic form to the attention of the directors or the company secretary and must be authenticated by the person(s) making it.

Shareholders can refer to the detailed requirements and procedures as set forth in the relevant sections of the Articles of Association when making any requisitions or proposals for transaction at the general meetings of the Company.

### 年度報告、中期報告、公告及通函

本集團會分別於每年三月份及八月份的全年業績及中期業績發佈之後發表全年報告及中期報告，以定期回顧本集團的發展，同時向股東更新業務情況及市場趨勢。此外，如有任何重大事件或股價敏感資料，本集團都會通過公告向股東說明。如有關事宜需要得到股東的批准，本集團也會根據香港聯交所的要求，舉行股東特別大會，並於大會的指定日期前發表通函，讓股東有足夠的時間瞭解有關事宜，以作出投票的決策。所有年度報告、中期報告、公告及通函都會上載至香港聯合交易所（「香港聯交所」）披露易之網站（[www.hkexnews.hk](http://www.hkexnews.hk)）及本集團網站（[www.irasia.com/listco/hk/cmmbvision](http://www.irasia.com/listco/hk/cmmbvision) 及 [www.cmmbvision.com](http://www.cmmbvision.com)）。

### 章程細則文件變動

截至二零一九年十二月三十一日止年度內，本公司並無對其章程細則作出任何變動。本公司章程細則的最新版本可在本集團網站及聯交所網站查閱。股東亦可參考本公司章程細則以取得有關其權利的詳情。

### 股東權利

#### 召開股東大會及於股東大會上提出動議的程序

佔全體有權在股東大會上表決的股東的總表決權不少於百分之十的本公司股東，可根據組織章程細則請求董事召開本公司股東大會。有關請求須列明有待於有關股東大會上處理的事務的一般性質，並可包含可在該股東大會上恰當地動議及擬在該股東大會上動議的決議案文本。有關請求可以印本形式或電子形式送交本公司註冊辦事處，註明收件人為董事或公司秘書，而有關請求須經提出該要求的人士認證。

若股東擬於本公司股東大會上提出任何要求或建議，可參閱組織章程細則相關章節所載的詳細規定及程序。

# Corporate Governance Report

## 企業管治報告書

### Procedures by which enquiries may be put to the Board

Shareholders may send enquiries to the Board in writing c/o the Corporate Secretariat with the following contact details:

Attention            Company Secretary  
Address:            Unit 1211, Level 12, Core F, Cyberport 3, 100 Cyberport  
                          Road, Hong Kong  
Telephone:        (852) 2159 3300  
Facsimile:        (852) 2159 3399  
Email:              co.sec@cmmb.com.hk

### 向董事會提出查詢的程序

股東可經公司秘書處向董事會提出書面查詢，  
聯絡詳情如下：

聯繫人：        公司秘書  
地址：            香港數碼港道100號數碼港3期F區  
                          12樓1211室  
電話：            (852) 2159 3300  
傳真：            (852) 2159 3399  
電郵：            co.sec@cmmb.com.hk

# Environmental, Social and Governance Report

## 環境、社會及管治報告書

As a sustainable enterprise, the environmental, social and governance (“ESG”) issues are an integral part of the Group’s overall business strategy and goals. We seek to operate in an economically and socially ethical environment while balancing the interests of our internal and external stakeholders, and supporting the communities we work in. ESG subjects are used to enhance the corporation strategic approach formulation and maintain a constructive long-term relationship with our key stakeholders. These matters would cover both internal employees and external customers, suppliers and the community where we serve.

It is our policy to comply with all laws, rules, regulations and sanctions which are applicable to our Company and our business, whether through directly related companies or third parties. We also expect our employees, agents, consultants, contractors, intermediaries, representatives, suppliers and business partners to demonstrate ethical principles and observe the highest standards of integrity and honesty in all professional and personal dealings. In addition to complying with relevant laws and regulations, the Company endeavours to integrate environmental protection measures and community engagement into our business operation.

### A. ENVIRONMENTAL

The Company is a leading satellite to mobile operator headquartered in Hong Kong with our own satellite control facilities. The Company is conscious of the need to minimise the environmental, health and safety impacts of our daily operations and to comply with the relevant environmental laws. The Group has adopted a “reduce, reuse, repair and recycle” policy to help support our environment aims, namely, to preserve and maintain a clean and sustainable environment for future generations. The Group uses resources in a responsible, efficient and effective manner in order to contribute to a sustainable society and comply with international standards and regulations.

Eco-friendly measures, such as reducing emissions, greenhouse gases, energy and water consumption, more recycling, and careful disposal of wastes have been incorporated into our operations to alleviate the business’s impact on the environment. Enhancing energy efficiency continues to be our biggest challenge as travelling, paper and package usage, air-conditioning and lighting, consume a lot of energy, including a heavy reliance on the general use of electricity for production and broadcasting.

作為一個可持續發展的企業，環境、社會及管治事宜與本集團的整體業務決策和目標息息相關。我們致力以合乎經濟、社會及環境道德的方式經營，同時權衡內外持份者的利益，並支援、聯繫我們服務的社區。我們對環境，社會以至企業管治因素需加以關注從而鞏固企業策略方案組成及與主要持份者維持有建設性的長期關係。這些因素將會關注內部人才以及客戶供應商以至所身處之社區。

我們的政策是遵守適用於本公司及我們業務之所有法例、規則、規例及制裁措施，無論是透過直接關連公司或第三方。我們亦期望公司員工、代理、顧問、承建商、中介人、代表、供應商及業務夥伴在所有專業及個人行為上遵守道德守則，保持最高水準的正直和誠信。除遵守相關法律法規外，本公司致力於將環境保護措施和社區參與融入我們的業務運營中。

### A. 環境

本公司是一家總部位於香港的領先的衛星移動運營商，擁有自己控制的衛星設施。公司意識到有必要盡量減少我們日常運營對環境、健康和安全的影響，並遵守相關的環境法律。本集團已採取「減少、重用、修復及循環再用」政策，以協助支持我們的環境目標，即為我們下一代保存及維持一個清潔及可持續發展的環境。本集團負責任地和高效率地使用資源，為可持續發展的社會做出貢獻，並遵守國際標準和法規。

我們的營運中加入了環保措施，例如減少排放和溫室氣體、節省能源消耗和用水、增加循環再用，以及更謹慎處置廢物廢料，以緩減我們的業務對環境造成的影響。因為員工的海外公幹、紙張和包裝使用、空調、照明等消耗大量電力（尤其是生產及廣播高度倚賴電力使用），提升能源效益仍然是我們的最大挑戰。

# Environmental, Social and Governance Report

## 環境、社會及管治報告書

We are committed to protecting the environment and we integrate sustainability into our business operations through internal policies and guidelines. As a global citizen, our environmentally friendly vision was established to safeguard our natural environment and its ecosystems over time by adopting appropriate policies and practices in our operations and procedures.

### A1. Emissions

As travelling is a necessary part of our business operations, the overall emissions and greenhouse gases produced by senior management's air travels is calculated based on the distance logged during the year. As activities such as client servicing, sales and marketing, staffing, training, management support and general business needs all require travel, it is the Company's policy to keep these to the minimum required in order to maintain the lowest possible output of emissions and greenhouse gases. Initiatives and procedures such as carpooling and carsharing are used and encouraged amongst the employees when travelling. During the year ended 31 December 2019, the total CO<sub>2</sub> emission generated from air travel by management and staff was 97.6 tonnes (2018: 78.2 tonnes), which is an increase of 24.8% due to the data generated from both of the management and the general staff vs. the data generated from the management only in 2018; and the total CO<sub>2</sub> emissions generated from the usage of the transportation fuel by the Company was 18,572 kg (2018: 20,887 kg), which is a decrease of 11% due to a reduction in private car usage. Going forward, the Company plans to keep the overall air transportation as well as auto usage low in order to keep the total output of emissions to a minimum. Our overall goal is to continue to reduce overall CO<sub>2</sub> emissions on an annual basis consistently.

我們致力於保護環境，透過內部政策及指引，我們在業務營運中注入環保可持續發展理念。本集團作為地球公民之一，我們致力於制定適當的政策及守則以能達至對自然環境及生態系統具「環保」貢獻並透過不同之營運及步驟反映出來。

### A1. 排放

由於員工的海外公幹是我們業務需求的一部分，因此在這段時間內高級管理人員在海外公幹時間所產生的總排放量和溫室氣體是根據年內的飛行距離計算的。由於客戶服務、銷售和市場營銷、員工需求、培訓、管理層的支持和一般業務需求都需要員工海外公幹，因此公司會採用政策，避免不必要的出差以保持最低的排放量和溫室氣體的產生。員工在海外公幹時會使用和鼓勵拼車和汽車共享等舉措和程序。截至二零一九年十二月三十一日止年度，本公司的高級管理人員和員工在海外公幹所產生的二氧化碳總排放量為97.6噸(二零一八年：78.2噸)，增長24.8%乃由於我們在二零一八年的年報內只計算管理層從海外公幹所產生的二氧化碳總排放量，而今年我們會把管理層和一般員工所產生的二氧化碳總排放量也計算在內；及本公司使用運輸工具所產生的二氧化碳總排放量為18,572千克(二零一八年：20,887千克)，下降11%是由於減少使用私家車。展望未來，公司計劃將整體航空運輸和汽車使用率保持在較低水平，以將總排放量保持在最低水平。我們的整體目標是持續減少每年的整體二氧化碳排放量。

# Environmental, Social and Governance Report

## 環境、社會及管治報告書

### *Hazardous waste*

Although our Company produces limited hazardous waste, we dispose of items such as florescent tubes, batteries, waste electrical and electronic equipment and general office equipment responsibly. As necessary, we hire specialist contractors and waste collectors to handle the recycling and manage the removal of such wastes.

### *Non-hazardous waste*

Our non-hazardous waste consists of general office waste produced at the Company. To ensure our waste disposal methods are in-line with local regulations, we utilise professional cleaning service providers and contractors to handle this waste. When possible, our general office waste is recycled, reused and repurposed to paper, plastic, glass, metal and waste products. In 2019, a new aluminium cans and plastic bottles recycling initiative was introduced to save CO<sub>2</sub> emissions of 0.026 kg per plastic bottle and 0.30 kg per metal can. This recycling scheme saved a total 15.93 kg (2018: 5.5kg) of CO<sub>2</sub> for the year. Our aim is to recycle as much as possible and reduce CO<sub>2</sub> emissions in both hazardous and non-hazardous wastes annually.

## A2. Use of Resources

We measure our environmental impact in terms of resource consumption against these major categories: (1) electricity, (2) paper usage, (3) packaging and waste, and (4) water usages. The resources used by the Group consist primarily of the electricity, paper, waste packaging and water consumed at the office.

In terms of the overall electricity usage, the Company takes energy saving measures with LED lighting and light zoning. During the year ended 31 December 2019, the total CO<sub>2</sub> emission generated from electricity consumption by the Company was 41,148 kg (2018: 40,244 kg), which generated a slightly increase of 2%.

### *有害廢棄物*

儘管本公司產生的有害廢棄物相當少，我們仍需要以負責任的方式處置光管、電池、廢電器及電子產品及一般辦公室設備等物品。於必要時，我們會聘用專業承辦商及廢物收集商，負責回收和處理這類廢棄物。

### *無害廢棄物*

我們的無害廢棄物包括本公司所產生的一般辦公室廢物。為了確保我們的廢棄物處理方式符合本地法規，我們聘請專業的清潔服務供應商及承辦商處理這類廢物。於可行情況下，一般辦公室廢棄物相應地被回收，再利用並相應地用於紙張、塑料、玻璃、金屬和廢棄物。於二零一九年，我們推出一項新的鋁罐及塑料瓶循環再用舉措，將每個塑料瓶及金屬罐的二氧化碳排放量分別減少0.026千克及0.30千克。該循環再用計劃於本年度成功減少共15.93千克(二零一八年：5.5千克)的二氧化碳排放量。我們的目標是每年通過循環再用措施減少有害及無害廢棄物的二氧化碳排放量。

## A2. 資源的使用

我們用以下主要類別的資源消耗來衡量我們對環境的影響：(1)電力、(2)紙張使用、(3)包裝和廢棄物，以及(4)用水。本集團使用的資源主要包括辦公室消耗的電力、紙張、廢物包裝以及水。

在整體用電方面，公司採用節電措施，配備LED照明和分區功能。截至二零一九年十二月三十一日止年度，本公司用電量所產生的二氧化碳總排放量為41,148千克(二零一八年：40,244千克)，輕微增加了2%。

# Environmental, Social and Governance Report

## 環境、社會及管治報告書

The Group continues to practice paper saving techniques, such as double-sided printing, 2 pages per side printing, black and white outputs, and print-job tracking to encourage minimizing printing.

The Group has also implemented the collection of waste paper for effective recycling. The total CO<sub>2</sub> emissions generated from the paper consumption by the Company was 476 kg (2018: 516 kg). With our overall paper saving incentive, such as all departments of the Group are also advised to handle documents electronically (except formal documents which are required to be prepared in hard copies), our printers are set to default duplex and employees are encouraged to use both sides of the paper, we have been able to save a total of 306 kg (2018: 415 kg) of CO<sub>2</sub> emissions.

The Group orders reusable 5-gallon containers for our water consumption to minimize waste from individual plastic, metal and glass containers.

### Electricity

- |                                |  |
|--------------------------------|--|
| 1) Efficient lighting          | LED and energy efficient lighting installed over the office area   |
| 2) Electricity zoning          | Air conditioning and light zoning arrangements in office to reduce unnecessary energy waste  |
| 3) Light and electricity usage | Turn off all equipment and lighting in the office when not in use and utilise low-power state and energy saving options when equipment is idle |

本集團繼續採取多項節省用紙措施，例如雙面打印、單面雙頁打印、黑白列印輸出及設置打印跟蹤記錄以鼓勵盡量減少打印。

本集團亦進行廢紙回收作循環再用。本公司耗紙量所產生的二氧化碳排總排放量為476千克(二零一八年：516千克)。憑藉本集團各種節約紙張的激勵措施，例如所有部門以電子方式處理文件(但須以硬拷貝編製的正式文件除外)，辦公室之印刷機已被設定為雙面印刷，並鼓勵員工使用多頁列印，我們已經能夠節省總共306千克(二零一八年：415千克)的二氧化碳。

本集團訂購5加侖桶裝水，以盡量減少個別塑料、金屬及玻璃容器廢棄物。

### 電力

- |             |   |
|-------------|---|
| 1) 有效能源照明系統 | 辦公室範圍裝設LED及有效能源照明系統                     |
| 2) 系統分區     | 為減少沒必要之能源浪費，辦公室之照明及冷氣系統會分區安裝            |
| 3) 光和電的使用   | 在不使用時會關閉辦公室的所有設備和照明設備，並在設備閒置時使用低電量和節能模式 |

# Environmental, Social and Governance Report

## 環境、社會及管治報告書

<i>Paper</i>		<i>紙張</i>	
1) Duplex printing	Office printing defaults set to duplex to reduce paper wastage	1) 印刷	所有辦公室之印刷機均已被設定為雙面印刷，以減少紙張浪費
2) Black and white printing	Default black and white printed output to reduce dependency on colour toner cartridges	2) 列印輸出	印刷機均已被設定為黑白列印輸出，以減少對彩色碳粉盒的依賴
3) Multiple-page printing	Print from 2 to 4 pages per side to reduce paper and ink usage	3) 雙面列印／多頁列印	印刷機均已被設定為雙面／多頁印刷，用於跟蹤以減少紙張和墨水的用量
4) Print tracking	Printing is tracked by user to encourage minimising excessive usage	4) 識別列印	每個用戶設置識別列印，以防止過度使用
5) Printing quotas	Monthly printing quotas are reviewed in order to keep printing within or below these thresholds	5) 列印配額	每月設置印刷配額，為保持在或低於這些設定值
6) Recycled papers	Recycled papers are collected to be reused for printing	6) 環保紙使用	所有環保紙會被收集及再用於印刷
7) Recycled envelopes	Recycled envelopes are reused for non-private and non-confidential information mailings	7) 環保信封	環保信封會在一些非私隱及保密之文件郵遞
8) Electronic communications	Communications through electronic channels instead of hard copies or printed correspondences	8) 電子通訊	電子渠道取代日常工作上之紙本通訊版本
9) Facsimiles	All facsimile communications are completed electronic, without the need for any paper consumption and are delivered directly to users' mailboxes	9) 傳真	所有傳真通信都以電郵方式完成，沒有任何紙張消耗，並直接通過電子渠道傳送



# Environmental, Social and Governance Report

## 環境、社會及管治報告書

### *Packing and waste*

- 1) Packing materials Reuse packing materials for electronic equipment to reduce the need to purchase new packaging
- 2) Reuse and recycle products Reuse and recycle plastic, glass and paper products and bags for office procurement to prevent extra waste
- 3) Recycle bottles and cans Recycle and reuse plastic bottles and aluminium cans in office to reduce waste
- 4) Plastic take-away boxes Reuse plastic take-away boxes for food storage in the office
- 5) Garbage collection Garbage is collected in bulk in order to eliminate additional plastic bag wastes

### *Water*

- 1) Reduce water related wastage Minimise water usage and purchase bulk sized drinking water instead of individual bottles to prevent excess wastage

### *減少包裝和廢物*

- 1) 包裝材料 重用已用過之包裝物料作公司日常電子器材包裝及物流以取代購買新物料
- 2) 環保袋 本集團之日常辦公室之採購均鼓勵使用環保袋以減少額外膠袋使用
- 3) 回收瓶和罐 在辦公室回收和再利用塑料瓶和鋁罐以減少浪費
- 4) 塑料外賣盒 重用塑膠外賣盒以作辦公室食物及物料保存
- 5) 垃圾收集 散裝垃圾集中收集在大型垃圾桶，以減少額外塑料袋使用

### *用水*

- 1) 減少用水量 本集團之日常辦公室均採用大型桶裝飲用水而不是散裝瓶子，以避免浪費和減少用水量

# Environmental, Social and Governance Report

## 環境、社會及管治報告書

### A3. The Environment and Natural Resources

Due to the nature of the business, apart from the above-mentioned emissions and resources usage, the Group does not have any significant direct or indirect impact on the environment or on natural resources in the course of its operations. In the future, we aim to continue to stride for environmentally friendly measures and reduce wastes which storing internal and non-private/non-confidential documents in e-format or on the cloud instead of printing these and storing them, improving on the recycle and reuse policies for paper, plastic, glass, metal, water, and waste products, and using LED and energy efficient lighting installation and electricity usages.

## B. SOCIAL

### B1. Employment

The Group's success depends heavily on its ability of attract, retain and motivate talent in the competitive labour markets. Their development is a critical part of the Group's human capital. Attracting and strengthening the engagement of talent contribute to the sustainability of the Group. The Company's greatest asset is our employees who are essential to the continued success of the business. We strive to attract and retain talent by providing training and encouraging them to develop their full potential. Their personal development, mental health and work-life balance is carefully considered.

At the end of the reporting period, the Group's workforce totals 28 staff (2018: 30 staff) globally, of which males were 61% (2018: 67%) and females were 39% (2018: 33%). Full-time staff were 61% (2018: 70%) and consultants or part time staff were 39% (2018: 30%). The number of Hong Kong based staff was 54% (2018: 42%) and elsewhere was 46% (2018: 58%). The number of staff who were 50 years of age and over were 43% (2018: 64%) and staff who were under 50 years old were 57% (2018: 36%).

### A3. 環境與自然資源

基於業務性質，除了上述排放物及資源使用外，本集團於經營過程中對環境及天然資源並未構成重大的直接及間接影響。未來，我們的目標是繼續致力實行環境友善及減少浪費之措施，內部文件及非隱私或保密性文件以電子或雲端方式儲存以取代大用量之紙張印刷、加強紙張、塑料、玻璃、金屬、用水及所產生廢棄物的循環再用政策，以及裝設LED及有效能源照明及用電系統。

## B. 社會

### B1. 僱用

本集團之成功高度倚賴於高競爭力的勞動力市場吸引，保留及激勵人才。人才之發展成為本集團人力資本的重要部分。吸引人才及強化他們的參與性會有助於本集團的可持續發展。公司最大的資產是我們的員工，這對企業的持續成功至關重要。我們努力通過提供培訓並鼓勵他們發揮其全部潛力來吸引和保留人才。而人才之個人成長，精神健康及生活與工作的平衡亦為本集團所重視。

於本報告期末日，本集團在全球共有28名員工(二零一八年：30名員工)，其中男性佔61%(二零一八年：67%)，女性佔39%(二零一八年：33%)。全職員工佔61%(二零一八年：70%)，顧問或兼職員工佔39%(二零一八年：30%)。在香港的工作人員佔54%(二零一八年：42%)，在香港以外的佔46%(二零一八年：58%)。50歲以上員工佔43%(二零一八年：64%)，50歲以下員工佔57%(二零一八年：36%)。

# Environmental, Social and Governance Report

## 環境、社會及管治報告書

### B2. Health and Safety

To safeguard employees' occupational health and safety, the Group provides a safe, healthy and comfortable working environment and has complied with relevant rules and regulations. The Group offers its employees a comprehensive healthcare insurance coverage. This includes the appropriate vaccinations and precautions when travelling globally for business and meetings. We provide a healthy, relaxing and enjoyable workplace for our people to motivate their work engagements and commitments. The Company takes occupational safety as a major management responsibility and works hard to provide a safe and healthy work environment. During the year 2019, the Group did not experience any accident or work injury.

We have designated several recreational and nearby areas for simple exercises during the work hours. Moreover, a fully equipped pantry and kitchen area with different kinds of healthy foods and drinks are provided to our employees to revitalise them from their work tasks. We believe short relaxation breaks can boost the performance of daily work routines. Employees have a spacious work station in a modern office setting looking out to a sea horizon with mountains, which provides a serene workplace environment to help reduce work fatigue and stimulate higher work performance from our employees.

Work-life balance is an important goal for the Group and the Company caters to this accordingly. Keeping in touch with external news and updates allow employees to keep abreast of happenings in the community and globally. Specifically, as a broadcasting Company, multiple live-television and audio broadcasts are provided to our employees through the XingYun app, which connects employees with the outside environment. This connection stimulates creativity including new and dynamic ideas on sustainable development.

### B2. 健康和安

為保障員工的職業健康與安全，本集團竭力提供安全、健康及舒適的工作環境，並符合相關的規則及規例。本集團為員工提供全面的醫療保險。為激勵我們的員工及增強他們之歸屬感，這包括在全球商務和會議旅行時的適當疫苗接種和預防措施。我們提供一個健康、輕鬆及有趣的工作間。公司以職業安全為主要管理責任，努力為員工提供安全、健康的工作環境。二零一九年，本集團沒有發生任何重大意外或工傷事件。

我們在辦公室劃分一定休閒及康樂區域配備簡單的健身設施。再者，一個設備完善之茶水間以及供應完善之飲料及小食會為員工在繁忙的工作中回復過來。我們深信一個短暫但放鬆的小休時間會為員工帶來有效的表現。公司亦位於擁有180度海景開放式辦公室給予員工充足的辦公及放鬆活動空間從而提升工作效率。

員工之生活與工作的平衡為本集團首要目標。工作以外的社會時事及資訊更新是可以讓員工在工作時不會與其他生活關切之議題斷切。有見及此，本集團推出的「星雲視聽」應用軟件直播會在工作其間播放一系列之電視直播頻道給予員工作為放鬆及連繫外界資訊及周邊環境之橋樑。與外界保持溝通可以引發不同之創意亦是本集團所期望新的構思及可以用於多變的可持續發展上。

# Environmental, Social and Governance Report

## 環境、社會及管治報告書

Apart from the office, an agreeable collegiate environment has been established based on the interaction and socialisation amongst the staff. Routine gatherings and activities are held for enhancing communications between departments to form a productive and harmonious ecosystem. For example, teambuilding luncheons and dinners plus work-related gathering events, such as club events, are sponsored regularly throughout the year. Both formal and informal training sessions help to reinforce our corporate culture and boost employee morale.

### B3. Development and Training

We sponsor and encourage training, research and development and skill upgrading activities for our staff which benefits the Group by adding new ideas for future expansion. The Group provides a budget for external trainings for staff annually. In Hong Kong, the average number of hours per employee was 27.5 hours of training (2018: 25 hours), is an improvement of 10%, due to an increase focus on skills development, of which 50% were female (2018: 46%) and 50% were male (2018: 54%) and 50% (2018: 62%) were senior and middle management and 50% were staff (2018: 38% staff). Moreover, we sponsored and supported our staff to attend different kinds of conferences, exhibitions and meetings which related to our business. For example, professional industrial organisations and governing bodies held seminars for the employees to update their professional accreditations such as corporate governance, technical and technology exhibitions.

In the future, the Company will arrange functions and retreats for our staff to enhance their teamwork, and communication and interpersonal skills during the activities. For example, organising outdoor activities such as boat trips and similar activities for our staff to enrich their connections with each other in a casual environment outside of the workplace. Overall, we aim to correlate employees' skillsets to the right trainings, meetings, conferences and exhibitions for acquiring new skills and opportunities for the staff and the Group.

除了硬件配套，員工之間的互動及交流可以建立一個有趣的工作環境。本公司亦會定期舉辦員工聚會及活動以增進各個部門以至同事之間的交流從而建立一個和諧及富趣味之工作環境。例如，全年定期舉辦與各個部門之間的午餐聚會以及與工作相關的活動。這些正式和非正式的培訓有助於加強我們的企業文化並提升員工士氣。

### B3. 發展和培訓

我們鼓勵員工參與專業訓練及技術提升活動。這些活動可以為集團帶來新的構思及從而惠及公司未來之業務擴展。本集團每年為員工提供持續進修資助津貼。在香港，每位員工的發展和培訓平均時數為27.5小時(二零一八年：25小時)，比二零一八年改善了10%，這是由於集中了技術發展和培訓，其中50%為女性(二零一八年：46%)，50%為男性(二零一八年：54%)，50%為中高級管理人員(二零一八年：62%)，50%為員工(二零一八年：38%)。此外，我們贊助和支持員工參加與我們業務方面相關的各種會議，展起覽和會議。例如，專業行業組織和理事機構舉辦研討會，為員工更新其專業知識水平，如公司治理，技術和技術展覽。

未來，本公司將安排員工退修活動以提高團隊精神，溝通及人際技巧。例如安排工餘活動如遊船派對，行山及體育活動讓員工有一個離開辦公室親近大自然的機會。我們還致力於為員工配對合適之培訓，參加會議及展覽會為員工及集團爭取可持續發展的機會。

# Environmental, Social and Governance Report

## 環境、社會及管治報告書

### B4. Labour Standards

The Group fully understands that employing child labour and forced labour is a violation of basic human rights and international labour conventions and strictly prohibits the use of child labour and forced labour in our business operations. The Group has also complied with all relevant labour laws and regulations during the year and strives to create an environment of respect, integrity and fairness for our employees.

### B5. Supply Chain Management

Our commitment to maintaining the highest ethical and professional standards not only applies to our own business operations but also those of our suppliers and business partners. We aim to build trusting supply chain relationships as we work together to deliver quality services and products. We partner with respected and reputable companies which have a long-standing history with the business community. Any acts of bribery and corruption are strictly prohibited. We actively encourage our suppliers to adopt environmentally and socially responsible behaviour by enforcing our ESG commitments. Our purchasing and procurement decisions are integrated with social responsibility considerations in our supplier selection process.

### B6. Product Responsibility

The Group is committed to offering excellent and reliable services to our customers. As one of Asia's leading satellite operators, we aim to provide with consistency high-quality services that meet their current and future requirements. The products and services in which the Company provide are also scrutinised by our research and development and technical teams in order to comply with and satisfy all applicable laws and regulations regionally and globally. The Group is also committed to protecting the privacy of our customers and have taken certain steps to ensure our customer's personal data are protected against unauthorised use or disclosure. Personal data collected by the Group will be used or disclosed only in accordance with our Personal Data (Privacy) Policy and the Hong Kong Personal Data (Privacy) Ordinance.

### B4. 勞工標準

本集團充份明白到童工及強制勞工違反基本人權和國際勞工公約，因此嚴禁在業務經營中僱用童工及強制勞工。本集團於年內亦遵守所有相關勞工法例和規例，致力為員工締造尊重、誠信和公平的工作環境。

### B5. 供應鏈管理

我們致力維持最高道德及專業標準，這個承諾不僅應用於公司業務營運上，亦適用於我們的供應商及業務夥伴。我們致力與供應商建立信任，攜手合作，提供優質的服務及產品。我們與擁有悠久歷史具備尊敬和信譽良好的公司合作。我們嚴禁任何賄賂及貪污行為。我們讓供應商明白我們的企業社會責任承諾，以積極鼓勵及強化他們對環境及社會負責。我們的採購決策受規管，將社會責任列入選擇供應商過程的考慮因素。

### B6. 產品責任

本集團承諾為客戶提供卓越及可靠的服務。作為亞洲具領導地位的衛星營運商，我們致力向客戶提供持續高水準的服務，滿足他們現時及未來的要求。公司提供的產品和服務由有豐富經驗的研究和開發團隊進行審查，以遵守所有必要的法律和既定的區域和全球法規。本集團亦致力保護客戶的私隱，並且採取若干措施，保障客戶的個人資料不受未經授權的使用或披露。本集團所收集的個人資料只會在符合公司的私隱政策聲明及香港個人資料(私隱)條例的規定下使用或披露。

# Environmental, Social and Governance Report

## 環境、社會及管治報告書

### B7. Anti-Corruption

The Group values and upholds integrity, fairness, transparency and accountability. There was no corruption and fraud identified. Anti-bribery and anti-corruption standards are important parts of the Group's policies and operating practices which are reinforced by our employees and communicated to key stakeholders who had dealings with the Group. The Group's whistle-blowing policies apply to all stakeholders including employees, shareholders, customers and suppliers. The whistle-blowing mechanisms allow stakeholders to report suspected misconduct, malpractices or fraudulent activities with confidence. Cases reported are followed up independently and all cases are reported by the Group's internal audit function to the Audit Committee and executive management. We expect to maintain the highest standard of values and integrity in the anti-corruption policies and update it with the latest news of any anti-corruption regulations and laws to our employees. During the year, the Group was not aware of any breach of laws and regulations that have a significant impact on the Group relating to anti-corruption.

### B8. Community Investment

Caring for the society and taking suitable action by acting as a corporate citizen build up meaningful and supportive relationships within the communities which we serve. Our corporation values education as it is the foundation to building up innovative and meaningful communities which fosters the education cycle again in society. We sponsored different higher education institutions such as Pomona College USA and United World College USA and research and development partnerships for improving their education quality to foster talent for the technology industry and even for the whole community. Specifically, we established the CMMB Vision-University of Washington Joint Research Centre on Satellite Multimedia and Connected Vehicles with the University of Electronic Science & Technology of Electrical Engineering in Seattle, and also the Joint-Laboratory with the University of Electronic Science & Technology and the Telematics Industry Applications Alliance in China which is dedicated to satellite-LTE integrated multimedia services. Locally in Hong Kong, we also supported and sponsored other groups, such as the 2019 World Rowing Coastal Championship, as part of our investment in the community to foster an active lifestyle and fair competition.

