



Ruicheng (China) Media Group Limited

瑞誠(中國)傳媒集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)
(Stock Code 股份代號：1640)

2021

年度報告
ANNUAL REPORT



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Financial Summary

財務摘要

RMB'000		For the year ended 31 December 2021 截至2021年 12月31日 止年度	For the year ended 31 December 2020 截至2020年 12月31日 止年度	Year on year (%) 同比 (%)
人民幣：千元				
Revenue	收益	441,051	446,993	-1.33%
Gross profit	毛利	17,299	40,299	-57.07%
Profit before tax	除稅前溢利	4,302	4,376	-1.69%
Profit for the year	年內溢利	463	2,826	-83.62%
Profit and total comprehensive income for the year	年內溢利及全面 收益總額	463	2,826	-83.62%
Earnings per share cents (Basic)	每股盈利港仙(基本)	0.11	0.71	-84.51%

REVENUE

收益

RMB'000		For the year ended 31 December 2021 截至2021年 12月31日 止年度	For the year ended 31 December 2020 截至2020年 12月31日 止年度	Year on year (%) 同比 (%)
人民幣：千元				
TV advertising services	電視廣告服務	91,821	233,432	-60.66%
Digital advertising services	數字廣告服務	221,491	89,200	148.31%
Outdoor advertising services	戶外廣告服務	112,325	72,079	55.84%
Other advertising services	其他廣告服務	15,414	52,282	-70.52%
Total	總計	441,051	446,993	-1.33%



Corporate Information

公司資料

DIRECTORS

Executive Directors

Ms. Wang Xin (*Chairlady of the Board*)
Mr. Feng Xing (*Vice Chairman of the Board*) (resigned on 30 March 2022)
Ms. Li Na
Mr. Leng Xuejun (*Vice Chairman of the Board*)

Independent Non-executive Directors

Mr. Li Xue
Mr. Wu Ke
Mr. How Sze Ming

AUDIT COMMITTEE

Mr. Li Xue (*Chairman*)
Mr. Wu Ke
Mr. How Sze Ming

REMUNERATION COMMITTEE

Mr. Wu Ke (*Chairman*)
Ms. Wang Xin
Mr. How Sze Ming

NOMINATION COMMITTEE

Ms. Wang Xin (*Chairlady*)
Mr. Wu Ke
Mr. Li Xue

AUTHORISED REPRESENTATIVES

Mr. Leng Xuejun
Mr. Lei Kin Keong *ACG HKACG* (resigned on 14 December 2021)
Mr. Zhang Mengchi *ACG HKACG* (appointed on 14 December 2021)

JOINT COMPANY SECRETARIES

Mr. Leng Xuejun
Mr. Lei Kin Keong *ACG HKACG* (resigned on 14 December 2021)
Mr. Zhang Mengchi *ACG HKACG* (appointed on 14 December 2021)

REGISTERED OFFICE

190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

1602, 13/F, Building 7
No. 63 Xidawang Road
Chaoyang District
Beijing, the PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

Walkers Corporate Limited
190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

董事

執行董事

王欣女士 (*董事會主席*)
馮興先生 (*董事會副主席*) (2022年3月30日辭任)
李娜女士
冷學軍先生 (*董事會副主席*)

獨立非執行董事

李雪先生
吳科先生
侯思明先生

審核委員會

李雪先生 (*主席*)
吳科先生
侯思明先生

薪酬委員會

吳科先生 (*主席*)
王欣女士
侯思明先生

提名委員會

王欣女士 (*主席*)
吳科先生
李雪先生

授權代表

冷學軍先生
李健強先生 *ACG HKACG* (2021年12月14日辭任)
張夢弛先生 *ACG HKACG* (於2021年12月14日獲委任)

聯席公司秘書

冷學軍先生
李健強先生 *ACG HKACG* (2021年12月14日辭任)
張夢弛先生 *ACG HKACG* (於2021年12月14日獲委任)

註冊辦事處

190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

中國總部及主要營業地點

中國
北京市
朝陽區西大望路63號院
7號樓13層1602

香港主要營業地點

香港
灣仔
皇后大道東248號
大新金融中心40樓

開曼群島主要股份過戶登記總處及過戶代理

Walkers Corporate Limited
190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands



Corporate Information

公司資料

HONG KONG BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited

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

AUDITOR

SHINGWING (HK) CPA Limited

43/F., Lee Garden One,
33 Hysan Avenue,
Causeway Bay, Hong Kong

PRINCIPAL BANKS

Bank of Beijing (Zhongguancun Haidian Park Sub-branch)

2/F, Aiqiyi Innovation Tower
Haidian North 1st Street
Haidian District
Beijing, The PRC

Agricultural Bank of China Limited (Beijing Modern City Sub-branch)

88 Jianguo Road
Chaoyang District
Beijing, The PRC

Fubon Huayi Bank (Tianjin Branch)