### B7. 反貪污

本集團重視及持守誠實、公平、透明及承擔責任，絕不容忍貪污和欺詐。反賄賂及反貪污標準均乃集團政策及營運常規之重要部分，僱員必須嚴格遵守，並向與集團交易的利益相關人士清楚表明。集團之舉報政策適用於所有利益相關人士，包括員工、股東、客戶及供應商，相關人士可在保密情況下舉報懷疑不當、舞弊或欺詐行為。個案均獲獨立跟進，並由集團之內部審計部門向審計委員會及行政管理層匯報。我們會繼續保持反貪污的警覺性及執行相關措施並隨時向員工發放及更新防止賄賂的法例及法律資訊。年內，本集團並不知悉任何違反對本集團有關反貪的重大影響的法律及法規。

### B8. 社區投資

關心社區及採取相應之行動是作為企業公民用以與所在之社區建立有意義及正面性的關係。我們重視年輕人的教育及明白教育是建立創新性及有意義的社區和社會，所以我們資助不同的高等教育學府例如波莫納學院和美國世界聯合學院及研發夥伴關係以改善教育質素以至培育相關的行業人才乃至整個社會。如本集團與西雅圖的華盛頓大學電機工程學院建立了中播一華大共同研發中心，共同從事衛星多媒體和車聯網領域的尖端技術研發。亦與中國電子科技大學及車載資訊服務產業應用聯盟簽署協議，在中國成都共同成立衛星移動車聯網多媒體技術「聯合實驗室」，進一步推動衛星廣播和移動互聯網的融合。於香港本地，我們支持和讚助團體，例如2019年世界海岸賽艇錦標賽，作為我們對社區投資的一部分，尤其是政府贊助的活動，因為這些團體為整體公眾提供寶貴的資源。

# Environmental, Social and Governance Report

## 環境、社會及管治報告書

### FIGHT AGAINST COVID-19

In late January 2020, the Group started to fight the epidemic. We formed an epidemic response team from various departments to facilitate the Group's epidemic response work.

By issuing the "Notice to All Staff", the Group specified management and control requirements and precautions during the epidemic. The Company promote epidemic prevention knowledge during Epidemic Prevention to ensure effective implementation of epidemic precautionary actions. Some of the highlighted epidemic precautionary measures are as follows:

#### Work from home requests:

- If you have recently returned from areas with a high number of COVID-19 cases (based on World Health Organization <https://www.who.int/announcements>), we'll ask you to work from home for 14 calendar days, and return to the office only if you are fully asymptomatic. You will also be asked not to come into physical contact with any colleagues during this time.
- If you need to provide care to a family member infected by COVID-19, request work from home. You'll only be permitted to return to the office 14 calendar days after your family member has fully recovered, provided that you're asymptomatic or you have a doctor's note confirming you don't have the virus. You will also be asked not to come into physical contact with any colleagues during this time.

#### Traveling/commuting measures:

- All work trips and events — both domestic and international — will be cancelled/postponed until further notice.
- In-person meetings should be done virtually where possible, especially with non-company parties.
- If you are planning to travel voluntarily to a high-risk country with increased COVID-19 cases, we'll ask you to work from home for 14 calendar days after the trip. You will also be asked not to come into physical contact with any colleagues during this time.

### 抗戰新型冠狀病毒肺炎

本公司於二零二零年一月下旬打響疫情防控攻堅戰。我們成立防疫應急小組，各部門員工有序推進集團的防疫工作。

通過發佈《致全體員工通知》，明確疫情期間的管控規定和注意事項，以宣傳防疫知識和確保防疫工作的有效實施。防疫措施細則列舉如下：

#### 在家工作請求：

- 如果你最近由 COVID-19 病例數量眾多的地區返回(根據世界衛生組織 <https://www.who.int/> 公告)，我們會要求您在家工作14天，只有在你完全無症狀的情況下才能返回辦公室。在此期間，請不要與任何同事進行密切接觸。
- 如果你需要為 COVID-19 受感染的家庭成員提供看護，請申請在家工作的請求。在你的家庭成員完全康復之後14天，你才能返回辦公室，前提是您沒有症狀，或者有醫生的病歷證明您沒有病毒。在此期間，請不要與任何同事進行密切接觸。

#### 旅行／通勤措施：

- 所有國內同國際的商務會議和活動都將被取消／推遲，直至另行通知。
- 應儘可能進行視頻會議，避免進行面對面會議，特別是與非公司合作伙伴。
- 如果你計劃自願前往 COVID-19 病例增加的高風險國家／地區，我們會要求您在家工作14天。在此期間，不要與任何同事進行密切接觸。

# Environmental, Social and Governance Report

## 環境、社會及管治報告書

### FUTURE DEVELOPMENTS

Meeting and exceeding our ESG sustainability achievements are supported by directors, management and employees within the Group as we continue to achieve our goals and meet stakeholders' expectations. Continuous motivation for our talents to reach for higher achievements, build up harmonious relationships amongst our stakeholders and serve our community with meaningful and constructive relationships are key attributes we strive for. In the coming 12 months, the Group will focus on several aspects to achieve higher sustainability including environment preservation, talent development, society and community involvement. The sustainability of the Group's ESG policies will be carefully considered when pursuing our future business endeavours. The Group has and will continue to cultivate a culture of caring for our environment, people and community.

### 未來發展

為繼續達成我們集團於自身，人才及其他重要持分者之可持續發展的目標，我們會繼續激勵我們的人才，與持分者及所服務之社區建立和諧及有意義的關係。於未來十二個月，本集團會聚焦於環境，人才發展，社會及社區支援方面以達至更高的可持續性。本集團會繼續培育可持續發展文化，肩負起對環境，員工及社區的責任，集團及整體重要持份者的可持續性是可預見的。



# Directors' Report

## 董事會報告書

The directors present their annual report and the audited consolidated financial statements of the Company and its subsidiaries (hereinafter collectively referred to as the "Group") for the year ended 31 December 2019.

### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The activities of its principal subsidiaries are set out in note 37 to the consolidated financial statements.

### BUSINESS REVIEW

A review of the business of the Group during the year, an analysis of the Group's performance during the year using financial key performance indicators, a discussion on the Group's future business development and a description of possible risks and uncertainties that the Group may be facing are provided in the Chairman's Statement and Management Discussion and Analysis on pages 5 to 6 and pages 7 to 18 of the annual report respectively. The financial risk management objectives and policies of the Group can be found in notes 6 and 7 to the consolidated financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2019 are set out in the consolidated statement of profit or loss and other comprehensive income.

### DIVIDEND

The directors did not recommend the payment of a final dividend for the year ended 31 December 2019.

### MAJOR CUSTOMERS AND SUPPLIERS

During the year, the largest and the five largest customers of the Group accounted for approximately 44% and 99% of the Group's revenue, respectively.

At no time during the year did a director, an associate of a director or any shareholders (which to the knowledge of the directors had more than 5% interests in the Company) had an interest in any of the Group's five largest customers or suppliers.

### FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for the last five financial years is set out on page 4 of the annual report.

董事會呈報其年報及本公司及其附屬公司(統稱「本集團」)截至二零一九年十二月三十一日止年度的經審核綜合財務報表。

### 主要業務

本公司為一家投資控股公司，其附屬公司的業務載於綜合財務報表附註37。

### 業務審視

有關本集團年內業務的審視、以財務關鍵表現指標分析本集團年內表現的集團財務摘要、對集團未來業務發展的論述及有關本集團可能面對的風險及不明朗因素的描述均載於本年報第5至6頁的主席報告及第7至18頁的管理層討論及分析。本集團財務風險管理的目標及政策刊載於綜合財務報表附註第6項和第7項。

### 業績及分配

本集團截至二零一九年十二月三十一日止年度的業績載於綜合損益及其他全面收益表內。

### 股息

董事並不建議就截至二零一九年十二月三十一日止年度宣派任何股息。

### 主要客戶和供應商

年內，本集團最大及五大客戶分別佔本集團營業額約44%及99%。

本年度內，董事，董事之聯繫人士或任何股東(據董事所深知，本公司擁有超過5%權益)既無於本集團任何五大客戶或供應商擁有任何權益。

### 五年財務概要

本集團過去五個財政年度業績及資產負債概要載於年報第4頁。

## PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

Details of the movements during the year in the property, plant and equipment and intangible assets of the Group are set out in notes 17 and 18 to the consolidated financial statements respectively.

## SUBSIDIARIES

Details of the Company's principal subsidiaries at 31 December 2019 are set out in note 37 to the consolidated financial statements.

## CONVERTIBLE NOTES

Details of the convertible notes at 31 December 2019 are set out in note 27 to the consolidated financial statements.

## SHARE CAPITAL

Details of the share capital of the Company for the year ended 31 December 2019 are set out in note 28 to the consolidated financial statements.

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## DISTRIBUTABLE RESERVES OF THE COMPANY

The Company did not have in aggregate reserves available for distribution to the shareholders as at 31 December 2019. Under the Companies Law Chapter 22 of the Cayman Islands, the share premium of the Company amounted to approximately US\$39,758,000 as at 31 December 2019 is available for distributions to the shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.

## 物業、廠房及設備及無形資產

有關本集團物業、廠房及設備以及無形資產的年內變動詳情分別載於綜合財務報表附註17和18。

## 附屬公司

於二零一九年十二月三十一日本公司附屬公司的詳情載於綜合財務報表附註37。

## 可換股票據

於二零一九年十二月三十一日本公司可換股票據的詳情載於綜合財務報表附註27。

## 股本

本公司截至二零一九年十二月三十一日止年度的股本詳情載於綜合財務報表附註28。

年內，本公司及其附屬公司並無購入、出售或贖回任何本公司的上市證券。

## 本公司可供分派儲備

於二零一九年十二月三十一日，本公司並無可供分派予股東的儲備。根據開曼群島公司法第22章，本公司於二零一九年十二月三十一日之股份溢價約39,758,000美元，可向股東作出分派，惟緊隨建議支付分派或股息當日後，本公司必須於日常業務過程中如期清償其債務。

# Directors' Report

## 董事會報告書

### DIRECTORS

The directors of the Company during the year and up to the date of this report were:

#### Executive Directors

Mr. WONG Chau Chi (*Chairman*)

Dr. LIU Hui (*Vice-Chairman*)

#### Non-executive Directors

Mr. CHOU Tsan-Hsiung

Mr. YANG Yi

#### Independent Non-executive Directors

Dr. WANG Wei-Lin

Dr. LI Shan

Dr. LI Jun

In accordance with Article 108(A) of the Articles, at each annual general meeting ("AGM") one third of the directors for the time being shall retire from office by rotation provided that every director shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. CHOU Tsan-Hsiung, Dr. LI Shan and Dr. LI Jun will retire from the office and, being eligible, offer themselves for re-election at the forthcoming AGM of the Company.

A circular containing an explanatory statement on the Company repurchasing its shares, the biographical details of the director candidates and the notice of AGM will be sent to shareholders of the Company.

### DIRECTORS' SERVICE CONTRACTS

None of the directors has a service contract with the Company or any of its subsidiaries which is not terminable by the Group within one year without payment of compensation (other than statutory compensation).

### 董事

年內及直至本報告刊發日期，公司董事為：

#### 執行董事

黃秋智先生(主席)

劉輝博士(副主席)

#### 非執行董事

周燦雄先生

楊毅先生

#### 獨立非執行董事

王偉霖博士

李山博士

李珺博士

根據細則第108(A)條，三分之一董事須於每屆股東週年大會上(「股東周年大會」)輪席告退，各董事每三年須最少輪席退任一次。因此，周燦雄先生、李山博士及李珺博士將退任，符合資格並願意於應屆股東週年大會上膺選連任。

載有關於本公司購回股份的說明函件、董事候選人履歷及股東週年大會通告的通函將寄發予本公司股東。

### 董事服務合約

概無董事與本公司或其任何附屬公司訂立本集團在不支付賠償(法定賠償除外)的情況下不可於一年內終止的服務合約。

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND SHARE OPTIONS

As at 31 December 2019, 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 any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

#### Ordinary shares

Name of director 董事姓名	Name of corporation 法團名稱	Capacity/nature of interest 身份／權益性質	Total number of ordinary shares 普通股總數	Approximate percentage of shareholding 持股概約百分比
Mr. WONG Chau Chi	The Company	Interest of controlled corporation (note)	39,003,500	20.63%
黃秋智先生	本公司	受控制公司權益 (附註)	39,003,500	20.63%

Note: These shares are registered under the name of Chi Capital, a company wholly owned by Mr. WONG Chau Chi, who was the sole shareholder and director of Chi Capital; and Chi Capital Securities Limited, a wholly-owned subsidiary of Chi Capital. Under the SFO, Mr. WONG Chau Chi was deemed to be interested in all the shares held by Chi Capital and its subsidiary.

All the interests disclosed above represent long positions in the shares and underlying shares of the Company.

Other than as disclosed above, none of the directors, chief executives of the Company or their associates had any interests or short positions, whether beneficial or non-beneficial, in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 31 December 2019 as required to be recorded in the register maintained by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### 董事和主要行政人員擁有的股份及購股權權益

於二零一九年十二月三十一日，本公司董事及主要行政人員擁有記錄於本公司根據證券及期貨條例（「證券及期貨條例」）第352條存置的登記冊或根據標準守則知會本公司及聯交所的本公司或其任何相聯法團（定義見證券及期貨條例第XV部）股份、相關股份及債券的權益及淡倉如下：

#### 普通股

附註：該等股份以Chi Capital及Chi Capital Securities Limited（Chi Capital的全資附屬公司）的名義登記。Chi Capital為黃秋智先生全資擁有的公司，而彼為Chi Capital的唯一股東兼董事。根據證券及期貨條例，黃秋智先生被視為擁有Chi Capital及其附屬公司持有的所有股份中擁有權益。

上述披露的所有權益均為於本公司的股份及相關股份的好倉。

除上文所披露者外，於二零一九年十二月三十一日，概無本公司董事、主要行政人員或彼等的聯繫人於任何本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中擁有任何實益或非實益權益或淡倉而須記錄於本公司根據證券及期貨條例第352條存置的登記冊或根據標準守則知會本公司及聯交所。

# Directors' Report

## 董事會報告書

### SHARE OPTION SCHEME

The Company granted 54,956,892 share options on 17 May 2019 to certain consultants for the purpose of fund raising activities, development of CMMB Business and seeking for new investment opportunities in CMMB Business.

As a result of the share consolidation which was effective on 12 November 2019, the exercise price per share and number of outstanding share options granted on 17 May 2019 were adjusted from HK\$0.075 to HK\$1.50 and from 54,956,892 options to 2,747,844 options respectively.

As at 31 December 2019, the Company had 2,747,844 share option outstanding under the Share Option Scheme, representing approximately 1.45% of the issued share capital of the Company as at the end of the reporting period.

As a result of the rights issue on the basis of one rights share for every two existing shares in issue on the record date at the subscription price of HK\$0.65 per Rights Share ("Rights Issue") which was completed on 11 March 2020, the exercise price per share and number of outstanding share options granted on 17 May 2019 were further adjusted from HK\$1.50 to HK\$1.516 and from 2,747,844 options to 2,718,843 options respectively subsequent to the end of the reporting period.

Details of the share options outstanding as at the date of this report are as follows:

### 購股權計劃

本集團於二零一九年五月十七日向若干顧問授出54,956,892股購股權，作為融資項目、發展CMMB業務及尋求CMMB業務的新投資機會為目的。

因股份合併於二零一九年十一月十二日生效，故於二零一九年五月十七日授出之尚未行使購股權之每股行使價從0.075港元調整至1.50港元，數目從54,956,892股調整至2,747,844股。

於二零一九年十二月三十一日，本公司根據購股權計劃尚有2,747,844股購股權尚未行使，於報告期末日約佔本公司已發行股本約1.45%。

於報告期末後，因本公司按於記錄日期每持有兩股已發行股份可獲發一股供股股份的基準，根據供股以認購價每股供股股份0.65港元（「供股」）於二零二零年三月十一日完成，故於二零一九年五月十七日授出之尚未行使購股權之每股行使價從1.50港元再調整至1.516港元，數目從2,747,844股再調整至2,718,843股。

於本報告日期尚未行使之購股權詳情如下：

Holders	Grant date	Exercisable from	Exercisable until	Adjusted exercise price per Share	Adjusted number of outstanding share options
持有人	授出日期	行使期開始	行使期結束	每股經調整行使價 (HK\$) (港元)	經調整未行使購股權數目
Consultant A	17 May 2019	17 May 2019	16 May 2022	1.516	1,432,563
顧問A	二零一九年五月十七日	二零一九年五月十七日	二零二二年五月十六日		
Consultant B	17 May 2019	17 May 2019	16 May 2022	1.516	643,140
顧問B	二零一九年五月十七日	二零一九年五月十七日	二零二二年五月十六日		
Consultant C	17 May 2019	17 May 2019	16 May 2022	1.516	643,140
顧問C	二零一九年五月十七日	二零一九年五月十七日	二零二二年五月十六日		
Total:					2,718,843
總計：					

Details of the terms and conditions of the Share Option Scheme of the Company are set in note 29 to the consolidated financial statements.

本公司之購股權計劃條件及條款詳情載於本綜合財務報表附註29。

### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company or any of its subsidiaries, a party to any arrangements to enable the directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### 購買股份或債券的安排

在年內任何時間，本公司或其任何附屬公司從未作為促使董事以收購本公司或任何其他法人團體的股份或債券的方式收購利益的任何安排的其中一方。

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENT OR CONTRACTS

Except as disclosed in note 33 to the consolidated financial statements, no contracts of significance to which the Company or any of its subsidiaries was a party and in which a director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 董事於交易、安排或合約的權益

除綜合財務報表附註33披露外，概無重大合約為本公司或其任何附屬公司作為訂約方，而同時董事直接或間接擁有重大權益，且於年度終結或年內任何時間存續。

### SUBSTANTIAL SHAREHOLDERS

As at 31 December 2019, the register of the Company's substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain directors or chief executives of the Company, the following shareholders had notified the Company of their relevant interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporation.

### 主要股東

於二零一九年十二月三十一日，本公司根據證券及期貨條例第336條存置的主要股東登記冊顯示，除上述就本公司若干董事或主要行政人員披露的權益外，以下股東已知會本公司擁有本公司或其任何相聯法團的股份、相關股份及債券的相關權益及淡倉。

Name of shareholder 股東名稱	Capacity/nature of interest 身份／權益性質	Number of ordinary shares 普通股數目 (note 1) (附註1)	Percentage of the issued share capital 已發行股本百分比
Chi Capital	Beneficial owner (note 2)	36,915,500 (L)	19.53%
Chi Capital	實益擁有人(附註2)	36,915,500 (L)	19.53%
Chi Capital Securities Limited	Beneficial owner (note 2)	2,088,000 (L)	1.10%
Chi Capital Securities Limited	實益擁有人(附註2)	2,088,000 (L)	1.10%
Mr. WONG Chau Chi	Interest of controlled Corporation (note 2)	39,003,500 (L)	20.63%
黃秋智先生	受控制公司權益(附註2)	39,003,500 (L)	20.63%

# Directors' Report

## 董事會報告書

### Notes:

1. The letter "L" denotes the persons' long positions in the shares.
2. These shares are registered under the name of Chi Capital, a company wholly owned by Mr. WONG Chau Chi, who was the sole shareholder and director of Chi Capital; and Chi Capital Securities Limited, a wholly-owned subsidiary of Chi Capital. Under the SFO, Mr. WONG Chau Chi was deemed to be interested in all the shares held by Chi Capital and its subsidiary.

Other than as disclosed above, the Company has not been notified of any other person (other than a director or a chief executive of the Company) who had an interest or a short position in any shares, underlying shares and debentures of the Company or its associated corporations as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO as at 31 December 2019.

### CONNECTED TRANSACTIONS

Neither the Group nor the Company has any connected transactions and/or continuing connected transactions as defined under Chapter 14A of the Listing Rules during the year. The related party transactions disclosed in note 33 to the consolidated financial statements are exempted continuing connected transactions.

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

The Company is empowered by the applicable Cayman Islands Companies Law and the Articles of the Association to repurchase its own shares subject to certain restrictions and the Board may only exercise this power on behalf of the Company subject to any applicable regulations imposed from time to time by the Stock Exchange. There was no purchase, sale, redemption or writing-off by the Company or any of its subsidiaries, of the Company's listed shares during the year ended 31 December 2019.

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

Except as disclosed, during the year, none of the directors had any interests in a competing business to the Group which was required to be disclosed pursuant to Rule 8.10 of the Listing Rules.

### EMOLUMENT POLICY

The Group's emolument policy is designed to attract, retain and motivate talented individuals to contribute to the success of its business. The emolument policy of the employees of the Group is formulated and reviewed by management on the basis of their merit, qualifications and competence.

### 附註：

1. 「L」指該等人士於股份的好倉。
2. 該等股份以Chi Capital及Chi Capital Securities Limited (Chi Capital的全資附屬公司)的名義登記。Chi Capital為黃秋智先生全資擁有的公司，而彼為Chi Capital的唯一股東兼董事。根據證券及期貨條例，黃秋智先生被視為擁有Chi Capital及其附屬公司持有的所有股份中擁有權益。

除上文披露者外，本公司並不知悉任何其他人士(本公司董事或主要行政人員除外)於二零一九年十二月三十一日在本公司根據證券及期貨條例第336條規定存置的股東名冊中記錄的本公司或其相聯法團任何股份、相關股份及債券中擁有權益或淡倉。

### 關連交易

在本年度內，本集團及本公司概無任何上市規則第十四A章所界定的關連交易及／或持續關連交易。綜合財務報表附註33披露的關連人士交易為豁免持續關連交易。

### 購買、出售或贖回本公司股份

根據適用的開曼群島公司法和章程細則，本公司可在若干限制下購回其本身股份，惟董事會代表本公司行使該項權力時，必須符合聯交所不時實施的任何適用規定。於截至二零一九年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售、贖回或撤銷本公司的上市股份。

### 董事的競爭業務權益

年內，概無董事於本集團競爭業務中擁有根據上市規則第8.10條須予披露的任何權益(除已披露者外)。

### 薪酬政策

本集團之薪酬政策旨在吸引、挽留及鼓勵有才之士為本集團業務之成功作出貢獻。本集團僱員之薪酬政策乃由管理層按彼等之功績、資歷及勝任能力而制定及檢討。

The emoluments of the directors and the senior management of the Group are decided by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

The Company currently has a Share Option Scheme as an incentive to directors, executives and any other eligible persons, details of which are set out in note 29 to the consolidated financial statements.

The Group operates a mandatory provident fund ("MPF") scheme under the rules and regulations of the MPF Schemes Ordinance for all its employees in Hong Kong. All the employees of the Group in Hong Kong are required to join the MPF scheme. Contributions are made based on a percentage of the employees' salaries and are charged to the consolidated statement of profit or loss as they become payable in accordance with the rules of the MPF scheme. The assets of the MPF scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF scheme. No forfeited contribution is available to reduce the contribution payable in the future years as at 31 December 2019. During the year, the total amounts contributed by the Group to the schemes and costs charged to the consolidated statement of income or loss represent contributions payable to the schemes by the Group at designated rates according to the rules of the schemes.

### PERMITTED INDEMNITY PROVISION

The directors shall be indemnified against all losses and liabilities which they may incur in connection with their duties. The Company has arranged the appropriate directors and officers liability insurance coverage for the directors and officers of the Group.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

### TAX RELIEF AND EXEMPTION

The Company is not aware of any holders of securities of the Company who are entitled to any tax relief or exemption by reason of their holding of such securities.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the best knowledge of the directors, as at the latest practicable date prior to the issue of this annual report, the directors consider that the Company has maintained a sufficient public float as required under the Listing Rules, throughout the year ended 31 December 2019.

本集團的董事及高級管理層的酬金乃由薪酬委員會視乎集團的業績、個人表現及市場統計比較而決定。

本公司現行有購股權計劃以獎勵董事，行政人員及任何合資格人士，其詳細資料載於綜合財務報表附註第29項。

本集團根據強制性公積金（「強積金」）計劃條例之規則及規例為其所有香港僱員設立一項強積金計劃。本集團所有於香港的僱員均須加入強積金計劃。供款按僱員薪金的某一百分比作出，並根據強積金計劃之規則於應予支付時在綜合損益及其他全面收益表扣除。強積金計劃之資產與本集團的其他資產分開處理，由一獨立管理之基金持有。向強積金計劃供款時，本集團僱主供款將全數歸屬於僱員所有。於二零一九年十二月三十一日，並無沒收之供款以供來年扣減應付供款。本年度，本集團向計劃供款總額及於綜合收益表扣除之成本，代表本集團根據計劃規則按指定比率向計劃應付之供款數額。

### 獲准許的彌償條文

董事就履行其職務而引致任何損失或責任，均有權獲得賠償。本公司有為本集團董事及高級職員安排恰當的董事及高級職員責任保險。

### 優先認購權

細則或開曼群島法律並無載入有關優先認購權的條文，規定本公司須按比例基準向現有股東發售新股。

### 稅項減免及豁免

據本公司所知，本公司證券持有人並無因持有有關證券而享有任何稅項減免或豁免。

### 足夠的公眾持股量

於本年度報告書刊發日期前的最後可行日期，根據本公司可從公開途徑取得的資料，以及據董事所知，董事認為，本公司已按照上市規則的規定維持足夠公眾持股量截至二零一九年十二月三十一日止。



# Directors' Report

## 董事會報告書

### EVENT AFTER THE REPORTING PERIOD

On 11 March 2020, the Company raised approximately HK\$24,700,000 (equivalent to approximately US\$3,145,000) before expenses by way of issuance of 37,984,428 new shares pursuant to the Rights Issue. Details of the rights issue are set out in the prospectus and the announcement dated 18 February 2020 and 10 March 2020 respectively.

### CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive directors an annual confirmation of independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange. The Company considers all of the independent non-executive directors are independent.

### AUDITOR

The consolidated financial statements for the year ended 31 December 2019 have been audited by HLM CPA Limited, who will retire and being eligible, offer themselves for re-appointment. A resolution will be proposed in the forthcoming AGM to re-appoint HLM CPA Limited as auditor of the Company.

For and on behalf of the Board

**WONG Chau Chi**

*Chairman*

Hong Kong, 30 March 2020

### 報告期末後事項

於二零二零年三月十一日，本公司根據供股發行37,984,428股新股份，籌集約24,700,000港元(扣除開支前)(約3,145,000美元)。詳情請參閱本公司載於二零二零年二月十八日之供股章程及二零二零年三月十日之公告。

### 確認獨立性

本公司已收到每位獨立非執行董事根據聯交所之證券上市規則第3.13條所規定的書面年度確認，確認其獨立性。本公司認為全部獨立非執行董事確屬獨立人士。

### 核數師

截至二零一九年十二月三十一日止年度的綜合財務報表已由恒健會計師行有限公司審核，其將退任並符合資格續聘。於應屆股東週年大會上將提呈決議案續聘恒健會計師行有限公司擔任本公司核數師。

代表董事會

*主席*

**黃秋智**

香港，二零二零年三月三十日

### 恒健會計師行有限公司

## HLM CPA LIMITED

### Certified Public Accountants

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TO THE MEMBERS OF CMMB VISION HOLDINGS LIMITED

中國移動多媒體廣播控股有限公司

(incorporated in the Cayman Islands with limited liability)

#### OPINION

We have audited the consolidated financial statements of CMMB Vision Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 71 to 172, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

#### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKASs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### 意見

本核數師行(以下簡稱「我們」)已審核列載於第71至172頁中國移動多媒體廣播控股有限公司(「貴公司」)及其附屬公司(以下合稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一九年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表的附註,包括主要會計政策概要。

我們認為,綜合財務報表已根據香港財務報告準則真實與公平地反映 貴集團於二零一九年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已按照由香港會計師公會所公佈之《香港財務報告準則》及符合香港《公司條例》的披露規定妥為編製。

#### 意見基準

我們根據香港會計師公會頒佈的《香港審計準則》進行審核工作。根據該等準則,我們的責任於本報告「核數師就審核綜合財務報表的責任」一節中進一步詳述。根據香港會計師公會頒佈的《專業會計師道德守則》(《守則》),我們獨立於 貴集團,並已遵循該《守則》履行其他道德責任。我們認為,我們所獲得的審核憑證屬充分及恰當,可為我們的意見提供基準。

#### 關鍵審核事項

根據我們的專業判斷,關鍵審核事項為我們審核本期綜合財務報表中最重要的事項。我們在審核綜合財務報表及就此形成意見時處理該等事項,而不會就該等事項單獨發表意見。

# Independent Auditor's Report

## 獨立核數師報告書

### Valuation of the intangible assets

As set out in Note 18 and Note 20 to the consolidated financial statements, the Group owned intangible assets held by subsidiaries of approximately US\$80,564,000 and an associate of approximately HK\$1,066,572,000 as at 31 December 2019. The intangible asset represents the spectrum usage rights held by the Group's subsidiaries in the United States of America and the satellite intangible assets, including right to occupy the orbit slot and broadcast spectrum held by an associate. There is an impairment loss of US\$16,933,000 for the spectrum usage rights which is recognised in the consolidated profit or loss and other comprehensive income in current year. No impairment loss is recognised for the satellite intangible assets in the interest in an associate in current year.

We have identified an impairment review of intangible asset as a key audit matter due to the significant judgements and assumptions about the future performance of the spectrum usage involved in the management's impairment review process.

Management is required to carry out an impairment test at least annually. Independent external valuations were obtained in order to support management's estimates. An income approach was adopted in the valuation conducted by the independent professional valuer, in which value in use is calculated with cash flow projections based on financial budgets approved by the management, which is judgemental and based on a number of assumptions.

### How our audit addressed the Key Audit Matter

Our procedures in relation to management's valuation of the intangible asset included:

- evaluating the independent external valuer's competence, capabilities and objectivity;
- assessing the methodologies used and the appropriateness of the key assumptions based on our knowledge of the industry; and
- checking on a sample basis, the accuracy and relevance of the input data used in the valuation.

We found the assumptions adopted in relation to these impairment assessments to be supportable and reasonable based on available evidence.

### 無形資產之估值

誠如綜合財務報表附註18及20所載，貴集團於二零一九年十二月三十一日分別由附屬公司及聯營公司持有之無形資產為80,564,000美元及1,066,572,000美元。無形資產指貴集團之附屬公司於美國持有之頻譜使用權及聯營公司持有衛星無形資產，包括軌道位置及廣播頻譜使用權。於本年度錄入綜合損益及其他全面收益表之頻譜使用權減值虧損為16,933,000美元。聯營公司持有衛星無形資產於本年度並沒有作出減值。

我們將無形資產之減值評估識別為關鍵審核事項，原因為管理層減值評估過程中涉及對頻譜使用權的重大判斷及假設。

管理層每年須至少進行一次減值測試。管理層已取得獨立外部估值以支持其估計。管理層於估值時採用收入法，其中使用價值乃基於管理層批准的財政預算的現金流量預測計算，此乃涉及判斷，並以一系列假設為基準。

### 核數師如何處理關鍵審核事項

我們就管理層對無形資產所作估值進行之審核程序包括：

- 評估獨立外部估值師之資歷、能力及客觀性；
- 根據我們對行業的知識，評估所用方法及主要假設之恰當性；及
- 抽樣檢查所用輸入數據之準確性及相關性。

我們發現，根據現有證據，與這些減值評估相關的假設是可支持和合理的。

# Independent Auditor's Report

## 獨立核數師報告書

### OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

### 其他資料

貴公司董事負責其他資料。其他資料包括年報中載列的資料，但不包括綜合財務報表及核數師報告。

我們就綜合財務報表的意見並未包含其他資料且我們並不就其他資料表達任何形式的確定性結論。

就我們對綜合財務報表的審計而言，我們的責任是閱讀其他資料，並在閱讀過程中考慮其他資料是否與綜合財務報表或我們於審計中得知的情況存在重大不符，或者似乎有重大錯誤陳述。倘基於我們所作工作，我們斷定倘其他資料存在重大錯誤陳述，則我們須匯報該事實。就此而言，我們並無須匯報的內容。

### 董事及治理層就綜合財務報表須承擔的責任

貴公司董事負責遵照香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》之披露規定編製呈列真實及公允意見的綜合財務報表，以及董事認為必要的內部監控，使綜合財務報表的編製並無由於欺詐或錯誤導致的重大錯誤陳述。

於編製綜合財務報表時，董事負責評估貴集團持續經營的能力，披露有關持續經營事項(如適用)及採用持續經營會計基準，除非董事擬對貴集團進行清算或終止經營，或別無他法而只能如此。

治理層負責監督貴集團財務報告程序。

# Independent Auditor's Report

## 獨立核數師報告書

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

### 核數師就審計綜合財務報表的責任

我們的目的為就綜合財務報表總體上是否存在重大錯誤陳述(不論其由欺詐或錯誤引起)提供合理保證,並按照我們協定的委聘條款向閣下(作為一個團體)發出一份包括我們的意見在內的核數師報告,除此之外,並無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。儘管合理保證為高層次保證,但並不能保證根據《香港審計準則》進行的審計總能檢查出實際存在的重大錯誤陳述。重大錯誤陳述可由欺詐或錯誤引起,且倘合理預期該錯誤陳述(個別或整體)影響綜合財務報表使用者的經濟決策,則被視為重大錯誤陳述。

在根據《香港審計準則》進行審計的過程中,我們作出專業判斷並保持專業的懷疑態度。我們亦:

- 識別及評估綜合財務報表的重大錯誤陳述的風險(不論其由欺詐或錯誤引起),設計及實施審計程序以應對該等風險,並取得充分及恰當的審計憑證作為我們意見的依據。未能發現欺詐所導致的重大錯誤陳述的風險大於由於錯誤引起重大錯誤陳述的風險,原因是欺詐可能會涉及勾結、偽造、故意遺漏、不實陳述或凌駕於內部控制之上。
- 了解與審計相關的內部控制以設計恰當的審計程序,但並非為了就貴集團內部控制的有效性表達意見。
- 評估董事所用會計政策的恰當性及所作會計估計及有關披露的合理性。

# Independent Auditor's Report

## 獨立核數師報告書

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.
- 就董事使用持續經營會計基準的恰當性進行斷定，並依據所取得的審計憑證，斷定是否存在與可能會對貴集團持續經營的能力產生重大疑問的事件或狀況有關的重大不確定因素。倘我們斷定存在重大不確定因素，則我們須於核數師報告內就綜合財務報表的相關披露提請注意，或倘該等披露不充分，則修訂我們的意見。我們的斷定乃基於直至我們的核數師報告日期所取得的審計憑證。然而，未來事件或狀況可能使得貴集團終止持續經營。
- 就綜合財務報表的整體呈列、架構及內容(包括披露)及綜合財務報表是否公平反映及呈列有關交易及事項進行評估。
- 就貴集團實體或業務活動的財務資料取得充分恰當的審計憑證，以就綜合財務報表發表意見。我們負責指導、監督及執行集團審計。我們對我們的審計意見負有完全責任。

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

我們與治理層就(其中包括)審計的計劃範圍及時間以及重大審計發現進行溝通，包括於審計期間我們所發現的內部控制中的任何重大缺陷。

我們亦向治理層提供表明我們已遵守有關獨立性的道德規定的聲明，並與彼等就所有被合理認為可能影響獨立性的關係及其他事項及有關保障措施(如適用)進行溝通。

# Independent Auditor's Report

## 獨立核數師報告書

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **HLM CPA Limited**

Certified Public Accountants

### **Chan Lap Chi**

Practising Certificate Number: P04084

Hong Kong, 30 March 2020

根據與治理層進行溝通的事項，我們對當期綜合財務報表審計中屬重大而因此屬關鍵審核事項作出判定。我們於我們的核數師報告內對該等事項進行陳述，除非法律或法規不允許向公眾披露該等事項，或在極其罕有的情況下，我們認為在合理的預期內披露該等事項的負面後果大於對公眾利益帶來的好處，因而決定在我們的報告內不予披露該等事項。

### **恒健會計師行有限公司**

執業會計師

### **陳立志**

執業證書編號：P04084

香港，二零二零年三月三十日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

		NOTES 附註	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Revenue	收入	8	7,153	6,470
Cost of sales	銷售成本		(4,379)	(4,015)
Gross profit	毛利		2,774	2,455
Other income	其他收入	9	2	2
Administrative expenses	行政開支		(2,012)	(2,029)
Market development and promotion expenses	市場開發及推廣開支		(2,540)	(4,064)
Other expenses	其他開支		(368)	(1,308)
Finance costs	財務成本	10	(5,482)	(4,102)
Share of results of an associate	應佔聯營公司的虧損	20	(8,680)	(5,369)
Impairment loss recognised on intangible assets	無形資產減值虧損	18	(16,933)	(9,091)
Gain on redemption of convertible notes	贖回可換股票據之收益		2,089	3,428
Gain on disposal of assets classified as held for sale	出售列為待售資產之收益		-	42,829
Change in fair value of financial asset at fair value through profit or loss	以公平值變動計入當期損益之金融資產的公允價值變動	21	(600)	-
(Loss) profit before tax	除稅前(虧損)溢利		(31,750)	22,751
Income tax expense	所得稅開支	11	(117)	-
(Loss) profit for the year	年內(虧損)溢利	12	(31,867)	22,751
Other comprehensive income (expense), net of tax	其他全面收入(開支)，除稅後			
Items that may be reclassified subsequently to profit or loss:	可能重新分類至損益之項目：			
- Exchange differences arising on translation of foreign operations	- 換算海外業務時產生之匯兌差額		357	(122)
Total comprehensive (expense) income for the year, net of tax	年內全面(開支)收入總額，除稅後		(31,510)	22,629
(Loss) profit for the year attributable to:	以下各項應佔年內(虧損)溢利：			
- Owners of the Company	- 本公司擁有人		(28,404)	24,808
- Non-controlling interests	- 非控股權益		(3,463)	(2,057)
			(31,867)	22,751



# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

	NOTES 附註	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
<b>Total comprehensive (expense) income for the year attributable to:</b>	<b>以下各項應佔年內全面(開支)收入總額</b>		
- Owners of the Company	- 本公司擁有人	(28,047)	24,686
- Non-controlling interests	- 非控股權益	(3,463)	(2,057)
		<u>(31,510)</u>	<u>22,629</u>
		US cents 美仙	US cents 美仙 (Restated) (重列)
<b>(Loss) earnings per share</b>	<b>每股(虧損)盈利</b>		
Basic	基本	<u>(17.36)</u>	<u>18.75</u>
Diluted	攤薄	<u>(18.17)</u>	<u>13.19</u>

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 December 2019  
於二零一九年十二月三十一日

		NOTES 附註	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	17	367	562
Intangible assets	無形資產	18	80,564	97,497
Interests in an associate	於聯營公司的權益	20	224,301	232,981
Financial asset at fair value through profit or loss	以公平值變動計入當期損益的金融資產	21	1,050	1,650
Rights-of-use assets	使用權資產	19	478	–
			<u>306,760</u>	<u>332,690</u>
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Trade and other receivables	貿易及其他應收款項	22	1,352	1,487
Amount due from a related company	應收關連公司款項	25	6,662	9,131
Amount due from an associate	應收聯營公司款項	25	947	64
Bank balances and cash	銀行結餘及現金	23	342	2,360
			<u>9,303</u>	<u>13,042</u>
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	24	3,873	3,970
Lease liabilities	租賃負債	19	236	–
Amount due to shareholders	應付股東款項	26	12,992	4,039
Tax payable	應付稅項		339	222
			<u>17,440</u>	<u>8,231</u>
<b>NET CURRENT (LIABILITIES) ASSETS</b>	<b>流動(負債)資產淨值</b>		<u>(8,137)</u>	<u>4,811</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>		<u>298,623</u>	<u>337,501</u>
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Convertible notes	可換股票據	27	47,773	51,668
Lease liabilities	租賃負債	19	283	–
			<u>48,056</u>	<u>51,668</u>
<b>NET ASSETS</b>	<b>資產淨值</b>		<u>250,567</u>	<u>285,833</u>

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 December 2019

於二零一九年十二月三十一日

		NOTES 附註	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share capital	股本	28	4,853	3,966
Share premium and reserves	股份溢價及儲備		<u>222,700</u>	<u>255,390</u>
Equity attributable to owners of the Company	本公司擁有人應佔權益		227,553	259,356
Non-controlling interests	非控股權益		<u>23,014</u>	<u>26,477</u>
<b>TOTAL EQUITY</b>	<b>總權益</b>		<u><b>250,567</b></u>	<u><b>285,833</b></u>

The consolidated financial statements on pages 71 to 172 were approved and authorised for issue by the Board of Directors on 30 March 2020 and are signed on its behalf by:

第71至172頁的綜合財務報表已獲董事會於二零二零年三月三十日批准及授權刊發，並由以下人士代表簽署：

*DIRECTOR*  
董事

*DIRECTOR*  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital	Share premium	Merger reserve	Distributable reserve	Share option reserve	Convertible Capital reserve	notes reserve	Exchange reserve	(Accumulated losses) retained earnings	Sub-total	Non-controlling interests	Total
		股本	股份溢價	合併儲備	可分派儲備	購股權儲備	資本儲備	可換股票據儲備	匯兌儲備	保留盈利	小計	非控股權益	總計
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元
				(note 1) (附註1)	(note 2) (附註2)		(note 3) (附註3)						
At 1 January 2018	於二零一八年一月一日	2,900	18,957	31,987	129,757	-	2,110	11,144	(241)	(24,504)	172,110	28,534	200,644
Profit (loss) for the year	年內溢利(虧損)	-	-	-	-	-	-	-	-	24,808	24,808	(2,057)	22,751
Exchange differences arising on translation of foreign operations	換算海外業務時產生之匯兌差額	-	-	-	-	-	-	-	(122)	-	(122)	-	(122)
Total comprehensive (expense) income for the year	年內全面(開支)收入總額	-	-	-	-	-	-	-	(122)	24,808	24,686	(2,057)	22,629
Issue of shares by placement	以配股方式發行新股	1,066	17,968	-	-	-	-	-	-	-	19,034	-	19,034
Release upon redemption of convertible notes	贖回可換股票據時撥回	-	-	-	-	-	-	(8,337)	-	-	(8,337)	-	(8,337)
Recognition of equity component of convertible notes	確認可換股票據的股本部份	-	-	-	-	-	-	51,863	-	-	51,863	-	51,863
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	3,966	36,925	31,987	129,757	-	2,110	54,670	(363)	304	259,356	26,477	285,833
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	(28,404)	(28,404)	(3,463)	(31,867)
Exchange differences arising on translation of foreign operations	換算海外業務時產生之匯兌差額	-	-	-	-	-	-	-	357	-	357	-	357
Total comprehensive income (expense) for the year	年內全面收入(開支)總額	-	-	-	-	-	-	-	357	(28,404)	(28,047)	(3,463)	(31,510)
Issue of shares by placement	以配股方式發行新股	887	2,833	-	-	-	-	-	-	-	3,720	-	3,720
Release upon redemption of convertible notes	贖回可換股票據時撥回	-	-	-	-	-	-	(7,669)	-	-	(7,669)	-	(7,669)
Recognition of equity-settled share-based payment expense	確認以股權結算以股份為基礎的付款開支	-	-	-	-	193	-	-	-	-	193	-	193
At 31 December 2019	於二零一九年十二月三十一日	4,853	39,758	31,987	129,757	193	2,110	47,001	(6)	(28,100)	227,553	23,014	250,567

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

Note:

1. The merger reserve represents the difference between the nominal value of the share capital issued by the Company and the nominal value of the share capital of Global Technology International Limited acquired pursuant to a group reorganisation on 5 July 2005.

2. On 29 April 2009, the authorised and issued share capital of the Company was reduced through a reduction in the nominal value of each share from HK\$0.10 to HK\$0.01. The capital reduction amount was transferred to distributable reserve.

On 10 September 2012, every ten issued and unissued shares were consolidated into one consolidated share from HK\$0.01 to HK\$0.10.

On 21 June 2016, every ten issued and unissued shares were consolidated into one consolidated share from HK\$0.10 to HK\$1.

On 8 September 2016, the authorised and issued share capital of the Company was reduced through a reduction in the nominal value of each share from HK\$1 to HK\$0.01. The credit balance of the capital reduction amount after reducing the accumulated losses of the Company was transferred to distributable reserve.

On 12 November 2019, every twenty issued and unissued shares were consolidated into one consolidated share from HK\$0.01 to HK\$0.2 each.

3. Capital reserve represents (i) the capital contribution from a shareholder of the Company through the shares granted by a shareholder to the employees of the Company during the year ended 31 December 2006 and 2008, (ii) deemed capital contribution from a shareholder regarding the non-interest bearing advances.

附註：

1. 合併儲備指本公司已發行股本面值與本公司於二零零五年七月五日進行的集團重組所收購的環球科技國際有限公司股本面值的差額。

2. 於二零零九年四月二十九日，本公司的法定及已發行股本透過將各股份面值由0.10港元減至0.01港元而有所減少。資本減少金額已轉撥至可分派儲備。

於二零一二年九月十日，每十股已發行股本及未發行之股本會由0.01港元合併為0.10港元的合併股份。

於二零一六年六月二十一日，每十股已發行股本及未發行之股本會由0.10港元合併為1港元的合併股份。

於二零一六年九月八日，本公司的法定及已發行股本由每股1港元的股本面值減至0.01港元。減低本公司的累計虧損後的股本削減進賬餘額已轉撥至可分派儲備。

於二零一九年十一月十二日，每二十股已發行及未發行之股本會由每股0.01港元合併為0.2港元的合併股份。

3. 資本儲備指(i)截至二零零六年及二零零八年十二月三十一日止年度，本公司股東透過彼等向本公司僱員授出股份而作出的出資及(ii)不計息墊款的視作股東出資。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

	NOTES 附註	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
(Loss) profit for the year	年內(虧損)溢利	(31,867)	22,751
Adjustments for:	就以下各項調整：		
Income tax expense	所得稅開支	11	-
Finance costs	財務成本	10	4,102
Depreciation of property, plant and equipment	物業、廠房及設備折舊	17	228
Depreciation of right-of-use assets	使用權資產折舊	19	-
Interest income	利息收入	9	(2)
Share-based payment expenses	以股份為基礎的付款開支	29	-
Share of results of an associate	應佔聯營公司之虧損	20	5,369
Impairment loss recognised on intangible assets	無形資產減值虧損	18	9,091
Gain on redemption of convertible notes	贖回可換股票據之收益	(2,089)	(3,428)
Gain on disposal of assets classified as held for sale	出售列為待售資產之收益	-	(42,829)
Change in fair value of financial asset at fair value through profit and loss	以公平值變動計入當期 損益之金融資產的公允 價值變動	21	-
Operating cash flows before movements in working capital	未計營運資金變動前的經營 現金流量	(1,474)	(4,718)
Decrease in trade and other receivables	貿易及其他應收款項之減少	135	2,293
(Decrease) increase in trade and other payables	貿易及其他應付款項之(減少) 增加	(97)	4,475
Advances to an associate	聯營公司墊款	(883)	(64)
Advances from shareholders	獲得股東款項	8,953	-
Cash flows from operations	經營業務所得現金流量	6,634	1,986
Interest paid on lease liabilities	租賃負債利息開支	19	-
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>經營活動所得現金淨額</b>	<b>6,600</b>	<b>1,986</b>
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Interest received	已收利息	2	2
Purchase of property, plant and equipment	購買物業、廠房及設備	-	(93)
<b>NET CASH FROM (USED IN) INVESTING ACTIVITIES</b>	<b>投資活動所得(所用)現金淨額</b>	<b>2</b>	<b>(91)</b>

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

		NOTES 附註	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>			
Interest paid	利息開支		(3)	(3)
Advances from (repayments to) a related company	獲得(償還)關連公司款項		2,469	(2,004)
Proceeds from issue of shares	發行股份的所得款項		3,720	19,034
Redemption of convertible notes	贖回可換股票據		(14,921)	(17,589)
Principal element of lease payments	償還租賃付款之本金部分	19	(243)	–
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>融資活動所用現金淨額</b>		<b>(8,978)</b>	<b>(562)</b>
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及等同現金項目(減少)增加淨額</b>		<b>(2,376)</b>	<b>1,333</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR</b>	<b>年初的現金及等同現金項目</b>		<b>2,360</b>	<b>1,181</b>
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>匯率變動的影響</b>		<b>358</b>	<b>(154)</b>
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR,</b> Represented by bank balances and cash	<b>年終的現金及等同現金項目</b> 指銀行結餘及現金		<b>342</b>	<b>2,360</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 1. GENERAL

The Company is incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of the registered office and principal place of business of the Company are disclosed in the Corporate Information section to the annual report.

The Company acts as an investment holding company. The Group is principally engaged in the development and promotion of CMMB-based multimedia and interactive services via proprietary terrestrial infrastructure. The Group is operating a terrestrial UHF wireless television (“TV”) network providing digital media and entertainment services to New York and other key markets in preparation to deploying a similar multimedia service platform in the United States of America (“US”).

Converged Mobile Multimedia Broadcasting (“CMMB”) is a digital mobile multimedia technology developed by and currently commercially deployed in the People’s Republic of China (the “PRC”) under the National Radio and Television Administration (“NRTA”). It can deliver digital mobile TV and multimedia contents via both terrestrial and satellite networks directly to mobile and wireless devices such as smartphones, tablets, pocket TV, laptops, automobile digital receivers and personal media players that are equipped with a CMMB-enabled chipset. Its broadcast oriented delivery capability can render data contents to be received any time anywhere with enormous scale and cost efficiency and encounter no traffic interruption or bandwidth squeeze typical of today’s unicast-based cellular network. The signals can be received over 350 kilometer/hour without distortion.

The Group is also engaged in trading business which relates to the procurement and distribution of printed circuit board (“PCB”) materials.

The consolidated financial statements are presented in United States dollars (“US\$”), which is also the functional currency of the Group.

### 1. 一般資料

本公司於開曼群島註冊成立為獲豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司的註冊辦事處及主要營業地點的地址於年報的公司資料一節內披露。

本公司為一家投資控股公司。本集團主要開發及透過專有地面基礎設施推廣融合移動電視和多媒體廣播CMMB及互動服務。本集團正在運營一個地面UHF無線電視（「電視」）網絡，為紐約和其他主要市場提供數碼媒體和娛樂服務，以準備在美國（「美國」）部署一個類似的多媒體服務平台。

融合移動電視和多媒體廣播是由國家廣播電視局（「NRTA」）開發並目前在中華人民共和國（「中國」）進行商業部署的數字移動多媒體廣播技術。該技術可透過地面及衛星網絡直接向配備支持CMMB芯片組的移動及無線設備（如智能手機、平板電腦、口袋電視、筆記本、汽車數字接收機及個人媒體播放器）輸送數字移動電視及多媒體內容。其基於廣播的輸送能力使得可於任何時間在任何地方接收數字內容，具有巨大的規模及成本效益，不會受到目前基於單播的蜂窩網絡常見的傳輸中斷或帶寬擠壓影響。當汽車移動時，信號能以每小時超過350公里的速度接收，不存在扭曲。

本集團亦從事與印刷電路板材料的採購及分銷的貿易業務。

綜合財務報表以美元（「美元」）呈列，美元亦為本集團的功能貨幣。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 2. BASIS OF PREPARATION FOR CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements have been prepared on a going concern basis. In preparing the consolidated financial statements, the directors of the Company (the “Directors”) have given careful consideration to the future liquidity of the Group in light of the fact that the Group incurred a loss of approximately US\$31,867,000 for the year ended 31 December 2019 and the Group’s net current liabilities of approximately US\$8,137,000 as at 31 December 2019. In the opinion of the Directors, the Group is able to continue as a going concern in the coming year taking into consideration the measures which include, but not limited to, the following:

- (a) Subsequent to the year end date, the Group proposed rights issue on the basis of one rights share for every two existing shares at HK\$0.65 per rights share (“Rights Issue”) which was completed with detail disclosed in the announcement of the Company dated 10 March 2020 (the “Announcement”). As disclosed in the Announcement, the Company received a total of 18 valid acceptances and applications under the Provisional allotment letters in respect of a total of 37,984,428 rights shares, representing approximately 40.18% of the total number of rights shares available for subscription under the Rights Issue.

Accordingly, the gross proceeds raised from the Rights Issue are approximately HK\$24,700,000 (equivalent to US\$3,145,000) before expenses. The net proceeds, after deduction of all relevant expenses incidental to the Rights Issue of approximately HK\$1,200,000, are estimated to be approximately HK\$23,500,000. The Company intends to apply the net proceeds from the Rights Issue for general working capital and the development of the Maritime Project as disclosed in the prospectus of the Company dated 18 February 2020 (“Prospectus”) with the amount allocated to each of them reduced on a pro rata basis, as compared to the amount which would have been allocated to them had the Rights Issue been fully subscribed.

Details are set out in the Prospectus and the Announcement.

### 2. 綜合財務報表的編製基準

綜合財務報表乃按持續經營基準編製。於編制綜合財務報表時，本公司董事「董事」已因應本集團於截至二零一九年十二月三十一日止年度產生虧損約31,867,000美元及本集團於二零一九年十二月三十一日的流動負債淨值約8,137,000美元而謹慎考慮本集團日後的流動資金狀況。董事認為，計及(包括但不限於)以下措施，本集團應該可於未來一年按持續經營基準維持業務運作：

- (a) 於年結日後，本集團建議按每持有兩股現有股份可獲發一股供股股份的基準以每股供股股份0.65港元進行供股(「供股」)，此供股已完成並提述於本公司日期為二零二零年三月十日之公告(「公告」)內。誠如該公告所披露，本公司於暫定配額通知書項下接獲合共18份有效接納及申請，涉及合共37,984,428股供股股份，相當於供股項下可供認購之供股股份總數約40.18%。

因此，供股籌集之所得款項總額約為24,700,000港元(相當於3,145,000美元)未計開支。所得款項淨額(經扣除供股附帶之所有相關開支約1,200,000港元)估計約為23,500,000港元。誠如日期為二零二零年二月十八日之供股章程(「供股章程」)所披露，本公司擬將供股之所得款項淨額，根據供股獲悉數認購時應分配給用於一般營運資金與開發海事項目的金額比例，按比例減少分配。

詳情請參閱供股章程及公告。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 2. BASIS OF PREPARATION FOR CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- (b) Chi Capital Holdings Ltd (“Chi Capital”) has agreed to provide continuous financial support to enable the Group to meet its financial obligations as they fall due in the foreseeable future.

Based on the aforesaid factors, the Directors are satisfied that the Group will have sufficient financial resources to meet its financial obligations as they fall due for the foreseeable future. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

#### (a) Application of new and amendments to HKFRSs

The Group has applied the following new and amendments to HKFRSs and an interpretation issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

HKFRS 16	Leases
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments
HKFRS 9 (Amendments)	Prepayment Features with Negative Compensation
HKAS 19 (Amendments)	Plan Amendment, Curtailment or Settlement
HKAS 28 (Amendments)	Long-term Interests in Associates and Joint Ventures
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2015–2017 Cycle

Except as described below, the application of the new and amendments to HKFRSs and an interpretation in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

### 2. 綜合財務報表的編製基準(續)

- (b) Chi Capital Holdings Ltd (「Chi Capital」)已同意持續提供財務援助，以使本集團可於可預見的將來履行其到期的財務責任。

基於以上因素，董事信納本集團將擁有足夠財務資源履行其於可預見之未來到期的財務責任。因此，綜合財務報表已按持續經營基準編製。

### 3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

#### (a) 應用新訂及經修訂香港財務報告準則

於本年度，本集團首次採納以下由香港會計師公會(「香港會計師公會」)頒佈的新訂及經修訂香港財務報告準則及詮釋：

香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會) – 詮釋第23號	所得稅處理之 不確定性
香港財務報告準則第9號(修訂本)	具有負補償之 提前還款特性
香港會計準則第19號(修訂本)	計劃修訂， 縮減或結算
香港會計準則第28號(修訂本)	於聯營公司和 合營的長期 公司權益
香港財務報告準則(修訂本)	香港財務報告 準則二零一五年 至二零一七年 週期的年度 改進

除下文所述者外，於本年度應用香港財務報告準則之新準則及修訂及詮釋對本集團於目前及以往年度之財務表現及狀況及／或綜合財務報表所載之披露並無重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (a) Application of new and amendments to HKFRSs (Continued)

##### *HKFRS 16 Leases*

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 Leases (“HKAS 17”), and the related interpretations.

##### *Definition of a lease*

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

##### *As a lessee*

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019.

As at 1 January 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities by applying HKFRS 16.C8(b)(ii) transition. Comparative information has not been restated.

### 3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

#### (a) 應用新訂及經修訂香港財務報告準則(續)

##### *香港財務報告準則第16號租賃*

本集團已於本年度首次應用香港財務報告準則第16號。香港財務報告準則第16號已取代香港會計準則第17號租賃(「香港會計準則第17號」)及相關詮釋。

##### *租賃的定義*

本集團選擇可行權宜方法，就先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號釐定安排是否包括租賃識別為租賃的合約應用香港財務報告準則第16號，而並無對於先前並未識別為包括租賃的合約應用該準則。因此，本集團並未重新評估於首次應用日期前已存在的合約。

就二零一九年一月一日或之後訂立或修訂的合約而言，本集團根據香港財務報告準則第16號所載的規定應用租賃的定義，以評估合約是否包括租賃。

##### *作為承租人*

本集團已追溯應用香港財務報告準則第16號，而累計影響於二零一九年一月一日首次應用日確認。

於二零一九年一月一日，本集團透過應用香港財務報告準則第16.C8(b)(ii)條確認額外租賃負債及使用權資產，金額相等於相關租賃負債。比較資料並未重列。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
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### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (a) Applications of new and amendments to HKFRSs (Continued) HKFRS 16 Leases (Continued)

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- i. relied on the assessment of whether leases are onerous by applying HKAS 37 Provisions, Contingent Liabilities and Contingent Assets as an alternative of impairment review;
- ii. elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application; and
- iii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rate applied is 5.125%.

### 3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

#### (a) 應用新訂及經修訂香港財務報告準則(續) 香港財務報告準則第16號租賃(續)

於過渡期間應用香港財務報告準則第16號項下的經修訂追溯法時，本集團按逐項租賃基準就先前根據香港會計準則第17號分類為經營租賃且與各租賃合約相關的租賃應用以下可行權宜方法：

- i. 透過應用香港會計準則第37號撥備、或然負債及或然資產作為另一個減值評估方法，評估租賃是否繁苛；
- ii. 選擇不對租賃期將於首次應用日後12個月內結束的租賃確認使用權資產及租賃負債；及
- iii. 於首次應用日計量使用權資產時剔除初步直接成本。

就先前分類為經營租賃的租賃確認租賃負債時，本集團已於首次應用日應用集團相關實體的增量借款利率。應用的加權平均承租人增量借款利率為5.125%。

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## 綜合財務報表附註

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### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (a) Applications of new and amendments to HKFRSs (Continued) HKFRS 16 Leases (Continued)

### 3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

#### (a) 應用新訂及經修訂香港財務報告準則(續) 香港財務報告準則第16號租賃(續)

		US\$'000 千美元
Operating lease commitments disclosed as at 31 December 2018	於二零一八年十二月三十一日披露之經營租賃承擔	895
Lease liabilities discounted at relevant incremental borrowing rate	租賃負債按相關增量借款利率折現	832
Less: Recognition exemption – low value assets	減：確認豁免 – 低價值資產	(3)
Lease liabilities relating to operating leases recognized upon application of HKFRS 16 as at 1 January 2019	於二零一九年一月一日應用香港財務報告準則第16號後確認有關經營租賃之租賃負債	829
Analysed as	分析為	
Current	流動	277
Non-current	非流動	552
		829

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## 綜合財務報表附註

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### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (b) New and amendments to HKFRSs issued but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective.

HKFRS 17	Insurance Contracts <sup>3</sup>
HKAS 1 and HKAS 8 (Amendments)	Definition of Material <sup>1</sup>
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</sup>
HKFRS 3 (Amendments)	Definition of a Business <sup>2</sup>
HKFRS 9, HKAS 39 and HKFRS 7 (Amendments)	Interest Rate Benchmark Reform <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2020.

<sup>2</sup> Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2021.

<sup>4</sup> Effective for annual periods beginning on or after a date to be determined.

### 3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

#### (b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第17號	保險合約 <sup>3</sup>
香港會計準則第1號及香港會計準則第8號(修訂本)	重大的定義 <sup>1</sup>
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者及其聯營公司或合營公司之間的資產出售或注資 <sup>4</sup>
香港財務報告準則第3號(修訂本)	業務的定義 <sup>2</sup>
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號(修訂本)	利率基準改革 <sup>1</sup>

<sup>1</sup> 於二零二零年一月一日或之後開始之年度期間生效。

<sup>2</sup> 於確定收購日期為二零二零年一月一日或之後開始之首個年度期間開始或之後之業務合併及資產收購。

<sup>3</sup> 於二零二一年一月一日或之後開始之年度期間生效。

<sup>4</sup> 於待定日期或之後開始之年度期間生效。

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## 綜合財務報表附註

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### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (b) New and amendments to HKFRSs issued but not yet effective (Continued)

The directors of the Company anticipated that the application of all new and amendments to HKFRSs and the interpretation will have no material impact on the consolidated financial statements in the foreseeable future.

### 4. SIGNIFICANT ACCOUNTING POLICIES

#### Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

#### Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economics benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

### 3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

#### (b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

本公司董事預期應用所有新訂及經修訂香港財務報告準則及詮釋對本集團於可見將來之綜合財務報表並無造成重大影響。

### 4. 主要會計政策

#### 合規聲明

綜合財務報表已根據香港會計師公會頒佈的香港財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則及香港公司條例所規定的適用披露事項。

#### 編製基準

綜合財務報表乃根據歷史成本基準而編製，惟於各報告期末按公平值計量之若干財務工具除外(如下文所載會計政策所述)。

歷史成本一般根據交換貨品及服務所作出代價的公平值計算。

公平值為市場參與者之間於計量日期進行的有序交易中出售一項資產所收取價格或轉移一項負債所支付價格，無論該價格是否可直接觀察或採用其他估值技術估計。非財務資產公平值的計量會參考市場參與者可從使用該資產得到之最高及最佳效用，或將該資產售予另一可從使用該資產得到最高及最佳效用之市場參與者所產生之經濟效益。於估計資產或負債公平值時，本集團會考慮市場參與者於計量日期為資產或負債進行定價時所考慮的資產或負債特徵。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
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#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Basis of preparation (Continued)

Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

##### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

#### 4. 主要會計政策(續)

##### 編製基準(續)

於該等綜合財務報表中計量及／或披露的公平值均在此基礎上予以釐定，惟香港財務報告準則第2號範圍內的股份支付交易、香港會計準則第17號範圍內的租賃交易及與公平值類似但並非公平值的計量(如香港會計準則第2號中的可變現淨值或香港會計準則第36號中的使用價值)除外。

此外，就財務報告而言，公平值計量根據公平值計量的輸入數據可觀察程度及公平值計量的輸入數據對其整體的重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據為實體於計量日期可取得的相同資產或負債於活躍市場之報價(未經調整)；
- 第二級輸入數據為就資產或負債直接或間接可觀察之輸入數據(第一級內包含的報價除外)；及
- 第三級輸入數據為資產或負債之不可觀察輸入數據。

主要會計政策載列如下。

##### 綜合基準

綜合財務報表包括本公司及由本公司及其附屬公司控制之實體之財務報表。倘屬以下情況，則本公司獲得控制權：

- 可對投資對象行使權力；
- 參與投資對象之業務而可獲得或有權獲得可變回報；及
- 有能力藉行使其權力而影響該等回報。

倘有事實或情況顯示上述三項控制因素中，有一項或以上出現變動，本集團會重新評估其是否控制投資對象。



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## 綜合財務報表附註

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#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Basis of consolidation (Continued)

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39, when applicable, the cost on initial recognition of an investment in an associate.