1/F, Xindu Building
16 Weijin Road
Nankai District, Tianjin
The PRC

STOCK CODE

The Stock Exchange of Hong Kong Limited: 1640

COMPANY'S WEBSITE

www.reach-ad.com (the contents of the website do not form a part of this annual report)

LISTING PLACE

The Stock Exchange of Hong Kong Limited

DATE OF LISTING

12 November 2019

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17樓
1712-1716室

核數師

信永中和(香港)會計師事務所有限公司

香港銅鑼灣
希慎道33號
利園1期43樓

主要往來銀行

北京銀行(中關村海淀園支行)

中國
北京海淀區
海淀北一街
愛奇藝創新大廈2層

中國農業銀行股份有限公司(北京現代城支行)

中國
北京朝陽區
建國路88號

富邦華一銀行(天津支行)

中國
天津南開區
衛津路16號
新都大廈1層

股份代號

香港聯合交易所有限公司: 1640

公司網址

www.reach-ad.com (此網站的內容並不構成本年報的一部分)

上市地點

香港聯合交易所有限公司

上市日期

2019年11月12日



Awards and Recognition

獎項與表彰

PROFESSIONAL HONOURS AND AWARDS

Award-winning work:

Project Cooperation Case – Fotile “Dream Home” (方太《夢想改造家》)

Award:

China International Advertising Festival Advertiser Gala – 2021 Annual Gold Case for Content Marketing

Time period:

December 2021

Awarded by:

The Organising Committee for the China International Advertising Festival

Award description:

China International Advertising Festival is the most authoritative, professional and national event of the advertising industry with the largest scale and the most influence in China. “CIFA Advertiser Awards (廣告主獎)” is the first high-standard award specifically created for advertisers in China’s advertising industry. It is also a star-studded industry ceremony during the China International Advertising Festival every year. Based on related laws, regulations and policies in China and with the guiding principle of “fairness, justice and openness”, it recommends and selects high-quality cases within the industry that have innovative spirit and significance to the advertising industry in China.

The award-winning work demonstrates the industry’s recognition of the Company’s professional strength and services in content marketing.

Award-winning entry:

Project Cooperation Case – 2021 Casarte “The Super Launching” (2021 卡薩帝《超級發佈會》)

專業榮譽及獎項

獲獎作品：

項目合作案例－方太《夢想改造家》

獎項名稱：

中國國際廣告節廣告主盛典•2021年度內容營銷金案

獲獎時間：

二零二一年十二月

頒獎單位：

中國國際廣告節組委會

獎項描述：

中國國際廣告節是中國最具權威性和專業性，規模最大、影響最廣的國家級廣告界盛會。「廣告主獎(CIFA Advertiser Awards)」是在中國廣告業率先開創的針對廣告主的高規格獎項，更是每年中國國際廣告節期間星光熠熠的行業盛典；它是依據國家有關法律法規和政策，本著「公平、公正、公開」的指導原則，推薦和評選出年度對中國廣告業具有創新精神和借鑒意義的行業優質案例。

該獲獎作品的獲得彰顯了業界對公司內容營銷專業實力和服務的認可。

獲獎作品：

項目合作案例－2021卡薩帝《超級發佈會》



Awards and Recognition

獎項與表彰

Award:

China International Advertising Festival Advertiser Gala – 2021 Annual Gold Case for Integrated Marketing

Time period:

December 2021

Awarded by:

The Organising Committee for the China International Advertising Festival

Award description:

China International Advertising Festival is the most authoritative, professional and national event of the advertising industry with the largest scale and the most influence in China. “CIFA Advertiser Awards (廣告主獎)” is the first high-standard award specifically created for advertisers in China’s advertising industry. It is also a star-studded industry ceremony during the China International Advertising Festival every year. Based on related laws, regulations and policies in China and with the guiding principle of “fairness, justice and openness”, it recommends and selects high-quality cases within the industry that have innovative spirit and significance to the advertising industry in China. The award-winning work gained unanimous recognition from the industry in terms of integrated marketing and creative implantation communication.

獎項名稱：

中國國際廣告節廣告主盛典•2021年度整合營銷金案

獲獎時間：

二零二一年十二月

頒獎單位：

中國國際廣告節組委會

獎項描述：

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Chairlady's Statement

主席致辭

PAST BUSINESS DEVELOPMENT AND FUTURE BUSINESS OUTLOOK OR CORPORATE STRATEGY

In 2021, despite the impact of the pandemic and many uncertainties, China's economy recovered steadily across all sectors of the entire society, supported by effective national policies and measures to prevent and combat the pandemic. The advertising market, after the negative impact of the pandemic in 2020, has shown overall restorative growth. Advertising is a barometer of the economy, and the growth of the advertising market reflects the confidence of enterprises in China's economy, the continued recovery of the real economy and the resilience of China's economic development.