#### 4. 主要會計政策(續)

##### 綜合基準(續)

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止入賬。具體而言，於年內收購或出售之附屬公司之收入及開支，按自本集團獲得控制權當日起至本集團失去附屬公司控制權當日止，計入綜合損益及其他全面收益表內。

損益及其他全面收入各項目歸屬於本公司擁有人及非控股權益。附屬公司之全面收入總額歸屬於本公司擁有人及非控股權益，即使因此而導致非控股權益出現虧絀結餘。

附屬公司之財務報表於有需要情況下作出調整，以使其會計政策與本集團會計政策一致。

所有集團內公司間資產及負債、權益、收入、開支及現金流量(與本集團成員公司間之交易有關)均於綜合賬目時予以全數對銷。

當本集團失去一間附屬公司之控制權時，收益或虧損於損益內確認，並按(i)已收代價公平值及任何保留權益公平值之總額與(ii)附屬公司之資產(包括商譽)及負債以及任何非控股權益之先前賬面值之差額計算。所有先前於其他全面收入確認之有關該附屬公司之款項，將按猶如本集團已直接出售該附屬公司之相關資產或負債入賬(即按適用香港財務報告準則之規定/許可條文重新分類至損益或轉撥至另一類權益)。於失去控制權當日於前附屬公司保留之任何投資之公平值將根據香港會計準則第39號，於其後入賬時被列作初步確認之公平值或(如適用)於初步確認時於聯營公司或合營企業之投資成本。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Business combinations

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value if the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after the reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another HKFRS.

#### 4. 主要會計政策(續)

##### 業務合併

於收購日期，已購入之可識別資產及承擔之負債按其公平值予以確認，惟下列項目除外：

- 遞延稅項資產或負債、及與僱員福利安排有關之資產或負債分別根據香港會計準則第12號所得稅及香港會計準則第19號僱員福利確認及計量；
- 與被收購公司之以股付款安排有關或本集團為取代被收購公司之以股付款安排而訂立之以股付款安排有關之負債或權益工具，乃按香港財務報告準則第2號以股份付款於收購日期計量；及
- 根據香港財務報告準則第5號持作出售之非流動資產及已終止經營業務分類為持作出售之資產或出售組別按該準則計量。

商譽是以所轉讓之代價、於被收購公司中非控股權益所佔金額及收購方以往持有之被收購公司股權之公平值(如有)之總和，扣除於收購日收購之可識別資產及承擔之負債之淨值後，所超出之差額計量。倘經過重估後，所收購之可識別資產與所承擔之負債於收購日期之淨額高於轉讓之代價、任何非控股權益於被收購公司中所佔金額以及收購方以往持有之被收購公司股權之公平值(如有)之總和，則差額即時於損益賬內確認為廉價購買收益。

屬現時所有者權益且於清盤時賦予其持有人按比例分佔實體淨資產的非控股權益，可初步按公平值或非控股權益應佔被收購公司可識別資產淨值的已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他種類的非控股權益乃按其公平值或其他香港財務報告準則規定之其他計量基準(如適用)計量。

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## 綜合財務報表附註

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#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Business combinations (Continued)

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the “measurement period” (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

The subsequent accounting for the changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39, or HKAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from the interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if those interests were disposed of.

#### 4. 主要會計政策(續)

##### 業務合併(續)

倘本集團於業務合併中轉讓之代價包括或然代價安排產生之資產或負債，或然代價按其收購日之公平價值計量並作為業務合併中部分轉讓代價。符合計量期間調整資格的或然代價公平價值變動會被追溯調整，並對商譽作出相應調整。計量期間調整為於「計量期間」（自收購日起計不超過一年）就於收購日已存在之事實及情況因獲得額外資訊而引致之調整。

業務收購採用收購法入賬。於業務合併轉撥之代價按公平值計量，並以本集團轉撥之資產、本集團對被收購公司前擁有人產生之負債及本集團就交換被收購公司之控制權所發行之股本權益於收購日期公平值之總和計算。與收購相關成本通常於產生時在損益中確認。

不符合計量期間調整資格的或然代價公平價值變動的其後會計處理取決於或然代價的分類方式。分類為權益的或然代價不會在其後報告日重新計量，而其後結算將計入權益內。分類為資產或負債之或然代價將根據香港會計準則第39號或香港會計準則第37號撥備、或然負債及或然資產（如適用）於後續報告日期重新計量，相應之盈虧於損益內確認。

倘業務合併分階段達成，本集團以往所持的被收購方股本權益於收購日期按公平值重新計量，所產生的盈虧（如有）在損益賬中確認。倘出售於被收購方權益，則以往在其他全面收益中確認的從該等於被收購方的權益於收購日期前產生的金額重新分類至損益（如此處理方法合適）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Business combinations (Continued)

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

##### Investments in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is or the portion so classified is accounted for in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations. Any retained portion of interests in an associate that has not been classified as held for sale shall be accounted for using the equity method. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, interests in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net interests in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

#### 4. 主要會計政策(續)

##### 業務合併(續)

倘業務合併的初步會計處理於合併產生的報告期末仍未完成，則本集團會就仍未完成會計處理的項目呈報暫定金額。該等暫定金額於計量期間內作出調整，或確認額外資產或負債，以反映獲得有關於收購日期已存在事實及情況的新資料，而倘知悉該等資料，將會影響於當日確認的金額。

##### 於聯營公司的投資

聯營公司為本集團對其擁有重大影響力的實體。重大影響力指有權參與投資對象的財務及經營政策決策，但並無控制或共同控制該等政策。

除投資或部份投資根據香港財務報告準則第5號持作出售的非流動資產及已終止經營業務分類為持作出售外，聯營公司的業績以及資產及負債以權益會計法於該等綜合財務報表入賬。聯營公司分類為持作出售的任何投資的保留部分應使用權益法。作會計權益法用途的聯營公司的財務報表乃按與本集團就同類交易及同類事項的統一會計政策編製。根據權益法，於聯營公司之投資初步按成本於綜合財務狀況表內確認，並於其後就確認本集團應佔該聯營公司的損益及其他全面收入予以調整。當本集團應佔該聯營公司的虧損超出本集團於該聯營公司的權益(包括實質上成為本集團於該聯營公司投資淨額一部分的任何長期權益)時，本集團終止確認其應佔之進一步虧損。僅於本集團已產生法定或推定責任，或已代表該聯營公司支付款項的情況下，方會確認額外虧損。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Investments in associates (Continued)

Interests in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of interests in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's interests in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate and the retained interest is a financial asset within the scope of HKAS 39, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if again or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

#### 4. 主要會計政策(續)

##### 於聯營公司的投資(續)

於聯營公司的投資乃自投資對象成為聯營公司當日起按權益法入賬。收購於聯營公司的投資時，投資成本超出本集團應佔該投資對象的可識別資產及負債之公平值淨額的任何數額確認為商譽，並計入該投資之賬面值。重新評估後，本集團應佔可識別資產及負債的公平值淨額超出投資成本的任何數額於投資被收購期間即時於損益內確認。

本集團應用香港會計準則第39號的規定決定是否有必要就本集團於聯營公司的投資確認任何減值虧損。如有必要，該項投資(包括商譽)的全部賬面值將根據香港會計準則第36號資產減值比較其可收回金額(使用價值與公平值減出售成本兩者的較高者)與其賬面價值進行減值測試。所確認的任何減值虧損均構成投資賬面值的一部分。該減值虧損的任何撥回乃根據香港會計準則第36號確認，惟應以之後該項投資增加的可收回金額為限。

當集團不再對聯營公司擁有重大影響，會被視為出售在該承資公司的全部權益，其收益或損失將會計入損益表。當本集團保留於前聯營公司之權益，且保留權益為金融資產時，本集團會於當日按公平值計量保留權益，而公平值則被視為根據香港會計準則第39號初步確認時之公平值。聯營公司於終止使用權益法當日之賬面值與任何保留權益之公平值及出售於聯營公司之部分權益所得任何款項之間的差額，將會計入出售聯營公司所產生之收益或虧損內。此外，本集團須將先前於其他全面收入確認之與該聯營公司有關之所有金額按該聯營公司直接出售相關資產或負債所採用之相同基準入賬。因此，倘該聯營公司先前於其他全面收入確認之收益或虧損在出售相關資產或負債時被重新分類至損益，本集團須於終止使用權益法當日將收益或虧損由權益重新分類至損益(列作重新分類調整)。

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#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Investments in associates (Continued)

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

##### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts and sales related taxes.

To determine whether to recognise revenue, the Group follows a 5-step model in accordance with HKFRS 15:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied

In all cases, the total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

Revenue is recognised either at a point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method.

#### 4. 主要會計政策(續)

##### 於聯營公司的投資(續)

倘集團實體與本集團之聯營公司進行交易，僅在聯營公司之權益與本集團無關之情況下，方會於本集團綜合財務報表中確認與聯營公司進行交易所產生之溢利及虧損。

##### 收入確認

收入按已收或應收代價之公平值計量，相當於日常業務過程中所提供貨品及服務之已扣除折扣及銷售相關稅項的應收賬款。

以釐定是否確認收入，本集團根據了香港財務報告準則第15號載列的五步模式：

1. 識別與客戶的合約
2. 識別合約內履行的責任
3. 釐定交易價格
4. 按履行的責任分配交易價格
5. 當(或於)實體履行責任時確認收入

在所有情況下，合同總交易價格是根據相對獨立的銷售價格基準分配至各項履約義務。合同交易價格不包括代第三方收取的任何款項。

當/(或於)本集團已完成履約義務把承諾的貨品或服務轉移至客戶時，在某一時點或一段時間確認收入。

如果合同包含了為客戶提供超過十二個月重大融資利益的融資部分，收入的計量則應當採用能單獨反映與客戶進行融資交易的折現率確認的應收賬款現值，利息收入則根據實際利率折現值單獨計量。如果合同為本集團提供重大融資利益部分，該合同收入確認應當包含以實際利率法計算的合同負債利息支出。

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#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Revenue recognition (Continued)

Further details of the Group's revenue recognition policies are as follows:

Trading income is recognised when the related procurement and distribution of goods are completed.

Service income represents the air time and transmission services provided and the channels broadcasting in real time on the TV stations 24 hours a day, seven days a week. Service income will be recognised on a straight-line basis over the contract period.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

##### Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment over their estimated useful lives, using the straight-line method. The estimated useful lives and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

#### 4. 主要會計政策(續)

##### 收入確認(續)

本集團收入確認的會計政策之更多描述載列如下：

貿易收入在相關的貨物採購和分銷完成時確認。

服務收入指已提供播出時段及傳輸服務及每週七天每日24小時進行電視台實時播出的頻道。服務收入將按直線法於合約期間確認。

利息收入乃按時間基準，經參考未償還本金以適用實際利率計算。實際利率為將金融資產於預計年期之所得估計未來現金收入準確折現至該資產初步確認時的賬面淨額之比率。

##### 物業、廠房及設備

物業、廠房及設備乃於綜合財務狀況表內按成本減去其後的累計折舊及累計減值虧損(如有)列賬。

折舊按估計可使用年期以直線法撇銷物業、廠房及設備項目之成本值而確認。估計可使用年期及折舊方法會於各報告期末檢討，而任何估計變動之影響按前瞻基準入賬。

物業、廠房及設備項目於出售或預期不會自持續使用資產產生日後經濟利益時終止確認。出售或報廢物業、廠房及設備項目所產生任何損益，按資產出售所得款項與賬面值間之差額計算，並計入損益。

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## 綜合財務報表附註

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#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Intangible assets

##### Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost, being the fair value at the date of acquisition, less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible assets measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

##### Leases (upon application of HKFRS 16 with transitions in accordance with note 3(a) to the consolidated financial statements)

The Group assesses at contract inception whether a contract is, or contains, a lease. If the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration, it is classified as a lease.

##### Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

##### Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date which the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. The right-of-use assets are also subject to impairment. Right-of-use assets are depreciated on a straight-line basis over the lease term.

#### 4. 主要會計政策(續)

##### 無形資產

##### 個別收購無形資產

個別收購具有有限可使用年期的無形資產按成本列賬，成本即收購日的公平值減累計攤銷及任何累計減值虧損。具有有限可使用年期的無形資產於其估計可使用年期內的攤銷以直線法確認。估計可使用年期及攤銷方法將於每個報告期末進行檢討，而任何估計變動的影響按前瞻基準入賬。具有無限使用年期的無形資產按成本減其後任何累計減值虧損入賬(見下文有形及無形資產減值虧損的會計政策)。

當無形資產於出售時或使用或出售時預期不會產生任何未來經濟利益，則該無形資產終止確認。終止確認無形資產時所產生的損益按出售所得款項淨額與資產賬面值間的差額計算，在終止確認資產時於損益確認。

##### 租賃(根據綜合財務報表附註3(a)的過渡安排應用香港財務報告準則第16號後)

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約分類為租賃。

##### 本集團作為承租人

本集團對所有租賃(惟短期租賃及低價值資產租賃除外)採取單一確認及計量方法。本集團確認租賃負債以作出租賃款項，而使用權資產指使用相關資產的權利。

##### 使用權資產

本集團於租賃開始日期(即相關資產可供使用當日)確認使用權資產。使用權資產按成本減任何累計折舊及減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債的款額、已產生初始直接成本及於開始日期或之前作出的租賃款項減任何已收租賃獎勵。使用權資產亦須予以減值。使用權資產在租期內按直線法折舊。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

**Leases (upon application of HKFRS 16 with transitions in accordance with note 3(a) to the consolidated financial statements) (Continued)**

##### **Lease liabilities**

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification (i.e. a change in the lease term, a change in the lease payments (e.g. changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset).

##### **Short-term leases and leases of low-value assets**

The Group applies the short-term lease recognition exemption to its short-term leases (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

#### 4. 主要會計政策(續)

**租賃(根據綜合財務報表附註3(a)的過渡安排應用香港財務報告準則第16號後) (續)**

##### **租賃負債**

於租賃開始日期，本集團確認以租賃期內作出的租賃款項現值計量租賃負債。租賃款項包括定額付款(含實質定額款項)減任何應收租賃獎勵款項、取決於指數或利率的可變租賃款項以及預期根據剩餘價值擔保下支付的金額。租賃款項亦包括本集團合理確定行使的購買選擇權的行使價及尚在租賃期內反映本集團正行使終止選擇權時，有關終止租賃支付的罰款。不取決於指數或利率的可變租賃款項在出現觸發付款的事件或條件的期間內(除非有關款項為生產存貨而產生)確認為支出。

於計算租賃款項的現值時，由於租賃內所含利率不易釐定，故本集團應用租賃開始日期的增量借款利率計算。於開始日期後，租賃負債金額的增加反映利息的增加，並因支付租賃款項而減少。此外，倘有任何修改(即租期變更、租賃款項變更(例如用於釐定相關租賃款項的指數或比率的變更導致對未來付款發生變化)或購買相關資產的選擇權評估的變更)則重新計量租賃負債的賬面值。

##### **短期租賃及低價值資產租賃**

本集團將短期租賃確認豁免應用短期租賃(即自租賃開始日期起計租期為十二個月或以下，並且不包含購買選擇權的租賃)。低價值資產租賃的確認豁免亦應用於被認為低價值的辦公室設備租賃。短期租賃的租賃款項及低價值資產租賃在租期內按直線法確認為支出。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Leases (prior to 1 January 2019)

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date: whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

##### *Group as a lessee*

Finance leases, which transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item other than legal titles, are capitalised at the inception of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments and classified as “Property and equipment” but represented on a separate line with the corresponding liability to the lessor included in “Other liabilities”. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against income in “Interest expense” in the consolidated income statement.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

Operating lease payments are not recognised in the consolidated statement of financial position. Any rentals payable are accounted for on a straight-line basis over the lease term and are included in “Operating expenses”.

#### 4. 主要會計政策(續)

##### 租賃(二零一九年一月一日前)

本集團於訂約當日根據安排內容確定一項安排是否屬於或包含租賃：履行有關安排取決於一項或多項特定資產的使用，或有關安排有否轉移該資產的使用權。

##### *本集團作為承租人*

將租賃項目所有權(法定業權除外)附帶的所有重大風險及回報轉移至本集團的融資租賃，會於租賃開始時按租賃物業的公平價值或(倘較低)最低租賃款項現值予以資本化，並於「物業及設備」項目中作獨立分類，而出租人的相應負債則於「其他負債」項目中列賬。租賃款項按比例於融資費用及租賃負債減少之間作出分配，從而使該負債的應付餘額的息率固定。融資費用直接自綜合收益表內「利息支出」項目中的收入扣除。

資本化的租賃資產按該項資產的預計可使用年限與租期(倘未能合理地確定本集團將於租期屆滿時取得所有權)中之較短者折舊。

經營租賃付款不會於綜合財務狀況表內確認。任何應付租金乃於租賃期限內以直線法列賬於「營業支出」項下。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Impairment losses on tangible and intangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of impairment loss, if any. The recoverable amount of tangible assets are estimated individually, or when it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

The recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

#### 4. 主要會計政策(續)

##### 有形資產及無形資產減值虧損

本集團於報告期末檢討擁有有限可使用年期的有形資產及無形資產的賬面值，以釐定是否有跡象顯示出現資產減值虧損。倘有減值跡象，將會估計資產的可收回數額以釐定減值虧損的幅度(如有)。有形資產之可收回金額獨立地估計或若單項資產的可收回金額難以估計，本集團會估計該資產所屬的現金產生單位的可收回金額。若可識別合理和一致的分配基準，則公司資產亦分配至個別現金產生單位，或以其他方式分配至可識別合理和一致的分配基準的最小現金產生單位組別。

具有無限使用年期的無形資產至少須每年作一次減值測試，無論是否有跡象顯示可能出現減值。

可收回金額為公平值減銷售成本與使用價值兩者的較高者。估計使用價值時，估計未來現金流量以稅前折現率折現至現值，該折現率應能反映當前市場對貨幣時間價值的評估和該資產(或現金產生單位)的特定風險(估計未來現金流量未就該等風險作出調整)。

倘估計一項資產(或現金產生單位)的可收回數額低於其賬面值，則會將該資產(或現金產生單位)的賬面值減至其可收回數額，減值虧損即時於損益內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Impairment losses on tangible and intangible assets (Continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

##### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit (loss) for the year. Taxable profit (loss) differs from profit (loss) before tax as reported in the profit or loss because of income or expense that are taxable or deductible in other years and that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

#### 4. 主要會計政策(續)

##### 有形資產及無形資產減值虧損(續)

當減值虧損其後撥回時，則會將資產(或現金產生單位)的賬面值增至經修訂估計的可收回數額，但增加後的賬面值不得超出假設資產(或現金產生單位)於以往年度並無確認減值虧損而釐定的賬面值。減值虧損撥回即時於損益內確認。

##### 稅項

所得稅開支指現時應付稅項及遞延稅項總額。

現時應付稅項乃按本年度應課稅溢利(虧損)計算。應課稅溢利(虧損)因其他年度的應課稅或可扣稅收入或開支及毋須課稅或不可扣稅收入或開支而與損益內所呈報除稅前溢利(虧損)不同。本集團的流動稅項負債以報告期末已頒佈或實質上頒佈的稅率計算。

遞延稅項指從綜合財務報表內資產及負債賬面值與計算應課稅溢利所採用相應稅基的暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產一般就所有可扣減暫時差額確認，並於很可能出現應課稅溢利時予以確認，而可扣減暫時差額可供對銷之用。如暫時差額來自商譽或由初次確認一項不影響應課稅溢利或會計溢利的交易的其他資產及負債所產生(除業務合併外)，有關資產及負債不予確認。

遞延稅項負債乃就附屬公司及聯營公司投資所產生之應課稅暫時差異予以確認，惟倘本集團能夠控制暫時差異之撥回及暫時差異可能不會在可見未來撥回則作別論。與該等投資及權益相關之可扣稅暫時差額所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用暫時差額之利益且預期於可見將來可撥回時確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Taxation (Continued)

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised to profit or loss.

##### Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

##### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

#### 4. 主要會計政策(續)

##### 稅項(續)

遞延稅項資產的賬面值乃於報告期末進行檢討，並予以相應扣減，直至並無足夠應課稅溢利可供全部或部份資產可予收回為止。

遞延稅項資產及負債按預期適用於負債清償或資產變現期間的稅率計算，並以報告期末已生效或實質上已生效之稅率(及稅法)為基準計算。

遞延稅項負債及資產的計算反映了於報告期末本集團所預期對收回或償還其資產及負債之賬面值的方式所產生的稅務結果。

即期及遞延稅項於損益賬確認。

##### 借貸成本

所有借貸成本於產生期內在損益賬中確認。

##### 外幣

於編製各個別集團實體的財務報表時，以該實體的功能貨幣以外的貨幣(外幣)進行的交易，按進行交易當日通行的匯率確認。於報告期末，以外幣為單位的貨幣項目按當日通行的匯率重新換算。按歷史成本以外幣計算的非貨幣項目均不得重新換算。

於編算及經重新換算貨幣項目時產生之匯兌差額均於彼等產生期內在損益賬確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Foreign currencies (Continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operation are translated into the presentation currency of the Group (i.e. United States dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributable to non-controlling interests as appropriate).

On the disposal or deconsolidation of subsidiaries which are not foreign operations, all of the relevant exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are transferred to accumulated losses.

##### Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

##### Share-based payment transactions

###### Equity-settled share-based payment transactions

###### Shares and share options granted to employees of the Group

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight line basis over the vesting period, with a corresponding increase in equity (share option reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share option reserve.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

#### 4. 主要會計政策(續)

##### 外幣(續)

就呈列綜合財務報表而言，貴集團之海外經營業務的資產與負債均採用各報告期末通行的匯率換算為本集團的呈列貨幣(即美元)。除非匯率在該期間內大幅波動，否則收入及開支項目均按期內的平均匯率換算，在該情況下所採用的匯率是交易日期的匯率。所產生的匯兌差額(如有)於其他全面收入中確認並於匯兌儲備項下股本中累計歸屬非控股權益，如有。

非海外經營業務的附屬公司被出售或不再綜合入賬時，所有就本公司擁有人應佔的該業務於權益累計的相關匯兌差額轉撥至累計虧損。

##### 退休福利成本

向界定供款退休福利計劃作出的付款於僱員提供服務，令其符合供款資格時確認為開支。

##### 以股份支付的交易

###### 以權益結算並以股份支付的交易

###### 授予本集團僱員的股份及購股權

就授出須滿足特定歸屬條件後方可作實的購股權而言，參考於授出日期授出購股權的公平值而釐定所得服務的公平值，乃就歸屬期以直線基準支銷，並於權益中作出相應增長(購股權儲備)。

於報告期末，本集團修訂其估計預期最終歸屬購股權數目。原有估計變動的影響(如有)乃於損益賬確認，以使累計支銷反映修訂估計，及對購股權儲備作相應調整。

就於授出日期即時歸屬的購股權而言，已授出購股權的公平值即時於損益內支銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Share-based payment transactions (Continued)

##### Equity-settled share-based payment transactions (Continued)

##### Shares and share options granted to employees of the Group (Continued)

When the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained earnings (accumulated losses).

##### Share options granted to consultants

Share options issued in exchange for services are measured at the fair value of the services received, unless that fair value cannot be reliably measured, in which case the services received are measured by reference to the fair value of the share options granted. The fair value of the services received is recognised as an expense, with a corresponding increase in equity (share option reserve), when the counterparties render services, unless the services qualify for recognition as assets.

##### Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

##### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

#### 4. 主要會計政策(續)

##### 以股份支付的交易(續)

##### 以權益結算並以股份支付的交易(續)

##### 授予本集團僱員的股份及購股權(續)

於行使購股權時，早前已確認的購股權儲備數額將轉換為股份溢價。倘購股權於歸屬日期後被沒收或於屆滿日期時仍未獲行使，早前已確認的購股權儲備數額將轉入累計虧損。

##### 授予顧問之購股權

就交換服務而發行之購股權乃以所得服務之公平值計量。除非所得公平值不能可靠地計量，則服務參考已授出購股權公平值計量。所得服務之公平值於對方提供服務時確認為開支，連同股本(購股權儲備)相應增加，除非該等服務合資格確認為資產。

##### 財務工具

財務資產及財務負債乃於集團實體成為工具合約條文的訂約方時確認。

財務資產及財務負債按公平值初步計算。收購或發行財務資產及財務負債(按公平值計入損益賬的財務資產或財務負債除外)而直接應佔的交易成本於初次確認時計入財務資產及財務負債公平值或自財務資產及財務負債扣除(以適用者為準)。收購按公平值計入損益賬的財務資產及財務負債而直接應佔的交易成本即時計入損益賬。

##### 實際利率法

實際利率法乃計算債務工具的經攤銷成本以及分攤相關期間利息收入的方法。實際利率乃按債務工具的預計年期或適用的較短期間內準確折讓的估計未來現金收入(包括構成實際利率不可或缺部份已付或已收的一切費用、交易成本及其他溢價及折讓)至其初次確認時之賬面淨值的利率。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial instruments (Continued)

##### Financial assets

##### Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. The Group's financial assets at amortised cost includes trade and other receivables, amounts due from a related company and an associate and an associate and bank balances and cash.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

#### 4. 主要會計政策(續)

##### 財務工具(續)

##### 財務資產

##### 金融資產的分類和其後計量

滿足以下條件其後按攤銷成本計量的金融工具：

- 以收取合約現金流量為目的之經營模式下持有之金融資產；及
- 金融資產之合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

按攤銷成本計算的金融資產其後採用實際利率法計算，並可能會出現減值。當資產被終止確認，修改和減值時，收益和損失在損益中確認。本集團按攤銷成本計算的金融資產包括貿易及其他應收款項、應收關聯公司及聯營公司款項及銀行結餘及現金。

所有其他金融資產其後按公允值計入損益計量，惟在首次應用／初步確認金融資產當日，倘該股權投資並非持作買賣，亦非收購方於香港財務報告準則第3號業務合併適用的業務合併中確認的或然代價，則本集團可不可撤銷地選擇呈列其他全面收益股權投資之公允值之其後變動。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial instruments (Continued)

##### Financial assets (Continued)

##### Classification and subsequent measurement of financial assets (Continued)

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the “other gains and losses” line item.

#### 4. 主要會計政策(續)

##### 財務工具(續)

##### 財務資產(續)

##### 金融資產的分類和其後計量(續)

倘若出現下列情況，則金融資產將分類為持作買賣：

- 產生之主要目的為於不久將來出售而購回；或
- 於初步確認時，其為本集團聯合管理之已識別金融工具組合之一部分，而近期實際具備短期獲利之模式；或
- 其為不指定及有效作為對沖工具之衍生工具。

此外，本集團可能不可撤銷地指定一項金融資產，該金融資產需按攤銷成本或FVTOCI計量，以公允價值計量且其變動計入損益，如果這樣做會消除或顯著減少會計錯配。

按公平值透過損益計量之財務資產按各申報期結束時的公平值計量，任何公平值收益或虧損於損益中確認。於損益中確認之淨收益或虧損不包括該財務資產所賺取之任何股息或利息，並計入「其他收益及虧損項目」。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial instruments (Continued)

##### Financial assets (Continued)

##### Impairment of financial assets

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 including trade and other receivables and amount due from a related company and an associate. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables and amount due from a related Company and an associate. The ECL on these assets are assessed individually for debtors with significant balances.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

#### 4. 主要會計政策(續)

##### 財務工具(續)

##### 財務資產(續)

##### 金融資產減值

本集團就根據香港財務報告準則第9號面臨減值的金融資產(包括貿易及其他應收款項、應收關連人士及聯營公司款項)的預期信貸虧損確認虧損撥備。預期信貸虧損金額於各報告日期更新，以反映自初始確認起的信貸風險變動。

全期預期信貸虧損指於相關工具預期壽命內發生所有可能的違約事件而導致的預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)則指預期於報告日期後12個月內可能發生的違約事件而導致的部分全期預期信貸虧損。預期信貸虧損根據本集團過往信貸虧損經驗進行評估，並根據應收賬款特定因素、一般經濟狀況及於報告日期對當前狀況及未來狀況預測的評估而作出調整。

本集團始終就貿易應收款項、應該關連人士及聯營公司確認全期預期信貸虧損。對於具有重大餘額的債務人，單獨評估這些資產的ECL。

有關所有其他工具，本集團以相等於12個月預期信貸虧損計量虧損撥備，除非自初步確認以來信貸風險曾大幅上升，則本集團確認全期預期信貸虧損。有關應否確認全期預期信貸虧損的評估乃基於自初步確認以來違約的可能性或風險大幅上升。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial instruments (Continued)

##### Financial assets (Continued)

##### Impairment of financial assets (Continued)

##### Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

#### 4. 主要會計政策(續)

##### 財務工具(續)

##### 財務資產(續)

##### 金融資產減值(續)

##### 信貸風險大幅上升

於評估信貸風險自初步確認以來有否大幅上升時，本集團比較於報告日期的金融工具違約風險及初步確認日期的金融工具違約風險。作出評估時，本集團考慮合理且有可靠資料證明的定量和定性資料，包括過往經驗及無需付出過多成本或工作下可獲取的前瞻性資料。

尤其，於評估信貸風險有否大幅上升時，將考慮以下資料：

- 金融工具的實際或預期外部(如有)或內部信貸評級大幅下降；
- 外部市場信貸風險指標大幅下降(例如信貸息差(即債務人信貸違約掉期價格)大幅上升)；
- 預期現行或預測業務、金融或經濟狀況的不利變化導致債務人履行債務責任的能力大幅下降；
- 債務人的實際或預期營運業績大幅下降；
- 債務人法規上、經濟上或技術環境上的實際或預期重大不利變化導致債務人履行債務責任的能力大幅下降。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial instruments (Continued)

##### Financial assets (Continued)

##### Impairment of financial assets (Continued)

##### Significant increase in credit risk (Continued)

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

##### Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity instruments in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

##### Convertible notes contain debt and equity components

The component parts of the convertible loan notes issued by the Group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

#### 4. 主要會計政策(續)

##### 財務工具(續)

##### 財務資產(續)

##### 金融資產減值(續)

##### 信貸風險大幅上升(續)

在每個報告日期重新計量預期信用損失，以反映自初始確認以來金融工具信用風險的變化。ECL金額的任何變動均確認為減值損益。本集團確認所有金融工具的減值損益，並通過損失準備賬戶對其賬面金額進行相應調整。

##### 財務負債及股本工具

由集團實體發行的債務及股本工具按合約安排性質，以及財務負債及股本工具的定義而分類為財務負債或股本工具。

##### 股本工具

股本工具為證明實體資產剩餘權益(經扣除其所有負債)的任何合約。本公司發行的股本工具按已收款項扣除直接發行成本確認。

可換股票據包括債務部分及權益部分。本集團所發行之可換股債券部分被分類為金融負債及權益，乃根據合約之實質安排與金融負債及權益性工具的定義分別歸類為其各自之項目。倘兌換股權將透過以固定金額的現金或另一項金融資產換取固定數目的本公司權益性工具結算，則分類為權益性工具。

於發行日，負債部分的公平價值乃按類似不可轉換債務的現行市場利率釐定。該金額乃以實際利息法按攤銷成本基礎列賬為負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial instruments (Continued)

##### Financial assets (Continued)

##### Convertible notes contain debt and equity components (Continued)

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium. Where the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised in equity will be transferred to retained profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible loan notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible loan notes using the effective interest method.

##### Other financial liabilities

Other financial liabilities (including trade and other payables) are subsequently measured at amortised cost, using the effective interest method.

##### Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

#### 4. 主要會計政策(續)

##### 財務工具(續)

##### 財務資產(續)

##### 可換股票據包括債務部分及權益部分(續)

分類為權益之兌換股權是由複合工具整體之公平價值扣除負債部分的金額所釐定。此金額扣除所得稅影響確認及計入權益，隨後將不會重新計量。此外，分類為權益之兌換股權將保留在權益中，直至兌換股權獲行使(於此情況下，在權益中確認的結餘將轉撥至股本溢價)。倘兌換股權於可換股債券到期日尚未行使，在權益中確認的結餘將轉入保留盈利。在兌換股權獲轉換或到期時，不會於損益中確認任何盈虧。

發行可換股債券涉及的交易成本按所得款項總額分配比例分配至負債及權益部分。權益部分的相關交易成本直接於權益內扣除。負債部分的相關交易成本計入負債部分的賬面值，並採用實際利息法按可換股債券年期攤銷。

##### 其他財務負債

其他財務負債(包括貿易及其他應付款項)其後使用實際利率法按攤銷成本計量。

##### 終止確認

僅當資產現金流量的合約權利已到期，本集團才會終止確認財務資產。

終止確認財務資產後，資產賬面值與已收及應收代價之間的差額會於損益內確認。

當且僅當本集團的責任獲解除、取消或到期時，本集團才會終止確認財務負債。不再確認的財務負債賬面值與已付及應付代價間的差額乃於收益表確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial instruments (Continued)

##### Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the end of each reporting period, and are discounted to present value where the effect is material.