Looking ahead to 2022, China's economic development will still face many uncertainties due to the recurrence of the pandemic and the complex and volatile international macroeconomic environment; at the same time, the triple pressure of shrinking demand, supply shocks and weakening expectations in China is becoming more and more obvious, leading to increased internal and external pressure on China's economic growth and posing higher requirements and greater challenges to the country's macroeconomic policies. All of these had put tremendous pressure and serious challenges on the development of the advertising industry. However, we remain confident and optimistic about the medium to long-term prosperity of the China's economy. To proactively cope with market changes and operational pressures, the Group will continue to implement measures to enhance efficiency, meet market challenges, enhance brand value for our customers and strive to maintain stable operations during the economic downturn cycle.

In 2022, the Group will continue to maintain its strengths in television communications, maintain its existing quality customers and strengthen the development of new customers by adhering to a customer-oriented product and service strategy, and enhance the brand influence of its customers through efficient communications in television advertising. In terms of digital advertising and digital marketing, we will continue to increase our Internet advertising services in line with the current trend of Internet media development and advertisers' demand for placement. Meanwhile, we will continue to enhance our integrated Internet service capabilities through integrated digital content marketing on the Internet, providing one-stop digital marketing solutions to our customers to enhance their placement effectiveness and brand influence on the Internet.

As the situation of pandemic prevention and control continues to improve, market demand will also gradually pick up and consumer audiences will be willing to spend more time outdoors, outdoor advertising has assumed a greater role in brand-oriented advertising for corporate clients. We will continue to adjust and optimise our business structure in accordance with the actual communication needs of our clients. We will increase our brand communication services for outdoor advertising and provide our clients with a variety of scenes and integrated communication solutions for scenes. At the same time, we will continue to explore and follow up on new technologies, make use of them to explore new forms of media advertising, develop new advertising businesses to open up market space, provide new advertising value to our clients and explore new profit growth points.

公司過往業務發展及未來業務展望或公司策略

2021年在疫情以及諸多不確定性因素影響下，中國經濟在國家政策有效引導與防疫抗疫舉措得力的支撐下，實現了全社會各行業的穩步復甦。廣告市場在經歷2020年疫情的負面影響後，整體呈現修復性增長。廣告是經濟的晴雨表，廣告市場的增長反映了企業對中國經濟的信心，以及實體經濟持續復甦向好的態勢和中國經濟的發展韌性。

展望2022年，面對疫情的反覆與複雜多變的國際宏觀經濟環境，我國經濟發展依然還面臨著諸多不確定因素；同時，國內面臨需求收縮、供給衝擊和預期轉弱的三重壓力越來越明顯，導致中國經濟增長的內外壓力均有加大，對國家宏觀調控政策提出更高要求和更大挑戰；這些讓廣告行業的發展面臨著巨大壓力和嚴峻挑戰，但我們始終對中國經濟的中長期繁榮保持信心和期待。為積極應對市場變化和經營壓力，本集團將繼續實施多項措施提升效率，應對市場挑戰，為客戶提升品牌價值，致力於在經濟下行週期中保持平穩運行。

本集團在2022年，將繼續保持電視傳播基礎優勢，堅持以客戶為導向的產品與服務策略，維護既有優質客戶，加強開發新客戶，通過電視廣告的高效傳播提升客戶的品牌影響力。在數字廣告及數字營銷方面，將順應目前互聯網媒體的發展趨勢和廣告主的投放需求，繼續加大互聯網廣告傳播服務；同時，憑借本公司積累的電視內容營銷傳播優勢及經驗，加強互聯網綜藝內容的傳播服務，通過互聯網數字內容整合營銷，持續提升互聯網整合服務能力，為客戶提供一站式的數字營銷解決方案，提升客戶在互聯網的投放效果和品牌影響力。

隨著疫情防控形勢持續向好，市場需求也將逐步回溫，消費者受眾願意花更多的時間在戶外，戶外廣告承擔了企業客戶更多品牌型廣告宣傳的作用。根據客戶的實際傳播需求，繼續調整優化業務結構，我們將加大戶外廣告業務的品牌傳播服務，為客戶提供多樣性場景以及場景整合傳播解決方案。同時，我們將繼續探索並跟進新技術，利用新技術探尋新媒體廣告形式，開展廣告新業務以此開拓市場空間，為客戶提供新的廣告價值，探尋新的利潤增長點。



Chairlady's Statement

主席致辭

We are confident that we can continue to create value for our corporate clients and society through our professional and efficient communication services and operating strategies that keep pace with the times. We are grateful for the continued support and trust of our shareholders and client partners, and we will continue to work with you to build the future together.