##### Related parties

A party is a person or an entity that is related to the Group if:

- (a) A person or a close member of that person's family, related to the Group if that person:
  - (i) has control or joint control of the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group; or
- (b) An entity is related to the Group if any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

#### 4. 主要會計政策(續)

##### 財務工具(續)

##### 撥備

撥備乃當本集團因過往事件須承擔現有法律或推定責任時確認，而本集團可能將需償付該債務。撥備乃按董事於各報告期末對償付該債務所需開支之最佳估計計量，並折讓至現值(倘有重大影響)。

##### 關連人士

倘屬以下人士或實體，則被視作與本集團有關連：

- (a) 有關人士為與本集團有關連之下述人士或身為下述人士之直系親屬：
  - (i) 對本集團擁有控制權或共同控制權；
  - (ii) 對本集團擁有重大影響力；或
  - (iii) 為本集團或本集團母公司的主要管理人員；或
- (b) 有關實體與本集團有關連，倘為適用下列任何條件之實體：
  - (i) 該實體與本集團為同一集團的成員公司；
  - (ii) 該實體為另一間實體(或另一間實體的母公司、附屬公司或同系附屬公司)的聯營公司或合營企業；
  - (iii) 該實體及本集團為同一第三方的合營企業；
  - (iv) 該實體為第三方的合營企業，而另一實體為該名第三方的聯營公司；
  - (v) 該實體為本集團或與本集團有關連的實體的員工福利而設之退休福利計劃；

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Related parties (Continued)

##### (b) (Continued)

- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

#### 5. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

##### Critical judgment in applying accounting policies

The following is the critical judgment, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

#### 4. 主要會計政策(續)

##### 關連人士(續)

##### (b) (續)

- (vi) 該實體受(a)段所述人士的控制或共同控制；
- (vii) (a)(i)段所述之人士對該實體擁有重大影響力或為該實體(或該實體之母公司)之主要管理人員；及
- (viii) 實體或其所屬集團之任何成員公司向本集團或本集團母公司提供主要管理層成員服務。

任何人士之近親為該名人士與實體進行買賣時可能影響該名人士或受該名人士影響之家庭成員。

#### 5. 關鍵會計判斷及估計不確定因素的主要來源

於應用附註4所述本集團的會計政策時，公司董事須就從其他來源不顯而易見的資產及負債的賬面值作出判斷、估計及假設。估計及相關假設乃以過往經驗及認為屬有關的其他因素為基礎。實際結果可能有別於該等估計。估計及相關假設會持續檢討。

##### 應用會計政策的關鍵判斷

以下為董事在應用本集團會計政策過程中作出的關鍵判斷(涉及估計者除外(見下文))，並對綜合財務報表已確認的金額具有最重要影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 5. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### Critical judgment in applying accounting policies (Continued)

##### *Enforceability of the finance lease agreement*

Section 310 of the Communication Act of 1934 in US (“US rules and regulations”) places certain restrictions on foreign investment in and ownership of a US broadcast licensee. The Group conducts their CMMB Business in US principally through a finance lease agreement with New York Broadband, LLC (“NYBB”) being the lessor (note 18). The directors of the Company, after consulting legal opinion, are of the view that such lease agreement is valid, binding and enforceable, and do not result in any violation of the US rules and regulations currently in effect in all material respects. However, if the US government changes its regulations to restrict or prohibit companies of foreign sources from operating TV stations in US, the Group may have difficulties in enforcing its rights under the lease agreement. In such case, the Group may not be able to operate its intangible assets which may have an adverse and material effect on the carrying amount of the intangible assets and the Group’s operation and results thereof.

##### *Renewal of spectrum usage rights*

The spectrum usage rights have legal rights of 5 years. In assessing the useful life of the spectrum usage rights, the directors of the Company are of the view that NYBB has the ability to renew the license right with the authority indefinitely at minimal costs and NYBB provides the option to the Group to renew the lease continuously. Therefore, the useful life of spectrum usage rights is regarded as indefinite.

##### *Key sources of estimation uncertainty*

The following is the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

### 5. 關鍵會計判斷及估計不確定因素的主要來源(續)

#### 應用會計政策的關鍵判斷(續)

##### *融資租賃協議的可執行性*

美國一九三四年的《通訊法》第310條(「美國法規及規例」)對在美國廣播的外商投資及持牌人擁有權施加了若干限制。本集團主要透過與出租人NYBB訂立的融資租賃協議(附註18)在美國經營其CMMB業務。公司董事經諮詢法律意見後，認為該租賃協議屬有效、具效力且可執行，並在所有重大方面不會違反現行有效的美國法規及規例。然而，倘美國政府修改其法規，限制或禁止外國公司在美國經營電視台，本集團或會在執行租賃協議下的權利方面存在困難。在此情況下，本集團未必能夠經營其頻譜使用權，此或會對無形資產賬面值及本集團經營及經營業績有重大不利影響。

##### *重續頻譜使用權*

頻譜使用權擁有為期五年的法定權利。於評估頻譜使用權的可使用年期時，公司董事認為，NYBB可按最低成本無限期地向相關機構重續特許使用權及NYBB向本集團提供重續租賃的選擇權，致使租賃協議是可依法強制執行。因此，頻譜使用權的可使用年期被視為無限期。

##### *估計不確定因素的主要來源*

下列是涉及未來的主要假設以及於報告期末估計不確定因素的其他主要來源，該等估計具有可能導致下一個財政年度的資產及負債賬面值出現重大幅調整的重大風險。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

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### 5. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### Key sources of estimation uncertainty (Continued)

##### *Impairment of intangible assets*

During the current year, the management has evaluated the impairment of intangible assets by way of value in use (“VIU”) calculation by reference to the discounted cash flows derived from financial budgets approved by the management of the Group only, determined as the fair value less cost of disposal, as reference to the latest market transaction (“FVLCTS”) is not available in the current year. If the VIU is less than the corresponding carrying amounts, an impairment loss may be required. For the year ended 31 December 2019 and 2018, VIU is used to compare the carrying amount of the spectrum usage rights for impairment assessment. As VIU is lower than its carrying amount, an impairment loss of US\$16,933,000 (2018: US\$9,091,000) was recognised in profit or loss for the year ended 31 December 2019. As at 31 December 2019, the carrying amount of intangible assets was US\$80,564,000 (2018: US\$97,497,000).

##### *Impairment of interests in an associate*

Satellite intangible assets, including right to occupy the orbital slot and broadcast spectrum, held by Silkwave Holdings Limited represents major assets of the associate.

During the current year, the management has evaluated the impairment of the satellite intangible assets by way of value in use calculation by reference to the discounted cash flows derived from financial budgets approved by the management of the Group (“VIU”).

As VIU of the satellite intangible assets is higher than its carrying amount, no impairment (2018: Nil) was recognised on the satellite intangible assets in profit or loss for the year ended 31 December 2019. Thus, also no impairment (2018: Nil) was recognised on interests in an associate in profit or loss for the year ended 31 December 2019. As at 31 December 2019, the carrying amount of interests in an associate were US\$224,301,000 (2018: US\$232,981,000).

### 5. 關鍵會計判斷及估計不確定因素的主要來源(續)

#### 估計不確定因素的主要來源(續)

##### *無形資產減值*

於本年度，由於經參考最近市場交易的公平值減銷售成本(「公平值減銷售成本」)不適用於本年度，管理層經參考本集團管理層批准的財務預算產生的貼現現金流量計算的使用價值(「使用價值」)評估無形資產的減值。倘使用價值低於相應賬面值，或會產生減值虧損。截至二零一九及二零一八年十二月三十一日止年度，使用價值被用來比較頻譜使用權的賬面值，以作出減值評估。由於使用價值低於其賬面值，因此截至二零一九年十二月三十一日止年度，確認減值虧損為16,933,000美元(二零一八年：9,091,000美元)。於二零一九年十二月三十一日，無形資產的賬面值為80,564,000美元(二零一八年：97,497,000美元)。

##### *聯營公司的權益減值*

由Silkwave Holdings Limited持有的衛星無形資產，包括佔用軌道位置和廣播頻譜的權利，是該聯營公司的主要資產。

於本年度，管理層已參考由本集團管理層批准的財務預算所產生的貼現現金流量，以估值方式評估衛星無形資產減值(「VIU」)。

由於衛星無形資產的VIU高於其賬面值，截至二零一九年十二月三十一日止年度並無於損益中確認附屬公司的無形資產減值(二零一八年：無)。因此，於二零一九年十二月三十一日止年度確認於聯營公司於損益中的權益亦無減值(二零一八年：無)。於二零一九年十二月三十一日，聯營公司的權益賬面值為224,301,000美元(二零一八年：232,981,000美元)。

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## 綜合財務報表附註

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### 6. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to equity holders through the optimisation of the debts-to-equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debts, which includes convertible notes disclosed in note 27, net of cash and cash equivalents disclosed in note 23 and equity attributable to owners of the Company, comprising issued share capital, share premium and reserves. The Group relies mainly on the equity financing from the owners of the Company.

The directors of the Company review the capital structure on a regular basis by considering the cost of capital and the risks associate with the capital. Based on recommendation of directors of the Company, the Group will balance its overall capital structure through, new share issues as well as the issue of new debts and the repayment of existing debts.

### 7. FINANCIAL INSTRUMENTS

#### 7a. Categories of financial instruments

<b>Financial assets</b>
Financial assets measured at amortised cost (including bank balances and cash)
Financial assets at FVTPL
<b>Financial liabilities</b>
Financial liabilities measured at amortised cost

<b>財務資產</b>
以攤銷成本計量的財務資產 (包括銀行結餘和現金)
按公平值計入損益的財務資產
<b>財務負債</b>
以攤銷成本計量的財務負債

### 6. 資本風險管理

本集團管理其資本，以確保本集團的實體將可持續經營，並透過優化債務及權益結餘為股東帶來最大回報。於過往年度，本集團的整體策略維持不變。

本集團的資本結構包括債務，其包括於附註27披露的可換股票據、扣除於附註23披露的現金及等同現金項目及本公司擁有人應佔權益(包括已發行股本、股份溢價及儲備)。本集團主要依賴本公司擁有人的股本融資。

公司董事定期檢討資本結構，經考慮資本成本及與資本相關的風險。根據公司董事的建議，本集團將透過發行新股及發行新債務或償還現有債務平衡其整體資本結構。

### 7. 財務工具

#### 7a. 財務工具類別

2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
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9,171	12,912
1,050	1,650
<b>62,237</b>	<b>57,035</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 7. FINANCIAL INSTRUMENTS (Continued)

#### 7b. Financial risk management objectives and policies

The Group's major financial instruments include trade receivables, bank balances, trade payables, amounts due from a related company and an associate, amounts due to shareholders, lease liabilities and convertible notes. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (represented by currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### Market risk

##### (i) Currency risk

Certain bank balances and amounts due of the Group are denominated in currencies other than US dollars, which expose the Group to foreign currency risk. The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

		Liabilities 負債		Assets 資產	
		2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年
		US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
Hong Kong dollars	港元	13,507	4,039	7,625	9,356
Renminbi	人民幣	-	-	9	13

The Group does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

### 7. 財務工具(續)

#### 7b. 財務風險管理目標及政策

本集團的主要財務工具包括貿易應收款項、銀行結餘、貿易應付款項、應收關連公司及聯營公司款項、應付股東款項、租賃負債及可換股票據。該等財務工具的詳情於相關附註內披露。與該等財務工具相關的風險包括市場風險(以貨幣風險及利率風險為代表)、信貸風險及流動資金風險。有關緩解該等風險的政策載於下文。管理層管理及監測該等風險，以確保及時有效地採取適用措施。

#### 市場風險

##### (i) 貨幣風險

本集團若干銀行結餘及應收/付款項以外幣(除美元之外)計值，這使本集團面對外幣風險。於報告日期，本集團以外幣計值的貨幣資產及貨幣負債的賬面值如下：

集團並無外匯對沖政策。然而，管理層監察外匯風險，並於有需要時考慮對沖重大外匯風險。

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## 綜合財務報表附註

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### 7. FINANCIAL INSTRUMENTS (Continued)

#### 7b. Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (i) Currency risk (Continued)

###### Sensitivity analysis

For the exposure to the fluctuation in United States dollar against Hong Kong dollar, as Hong Kong dollar was pegged to United States dollar, the management is of opinion that such exposure is insignificant and no sensitivity analysis is presented.

In the management's opinion, the Group does not have significant exposure to the fluctuation in United States dollar against Renminbi, so no sensitivity analysis is presented.

##### (ii) Interest rate risk

The Group is exposed to interest rate risk in relation to the bank balances due to the fluctuation of the market interest rates for both years.

The Group currently does not have any interest rate hedging policy. The directors of the Company monitor the Group's exposure on ongoing basis and will consider hedging interest rate risk should the need arise. The Group's cash flow interest rate risk is mainly sensitive to the fluctuation of interest rate arising from the Group's bank balances.

###### Sensitivity analysis

For the years ended 31 December 2019 and 2018, the Group's cash flow interest rate risk is only related to the impact of prevailing market interest rate change on bank balances which are all short-term in nature. Any variations in interest rates are not expected to have a significant impact on the result of the Group. Accordingly, no sensitivity analysis is performed for the years ended 31 December 2019 and 2018.

### 7. 財務工具(續)

#### 7b. 財務風險管理目標及政策(續)

##### 市場風險(續)

##### (i) 貨幣風險(續)

###### 敏感度分析

就美元兌港元匯率波動的風險而言，由於港元與美元掛鈎，管理層認為該風險並不重大，故並無進行敏感度分析。

管理層認為，本集團並無面對美元兌人民幣匯率波動的重大風險，故並無進行敏感度分析。

##### (ii) 利率風險

本集團承受有關銀行結餘的利率風險，乃由於受兩個年度現行市場利率波動影響所致。

本集團現時並無任何利率對沖政策。公司董事持續監察本集團面臨的風險並於必要時考慮對沖利率風險。本集團的現金流利率風險主要易受本集團銀行結餘所產生的利率波動影響。

###### 敏感度分析

截至二零一九年及二零一八年十二月三十一日止年度，本集團承受的現金流量利率風險僅限於市場利率變動對銀行結餘造成的影響，且銀行結餘全部為短期。因此，利率浮動預期不會對本集團的業績構成重大影響。故截至二零一九年及二零一八年十二月三十一日止年度均無進行敏感度分析。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 7. FINANCIAL INSTRUMENTS (Continued)

#### 7b. Financial risk management objectives and policies

(Continued)

##### Credit risk

At the end of the reporting period, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to perform an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The credit risk on bank balances is limited because all the counterparties are reputable banks in Hong Kong and PRC.

As at 31 December 2019, the Group has concentration of credit risk as the total trade receivables was due from the Group's largest customer (2018: one). The management is of the view that this customer has good track records and considers that the trade receivables from this customer are recoverable.

In order to minimise the credit risk, management continuously monitors the level of exposure to individual customers to ensure that follow-up actions and/or corrective actions are taken promptly to lower the risk exposure or to recover overdue balances. Before accepting any new customer, the Group has to assess the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed periodically.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs. The Group assessed that there is no significant loss allowance recognised in accordance with HKFRS 9 as at 31 December 2019 (2018: Nil). Expected loss rates are based on actual loss experience over the years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

### 7. 財務工具(續)

#### 7b. 財務風險管理目標及政策(續)

##### 信貸風險

於報告期末，由於對方未能履行責任而導致本集團財務虧損而使本集團承受的最高信貸風險乃為綜合財務狀況表所述的各類經確認的財務資產的賬面值。

由於對方為香港及中國的知名銀行，銀行結餘的信貸風險有限。

於二零一九年十二月三十一日，由於應收貿易賬款總額來自本集團最大客戶(二零一八年：一家)，故本集團信貸風險集中。管理層認為該等客戶擁有良好的往績記錄，並認為該等客戶的貿易應收款項可收回。

為了最大限度地降低信用風險，管理層持續監控個人客戶的風險水平，以確保及時採取後續行動和/或糾正措施，以降低風險或收回逾期餘額。於接納任何新客戶前，本集團須評估潛在客戶的信貸質素及界定客戶的信貸限額，並對給予客戶限額進行定期檢討。

本集團以等於終身ECL的金額計量貿易應收款項的損失準備。本集團評估於二零一九年十二月三十一日並無根據香港財務報告準則第9號確認的重大虧損撥備(二零一八年：無)。預期虧損率乃根據過去兩年的實際虧損經驗釐定。調整這些利率以反映收集歷史數據期間的經濟狀況，當前狀況和本集團對應收賬款預期年限的經濟狀況的看法之間的差異。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 7. FINANCIAL INSTRUMENTS (Continued)

#### 7b. Financial risk management objectives and policies (Continued)

##### Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The directors of the Company are taking active steps to improve the liquidity position of the Group and the Group should be able to continue as a going concern.

The following table details the Group's remaining contractual maturity for its financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of the financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

##### Liquidity risk tables 2019

	Weighted average interest rate	Less than 1 month or on demand	1 to 3 months	3 months to 1 year	1 to 6 years	Total undiscounted cash flows	Carrying amount at 31/12/2019
	加權平均利率	少於1個月或按要求的	1至3個月	3個月至1年	1至6年	未折現現金流量總額	於二零一九年十二月三十一日的賬面值
	%	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
Trade payables	-	197	756	-	-	953	953
Convertible notes (note 27)	-	-	-	-	87,000	87,000	47,773
Amounts due to shareholder	-	12,992	-	-	-	12,992	12,992
Lease liabilities	-	14	26	217	289	546	519
		13,203	782	217	87,289	101,491	62,237

### 7. 財務工具 (續)

#### 7b. 財務風險管理目標及政策 (續)

##### 流動資金風險

就流動資金風險管理而言，本集團監察及維持管理層視為足夠的一定水平的現金及等同現金項目以為本集團經營融資及降低現金流量波動的影響。

公司董事正採取積極措施以提高本集團的資金流動狀況，以確保本集團能夠持續經營。

下表詳列本集團財務負債根據協定還款期劃分的剩餘合約到期情況。該表根據本集團須付款的最早日期的財務負債未折現現金流量而編製。本表包括利息及本金現金流量。

##### 流動資金風險表 二零一九年

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 7. FINANCIAL INSTRUMENTS (Continued)

#### 7b. Financial risk management objectives and policies (Continued)

##### Liquidity risk (Continued)

##### Liquidity risk tables (Continued)

2018

		Weighted average interest rate	Less than 1 month or on demand	1 to 3 months	3 months to 1 year	1 to 6 years	Total undiscounted cash flows	Carrying amount at 31/12/2018
		加權平均利率	少於1個月或按要求的	1至3個月	3個月至1年	1至6年	未折現現金流量總額	於二零一八年十二月三十一日的賬面值
		%	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
Trade payables	貿易應付款項	-	531	797	-	-	1,328	1,328
Convertible notes (note 27)	可換股票據(附註27)	-	-	-	-	101,921	101,921	51,668
Amounts due to shareholder	應付股東款項	-	4,039	-	-	-	4,039	4,039
			4,570	797	-	101,921	107,288	57,035

Note: The undiscounted cash flows of convertible notes are presented based on the assumption that the Company will not early redeem the outstanding convertible notes before the maturity date.

附註：可換股票據的未折現現金流量乃根據本公司不會於到期日之前提早贖回尚未兌換的可換股票據的假設而呈列。

#### 7c. Fair value

This note provides information about how the Group determines the fair value of its financial asset.

##### (i) Fair value of the Group's financial asset that is measured at fair value on a recurring basis

One of the Group's financial assets is measured at fair value at the end of each reporting period. The following table gives information about how the fair value of the financial asset is determined (in particular, the valuation technique(s) and inputs used).

### 7. 財務工具(續)

#### 7b. 財務風險管理目標及政策(續)

##### 流動資金風險

##### 流動資金風險表

二零一八年

#### 7c. 公平值

本附註提供有關本集團如何釐定財務資產公平值的資料。

##### (i) 本集團按經常性基準以公平值計量的財務資產公平值

於各報告期末，本集團其中一項財務資產按公平值計量。下表載列有關如何釐定財務負債公平值(尤其是估值技術及所採用的輸入數據)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 7. FINANCIAL INSTRUMENTS (Continued)

#### 7c. Fair value (Continued)

#### (i) Fair value of the Group's financial asset that is measured at fair value on a recurring basis (Continued)

Financial asset 財務資產	Fair value as at 於以下日期的公平值		Fair value hierarchy 公平值等級	Valuation technique and key inputs 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據
	31/12/2019 二零一九年 十二月三十一日	31/12/2018 二零一八年 十二月三十一日			
Financial asset at FVTPL – Call Option granted for a further 31% equity interest in Silkwave Holdings Limited 以公允價值計量的金融資產 – Silkwave Holdings Limited 額外31%股權的認購期權	US\$1,050,000 1,050,000美元	US\$1,650,000 1,650,000美元	Level 3 第三級	Binomial Pricing Model – in this approach, certain parameters determined by management are input into the binomial model to derive the valuation of the call option. 二項式定價模型 – 利用此方法，管理層釐定的若干參數均輸入二項式模型，以獲得認購期權的估值。	Volatility, determined by reference to historical volatilities of companies operating in the same industry 波幅，經參考同業過往波幅釐定

#### Certain parameters include:

- Risk-free rate 1.72% (2018: 1.89%)
- Volatility 44.71% (2018: 45.27%)

#### 若干參數包括：

- 無風險利率1.72% (二零一八年：1.89%)
- 波幅44.71% (二零一八年：45.27%)



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 7. FINANCIAL INSTRUMENTS (Continued)

#### 7c. Fair value (Continued)

#### (i) Fair value of the Group's financial asset that is measured at fair value on a recurring basis (Continued)

##### Fair value hierarchy

2019  
Financial assets  
Financial asset at fair value through profit or loss

二零一九年  
財務資產  
以公允價值計量的金融資產

Level 1 第一級 US\$'000 千美元	Level 2 第二級 US\$'000 千美元	Level 3 第三級 US\$'000 千美元	Total 總計 US\$'000 千美元
-	-	1,050	1,050

2018  
Financial assets  
Financial asset at fair value through profit or loss

二零一八年  
財務資產  
以公允價值計量的金融資產

-	-	1,650	1,650
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#### (ii) Reconciliation of Level 3 fair value measurements

At 1 January  
Call option granted  
Change in fair value

於一月一日  
授予認購期權  
公平值變動

At 31 December  
於十二月三十一日

#### (ii) 第三層公允價值計量之變動

2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
1,650	-
-	1,650
(600)	-
1,050	1,650

1,650	-
-	1,650
(600)	-
1,050	1,650

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 8. REVENUE AND SEGMENT INFORMATION

Information is reported to the Company's executive directors, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of services provided.

No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's reportable and operating segments under HKFRS 8 operating segment are as follows:

- i. CMMB business – Provision of transmission and broadcasting of TV programs.
- ii. Trading business – Trading of PCB materials.

The following is an analysis of the Group's revenue and results by operating and reportable segments:

For the year ended 31 December 2019

Revenue	收入	截至二零一九年十二月三十一日止年度		
Segment revenue	分部收入	CMMB business CMMB業務 US\$'000 千美元	Trading business 貿易業務 US\$'000 千美元	Total 總計 US\$'000 千美元
Segment revenue	分部收入	4,039	3,114	7,153
Segment loss	分部虧損	(17,943)	(46)	(17,989)
Market development and promotion expenses	市場開發及推廣開支	(2,540)	–	(2,540)
Change in fair value of financial asset at fair value through profit or loss	以公平值變動計入當期損益之金融資產的公允價值變動	(600)	–	(600)
Share of results of an associate	應佔聯營公司的業績	(8,680)	–	(8,680)
Interest income	利息收入	–	–	2
Unallocated expenses	未分配開支	–	–	(2,060)
Loss for the year	年內虧損			(31,867)

### 8. 收入及分部資料

向本公司執行董事(即主要營運決策者)呈報以供分配資源及評估分部表現的資料,集中於已提供的服務類型。

主要營運決策者在設定本集團的可報告分部時並無彙合所識別的經營分部。

具體而言,根據香港財務報告準則第8號經營分部,本集團的可呈報分部及經營分部如下:

- i. CMMB業務 – 提供傳輸及播放電視節目。
- ii. 貿易業務 – 印刷線路板材料貿易。

按經營及可呈報分部劃分的本集團收入及業績的分析如下:

截至二零一九年十二月三十一日止年度

Revenue	收入	截至二零一九年十二月三十一日止年度		
Segment revenue	分部收入	CMMB business CMMB業務 US\$'000 千美元	Trading business 貿易業務 US\$'000 千美元	Total 總計 US\$'000 千美元
Segment revenue	分部收入	4,039	3,114	7,153
Segment loss	分部虧損	(17,943)	(46)	(17,989)
Market development and promotion expenses	市場開發及推廣開支	(2,540)	–	(2,540)
Change in fair value of financial asset at fair value through profit or loss	以公平值變動計入當期損益之金融資產的公允價值變動	(600)	–	(600)
Share of results of an associate	應佔聯營公司的業績	(8,680)	–	(8,680)
Interest income	利息收入	–	–	2
Unallocated expenses	未分配開支	–	–	(2,060)
Loss for the year	年內虧損			(31,867)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 8. REVENUE AND SEGMENT INFORMATION (Continued)

For the year ended 31 December 2018

Revenue	收入			
Segment revenue	分部收入	3,639	2,831	6,470
Segment loss	分部虧損	(8,358)	(29)	(8,387)
Market development and promotion expenses	市場開發及推廣開支	(4,064)	–	(4,064)
Gain on disposal of assets classified as held for sale	出售列為待售資產之收益	42,829	–	42,829
Share of results of an associate	應佔聯營公司的業績	(5,369)	–	(5,369)
Interest income	利息收入	–	–	2
Unallocated expenses	未分配開支	–	–	(2,260)
Profit for the year	年內盈利			22,751

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 4. Segment (loss) profit represents the (loss) profit from each segment after tax without allocation of interest income and central administration expenses. This is the measure reported to Company's executive directors for the purposes of resources allocation and performance assessment.

### 8. 收入及分部資料(續)

截至二零一八年十二月三十一日止年度

CMMB business CMMB業務 US\$'000 千美元	Trading business 貿易業務 US\$'000 千美元	Total 總計 US\$'000 千美元
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經營分部的會計政策與附註4所述的本集團會計政策一致。分部(虧損)溢利指來自各分部除稅後(虧損)溢利(不考慮分配利息收入及中央行政開支)。此乃就資源分配及表現評估而言向本公司執行董事報告的標準。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

8. REVENUE AND SEGMENT INFORMATION (Continued)		8. 收入及分部資料(續)	
Segment assets		分部資產	
		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
CMMB business	CMMB業務	306,201	332,536
Trading business	貿易業務	1,360	1,783
		<hr/>	<hr/>
Total segment assets	分部資產總值	307,561	334,319
Unallocated	未分配		
– Property, plant and equipment	– 物業、廠房及設備	107	175
– Right-of-use assets	– 使用權資產	474	–
– Other receivables	– 其他應收款項	121	120
– Amount due from a related company	– 應收關連公司款項	6,662	9,131
– Amount due from an associate	– 應收聯營公司款項	947	64
– Bank balances and cash	– 銀行結餘及現金	191	1,923
		<hr/>	<hr/>
Consolidated total assets	綜合資產	316,063	345,732
		<hr/>	<hr/>
Segment liabilities		分部負債	
		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
CMMB business	CMMB業務	50,615	53,588
Trading business	貿易業務	992	1,371
		<hr/>	<hr/>
Total segment liabilities	分部負債總額	51,607	54,959
Unallocated	未分配		
– Accruals	– 應計費用	382	901
– Lease liabilities	– 租賃負債	515	–
– Amount due to shareholders	– 應付股東款項	12,992	4,039
		<hr/>	<hr/>
Consolidated total liabilities	綜合負債	65,496	59,899
		<hr/>	<hr/>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 8. REVENUE AND SEGMENT INFORMATION (Continued)

#### Segment liabilities (Continued)

For the purposes of monitoring segment performance and allocating resources between segments:

- segment assets include certain property, plant and equipment, intangible assets, interest in an associate, financial asset at fair value through profit or loss, certain bank balances and cash and trade receivables; and
- segment liabilities include trade payables, certain accruals and convertible notes.

#### Revenue from major products and services

The following is an analysis of the Group's revenue from its major products and services:

### 8. 收入及分部資料(續)

#### 分部負債(續)

就監察分部表現及在分部之間分配資源而言：

- 分部資產包括若干物業、廠房及設備、無形資產、於聯營公司的權益、以公平值計入損益的金融資產、若干銀行結餘及現金以及貿易應收款項；及
- 分部負債包括貿易應付款項、若干應計費用及可換股票據。

#### 來源於主要產品及服務的收入

本集團來源於主要產品及服務的收入分析如下：

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Revenue from contracts with customers recognised at a point in time:	於某一時點來自客戶合約之收入確認：		
Trading of PCB materials	印刷線路板材料貿易	3,114	2,831
Revenue from other sources:	其他收入來源：		
Transmission and broadcasting of television programs	提供傳輸及電視廣播服務	4,039	3,639
		<u>7,153</u>	<u>6,470</u>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

8. REVENUE AND SEGMENT INFORMATION (Continued)	8. 收入及分部資料(續)			
Other segment information	其他分部資料	CMMB business CMMB業務 US\$'000 千美元	Trading business 貿易業務 US\$'000 千美元	Total 總計 US\$'000 千美元
Amounts included in the measure of segment profit or loss:	計入計量分部損益的款項：			
<b>Year ended 31 December 2019</b>	<b>截至二零一九年 十二月三十一日止年度</b>			
Depreciation of property, plant and equipment	物業、廠房及設備折舊	127	-	127
Depreciation of right-of-use assets	使用權資產折舊	-	23	23
Effective interest expense on convertible notes	可換股票據實際利息開支	5,445	-	5,445
Interest expense on lease liabilities	租賃負債利息開支	-	1	1
Gain on redemption of convertible notes	贖回可換股票據之收益	(2,089)	-	(2,089)
Impairment loss recognised on intangible assets	無形資產減值虧損	16,933	-	16,933
<b>Year ended 31 December 2018</b>	<b>截至二零一八年 十二月三十一日止年度</b>			
Depreciation of property, plant and equipment	物業、廠房及設備折舊	116	-	116
Effective interest expense on convertible notes	可換股票據實際利息開支	4,099	-	4,099
Gain on redemption of convertible notes	贖回可換股票據之收益	(3,428)	-	(3,428)
Impairment loss recognised on intangible assets	無形資產減值虧損	9,091	-	9,091

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 8. REVENUE AND SEGMENT INFORMATION (Continued)

#### Geographical information

The Group principally operates in the US (country of domicile of the operating subsidiary) for CMMB business and in Taiwan for trading business. Nearly all non-current assets of the Group are located in the US except for certain insignificant non-current assets (such as office equipment and motor vehicles) are located in Hong Kong.

Information about the Group's revenue from external customers is presented based on the location of the operations.

US	美國
Taiwan	台灣

#### Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

Customer A	客戶A
Customer B	客戶B
Customer C	客戶C

<sup>1</sup> Revenue from CMMB business

<sup>2</sup> Revenue from Trading business

### 8. 收入及分部資料(續)

#### 地區資料

本集團主要於美國(經營附屬公司的註冊國家)經營CMMB業務及於台灣經營貿易業務。本集團幾乎全部非流動資產位於美國，惟極少數非流動資產(如辦公室設備及汽車)位於香港。

有關本集團來自外部客戶的收入的資料根據經營業務所在地呈列。

#### Revenue from external customers 來自外部客戶的收入

2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
4,039	3,639
3,114	2,831
<u>7,153</u>	<u>6,470</u>

#### 主要客戶資料

來自客戶的收入佔本集團總收入超過10%的詳情如下：

2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
3,114 <sup>2</sup>	2,831 <sup>2</sup>
2,736 <sup>1</sup>	2,640 <sup>1</sup>
<u>1,266<sup>1</sup></u>	<u>966<sup>1</sup></u>

<sup>1</sup> 來自CMMB業務的收入

<sup>2</sup> 來自貿易業務的收入

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
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### 9. OTHER INCOME

Bank interest income 銀行利息收入

### 9. 其他收入

2019	2018
二零一九年	二零一八年
US\$'000	US\$'000
千美元	千美元

2	2
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### 10. FINANCE COSTS

Effective interest expense on convertible notes (note 27) 可換股票據的實際利息開支 (附註27)

Interest expense on lease liabilities 租賃負債利息開支

Interest expense on bank overdrafts 銀行利息開支

### 10. 財務成本

2019	2018
二零一九年	二零一八年
US\$'000	US\$'000
千美元	千美元

5,445	4,099
-------	-------

34	-
----	---

3	3
---	---

5,482	4,102
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### 11. INCOME TAX EXPENSE

Current tax: 本年稅項：  
US Income Tax 美國所得稅

### 11. 稅項

2019	2018
二零一九年	二零一八年
US\$'000	US\$'000
千美元	千美元

117	-
-----	---

Hong Kong Profits Tax for 2019 is calculated at 16.5% (2018: 16.5%) on the estimated assessable profits for the year, except for the first HK\$2,000,000 of a qualified entity's assessable profit which is calculated at 8.25%, in accordance with the new two-tiered profits tax rates regime with effect from the year of assessment 2018/2019. No provision for Hong Kong Profits Tax has been made as the Group has no assessable profit arising in Hong Kong for both years.

於二零一九年香港利得稅按估計應課稅溢利16.5% (二零一八年：16.5%) 的稅率計算，惟合資格實體應課稅溢利之首次2,000,000港元(按8.25%計算)除外。新的兩級利得稅稅率制度，自二零一八／二零一九年課稅年度起生效。本集團於兩年內並無在香港的應課稅溢利，故並無就香港利得稅作出撥備。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 11. INCOME TAX EXPENSE (Continued)

For the year ended 31 December 2019, US Income Tax is charged at 24% (2018: 24%) on the estimated assessable profits. No provision for US Income Tax has been made as the Group does not have assessable profit arising in US for the year ended 31 December 2018.

Taiwan Income Tax is charged at 17% on the estimated assessable profits for both years. No provision for Taiwan Income Tax has been made as the Group does not have assessable profit arising in Taiwan for both years.

Under the law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onward. No provision for PRC income tax has been made in the consolidated financial statements as all of the PRC subsidiaries did not have taxable income for both years.

The tax charge for the year can be reconciled to the (loss) profit before tax per the consolidated statements of profit or loss and other comprehensive income as follows:

### 11. 稅項(續)

於二零一九年十二月三十一日年度，美國所得稅按24%（二零一八年：24%）的稅率計算。本集團於二零一八年十二月三十一日止年度並無美國的應課稅溢利，故並無就美國所得稅作出撥備。

於兩個年度，台灣所得稅按17%的現行稅率計算。本集團於兩個年度於台灣並無產生任何應課稅溢利，故無作出台灣所得稅撥備。

根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，本公司的中國附屬公司自二零零八年一月一日起之稅率為25%。所有中國附屬公司於兩個年度內並無應課稅收入，故並無於綜合財務報表中作出中國所得稅撥備。

年內稅項與綜合損益及其他全面收益表除稅前（虧損）溢利對賬如下：

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
(Loss) profit before tax	除稅前（虧損）盈利	<u>(31,750)</u>	<u>22,751</u>
Tax at the US income tax rate of 24% (2018: 24%)	美國所得稅稅率為24% (二零一八年：24%)	(7,620)	5,460
Tax effect of income not taxable for tax purpose	就稅項而言，不應課稅收入的 稅務影響	(1,249)	(11,781)
Tax effect of expenses not deductible for tax purpose	就稅項而言，不可扣稅開支的 稅務影響	2,839	2,687
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	-	164
Tax effect of share of results of an associate	應佔聯營公司虧損的稅務影響	2,083	1,288
Tax effect of deductible temporary differences not recognised	確認可扣減暫時差額的稅務 影響	<u>4,064</u>	<u>2,182</u>
Tax charge for the year	年內稅項	<u>117</u>	<u>-</u>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
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### 11. INCOME TAX EXPENSE (Continued)

At the end of both reporting periods, the Group has deductible temporary differences of US\$27,358,000 (2018: US\$10,425,000) relating to impairment loss recognised on an intangible asset recognised. No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised. In addition, the Group has unused tax losses of US\$6,313,000 as at 31 December 2019 (2018: US\$6,313,000) available for offsetting against future profits, subject to the confirmation of the relevant tax authorities. No deferred tax asset has been recognised due to the unpredictability of future profit streams.

### 11. 稅項(續)

於兩個報告期末，本集團有關截至十二月三十一日止年度已確認的無形資產已確認的減值虧損的可扣減暫時差額為27,358,000美元(二零一八年：10,425,000美元)。由於並無應課稅溢利將用作抵銷可動用可扣減暫時差額，故概無就有關可扣減暫時差額確認遞延稅項資產。此外，截至二零一九年十二月三十一日止年度，本集團的未動用稅項虧損6,313,000美元(二零一八年：6,313,000美元)可用於抵銷未來溢利，惟須取得相關稅務部門的確認。由於未來溢利來源不可預測，故並無確認遞延稅項資產。

### 12. (LOSS) PROFIT FOR THE YEAR

### 12. 年內(虧損)盈利

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
(Loss) profit for the year has been arrived at after charging:	年內(虧損)盈利經扣除以下項目後達致：		
Staff costs, including directors' remuneration	員工成本，包括董事酬金		
– Directors' remuneration	– 董事酬金	252	241
– Salaries and allowances	– 薪金及津貼	1,080	1,173
– Retirement benefit scheme contributions	– 退休福利計劃供款	21	18
Total staff costs	員工成本總額	<u>1,353</u>	<u>1,432</u>
Share-based payment expense	以股份為基礎的付款開支	193	–
Auditor's remuneration	核數師酬金		
– Assurance service	– 核數服務	140	140
– Non-assurance service	– 非核數服務	7	7
Depreciation of property, plant and equipment	物業、廠房及設備折舊	196	228
Depreciation of right-of-use-assets	使用權資產折舊	283	–
Included in other expenses:	計入其他開支：		
– Exchange losses, net	– 匯兌虧損淨額	9	218
– Legal and professional fee	– 法律及專業費用	261	1,010

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

#### (a) Directors' emoluments

The emoluments paid or payable to each of the seven directors (2018: seven) of the Company were as follows:

2019

		Directors 董事							Total 2019 二零一九年 總計
		Wong Chau Chi	Liu Hui	Chou Tsan Hsiung	Yang Yi	Wang Wei-Lin	Li Shan	Li Jun	
		黃秋智 US\$'000 千美元	劉輝 US\$'000 千美元	周燦雄 US\$'000 千美元	楊毅 US\$'000 千美元	王偉霖 US\$'000 千美元	李山 US\$'000 千美元	李珺 US\$'000 千美元	US\$'000 千美元
Fees	袍金	-	-	-	-	-	-	-	-
Other emoluments	其他酬金								
Salaries and other benefits	薪金及其他福利	77	175	-	-	-	-	-	252
Contributions to retirement benefits scheme	退休福利計劃供款	2	-	-	-	-	-	-	2
<b>Total emoluments</b>	<b>總酬金</b>	<b>79</b>	<b>175</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>254</b>

### 13. 董事及主要行政人員酬金

#### (a) 董事酬金

已付或應付七位董事及主要行政人員(二零一八年：七位)的酬金如下：

二零一九年

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

#### (a) Directors' emoluments (Continued) 2018

		Directors 董事							Total 2018 二零一八年 總計
		Wong Chau Chi	Liu Hui	Chou Tsan Hsiung	Yang Yi	Wang Wei-Lin	Li Shan	Li Jun	US\$'000 千美元
Fees	袍金	-	-	-	-	-	-	-	-
Other emoluments	其他酬金								
Salaries and other benefits	薪金及其他福利	66	175	-	-	-	-	-	241
Contributions to retirement benefits scheme	退休福利計劃供款	-	-	-	-	-	-	-	-
<b>Total emoluments</b>	<b>總酬金</b>	<b>66</b>	<b>175</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>241</b>

The Directors' emoluments disclosed above include their services in connection with management of the affairs of the Group.

Mr. Wong Chau Chi is also the Chief Executive Officer of the Company.

#### (b) Directors' material interests, transactions, arrangements or contracts

Except as disclosed in note 33, no other transactions, arrangements and contracts of significance to which the Group as a party and in which a director of the Group had material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 13. 董事及主要行政人員酬金(續)

#### (a) 董事酬金(續) 二零一八年

		Directors 董事							Total 2018 二零一八年 總計
		Wong Chau Chi	Liu Hui	Chou Tsan Hsiung	Yang Yi	Wang Wei-Lin	Li Shan	Li Jun	US\$'000 千美元
Fees	袍金	-	-	-	-	-	-	-	-
Other emoluments	其他酬金								
Salaries and other benefits	薪金及其他福利	66	175	-	-	-	-	-	241
Contributions to retirement benefits scheme	退休福利計劃供款	-	-	-	-	-	-	-	-
<b>Total emoluments</b>	<b>總酬金</b>	<b>66</b>	<b>175</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>241</b>

上表披露之董事酬金包括彼等就本集團之事務所提供之管理服務。

黃秋智先生亦為本公司首席執行官。

#### (b) 董事的重大權益、交易、安排或合約

除於附註33所披露之外，概無其他重大交易、安排及合約為本集團作為訂約方，而同時本集團董事直接或間接擁有重大權益，且於年度終結或年內任何時間存續。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

#### (c) Loans, quasi-loans and other dealings in favour of directors

No loans, quasi-loans and other dealings in favour of directors of the Group or body corporate controlled by such directors, or entities connected with such directors, subsisted at the end of the year or at any time during the year.

### 14. EMPLOYEES' REMUNERATIONS

Of the five individuals with the highest emoluments in the Group, there was one director whose emoluments are included in the disclosures in note 13 (2018: one). The emoluments of the remaining four (2018: four) individuals were as follows:

Salaries and other benefits	薪金及其他福利
Contributions to retirement benefits scheme	退休福利計劃供款

2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
620	558
7	7
<b>627</b>	<b>565</b>

Their emoluments were within the following bands:

HK\$500,001 to HK\$1,000,000 (equivalent to US\$64,051 to US\$128,000)	500,001港元至1,000,000港元 (相當於64,051美元至 128,000美元)
HK\$1,000,001 to HK\$1,500,000 (equivalent to US\$128,001 to US\$192,000)	1,000,001港元至1,500,000港元 (相當於128,001美元至 192,000美元)
HK\$1,500,001 to HK\$2,000,000 (equivalent to US\$192,001 to US\$256,000)	1,500,001港元至2,000,000港元 (相當於192,001美元至 256,000美元)

彼等的酬金介乎以下範圍：

2019 二零一九年 No. of employees 僱員數目	2018 二零一八年 No. of employees 僱員數目
2	2
—	1
<b>2</b>	<b>1</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 14. EMPLOYEES' REMUNERATIONS (Continued)

During the years ended 2019 and 2018, no emoluments had been paid by the Group to the directors of the Company or the five highest-paid individuals as an inducement to join or upon joining the Group or as a compensation for loss of office.

### 15. DIVIDENDS

The directors of the Company do not recommend the payment of a dividend for the years ended 31 December 2019 and 2018.

### 16. (LOSS) EARNINGS PER SHARE

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

### 14. 僱員酬金(續)

於二零一九年及二零一八年十二月三十一日止年度，本集團並無向公司董事及五位最高薪人士支付酬金作為促使其加入或在加入本集團時之獎金或作為失去職位之賠償。

### 15. 股息

公司董事不建議就截至二零一九年及二零一八年十二月三十一日止年度派付股息。

### 16. 每股(虧損)盈利

年內本公司擁有人應佔每股基本及攤薄(虧損)盈利乃根據以下數據計算：

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
(Loss) profit for the year attributable to owners of the Company for the purpose of basic (loss) earnings per share	就計算每股基本(虧損)盈利時所用的本公司擁有人應佔年內(虧損)盈利	(28,404)	24,808
Effect of dilutive potential ordinary shares:	潛在攤薄普通股影響：		
– Effective interest expense on convertible notes	– 可換股票據的實際利息	114	4,099
– Gain on redemption of convertible notes	– 贖回可換股票據之收益	(1,525)	(3,428)
(Loss) profit for the year attributable to owners of the Company for the purpose of diluted (loss) earnings per share	就計算每股攤薄(虧損)盈利時所用的本公司擁有人應佔年內(虧損)溢利	(29,815)	25,479

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## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 16. (LOSS) EARNINGS PER SHARE (Continued)

Number of shares	股份數目
Weighted average number of ordinary shares for the purpose of basic (loss) earnings per share	就計算每股基本(虧損)盈利時所用的普通股加權平均股數
Effect of dilutive potential ordinary shares:	潛在攤薄普通股影響：
– Convertible notes	– 可換股票據
Weighted average number of ordinary shares for the purpose of dilutive (loss) earnings per share	就計算每股攤薄(虧損)盈利時所用的普通股加權平均股數

Adjustment has been made to the basic (loss) earnings per share amount for the year ended 31 December 2019 and 2018 in respect of a dilution because the diluted (loss) earnings per share amount is increased/decreased when taking into account the convertible notes, so the convertible notes had a dilutive effect.

The weighted average number of ordinary shares for the purpose of calculating basic and diluted earnings per share for the year ended 31 December 2018 has been adjusted for the effect of share consolidation completed on 12 November 2019.

As the Rights Issue completed on 11 March 2020 includes no bonus elements, the weighted average number of ordinary shares for the purpose of calculating basic and diluted (loss) earnings per share for the year ended 31 December 2019 and 2018 are not required to be adjusted for the effect of the Rights Issue.

### 16. 每股(虧損)盈利(續)

2019 二零一九年	2018 二零一八年 (Restated) (重列)
163,601,929	132,343,885
526,945	60,867,547
<u>164,128,874</u>	<u>193,211,432</u>

截至二零一九年及二零一八年十二月三十一日止年度的攤薄每股基本(虧損)盈利金額已作出調整，因為考慮到可換股票據時每股攤薄(虧損)盈利金額增加/減少，因此可兌換票據有稀釋效應。

用作計算截至二零一八年十二月三十一日止年度的每股基本及攤薄盈利的普通股加權平均數已追溯調整，以反映於二零一九年十一月十二日完成的股份合併的影響。

由於二零二零年三月十一日完成的供股不含紅股因素，用作計算截至二零一九年及二零一八年十二月三十一日止年度的每股基本及攤薄(虧損)盈利的普通股加權平均數不需作出追溯調整以反映該次供股的影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
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### 17. PROPERTY, PLANT AND EQUIPMENT

### 17. 物業、廠房及設備

		Leasehold improvements	Motor vehicles	TV equipment	Office and other equipment	Total
		租賃裝修	汽車	電視設備	辦公室及 其他設備	總計
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元
<b>COST</b>	<b>成本</b>					
At 1 January 2018	於二零一八年一月一日	249	116	144	594	1,103
Additions	添置	-	-	81	12	93
Exchange differences	匯兌調整	-	-	-	(1)	(1)
At 31 December 2018 and 1 January 2019	於二零一八年 十二月三十一日 及二零一九年 一月一日	249	116	225	605	1,195
Exchange differences	匯兌調整	1	-	-	3	4
At 31 December 2019	於二零一九年 十二月三十一日	250	116	225	608	1,199
<b>ACCUMULATED DEPRECIATION</b>	<b>累計折舊</b>					
At 1 January 2018	於二零一八年一月一日	179	67	68	91	405
Provided for the year	年內撥備	55	18	36	119	228
Exchange differences	匯兌調整	-	-	-	-	-
At 31 December 2018 and 1 January 2019	於二零一八年 十二月三十一日 及二零一九年 一月一日	234	85	104	210	633
Provided for the year	年內撥備	14	18	46	118	196
Exchange differences	匯兌調整	2	-	-	1	3
At 31 December 2019	於二零一九年 十二月三十一日	250	103	150	329	832
<b>CARRYING VALUE</b>	<b>賬面值</b>					
At 31 December 2019	於二零一九年 十二月三十一日	-	13	75	279	367
At 31 December 2018	於二零一八年 十二月三十一日	15	31	121	395	562



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## 綜合財務報表附註

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### 17. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment are depreciated on a straight line basis at the following rates per annum:

Leasehold improvement	33%
Motor vehicles	20%
TV equipment	20%
Office and other equipment	10–33%

There are motor vehicles, office and other equipment which have been fully depreciated remaining in use at the end of the reporting period.

### 18. INTANGIBLE ASSETS

#### COST

At 1 January 2018, 31 December 2018,  
1 January 2019 and 31 December  
2019

#### 成本

於二零一八年一月一日，  
二零一八年十二月  
三十一日，二零一九年  
一月一日及二零一九年  
十二月三十一日

#### ACCUMULATED AMORTISATION/ IMPAIRMENT

At 1 January 2018  
Impairment recognised for the year

At 31 December 2018 and 1 January  
2019

Impairment recognised for the year

At 31 December 2019

#### CARRYING VALUE

At 31 December 2019

At 31 December 2018

#### 累計攤銷及減值

於二零一八年一月一日  
年內無形資產減值虧損

於二零一八年  
十二月三十一日及  
二零一九年一月一日  
年內無形資產減值虧損

於二零一九年十二月三十一日

#### 賬面值

於二零一九年  
十二月三十一日

於二零一八年  
十二月三十一日

### 17. 物業、廠房及設備(續)

上述物業、廠房及設備項目按以下年利  
率以直線基準折舊：

租賃裝修	33%
汽車	20%
電視設備	20%
辦公室及其他設備	10–33%

於報告期末，已悉數折舊的汽車、辦公  
室及其他設備仍在使用的。

### 18. 無形資產

Spectrum usage rights 頻譜使用權 (note a) (附註a) US\$'000 千美元	Licensing rights 特許使用權 (note b) (附註b) US\$'000 千美元	Total 總計 US\$'000 千美元
108,937	1,533	110,470
2,349	1,533	3,882
9,091	–	9,091
11,440	1,533	12,973
16,933	–	16,933
28,373	1,533	29,906
80,564	–	80,564
97,497	–	97,497

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 18. INTANGIBLE ASSETS (Continued)

- (a) The spectrum usage rights represented user and operating rights over free-to-air UHF Spectrum TV Stations inclusive of the spectrum usage right, broadcasting rights and operating facilities in eight top US metropolitan cities, which are New York, Los Angeles, San Francisco, Dallas, Houston, Atlanta, Miami and Tampa.

The spectrum usage rights are subject to renewal from time to time. The directors of the Company are of the view that NYBB is able to renew the license rights with the authority indefinitely at minimal costs. Accordingly, the useful life of the spectrum usage rights is regarded as indefinite.

Since the date of acquisition in year 2012 to date of modification in year 2013, the costs of spectrum usage rights in New York were amortised on a straight-line basis over the leasing period of 20 years under the lease and amortisation of US\$664,000 was recognised during the period.

In the US, the Federal Communications Commission (“FCC”) regulates the licensing of wireless spectrums, including our UHF TV spectrums. With the proliferation of wireless devices, telecom operators experienced a surge in the demand for wireless spectrum. Consequently, the FCC, with mandate from the US Congress, has reallocated its spectrum frequencies by repurposing a portion of the frequencies from TV operators to telecom operators. After this reallocation, previous TV spectrum licensees who choose to continue their business operations must reapply for a frequency reassignment. Where there were more than one operator applying for a frequency range, the applicants may choose to collaborate and jointly file with the FCC or bid in an auction for the rights of such frequency range.

### 18. 無形資產(續)

- (a) 頻譜使用權代表美國八大都會城市(即紐約、洛杉磯、三藩市、達拉斯、休斯敦、亞特蘭大、邁阿密及坦帕)的免費UHF頻譜電視台(包括頻譜使用、廣播權及營運設施)的使用及經營權。

頻譜使用權需不時續約。公司董事認為，NYBB可按最低成本無限期地向相關機構重續特許使用權。因此，頻譜使用權的可使用年期被視為無限期。

自二零一二年收購日起至二零一三年修訂日，紐約的頻譜使用權成本在租賃期間以直線基準攤銷(租賃期為二十年)，期內確認攤銷664,000美元。

在美國，美國聯邦通信委員會(「FCC」)對無線頻譜(包括我們的超高頻電視頻譜)的發牌進行監管。隨著無線設備的廣泛使用，電訊運營商的無線頻譜需求出現激增。因此，FCC已重新分配其頻譜頻率，將部分用於電視運營商的頻率轉移予電訊運營商。經過此重新分配後，選擇繼續經營其業務的原電視頻譜獲授人必須重新申請頻率的再轉讓。倘有超過一名運營商申請同一頻率範圍，該等申請人必須選擇合作並共同向FCC提交申請，或在該頻率範圍權的拍賣中進行競拍。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 18. INTANGIBLE ASSETS (Continued)

#### (a) (Continued)

Since 2018, the Company has commenced filing for frequency reassignment for its UHF TV spectrums. As a result, the Company now has 10 (2018: 11) TV stations, of which 2 stations (Dallas and Houston) have been under a co-sharing arrangement since 2018; additional 3 stations (Los Angeles, Miami and San Francisco) are now under a co-sharing arrangement and 1 station (New York) is lost during the second half of 2019. Accordingly, the Company has recognised an impairment in the second half of 2019. For the remaining 5 stations, the Company has confirmed to have a full spectrum license for each of these stations. Should these suffer further displacements in the future, the Company will recognise an impairment to reflect the potential decrease in the Company's TV broadcasting capacity.

The management conducted an impairment assessment on the spectrum usage rights on the reporting date. The Group's intangible assets were valued by Peak Vision Appraisals Limited, a professional valuer not related to the Group. The directors determined that as at 31 December 2019, there is an impairment loss of US\$16,933,000 (2018: US\$9,091,000) recognised for the spectrum usage rights by reference to the VIU calculation, which has been consistently applied for the year ended 31 December 2019 and 2018 respectively. Furthermore, the fair value less cost of disposal is not available as the FCC closed the auction for the sale of TV spectrum since 2017 and has yet to announce future sale plans open up to date of this report.

### 18. 無形資產(續)

#### (a) (續)

自二零一八年起，本公司已著手就其超高頻電視頻譜之頻率再轉讓提交申請。因此，本公司目前擁有十家電視台(二零一八年：十一家)，其中二家電視台(達拉斯和休斯頓)自二零一八年已已在共享安排；自二零一九年下半年起，另有新增三家電視台(洛杉磯，邁阿密和舊金山)現正在共享協議下及喪失一家電視台(紐約)。因此，本公司已於二零一九年下半年確認減值。至於餘下五個電視台，本公司已獲每個電視台的全頻譜授權。倘於日後亦面臨更換，本公司將確認減值以反映本公司電視廣播容量可能下降的情況。

管理層就頻譜使用權於報告日內評估減值。與本集團無關的專業估值師滄鋒評估有限公司就本集團無形資產進行估值。由於FCC自二零一七年以來結束了拍賣電視頻譜的拍賣，並且尚未宣布截至本報告日為止的未來銷售計劃，因此無法獲得公允價值減去處置費用的金額，故董事經參考自二零一九年及二零一八年十二月三十一日止年度貫徹地應用使用價值計算法後認為頻譜使用權減值虧損為16,933,000美元(二零一八年：9,091,000美元)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 18. INTANGIBLE ASSETS (Continued)

#### (a) (Continued)

The basis of the recoverable amounts of the above spectrum usage rights and their underlying assumptions are summarised below:

The recoverable amount of the spectrum usage rights has been determined based on a VIU calculation. The calculation uses cash flow projections based on financial budgets approved by the management covering a three-year period at a discount rate of 10.21% (2018: 10.44%). The discount rate is determined based on the weighted average cost of capital appropriate for the spectrum usage rights. The cost of equity of 8.62% (2018: 8.98%) for the year is calculated by: (i) the risk free rate of 1.92% (2018: 2.69%), which is the 10 year average yield of US Government Bond Benchmark Yield Curve; (ii) the equity beta of 0.97 (2018: 0.89), which is the adjusted beta by making reference to publicly listed companies with comparable business nature and operation sourced from Thomson Reuters; and (iii) the market risk premium of 6.91% (2018: 7.07%), which is the difference between market rate of return and risk free rate. This long-term equity risk premium refers to the 10-year average market rate of return for the United States, sourced from Thomson Reuters. The cost of debt of 4.75% (2018: 5.50%) for the year is estimated by referring to the US Prime Lending Rate as sourced from Thomson Reuters. Through the analysis of the industry comparables, the weight of debt and equity is estimated as 46% (2018: 52%) and 54% (2018: 48%) respectively. The corporate tax rate and specific risk premium applied remain unchanged at 24% and 2% respectively. The spectrum usage rights' cash flow beyond the three-year period (2018: three year period) are extrapolated using a steady growth rate of 2.32% (2018: 2.20%) per annum. This growth rate is based on projected inflation published by the International Monetary Fund.

### 18. 無形資產(續)

#### (a) (續)

上述頻譜使用權的可收回金額基準及其相關假設概述如下：

頻譜使用權的可收回金額按使用價值計算法釐定。該計算法使用根據管理層批准的財務預算涵蓋三年期的現金流量預測及貼現率10.21% (二零一八年：10.44%) 計算。折現率是根據適用於頻譜使用權的加權平均資本成本釐定。本年度的股權資本成本為8.62% (二零一八年：8.98%) 的計算方法如下：(i) 無風險利率為1.92% (二零一八年：2.69%)：取自美國政府債券基準收益率的10年平均收益率曲線；(ii) 權益啤打系數為0.97 (二零一八年：0.89)，是參照湯姆森路透社提供的具有可比業務性質和運營的上市公司的經調整後之啤打系數；(iii) 市場風險溢價為6.91% (二零一八年：7.07%)，即市場回報率與無風險率之差；此長期股權風險溢價是指美國湯森路透社的10年平均市場收益率。本年度債務成本為4.75% (二零一八年：5.50%)，是根據湯森路透提供的美國基準貸款利率估算得出的。通過對可比行業公司的分析，債務和股權的權重估計分別為46% (二零一八年：52%) 和54% (二零一八年：48%)。適用的公司稅率 and 特定風險溢價保持不變，分別為24% 和2%。頻譜使用權超過三年期(二零一八年：三年期)的現金流量乃使用穩定年增長率2.32% (二零一八年：2.20%) 推算。此增長率以國際貨幣基金發佈的預期通脹率為基準。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 18. INTANGIBLE ASSETS (Continued)

#### (a) (Continued)

One of the key assumptions for the VIU calculations is the budgeted revenue, which assumes the current contracted capacity will continue for the next three-years, while the unutilised capacity will be filled at 10% (2018: 10%) increments per quarter until it reaches a 78% (2018: 80%) filled rate in the third-year; a terminal-year fill rate of 95% (2018: 95%) was assumed for both contracted and unutilised capacities.

Other key assumptions for the VIU calculations relate to the estimation of cash inflows/outflows which included budgeted sales and gross margin. Such estimation is based on the past performance and management's expectations. Further to the above inputs, we have also considered these factors – (a) the FCC licences for the spectrum usage rights can be renewed upon expiry at nominal cost; (b) the contracting parties for the existing lease contracts are acting in accordance with the agreements' terms and conditions and other understanding discussed between the parties; (c) the level of key management, competent personnel and technical staff retained to support the ongoing operations have remained consistent over time; etc. Except for updated business plans and budgets/forecasts based on current reduced TV spectrum (e.g., due to sharing arrangements) with details mentioned above, there was no significant changes in the value of inputs or assumptions from those previously adopted.

Sensitivity analyses have been carried out based on: (i) a reduction in the budgeted sales growth for the unutilised capacity resulting in filled rate increments of 5% per quarter while maintaining a terminal-year fill rate of 95%, which would led to a reduction in the VIU amount for certain spectrums and an increase in the impairment loss recognised on intangible assets of \$816,000 (2018: \$1,792,000); and (ii) an increase in the budgeted sales growth for the unutilised capacity resulting in filled rate increments of 15% per quarter while maintaining a terminal-year fill rate of 95%, which would led to an increase in the VIU amount for certain spectrums and a reduction in the impairment loss recognised on intangible assets of \$636,000 (2018: \$710,000). The calculations are based on management's assessment of possible changes in the sales growth assumption, which is hypothetical and should not be viewed as an indication on the likelihood of its occurrence. The sensitivity analyses should therefore be interpreted with caution.

### 18. 無形資產(續)

#### (a) (續)

使用價值計算法的其中一個主要假設當中包括預算收入，該預算假設已使用頻譜容量在未來三年將會持續，而閒置頻譜容量將以10% (二零一八年：10%)的增長率按季度使用，直至達到第三年的78% (二零一八年：80%) 使用率；使用和閒置頻譜容量的終端年使用率為95% (二零一八年：95%)。

使用價值計算法的其他主要假設與估計現金流入／流出有關，當中包括預算銷售及毛利。有關估計乃根據過往表現及管理層預期而得出。除上述輸入外，我們還考慮了以下因素：(a)FCC的頻譜使用權許可證可在到期時以名義的成本續簽；(b)現有租賃合同的締約方根據協議的條款和條件以及其他雙方之間的討論和理解執行；(c)維持主要管理層、有能力的人才和技術人員之水平一直保持一致，以支持正在進行的運營工作等。除了以上陳述關於根據當前已減少的電視頻譜(例如，由於共享安排所致)更新了業務計劃和預算／預測外，輸入或假設的相比數值與先前採用的沒有重大變化。

敏感性分析乃基於：(i)閒置頻譜容量的預算收入增長減慢，導致每季度使用率增長為5%，亦同時保持終端年使用率為95%。該假設將導致減少部分頻譜的使用價值和增加無形資產減值虧損為816,000美元(二零一八年：1,792,000美元)；和(ii)閒置頻譜容量的預算收入增長加快，導致每季度使用率增長為15%，亦同時保持終端年使用率為95%。該假設將導致增加部分頻譜的使用價值和減少無形資產減值虧損為636,000美元(二零一八年：710,000美元)。該計算基於管理層對收入增長假設的變化評估，於假設和不應被視為其發生可能性的指示。因此，應謹慎解釋敏感性分析。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 18. INTANGIBLE ASSETS (Continued)

#### (a) (Continued)

Section 310 of the US rules and regulations places certain restrictions on foreign investment in and ownership of a US broadcast licensee. The Group conducts their CMMB business in the US principally through a finance lease agreement with NYBB being the lessor. The directors of the Company, after consulting legal opinion, are of the view that such lease agreement is valid, binding and enforceable, and does not result in any violation of the US rules and regulations currently in effect in all material respects. However, if the US government changes its regulations to restrict or prohibit companies of foreign sources from operating TV stations in US, the Group may have difficulties in enforcing its rights under the lease agreement. In such case, the Group may not be able to operate its intangible assets which may have an adverse and material effect on the carrying amount of the intangible assets and the Group's operation and results thereof.

- (b) The licensing rights represented the exclusive international development and licensing right of CMMB technology registered in the PRC for providing turnkey solutions to develop and promote CMMB technology and business platform in markets outside of the PRC. The licensing rights have finite useful lives and are amortised on a straight-line basis over the remaining licensing period of 9 years which approximates its economic useful life. The licensing rights will expire in year 2020. As at 31 December 2019 and 2018, there were no changes to the circumstances which led to the impairment in the prior year. Accordingly, no reversal of impairment loss had been made in the current year.

### 18. 無形資產(續)

#### (a) (續)

美國法規及規例第310條對在美國廣播的外商投資及持牌人擁有權施加了若干限制。本集團主要透過與出租人NYBB訂立的融資租賃協議在美國經營其CMMB業務。公司董事經諮詢法律意見後，認為該租賃協議屬有效、具效力且可執行，並在所有重大方面不會違反現行有效的美國法規及規例。然而，倘美國政府修改其法規，限制或禁止外國公司在美國經營電視台，本集團或會在執行租賃協議下的權利方面存在困難。在此情況下，本集團未必能夠經營其無形資產。此或會對無形資產賬面值及本集團經營及經營業績有重大不利影響。

- (b) 特許使用權指為於中國境外市場開發及推廣CMMB技術及業務平台提供啟鑰解決方案的獨家於中國註冊的國際發展CMMB技術的特許使用權。特許使用權擁有有限使用年限並於餘下許可期9年(與其經濟使用年限相若)內以直線法攤銷。特許使用權將於二零二零年到期。於二零一九年及二零一八年十二月三十一日，導致上一年度出現減值的情況並無改變。因此，於本年度並無作出減值虧損撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 19. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

#### Right-of-use assets

At 1 January 2019	於二零一九年一月一日	829
Lease modification	租賃修改	(71)
Depreciation provided during the year	年內計提折舊	(283)
Exchange difference	匯兌差額	3
At 31 December 2019	於二零一九年十二月三十一日	<u>478</u>

The Group leases offices for its operations. Rental contracts are typically made for fixed period of two to three years. Lease terms are negotiated on an individual basis and contained a wide range of different terms and conditions.

The right-of-use assets represent the Group's rights to use underlying leased premises under operating lease arrangements over the lease terms, which are stated at cost less accumulated depreciation and accumulated impairment losses, and adjusted for any remeasurement of the lease liabilities.

#### Lease liabilities

Maturity analysis	到期分析	
– contractual undiscounted cash flows:	– 合約未貼現現金流量：	
Less than one year	一年內	257
Over 1 year but less than 2 years	多於一年但少於兩年	289
Total undiscounted lease liabilities at 31 December 2019	於二零一九年十二月三十一日之未貼現租賃負債總額	<u>546</u>
Lease liabilities analysed as:	計入：	
Current	流動	236
Non-current	非流動	283
At 31 December 2019	於二零一九年十二月三十一日	<u>519</u>

### 19. 使用權資產及租賃負債

#### 使用權資產

2019  
二零一九年  
US\$'000  
千美元

At 1 January 2019	於二零一九年一月一日	829
Lease modification	租賃修改	(71)
Depreciation provided during the year	年內計提折舊	(283)
Exchange difference	匯兌差額	3
At 31 December 2019	於二零一九年十二月三十一日	<u>478</u>

本集團就其業務租賃辦公室。租賃合同一般為二至三年的固定期限。租賃條款乃根據個別情況進行協商而確定，並包含眾多不同的條款及條件。

使用權資產指本集團根據經營租賃安排於租賃期內有使用相關租賃物業之權利，其以成本減累計折舊及累計減值損失(可就任何租賃負債重新計量予以調整)列賬。

#### 租賃負債

2019  
二零一九年  
US\$'000  
千美元

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 19. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (Continued) Lease liabilities (Continued) Amounts recognised in the consolidated statement of financial position

### 19. 使用權資產及租賃負債(續)

租賃負債(續)  
於綜合財務狀況表內確認之金額

		2019 二零一九年 US\$'000 千美元
At 1 January 2019	於二零一九年一月一日	829
Lease modification	租賃修改	(71)
Interest charged to profit or loss	損益應計利息	34
Payments	付款	(277)
Exchange difference	匯兌差額	4
		<hr/>
At 31 December 2019	於二零一九年十二月三十一日	<u>519</u>

#### Amounts recognised in consolidated profit or loss

於綜合損益確認之金額

		2019 二零一九年 US\$'000 千美元
Depreciation of right-of-use assets	使用權資產折舊	283
Interest on lease liabilities	租賃負債之利息	34
Expense relating to lease of low value assets	與低值租賃為關的開支	3
		<hr/>
		<u>320</u>

#### Amounts recognised in the consolidated statement of cash flows

於綜合現金流量表確認之金額

		2019 二零一九年 US\$'000 千美元
Total cash outflow for leases	租賃之現金流出總額	
Within operating activities	經營活動內	34
Within financing activities	融資活動內	243
		<hr/>
		<u>277</u>



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 20. INTERESTS IN AN ASSOCIATE

### 20. 聯營公司權益

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Initial cost of unlisted investment in an associate	非上市聯營公司投資之成本	238,350	238,350
Share of results of an associate	應佔聯營公司業績	<u>(14,049)</u>	<u>(5,369)</u>
		<u>224,301</u>	<u>232,981</u>

Details of the Group's associate as at 31 December 2019 and 2018 are as follows:

於二零一九年及二零一八年十二月三十一日，本集團聯營公司的詳情如下：

Name of associate 聯營公司名稱	Country of registration and principal place of operation 註冊成立國家及主要營運地點	Paid-up registered capital 已繳註冊資本	Attributable equity interest held by the Group 本集團所持股權應佔百分比		Principal activity 主要業務
			Direct 直接	Indirect 間接	
Silkwave Holdings Limited	Cayman Islands/ Hong Kong	US\$5,625	20%	–	Investment holding
Silkwave Holdings Limited	開曼群島／香港	5,625美元	20%	–	投資控股
Silkwave Asia Limited (note)	Cayman Islands/ Hong Kong	US\$1,000	–	20%	Investment holding
Silkwave Asia Limited (註)	開曼群島／香港	1,000美元	–	20%	投資控股

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
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### 20. INTERESTS IN AN ASSOCIATE (Continued)

The Company completed the acquisition of 20% equity interest in Silkwave Holdings Limited (“Silkwave”) (“Acquisition”) and a call option to acquire additional 31% equity interest in Silkwave (“Call Option”) on 29 May 2018 (“Completion”). Through its wholly-owned subsidiary, Silkwave indirectly holds a geosynchronous L-band satellite operating platform, including the AsiaStar satellite capacity, its 40MHz spectrum frequency use, orbital slots, the Silkwave-1 satellite under construction and a media service platform with ample international programming (“Relevant Assets”), in order to provide multimedia broadcasting and internet-based content delivery services to vehicles and mobile devices in China and Asia Pacific Region.

The consideration for the Acquisition was US\$240,000,000, which was satisfied by (i) cash payment of US\$94,000,000; (ii) issuance of convertible notes maturing on 28 May 2025 at the initial conversion price of HK\$0.4 with a principal amount of US\$96,000,000 and (iii) equity contribution of US\$50,000,000, being the disposal of the Company’s 49% equity interest in Global Vision Media Technology Co. Ltd (“Global Vision”) and transferred into Silkwave (the “Disposal”). The Disposal was also completed on 29 May 2018.

The Call Option represents an option for the Company to acquire additional equity in Silkwave within the next 7-years since the Completion, resulting in an equity interest of up to 51%. The exercise price of the Call Option of US\$500,000,000 is determined assuming that there would not be any early exercise of the Call Option as it will only become effective when Silkwave generates an Earnings Before Interest, Taxes, Depreciation and Amortisation (“EBITDA”) of US\$200,000,000 based on the audited report in any given year during the 7-years period of the Call Option.

As at the date of Completion, all of the conditions precedent to the sale and purchase agreement dated 31 October 2016 (“Agreement”) have been satisfied except for condition (iv) the relevant broadcasting licenses and uplink permit or equivalent approval issued by the relevant authority in China has not yet been obtained. To avoid disruption of the business plan, the Company has waived this condition precedent (iv). At the end of the reporting period, the relevant broadcasting licenses, permits and/or approvals have not yet been obtained. The Company has not encountered any significant difficulties or legal or regulatory impediments in obtaining the required licenses, permits and/or approvals.

### 20. 聯營公司權益(續)

於二零一八年五月二十九日(完成)，本公司完成收購20% Silkwave Holdings Limited (「Silkwave」)(「收購」)及獲得額外31%認購期權，通過其全資子公司，Silkwave間接擁有地球同步L波段衛星運營平台，包括AsiaStar衛星容量，40MHz頻譜使用，軌道位置，正在建設中的Silkwave-1衛星以及擁有充足國際化的媒體服務平台編程(相關資產)為中國和亞太地區的車輛和移動設備提供多媒體廣播和基於互聯網的內容交付服務。

收購事項之代價為240,000,000億美元，其中(i)現金支付94,000,000美元；(ii)發行於二零二五年五月二十八日到期的可換股票據，初步轉換價為0.4港元，本金額為96,000,000美元及(iii)股本出資50,000,000美元，即出售本公司於Global Vision Media Technology Co. Ltd 的49% (「Global Vision」) 股權並轉入 Silkwave (「出售」)。出售事項亦於二零一八年五月二十九日完成。

認購期權為本公司於完成後未來7年內收購Silkwave額外股權的選擇權，導致股本權益可達至51%。認購期權500,000,000美元的行使價乃假設不會提早行使認購期權而釐定，因為只有Silkwave在認購期權7年期間任何指定年度的經審核報告產生利息，稅項，折舊及攤銷前盈利(「EBITDA」)為200,000,000美元後才會生效。

於收購事項完成日期，所有買賣協議日期為二零一六年十月三十一日(「協議」)之先決條件均獲達成，惟條件(iv)除外。相關廣播牌照及相關中國機構發出的上行許可證或同等批文均未獲達成。為避免干擾業務計劃，本公司已放棄上述先決條件(iv)，務求完成買賣協議。截至本報告日期，尚未取得相關的廣播許可證，許可證和/或批准。惟本公司在獲得所需的許可證，許可證和/或批准方面未遇到任何重大困難或法律或監管障礙。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 20. INTERESTS IN AN ASSOCIATE (Continued)

Acquisition-related costs amounting to approximately US\$197,000 have been excluded from the cost of acquisition and have been recognised as administrative expenses and other expenses in consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2017.

Note: Silkwave Asia Limited was set up by Silkwave as its only direct subsidiary to hold the Relevant Assets pursuant to the Agreement. Except as disclosed, Silkwave has not pursued in other business operation during the year. The Company's interest in Silkwave Asia Limited as disclosed in the interim report of the Company for the six months ended 30 June 2018 has been restructured to Silkwave.

No goodwill was arising on the acquisition with details as follows:

		US\$'000 千美元
Purchase consideration:	轉讓代價：	
Deposits paid for the Acquisition in prior years	往年已支付的收購按金	94,000
Convertible notes issued (note 27)	發行可轉換票據(附註27)	96,000
Fair value of 49% equity interest in Global Vision transferred to Silkwave Holdings Limited	Global Vision 49%股權的公允價值，轉讓予Silkwave Holdings Limited	50,000
		<hr/>
		240,000
Net assets acquired	所獲淨資產	(238,350)
Fair value of Call Option granted to the Company	授予本公司認購期權的公允價值	(1,650)
		<hr/>
Goodwill	商譽	-
		<hr/> <hr/>

The summarised consolidated financial information in respect of Silkwave is set out below, which represents amounts shown in Silkwave's consolidated financial statements prepared in accordance with HKFRSs. Silkwave is accounted for using the equity method in the consolidated financial statements.

### 20. 聯營公司權益(續)

收購相關成本約197,000美元已從收購成本中撇除，並於截至二零一七年十二月三十一日止年度於綜合損益及其他全面收益表確認為行政開支及其他開支。

註：Silkwave Asia Limited由Silkwave設立，作為其根據協議持有相關資產的唯一直接附屬公司。除披露外，Silkwave於年內並未從事其他業務營運。本公司於二零一八年六月三十日止六個月的中期報告中披露的本公司於Silkwave Asia Limited的權益已重組為Silkwave。

收購產生約為美元的商譽，詳情如下：

有關Silkwave的綜合財務資料概要載列如下，其代表Silkwave根據香港財務報告準則編製的綜合財務報表所示金額。Silkwave使用綜合財務報表中的權益法入賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
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### 20. INTERESTS IN AN ASSOCIATE (Continued)

#### Silkwave Holdings Limited

Current assets	流動資產
Non-current assets	非流動資產
Current liabilities	流動負債
Net assets	資產淨值

### 20. 聯營公司權益(續)

#### Silkwave Holdings Limited

	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
	10,995	11,130
	1,112,799	1,154,554
	(2,287)	(775)
	<u>1,121,507</u>	<u>1,164,909</u>
		From 29 May 2018 (date of acquisition) to 31 December 2018 由二零一八年 五月二十九日 (收購日)至 二零一八年 十二月三十一日
		US\$'000 千美元
Revenue	收入	329
Loss for the year/period	年內/期內虧損	(43,402)
Exchange differences for the year/period	年內/期內匯兌差額	-
Total comprehensive expense for the year/ period	年內/期內全面開支總額	<u>(43,402)</u>
		302
		(26,844)
		3
		<u>(26,841)</u>

Reconciliation of the above summarised consolidated financial information to the carrying amount of the interest in Silkwave recognised in the consolidated financial statements:

上述合併財務資料與綜合財務報表中確認的Silkwave權益賬面值的對賬：

	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Net assets of Silkwave	Silkwave的淨資產	1,121,507
Proportion of the Group's ownership interest in Silkwave	本集團於Silkwave的所有權 權益比例	20%
Share of net assets of the Group in Silkwave	本集團於Silkwave Holdings的 淨資產份額	224,301
Goodwill on acquisition	收購的商譽	-
Carrying amounts	帳面價值	<u>224,301</u>
		1,164,909
		20%
		232,981
		-
		<u>232,981</u>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 21. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

### 21. 以公平值變動計入當期損益的金融資產

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Unlisted investment designated at FVTPL (note a)	指定通過損益以反映公平值的非上市投資(附註a)	-	-
Call Option granted (note b)	授予認購期權(附註b)	1,050	1,650
		<u>1,050</u>	<u>1,650</u>

- (a) The Group entered into a joint venture agreement on 31 March 2015 to acquire 3% equity interest in Soaring Idea Holdings Limited (“Soaring”) at the consideration of US\$2,000,000 and an option to acquire an additional 47% equity interest in Soaring for a term of 5 years, maturing in 31 March 2020 for an additional cash consideration of US\$3 million. The acquisition was completed on 25 May 2015. Since the option cannot be measured reliably after separation from the whole contract, the 3% equity interest and the option is accounted for as one contract and classified as financial asset at FVTPL.

The directors of the Company recognised an impairment loss of US\$2,118,000 for the year ended 31 December 2016 as Soaring recorded significant deficits and negative cash flow. There were no changes to the circumstances which led to the impairment in the prior year. Accordingly, no reversal of impairment loss had been made in the current year.

- (a) 本集團於二零一五年三月三十一日與獨立第三方簽署合資協議以收購騰思控股有限公司的3%股權，代價為2,000,000美元，同時本集團持有購股權，可於5年期限內(於二零二零年三月三十一日屆滿)以額外現金代價3,000,000美元收購騰思控股有限公司的額外47%股權，該收購於二零一五年五月二十五日完成。由於購股權從整份合約分割後無法準確計量，故3%股權及購股權將合併為一份合約入賬，並分類為以公平值變動計入當期損益的金融資產。

由於騰思控股有限公司錄得重大赤字及負現金流量，故管理層於二零一六年十二月三十一日止年度確認減值虧損為2,118,000美元。在上一年度導致減值的情況並沒有改變，因此，本集團在本年度並無撥回減值虧損。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 21. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

- (b) As disclosed in note 20, a call option to acquire an additional 31% equity interest in Silkwave was granted to the Company in the Acquisition. The directors determined the fair value of the Call Option was US\$1,050,000 and US\$1,650,000 at 31 December 2019 and 2018 respectively.

The Call Option was valued by Peak Vision Appraisals Limited, an independent valuer not related to the Group. The fair value was determined based on Binomial Option Pricing Model at the Completion and the end of the reporting period respectively.

### 22. TRADE AND OTHER RECEIVABLES

Trade receivables	貿易應收款項
Other receivables and deposits	其他應收款項及按金
Prepayments	預付款項
Total trade and other receivables	貿易及其他應收款項總額

The Group generally allows a credit period of 60 days to its customers of trading business.

The trade receivables are due from a customer under trading business (2018: one). There are no trade receivables under CMMB business as at 31 December 2019 (2018: Nil).

### 21. 以公平值變動計入當期損益的金融資產(續)

- (b) 誠如附註20所披露，於收購事項中向本公司授出收購Silkwave額外31%股權的認購期權。於二零一九年及二零一八年十二月三十一日，董事釐定認購期權的公允價值分別為1,050,000美元及1,650,000美元。

認購期權由滙鋒評估有限公司(一家與本集團無關的獨立估值師)估值。公允價值分別根據收購事項完成日期和報告期末的二項式期權定價模型確定。

### 22. 貿易及其他應收款項

	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Trade receivables	1,220	1,357
Other receivables and deposits	129	118
Prepayments	3	12
Total trade and other receivables	1,352	1,487

本集團一般給予其貿易業務客戶的賒賬期為60日。

於二零一九年十二月三十一日，貿易業務持有應收一名客戶的款項(二零一八年：一名)。於二零一九年十二月三十一日，CMMB業務並無任何貿易應收款項(二零一八年：無)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 22. TRADE AND OTHER RECEIVABLES (Continued)

The aging analysis of the trade receivables with nil loss allowance, presented based on invoice dates, at the end of the reporting period, are as follows:

0-30 days	0-30日
31-60 days	31-60日
61-90 days	61-90日

The trade receivables that are neither past due nor impaired as at 31 December 2019 have no default payment history.

Aging of trade receivables which are past due but not impaired based on the past due date:

0-30 days	0-30日
-----------	-------

The Group has not provided impairment for trade receivables past due as all overdue amounts have been fully settled subsequent to the end of the reporting period.

### 22. 貿易及其他應收款項(續)

於報告期末的貿易應收款項按發票日期的賬齡分析如下：

2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
226	541
645	485
349	331
<b>1,220</b>	<b>1,357</b>

於二零一九年十二月三十一日，未到期亦未減值的貿易應收款項並無過往欠款記錄。

已逾期但未減值的貿易應收款項按逾期日期的賬齡：

2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
<b>349</b>	<b>331</b>

由於所有逾期貿易應收款項已於報告期結束後悉數結清，本集團並無就已逾期的貿易應收款項計提撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 23. BANK BALANCES AND CASH

Bank balances carry interest at market rates which range from 0.001% to 0.3% (2018: 0.001% to 0.3%) per annum.

The carrying amounts of the Group's bank balances and cash denominated in currencies other than functional currencies of the relevant group entities at the reporting date are as follows:

### 23. 銀行結餘及現金

銀行結餘按市場年利率介乎0.001%至0.3% (二零一八年: 0.001% 至0.3%) 計息。

下列為本集團於報告日期以相關集團實體之功能貨幣以外的貨幣計值的銀行結餘及現金的賬面值:

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Hong Kong dollar	港元	16	161
Renminbi	人民幣	9	13

### 24. TRADE AND OTHER PAYABLES

The aging analysis of the trade payables as at the end of the reporting period, presented based on invoice dates, are as follows:

### 24. 貿易及其他應付款項

本集團於報告期末的貿易應付款項按發票日期的賬齡分析如下:

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Trade payables aged (0–90 days)	貿易款項賬齡 (0–90日)	953	1,328
Accruals	應計費用	2,920	2,642
Total trade and other payables	貿易及其他應付款項總額	3,873	3,970



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

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### 24. TRADE AND OTHER PAYABLES (Continued)

The average credit period granted by its suppliers is 60 days (2018: 60 days).

### 24. 貿易及其他應付款項(續)

供應商授出的平均賒賬期為六十日(二零一八年：六十日)。

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Accruals included the following items:	應計費用包括以下項目：		
Staff salaries	員工薪金	288	227
Auditor's remuneration	核數師酬金	141	140
Others*	其他*	<u>2,491</u>	<u>2,275</u>
		<u>2,920</u>	<u>2,642</u>

\* Others include accrued general administrative expenses.

\* 其他包括應計一般行政開支。

### 25. AMOUNTS DUE FROM A RELATED COMPANY/AN ASSOCIATE

Due from Chi Capital Holdings Ltd ("Chi Capital")	應收Chi Capital Holdings Ltd (「Chi Capital」)款項	<u>6,662</u>	<u>9,131</u>
Due from Silkwave	應收Silkwave款項	<u>947</u>	<u>64</u>

For the years ended 31 December 2019 and 31 December 2018, the amounts due are non-interest bearing, unsecured and repayable within one year and thus classified as current assets. Chi Capital is controlled by Mr. Wong, a director of the Company.

### 25. 應收關連公司／聯營公司墊款

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Due from Chi Capital Holdings Ltd ("Chi Capital")	應收Chi Capital Holdings Ltd (「Chi Capital」)款項	<u>6,662</u>	<u>9,131</u>
Due from Silkwave	應收Silkwave款項	<u>947</u>	<u>64</u>

於二零一九年及二零一八年十二月三十一日，應收款項為不計息、無抵押且須於一年內償還，因此被分類為流動負債。Chi Capital由本公司董事黃先生控制。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
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### 26. AMOUNT DUE TO SHAREHOLDERS

The amounts are unsecured, non-interest bearing and are repayable on demand. The directors of the Company are of the view that the amounts are received temporary and will be repaid within one year.

### 27. CONVERTIBLE NOTES

On 22 July 2015, the Company issued United States dollar denominated convertible notes with a principal amount of US\$38,000,000 (“2021 Convertible Notes”) to Chi Capital as part of the consideration for the acquisition of Chi Vision USA Corporation (“Chi Vision”). The maturity date of the 2021 Convertible Notes is 21 July 2021 (“2021 CN Maturity Date”) which is 6 years from the date of issue of the 2021 Convertible Notes. The 2021 Convertible Notes are not interest bearing. The 2021 Convertible Notes are convertible into shares at any time after the issuance up to, but excluding, 5 business days prior to the 2021 CN Maturity Date at the conversion price of HK\$0.1, subject to anti-dilutive adjustments.

The initial number of ordinary shares of the Company issuable upon conversion is 2,948,800,000 shares. During the year 2015, US\$9,664,948 value of the 2021 Convertible Notes had been converted into shares of the Company. Pursuant to terms and conditions of the 2021 Convertible Notes, the conversion price and the number of conversion shares to be issued upon the exercise of conversion rights attached to the outstanding 2021 Convertible Notes were adjusted to HK\$1 and 219,880,000 shares respectively upon the completion of the share consolidation on 21 June 2016. During the year 2019, the 2021 Convertible Notes in principal amount of US\$5,921,000 (2018: US\$17,589,000) were redeemed at redemption amount of US\$5,921,000 (2018: US\$17,589,000).

### 26. 應付股東款項

此款項為無抵押，不計息，且無固定還款期限。公司董事認為此為暫時收取款項及於一年內還款。

### 27. 可換股票據

於二零一五年七月二十二日，本公司向 Chi Capital 發行以美元計值本金額為 38,000,000 美元（「2021 可換股票據」）的可換股票據，作為收購 Chi Vision USA Corporation（「Chi Vision」）的部分代價。2021 可換股票據的到期日為二零二一年七月二十一日（「2021 可換股票據到期日」），即 2021 可換股票據發行日期起計六年。2021 可換股票據不計息。2021 可換股票據可於發行後直至（但不包括）可換股票據到期日前五個營業日隨時按轉換價 0.10 港元轉換為股份，可作出反攤薄調整。

轉換後可發行的本公司普通股初始股數為 2,948,800,000 股。於二零一五年，2021 可換股票據之美元價值 9,664,948 美元已轉換為本公司股份。於二零一六年六月二十一日，股份合併生效，根據 2021 可換股票據之條款及條件，已發行 2021 可換股票據隨附之換股權獲行使時將予發行之換股股份之換股價及數目經調整後分別為 1 港元及 219,880,000 股股份。於二零一九年，2021 可換股票據中之本金額 5,921,000 美元（二零一八年：17,589,000 美元）已贖回，贖回價金額為 5,921,000 美元（二零一八年：17,589,000 美元）。

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### 27. CONVERTIBLE NOTES (Continued)

As stated in note 20, on 29 May 2018, the Company issued US dollar denominated convertible notes with a principal amount of US\$96,000,000 (“2025 Convertible Notes”) to Chi Capital as part of the consideration for the acquisition of 20% equity interest in Silkwave. The maturity date of the 2025 Convertible Notes is 28 May 2025 (“2025 CN Maturity Date”) which is 7 years from the date of issue of the 2025 Convertible Notes. The 2025 Convertible Notes are non-interest bearing and mature on 2025 CN maturity date at the principal amount. The 2025 Convertible Notes are convertible into shares at any time after the issuance and up to, but excluding, 5 business days prior to the 2025 CN Maturity Date at the conversion price of HK\$0.4 each share, subject to anti-dilutive adjustments.

The initial number of ordinary shares of the Company issuable upon conversion is 1,862,400,000 shares, which represents 41.5% of the total number of ordinary shares of the Company issued and outstanding as of the issue date of the 2025 Convertible Notes on a fully diluted basis.

The issue of the 2025 Convertible Notes was split between a liability component and an equity component in its initial recognition as follows: (i) Liability component was initially measured at fair value amounted to approximately US\$44,137,000 which represents the present value of the contractually determined stream of future cash flows discounted at the market interest rate applicable to comparable non-convertible bonds. It is subsequently measured at amortised cost by applying an effective interest rate of 11.41% per annum; and (ii) Equity component, which was equal to the difference between the principal and the fair value of the liability component, amounted to approximately US\$51,863,000 was presented in equity as convertible notes reserve. Pursuant to terms and conditions of the 2025 Convertible Notes, the conversion price and the number of conversion shares to be issued upon the exercise of conversion rights attached to the outstanding 2025 Convertible Notes were adjusted to HK\$8 and 84,390,000 shares respectively upon the completion of the share consolidation on 12 November 2019. During the year 2019, the 2025 Convertible Notes with principal amount of US\$9,000,000 were redeemed at redemption amount of US\$9,000,000.

The Hong Kong dollar equivalent of the principal amount of the 2021 Convertible Notes and 2025 Convertible Notes being converted shall be calculated by using the fixed exchange rate of HK\$7.76 per US\$1.00.

### 27. 可換股票據(續)

誠如附註20所述，於二零一八年五月二十九日，本公司向Chi Capital發行本金額為96,000,000美元(「2025可換股票據」)之美元計價可換股票據，作為收購Silkwave 20%股權之代價之一。2025可換股票據的到期日為二零二五年五月二十八日(「2025年到期日」)，自2025可換股票據發行日期起計7年。2025可換股票據於二零二五年到期日按本金額無利息及到期。2025可換股票據可於發行後任何時間轉換為股份，直至(但不包括)2025可換股票據到期日前5個營業日，每股轉換價為0.4港元，惟須進行反攤薄調整。

轉換後可發行的本公司普通股初始數量為1,862,400,000股，相當於截至2025可換股票據發行日期按全面攤薄基準已發行及發行在外的本公司普通股總數的41.5%。

2025可換股票據的發行在其初始確認中分為負債部分及權益部分，如下：(i)負債部分初步按公平值計量，約為44,137,000美元，代表合約的現值是以確定的未來現金流量按適用於可比較非可轉換債券的市場利率貼現。其後按實際年利率11.41%按攤銷成本計量；(ii)權益部分(相等於負債部分本金與公允價值之間的差額)約為51,863,000美元，在權益中列為可轉換票據權益儲備。於二零一九年十一月十二日，股份合併生效，根據2025可換股票據之條款及條件，已發行2025可換股票據隨附之換股權獲行使時將予發行之換股股份之換股價及數目經調整後分別為8港元及84,390,000股股份。於二零一九年，2025可換股票據中之本金額9,000,000美元已贖回，贖回價金額為9,000,000美元。

予以轉換的2021可換股票據及2025可換股票據的本金額的港元等值應按每1.00美元兌7.76港元的固定匯率計算。

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### 27. CONVERTIBLE NOTES (Continued)

The movements of the liability component of the 2021 Convertible Notes and 2025 Convertible Notes for the year are set out below:

### 27. 可換股票據 (續)

年內2021可換股票據及2025可換股票據債務部分的變動如下：

		2021 Convertible Notes 2021 可換股票據 US\$'000 千美元	2025 Convertible Notes 2025 可換股票據 US\$'000 千美元	Total 總計 US\$'000 千美元
At 1 January 2018	於二零一八年一月一日	16,145	-	16,145
Fair value on issue	以公允價值發行	-	44,137	44,137
Effective interest expenses	按實際利息開支	1,093	3,006	4,099
Redeemed	贖回	(12,713)	-	(12,713)
At 31 December 2018 and 1 January 2019	於二零一八年 十二月三十一日及 於二零一九年一月一日	4,525	47,143	51,668
Effective interest expenses	按實際利息開支	114	5,331	5,445
Redeemed	贖回	(4,639)	(4,701)	(9,340)
At 31 December 2019	於二零一九年 十二月三十一日	-	47,773	47,773

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### 28. SHARE CAPITAL

### 28. 股本

		Number of ordinary shares of HK\$0.01 each 股份數目 每股0.01港元	Number of ordinary shares of HK\$0.2 each 股份數目 每股0.2港元	Nominal value 面值 HK\$'000 千港元	Shown as 呈列為 US\$'000 千美元
<b>Authorised:</b>	<b>法定：</b>				
At 1 January 2018, 31 December 2018 and 1 January 2019	於二零一八年一月一日、 二零一八年 十二月三十一日及 二零一九年一月一日	500,000,000,000	-	5,000,000	
Share consolidation (note iii)	股份合併(附註iii)	(500,000,000,000)	25,000,000,000	-	
At 31 December 2019	二零一九年十二月三十一日	-	25,000,000,000	5,000,000	
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>				
At 1 January 2018	於二零一八年一月一日	2,251,110,800	-	22,512	2,900
Issue of new shares by placement (note i)	以配股方式發行新股 (附註i)	834,140,625	-	8,341	1,066
At 31 December 2018 and 1 January 2019	於二零一八年 十二月三十一日及 二零一九年一月一日	3,085,251,425	-	30,853	3,966
Issue of new shares by placement (note ii)	以配股方式發行新股 (附註ii)	696,347,975	-	6,963	887
Share consolidation (note iii)	股份合併(附註iii)	(3,781,599,400)	189,079,970	-	-
At 31 December 2019	於二零一九年 十二月三十一日	-	189,079,970	37,816	4,853

Notes:

- (i) On 3 April 2018, the Company entered into subscription agreements with subscribers for the subscription of an aggregate 375,000,000 new shares for an aggregate consideration of approximately HK\$90,000,000 at the subscription price of HK\$0.24 per subscription share. The subscription was completed on 12 April 2018. The proceeds were used to provide general working capital for the Company.

On 11 September 2018, the Company entered into subscription agreements with subscribers for the subscription of an aggregate 459,140,625 new shares for an aggregate consideration of approximately HK\$58,770,000 at the subscription price of HK\$0.128 per subscription share. The subscription was completed on 24 September 2018. The proceeds were used to provide general working capital for the Company.

附註：

- (i) 於二零一八年四月三日，本公司與認購人訂立認購協議，認購合共375,000,000股新股份，總代價約為90,000,000港元，認購價為每股認購股份0.24港元。認購事項已於二零一八年四月十二日完成。所得款項用於為本公司提供一般營運資金。

於二零一八年九月十一日，本公司與認購人訂立認購協議，認購合共459,140,625股新股份，總代價約為58,770,000港元，認購價為每股認購股份0.128港元。認購事項已於二零一八年九月二十四日完成。所得款項用於為本公司提供一般營運資金。

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### 28. SHARE CAPITAL (Continued)

Notes: (Continued)

- (ii) On 11 January 2019, the Company entered into subscription agreements with subscribers for the subscription of an aggregate 66,081,535 new shares for an aggregate consideration of approximately HK\$7,137,000 at the subscription price of HK\$0.108 per subscription share. The subscription was completed on 21 January 2019. The proceeds were used to provide general working capital for the Company.

On 11 October 2019, the Company entered into subscription agreements with subscribers for the subscription of an aggregate 630,266,440 new shares for an aggregate consideration of approximately HK\$22,059,000 at the subscription price of HK\$0.035 per subscription share. The subscription was completed on 21 October 2019. The proceeds were used to provide general working capital for the Company.

These new shares in issued rank pari passu with the existing ordinary shares of the Company in issue in all respects.

- (iii) Pursuant to an extraordinary general meeting of the Company which was held on 8 November 2019 and the resolutions of the share consolidation of the Company involving consolidation of the number of shares on the basis that every twenty issued and unissued shares of HK\$0.01 each be consolidated into one consolidated share of HK\$0.2 each were approved, with effect from 12 November 2019.

### 29. SHARE OPTION SCHEME

The directors adopted a new share option scheme (“Share Option Scheme 2015”) which was duly passed at the extraordinary general meeting of the Company held on 18 December 2015. Details of the Share Option Scheme 2015 are set out in the circular of the Company dated 2 December 2015.

The purpose of the Share Option Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contributions to the Group. All directors, executives, suppliers of goods or services, customers, persons or entities that provide research, development or other technological support to the Group, shareholders of any member of the Group, advisers or consultants of the Group and any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement and growth of the Group are eligible to participate in the Share Option Scheme.

### 28. 股本(續)

附註：(續)

- (ii) 於二零一九年一月十一日，本公司與認購人訂立認購協議，認購合共66,081,535股新股份，總代價約為7,137,000港元，認購價為每股認購股份0.108港元。認購事項已於二零一九年一月二十一日完成。所得款項用於為本公司提供一般營運資金。

於二零一九年十月十一日，本公司與認購人訂立認購協議，認購合共630,266,440股新股份，總代價約為22,059,000港元，認購價為每股認購股份0.035港元。認購事項已於二零一九年十月二十一日完成。所得款項用於為本公司提供一般營運資金。

該等新股在所有方面與現有已發行股份享有同等權利。

- (iii) 根據本公司於二零一九年十一月八日舉行股東特別大會並批准決議案，以進行本公司股份合併，合併按每二十股已發行及未發行每股面值0.01港元股份合併為一股每股面值0.2港元的合併股份為基準進行，由二零一九年十一月十二日起生效。

### 29. 購股權計劃

董事採納新購股權計劃(「二零一五年購股權計劃」)，於二零一五年十二月十八日舉行的本公司股東特別大會上獲正式通過。二零一五年購股權計劃詳情載於本公司日期為二零一五年十二月二日的通函。

購股權計劃旨在讓本集團向經挑選的參與者授出購股權，作為彼等為本集團作出的貢獻的獎勵或回報。所有董事、行政人員、貨物及服務供應商、客戶、向本集團提供研發或其他技術支援的人士或實體、本集團任何成員公司的股東、本集團的顧問或諮詢人及以合資經營、業務聯盟或其他業務安排方式而已經或可能為本集團業務增長帶來貢獻的任何其他組別及類別參與者，均符合資格參加購股權計劃。

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### 29. SHARE OPTION SCHEME (Continued)

The Share Option Scheme will remain in force for a period of 10 years after the date on which the Share Option Scheme is adopted.

The total number of shares which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme adopted by the Group must not in aggregate exceed 10% of the shares of the Company in issue on 18 December 2015 (the “General Scheme Limit”). The Company may renew the General Scheme Limit with shareholders’ approval provided that each such renewal may not exceed 10% of the shares in the Company in issue as at the date of the shareholders’ approval.

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme adopted by the Group must not in aggregate exceed 30% of the shares in issue from time to time.

Unless approved by shareholders of the Company, the total number of shares issued and to be issued upon exercise of the options granted under the Share Option Scheme and any other share option scheme of the Group (including both exercised or outstanding options) to each participant in any 12-months period shall not exceed 1% of the issued share capital of the Company for the time being.

An option may be accepted by a participant within 21 days from the date of the offer for grant of the option. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option. An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the directors to each grantee, which period may commence on a day after the date upon which the grant of options is made but shall not end later than 10 years from the date of grant of the option, subject to the provisions for early termination thereof. Unless otherwise determined by the directors and stated in the offer of the grant of options to a grantee, there is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised.

### 29. 購股權計劃(續)

購股權計劃於採納購股權計劃當日起計十年內有效。

因行使根據購股權計劃及本集團已採納的任何其他購股權計劃將授出的所有購股權而可能配發及發行的股份總數，合共不得超過本公司於二零一五年十二月十八日已發行股份的10%（「一般計劃限額」）。本公司於獲取股東批准後可更新一般計劃限額，惟每次更新的限額不得超過本公司於獲授股東批准當日已發行股份的10%。

於行使根據購股權計劃授出及尚未行使的所有尚未行使購股權及本集團採納的任何其他購股權計劃時可能發行的股份最高數目不得超過已發行股份的30%。

除非獲本公司股東批准，否則根據購股權計劃授出的購股權及本集團任何其他購股權計劃（包括已行使或尚未行使的購股權）向每名參與者發行及將予發行的股份總數任何十二個月期間不得超過本公司暫時已發行股本的1%。

參與者可以在授予期權的要約之日起二十一天內接受購股權。在接納授出購股權時，須支付1港元的名義代價。購股權可根據購股權計劃之條款於董事釐定及通知各承授人的期間內隨時行使，而該期限可於授出購股權之日後一日開始，但須在授予購股權之日起十年後終止，並須遵守提前終止的規定。除非董事另行決定並在向承授人授出購股權的要約中作出規定，否則購股權計劃並無規定在行使購股權前持有購股權的最短期限。

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### 29. SHARE OPTION SCHEME (Continued)

The subscription price for the shares under the Share Option Scheme will be a price determined by the directors, but shall not be less than the highest of (i) the closing price of shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant, which must be a business day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the shares.

The Company granted 54,956,892 share options on 17 May 2019 to certain consultants for the purpose of fund raising activities; development of CMMB Business and seeking for new investment opportunities in CMMB Business. The fair value of the options at the date of grant was HK\$1,513,000 (equivalent to approximately US\$193,000). The options were valued by Peak Vision Appraisals Limited, an independent valuer not related to the Group. The fair value was determined based on Binomial Pricing Model.

The following significant assumptions were used to derive the fair value using the Binomial Pricing Model:

- Exercise price HK\$0.075;
- Expected volatility 61.123%;
- Expected life is 3 years;
- Expected dividend yield of 0.00%; and
- Risk free rate of 1.648%.

The Binomial Pricing Model has been used to estimate the fair value of the options. The value of an option varies with different variables of certain subjective assumptions. Any change in the variables so adopted may materially affect the estimation of the fair value of an option.

The Group has recognized share-based payments expense in profit or loss of US\$193,000 related to equity-settled share-based payment transactions for the year ended 31 December 2019.

### 29. 購股權計劃(續)

購股權計劃下股份的認購價將為董事釐定的價格，但不得低於以下三項中最高者(i)於授出當日(必須是營業日)聯交所每日報價表所載的股份收市價；(ii)聯交所於緊接授出日期前五個交易日的每日報價所述股份的平均收市價；及(iii)股份面值。

本公司於二零一九年五月十七日向若干顧問授出54,956,892股購股權，作為融資項目發展CMMB業務及尋求CMMB業務的新投資機會為目的。於授出日期，購股權的公允價值為1,513,000港元(相等於約193,000美元)。購股權由滙鋒評估有限公司(一家與本集團無關的獨立估值師)估值。公允價值以二項式定價模型確定。

下列為利用二項式定價模型以計算公允價值之重要假設：

- 行使價0.075港元；
- 預期波幅61.123%；
- 預計年期為三年；
- 預計股息率0.00%；及
- 無風險利率1.648%。

二項式定價模型已用於估計購股權的公允價值。期權的價值隨某些主觀假設的不同變量而變化。如此採納的變數的任何變動可能會對期權的公允價值的估計產生重大影響。

截至二零一九年十二月三十一日止年度，本集團已確認以股權結算以股份為基礎的付款開支193,000美元於損益中。



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### 29. SHARE OPTION SCHEME (Continued)

Details of the share options granted and outstanding under the Share Option Scheme during the year were as follows:

	Date of grant	Adjusted exercise price	Exercise period	Number of share options						
				Outstanding at 1.1.2019	Granted during the year	Adjustment (Note i)	Exercised during the year	Expired during the year	Outstanding at 31.12.2019	
				於二零一九年一月一日	年內已授出	調整	年內已行使	年內已失效	於二零一九年十二月三十一日	
	授予日期	經調整行使價	行使期	尚未行使		(附註i)			尚未行使	
		HK\$								
		港元								
Consultants	顧問	17 May 2019	1.50	17 May 2019 to 16 May 2022	-	54,956,892	(52,209,048)	-	-	2,747,844
		二零一九年五月十七日	1.50	二零一九年五月十七日至二零二二年五月十六日						
Total	總額				-	54,956,892	(52,209,048)	-	-	2,747,844
Exercisable at the end of the year	於年末可予行使				-					2,747,844
Weighted average exercise price (HK\$)	加權平均行使價(港元)				-	0.075		-	-	1.50

(i) As a result of the share consolidation which was effective on 12 November 2019, the exercise price per share and number of outstanding share options granted on 17 May 2019 were adjusted from HK\$0.075 to HK\$1.50 and from 54,956,892 to 2,747,844 respectively.

(ii) As a result of the Rights Issue which was completed on 11 March 2020, the exercise price per share and number of outstanding share options granted on 17 May 2019 were further adjusted from HK\$1.50 to HK\$1.516 and from 2,747,844 options to 2,718,843 options respectively subsequent to the end of the reporting period.

At 31 December 2019, the number of shares in respect of which options had been granted and remained outstanding under the Share Option Scheme was 2,747,844 (2018: Nil), representing 1.45% (2018: Nil) of the shares of the Company in issue at that date.

### 29. 購股權計劃(續)

年內根據購股權計劃授出及尚未行使的購股權詳情如下：

	Date of grant	Adjusted exercise price	Exercise period	Number of share options						
				Outstanding at 1.1.2019	Granted during the year	Adjustment (Note i)	Exercised during the year	Expired during the year	Outstanding at 31.12.2019	
				於二零一九年一月一日	年內已授出	調整	年內已行使	年內已失效	於二零一九年十二月三十一日	
	授予日期	經調整行使價	行使期	尚未行使	年內已授出	(附註i)	年內已行使	年內已失效	尚未行使	
		HK\$								
		港元								
Consultants	顧問	17 May 2019	1.50	17 May 2019 to 16 May 2022	-	54,956,892	(52,209,048)	-	-	2,747,844
		二零一九年五月十七日	1.50	二零一九年五月十七日至二零二二年五月十六日						
Total	總額				-	54,956,892	(52,209,048)	-	-	2,747,844
Exercisable at the end of the year	於年末可予行使				-					2,747,844
Weighted average exercise price (HK\$)	加權平均行使價(港元)				-	0.075		-	-	1.50

(i) 因股份合併於二零一九年十一月十二日生效，故於二零一九年五月十七日授出之尚未行使購股權之每股行使價從0.075港元調整至1.50港元，數目從54,956,892股調整至2,747,844股。

(ii) 於報告期末後，因供股於二零二零年三月十一日完成，故於二零一九年五月十七日授出之尚未行使購股權之每股行使價從1.50港元再調整至1.516港元，數目從2,747,844股再調整至2,718,843股。

於二零一九年十二月三十一日，根據購股權計劃已授出但仍未行使的購股權所涉及的股份數目為2,747,844股(二零一八年：無)，佔本公司於該日已發行股份數目的1.45%(二零一八年：無)。

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### 30. OPERATING LEASES

#### The Group as lessee

Operating lease payments solely represent leases payable by the Group for offices for daily operations. Lease terms are negotiated for a term ranging from two to three years (2018: one to three years) with fixed rentals.

At 31 December 2018, the Group had commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

		2018 二零一八年 Office 辦公室 US\$'000 千美元
Within one year	一年內	314
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	581
		<hr/> <hr/> 895

### 31. COMMITMENTS

As at 31 December 2019, neither the Group nor the Company has any significant capital expenditure contracted for but not provided in the consolidated financial statements.

### 30. 經營租約

#### 本集團作為承租人

經營租約款項僅指本集團辦公室日常營運的應付租金。租期按二至三年(二零一八年：一至三年)不等的年期磋商，租金為固定。

於二零一八年十二月三十一日，本集團根據不可撤銷經營租約對於下列期間到期的未來最低租金作出承擔，詳情如下：

### 31. 承擔

於二零一九年十二月三十一日，本集團或本公司概無任何重大已訂約但未於綜合財務報表撥備的資本性開支。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 32. RETIREMENT BENEFIT SCHEME

#### (a) Mandatory Provident Fund

The Group operates a Mandatory Provident Fund Scheme (“MPF Scheme”) for all qualifying employees in Hong Kong under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rule of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rate specified in the rules. The only obligation of the Group with respect of MPF Scheme is to make the required contributions under the scheme. No forfeited contribution is available to reduce the contribution payable in the future years. Both the Group and the employee contribute a fixed percentage of the relevant payroll, subject to a maximum mandatory contribution of HK\$1,500 (approximately US\$194) effective from 1 June 2014 to the MPF Scheme.

#### (b) Social security and benefits for PRC employees

In accordance with the relevant PRC rules and regulations, the PRC subsidiaries are required to establish defined contribution plans managed by the relevant local government bureau in the PRC and to make contributions to the plan for its eligible employees. The contribution borne by the Group is calculated according to the level regulated by the municipal government.

The total cost charged to profit or loss of US\$21,000 (2018: US\$18,000) represents contributions payable to these schemes by the Group in respect of the current year.

### 32. 退休福利計劃

#### (a) 強制性公積金

本集團根據強制性公積金計劃條例為所有於香港的合資格僱員設立強制性公積金計劃(「強積金計劃」)。強積金計劃的資產與本集團資產分開保管，存放於獨立受託人管理的基金。根據強積金計劃規則，僱主及其僱員須各自按規則指定比率向計劃供款。本集團於強積金計劃的唯一責任為根據該計劃作出所需供款。並無被沒收供款可用作減少未來年度的應付供款。本集團及僱員均按有關薪酬指定比例供款，向強積金計劃強制性供款的上限為1,500港元(約194美元)，於二零一四年六月一日起生效。

#### (b) 中國僱員的社會保障及福利

根據有關中國條例及法規，中國附屬公司須設立一個由中國有關地方政府部門管理的界定供款計劃，並為其合資格僱員向計劃作出供款。本集團承擔的供款乃根據市政府規定的水平計算。

自損益賬扣除的總成本達21,000美元(二零一八年：18,000美元)，指本集團就本年度應付該等計劃的供款。

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## 綜合財務報表附註

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### 33. RELATED PARTY DISCLOSURES

#### Related party transactions

In addition to those related party balances and convertible notes at the end of the reporting period which are set out in notes 25 and 27 respectively, the Group had the following significant transaction with a related party during the year:

Name of related parties 關連人士名稱	Nature of transactions 交易性質
Chi Capital Chi Capital	Rental paid 已付租金

During the current year, the Group reimbursed NYBB of US\$720,000 (2018: US\$628,000) in relation to the expenses paid by NYBB on behalf of the Group for certain site premises.

#### Compensation of key management personnel

The remuneration of key management personnel of the Company during the year were as follows:

Salaries and other benefits	薪金及其他福利
Contributions to retirement benefits scheme	退休福利計劃供款

The emoluments of key management personnel are determined by the remuneration committee having regard to the performance of individuals and market trends.

### 33. 關連人士披露

#### 關連人士交易

除分別載於附註25及27所披露的於報告期末該等關連人士結餘及可換股票據外，年內，本集團有以下重大關連人士交易：

	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
	<u>24</u>	<u>24</u>

本年度，本集團就NYBB代表本集團支付若干地盤物業的開支已償還NYBB 720,000美元(二零一八年：628,000美元)。

#### 主要管理人員的薪酬

年內，本公司主要管理人員的酬金載列如下：

	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
	<u>252</u>	<u>241</u>
	<u>2</u>	<u>-</u>
	<u>254</u>	<u>241</u>

主要管理人員的酬金由薪酬委員會經考慮彼等的個人表現及市場趨勢後釐定。

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## 綜合財務報表附註

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### 34. LITIGATION

As at the end of the reporting period, the Group had potential litigation in US against the Company. On 18 October 2019, Mr. Hamza Farooqui (“Mr. Farooqui”) filed a claim against Silkwave Holdings Limited (“Silkware”), the Company, Chi Capital Holdings Ltd, Mr. Wong Chau Chi (a director of the Company), Mr. Liu Hui (a director of the Company) and three other related parties of SHL for breach of implied contract, quantum meruit, promissory estoppel, unjust enrichment, breach of contract, fraud and fraud in the inducement, constructive trust, and defamation (the “Claim”). In the Claim, it is alleged that, among other matters, the defendants in the Claim are liable to Mr. Farooqui for certain work he performed for the benefit of the defendants in connection with business transactions involving satellite assets in Asia and Africa and certain compensations.

As at the end of the reporting period, the Superior Court of the District of Columbia, US granted motion for the extension of time to file proof of service. A settlement conference is currently scheduled on 12 June 2020 in Washington D.C., US.

As at the end of the reporting period, the Company was seeking legal advice in relation to the Claim. The Directors believe that the Claim is without merit and the likelihood of a significant loss arising from the Claim is small and therefore no provision of the Claims was considered necessary.

### 35. EVENTS AFTER THE REPORTING PERIOD

On 11 March 2020, the Company raised approximately HK\$24,700,000 (equivalent to approximately US\$3,145,000) before expenses by way of issuance of 37,984,428 new shares pursuant to the Rights Issue. Details of the Rights Issue are set out in the prospectus and the announcement dated 18 February 2020 and 10 March 2020 respectively.

### 34. 訴訟

於報告期末，本集團於美國有針對(其中包括)本公司提起的潛在訴訟。於二零一九年十月十八日，Hamza Farooqui 先生(「Farooqui 先生」)就違反默示合約、按服務計酬、承諾不容反悔、不公平得益、違反合約、欺詐、引誘性欺詐、法律構定信託及誹謗向Silkwave Holdings Limited (「Silkware」)、本公司、Chi Capital Holdings Ltd、黃秋智先生(本公司董事)、劉輝先生(本公司董事)及三名其他SHL關連人士提出申索(「申索」)。於申索中，其指稱(其中包括)申索中的被告人須就Farooqui先生就涉及於亞洲及非洲衛星資產的業務交易為被告人的利益所進行的若干工作及若干酬金向其負責。

於報告期末，美國哥倫比亞地區高級法批准延長提交服務證明時間的動議。現時已排期於二零二零年六月十二日在美國華盛頓哥倫比亞特區進行和解會議。

於報告期末，本公司正就申索尋求法律意見。董事相信申索缺乏充份理據，而申索產生重大損失的可能性不大，因此認為毋須就申索作出撥備。

### 35. 報告期後事件

於二零二零年三月十一日，本公司根據供股發行37,984,428股新股份，籌集約24,700,000港元(扣除開支前)(約3,145,000美元)。詳情請參閱本公司載於二零二零年二月十八日之供股章程及二零二零年三月十日之公告。

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## 綜合財務報表附註

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### 36. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flow were, or future cashflows will be classified in the Group's consolidated statement of cash flows from financing activities.

### 36. 融資活動產生的負債對賬

下表詳述本集團來自融資活動的負債變動，包括現金及非現金變動。融資活動所產生的負債乃為現金流量所致，或未來現金流量將本集團綜合財務報表中分類為融資活動所產生的現金流量。

		Convertible notes 可換股票據 US\$'000 千美元
At 1 January 2018	於二零一八年一月一日	16,145
Effective interest expenses	按實際利息開支	4,099
Issuance	發行	44,137
Redeemed	贖回	(12,713)
		<hr/>
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及 二零一九年一月一日	51,668
Effective interest expenses	按實際利息開支	5,445
Redeemed	贖回	(9,340)
		<hr/>
At 31 December 2019	於二零一九年十二月三十一日	<u>47,773</u>
		<hr/>
		Lease liabilities 租賃負債 US\$'000 千美元
At 1 January 2019	於二零一九年一月一日	829
Lease modification	租賃修改	(71)
Interest charged to profit or loss	損益應計利息	34
Payments	付款	(277)
Exchange difference	匯兌差額	4
		<hr/>
At 31 December 2019	於二零一九年十二月三十一日	<u>519</u>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

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### 37. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

(a) Particulars of the Company's principal subsidiaries as at 31 December 2019 and 2018 are as follows:

### 37. 主要附屬公司

(a) 於二零一九年及二零一八年十二月三十一日，本公司附屬公司的詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/ operations 註冊成立/成立/ 營運地點	Class of share held 所持股份類別	Issued and fully paid share/ registered capital 已發行繳足股份/ 註冊股本	Proportion of nominal value of issued share capital/paid up capital and voting power held by the Company 本公司所持已發行股本/繳足股本及投票權面值比例				Principal activities 主要業務
				Directly 直接		Indirectly 間接		
				2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	
Global Flex Trading Center Limited	Samoa/Taiwan	Ordinary	*US\$2,000,000	100%	100%	-	-	Trading business
Global Flex Trading Center Limited	薩摩亞/台灣	普通股	*2,000,000美元	100%	100%	-	-	貿易業務
Galactic Venture Holdings Limited	British Virgin Islands	Ordinary	US\$1	100%	100%	-	-	Investment holding
Galactic Venture Holdings Limited	英屬處女群島	普通股	1美元	100%	100%	-	-	投資控股
Grand Regal Capital Limited	British Virgin Islands	Ordinary	US\$1	-	-	100%	100%	Investment holding
Grand Regal Capital Limited	英屬處女群島	普通股	1美元	-	-	100%	100%	投資控股
Newell Top Limited	British Virgin Islands	Ordinary	US\$50,000	-	-	100%	100%	Trading business
Newell Top Limited	英屬處女群島	普通股	50,000美元	-	-	100%	100%	貿易業務
CMMB International Limited	Hong Kong	Ordinary	HK\$10,000	-	-	65%	65%	Holding of a licensing right
CMMB International Limited	香港	普通股	10,000港元	-	-	65%	65%	擁有一項特許使用權
CMMB Vision USA Inc.	US	Ordinary	US\$10,000	51%	51%	-	-	Provision of transmission and broadcasting of TV programs
CMMB Vision USA Inc.	美國	普通股	10,000美元	51%	51%	-	-	提供傳輸及播放電視節目

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### 37. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

(a) Particulars of the Company's principal subsidiaries as at 31 December 2019 and 2018 are as follows: (Continued)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/ operations 註冊成立/成立/ 營運地點	Class of share held 所持股份 類別	Issued and fully paid share/ registered capital 已發行繳足股份/ 註冊股本	Proportion of nominal value of issued share capital/paid up capital and voting power held by the Company 本公司所持已發行股本/ 繳足股本及投票權面值比例				Principal activities 主要業務
				Directly 直接		Indirectly 間接		
				2019	2018	2019	2018	
				二零一九年	二零一八年	二零一九年	二零一八年	
Chi Vision	US	Ordinary	US\$20	79%	79%	-	-	Provision of transmission and broadcasting of TV programs
Chi Vision	美國	普通股	20美元	79%	79%	-	-	提供傳輸及播放電視節目
Professional Broadcasting Communications Limited	Hong Kong	Ordinary	HK\$10	100%	100%	-	-	Provision of transmission and broadcasting of TV programs
Professional Broadcasting Communications Limited	香港	普通股	10港元	100%	100%	-	-	提供傳輸及播放電視節目
CMMB Satellite Services Limited	Hong Kong	Ordinary	HK\$100	100%	100%	-	-	Provision of satellite services
CMMB Satellite Services Limited	香港	普通股	100港元	100%	100%	-	-	提供衛星服務
CMMB Vision (Beijing) Co., Ltd.	China	Registered capital	US\$1,063,000	-	-	100%	100%	Investment holding
中播華夏(北京)互動傳媒文化有限公司	中國	註冊資本	1,063,000美元	-	-	100%	100%	投資控股

\* The registered capital has not been paid up as at 31 December 2019 and 2018.

None of the subsidiaries had issued any debt securities at the end of the year.

### 37. 主要附屬公司(續)

(a) 於二零一九年及二零一八年十二月三十一日，本公司附屬公司的詳情如下：(續)

\* 於二零一九年及二零一八年十二月三十一日，註冊股本均未繳足。

於年終時，概無該等附屬公司已發行任何債務證券。



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## 綜合財務報表附註

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### 37. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

(Continued)

#### (b) Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows details of the non-wholly owned subsidiary of the Company that has material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立地點及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益所持有的所有權及投票權比例		Profit/(loss) allocated to non-controlling interests 分配予非控股權益的溢利/(虧損)		Accumulated non-controlling interests 累計非控股權益	
		2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年
				US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
CMMB Vision USA CMMB Vision USA	US 美國	49%	49%	26	(8)	11,343	11,317
Chi Vision Chi Vision	US 美國	21%	21%	(3,489)	(2,049)	12,021	15,510
Individually immaterial subsidiaries with non-controlling interests 擁有非控股權益的個別不屬重要的附屬公司				-	-	(350)	(350)
				<u>(3,463)</u>	<u>(2,057)</u>	<u>23,014</u>	<u>26,477</u>

Summarised financial information in respect of the Group's subsidiaries that has a material non-controlling interest is set out below. The summarised financial information below represents amounts before intra-group eliminations.

有關本集團擁有重大非控股權益的附屬公司的財務資料概要載列如下。以下財務資料概要為集團內公司間對銷前的金額。

### 37. 主要附屬公司(續)

#### (b) 擁有重大非控股權益的非全資附屬公司

下表列示本公司擁有重大非控股權益的非全資附屬公司詳情：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 37. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

#### (b) Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued) CMMB Vision USA

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Current assets	流動資產	<u>2,526</u>	<u>2,996</u>
Non-current assets	非流動資產	<u>23,905</u>	<u>31,942</u>
Current liabilities	流動負債	<u>(1,608)</u>	<u>(10,168)</u>
Equity attributable to owners of the Company	本公司擁有人應佔權益	<u>13,480</u>	<u>13,453</u>
Non-controlling interests	非控股權益	<u>11,343</u>	<u>11,317</u>
		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Revenue	收入	<u>690</u>	<u>635</u>
Expenses	開支	<u>(637)</u>	<u>(652)</u>
Profit (loss) for the year	年內溢利(虧損)	<u>53</u>	<u>(17)</u>
Profit (loss) and total comprehensive income (expense) attributable to owners of the Company	本公司擁有人應佔溢利(虧損)及全面收入(支出)總額	<u>27</u>	<u>(9)</u>
Profit (Loss) and total comprehensive income (expense) attributable to non-controlling interests	非控股權益應佔溢利(虧損)及全面收入(支出)總額	<u>26</u>	<u>(8)</u>
Profit (Loss) and total comprehensive income (expense) for the year	年內溢利(虧損)及全面收入(支出)總額	<u>53</u>	<u>(17)</u>

There were no cash transactions during the years ended 31 December 2019 and 2018.

截至二零一九年及二零一八年十二月三十一日止年度並無現金交易。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 37. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

(Continued)

(b) Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

*Chi Vision*

Current assets	流動資產	
Non-current assets	非流動資產	
Current liabilities	流動負債	
Equity attributable to owners of the Company	本公司擁有人應佔權益	
Non-controlling interests	非控股權益	
Revenue	收入	
Expenses	開支	
Loss for the year	虧損溢利	
Loss and total comprehensive expense attributable to owners of the Company	本公司擁有人應佔虧損及全面支出總額	
Loss and total comprehensive expense attributable to non-controlling interests	非控股權益應佔虧損及全面支出總額	
Loss and total comprehensive expense for the year	年內虧損及全面支出總額	

There were no cash transactions during the years ended 31 December 2019 and 2018.

### 37. 主要附屬公司(續)

(b) 擁有重大非控股權益的非全資附屬公司(續)

*Chi Vision*

	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Current assets	10,254	7,487
Non-current assets	56,736	73,698
Current liabilities	(9,743)	(7,324)
Equity attributable to owners of the Company	45,226	58,351
Non-controlling interests	12,021	15,510
Revenue	3,349	3,004
Expenses	(19,963)	(12,761)
Loss for the year	(16,614)	(9,757)
Loss and total comprehensive expense attributable to owners of the Company	(13,125)	(7,708)
Loss and total comprehensive expense attributable to non-controlling interests	(3,489)	(2,049)
Loss and total comprehensive expense for the year	(16,614)	(9,757)

截至二零一九年及二零一八年十二月三十一日止年度並無現金交易。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 38. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

### 38. 本公司財務狀況表及儲備

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	107	175
Investments in subsidiaries	於附屬公司的投資	68,159	81,719
Amount due from subsidiaries	應收附屬公司款項	1,105	-
Investment in an associate	於聯營公司的權益	224,301	232,981
Financial assets at fair value through profit or loss	以公平值變動計入当期損益的金融資產	1,050	1,650
Rights-of-use assets	使用權資產	474	-
		<u>295,196</u>	<u>316,525</u>
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Amount due from a related company	應收關連公司款項	1,595	4,283
Amount due from an associate	應收聯營公司款項	812	64
Other receivables, deposits and prepayment	其他應收款項	97	94
Bank balances and cash	銀行結餘及現金	183	1,911
		<u>2,687</u>	<u>6,352</u>
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Other payables	其他應付款項	382	824
Amount due to shareholders	應付股東款項	12,992	4,039
Lease liabilities	租賃負債	232	-
		<u>13,606</u>	<u>4,863</u>
<b>NET CURRENT (LIABILITIES) ASSETS</b>	<b>流動(負債)資產淨值</b>	<u>(10,919)</u>	<u>1,489</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>	<u>284,277</u>	<u>318,014</u>
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>		
Amounts due to subsidiaries	應付附屬公司款項	9,501	7,149
Convertible notes	可換股票據	47,773	51,668
Lease liabilities	租賃負債	283	-
		<u>57,557</u>	<u>58,817</u>
		<u>226,720</u>	<u>259,197</u>
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>		
Share capital	股本	4,853	3,966
Reserves	儲備	221,867	255,231
<b>TOTAL EQUITY</b>	<b>總權益</b>	<u>226,720</u>	<u>259,197</u>

The statement of financial position was approved by the Board of Directors on 30 March 2020 and is signed on its behalf by:

本公司之財務狀況表已於二零二零年三月三十日獲董事會批准及刊發，並由以下人士代表簽署：

DIRECTOR  
董事

DIRECTOR  
董事

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## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 38. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

### 38. 本公司財務狀況表及儲備(續)

		Share Premium	Merger reserve	Distributable reserve	Share Option reserve	Capital reserve	Convertible note reserve	Accumulated losses	Total
		股份溢價	合併儲備	可分派儲備	購股權儲備	資本儲備	股票儲備 可換	累計虧損	總計
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元
At 1 January 2018	於二零一八年 一月一日	18,957	31,987	129,757	-	2,105	11,144	(25,666)	168,284
Profit for the year and total comprehensive income for the year	年內溢利及年內全面收入總額	-	-	-	-	-	-	25,453	25,453
Issue of shares by placement	以配股方式發行新股	17,968	-	-	-	-	-	-	17,968
Recognition of equity component of convertible notes	確認可換股票據的股本部份	-	-	-	-	-	51,863	-	51,863
Release upon redemption of convertible notes	贖回可換股票據時撥回	-	-	-	-	-	(8,337)	-	(8,337)
At 31 December 2018 and 1 January 2019	於二零一八年 十二月三十一日 及二零一九年 一月一日	36,925	31,987	129,757	-	2,105	54,670	(213)	255,231
Loss for the year and total comprehensive expense for the year	年內虧損及年內全面支出總額	-	-	-	-	-	-	(28,721)	(28,721)
Issue of shares by placement	以配股方式發行新股	2,833	-	-	-	-	-	-	2,833
Release upon redemption of convertible notes	贖回可換股票據時撥回	-	-	-	-	-	(7,669)	-	(7,669)
Recognition of equity-settled share-based payment expense	確認以股權結算以股份為基礎的付款開支	-	-	-	193	-	-	-	193
At 31 December 2019	於二零一九年 十二月三十一日	39,758	31,987	129,757	193	2,105	47,001	(28,934)	221,867



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