Wang Xin

Chairlady

Beijing, the PRC

30 March 2022

我們有信心通過專業高效的傳播服務和與時俱進的經營策略，為企業為社會持續創造價值。感謝各位股東、客戶夥伴對本集團一直以來的支持和信任，我們將與您攜手同行，砥礪奮進，共創未來。

王欣

主席

中國北京

2022年3月30日



Management Discussion and Analysis

管理層討論與分析

Market overview

In 2021, the economy of China continued to recover due to the stabilisation of the pandemic and the support of the country's macroeconomic policies, in 2021 China's GDP growth rate is 8.1%, representing a two-year average growth of 5.1% (source: National Bureau of Statistics). Year 2021 was a key year for recovery from the pandemic, and the advertising market has recovered well despite the occasional attacks of pandemic. The overall advertising market grew by 11.2% year-on-year in 2021, with several key channels of communication improving compared to 2020. In terms of industry performance, the beverages, cosmetics and personal products industries saw significant growth and all exceeded their 2019 levels. (Source: CTR Media Intelligence, "China Advertising Market Review 2021"). The growth in the advertising market shows that advertisers have good expectations of the market. CTR's advertiser marketing surveys over the years have shown that advertisers' confidence in themselves, their industry and the overall market situation has increased significantly in 2021 compared to the previous two years, and the advertising market is expected to have more room for growth in 2022.

In 2021, the Group focused on its traditional strengths and core competencies in content marketing in accordance with the changing situation of the pandemic and the actual communication needs of its customers, while adjusting and optimising its business structure to increase its integrated marketing for Internet variety shows and integrated communication for outdoor scenes, with a view to providing professional and efficient content marketing and quality integrated communication services to its customers, thereby promoting the stable development of the Company.

Business review

TV advertising services

The Group provides professional and personalised TV advertising solutions to its customers and delivers high-quality advertising displays within their budgets, and maximises the effectiveness of advertising. During the Reporting Period, while facing an especially challenging COVID-19 pandemic-impacted market, we integrated our advantages and enhanced our competitiveness through the optimisation on the media resource portfolio, and leveraged more advertising placements from brand customers with customised advertising strategies and more comprehensive and in-depth communication services. During the Reporting Period, the Group provided TV advertising media services such as advertising placements of brands or products, implantation design of advertisements to customers, including a well-known domestic brand beverage seller and a large domestic telecommunications service provider, respectively, which gained recognition from various well-known customers.

市場概要

2021年，由於國內疫情的控制穩定和國家宏觀經濟政策的扶持，經濟得以持續復甦，2021年我國GDP增速為8.1%，兩年平均增長5.1%（數據來源：國家統計局）。2021年是疫後恢復的關鍵一年，在疫情時有襲擾之下，廣告市場恢復性增長良好。2021年廣告市場整體同比增長11.2%，幾類主要的傳播渠道與2020年相比均有所提升。從行業表現上看，飲料、化妝品、個人用品行業增幅明顯且均超過了2019年水平（數據來源：CTR媒介智訊《2021年中國廣告市場回顧》）。廣告市場數據增長背後表現出廣告主對市場的預期良好，CTR連續多年的廣告主營銷調查顯示，2021年廣告主對自身、所在行業以及市場的整體狀況的信心相較於前兩年有很明顯的增強，預計2022年廣告市場將有較大的增長空間。

2021年本集團根據疫情變化情況和客戶的實際傳播需求，聚焦既有傳統優勢與內容營銷核心競爭力，同時調整優化業務結構，加大互聯網綜藝整合營銷和戶外場景整合傳播業務，致力於為客戶提供專業高效的內容營銷和優質整合傳播服務，從而推動公司穩健發展。

業務回顧

電視廣告服務

本集團為客戶提供專業個性化的電視廣告解決方案，幫助客戶在滿足預算的同時完成優質廣告展示，讓廣告傳播效能發揮最優價值。報告期間內，面對新冠病毒疫情影響下嚴峻的市場環境，我們整合自身優勢，通過優化媒體資源組合提升競爭力，並以定制廣告策略和更加全方位深入的傳播服務撬動更多品牌客戶的廣告投放。於報告期內，本集團分別向國內一家知名品牌飲品銷售商及國內一家大型電信服務商等客戶提供品牌或產品廣告投放、廣告植入設計等電視廣告媒體服務，贏得了眾多知名客戶的認可。



Management Discussion and Analysis

管理層討論與分析

In terms of content marketing business, the Group has been actively improving its creative design and communication capability to complete content placement ideas, content integration planning, secondary communication marketing and implementation action plans for various customers, so as to enhance customers' brand value by content integration. During the Reporting Period, the Group successively provided services to major advertiser customers, including a leading home appliances manufacturer in China with its headquarter located in Qingdao and a leading kitchen appliances manufacturer with its headquarter located in Ningbo, involving projects cooperation, namely the cooperation between a leading home appliances manufacturer in China (headquartered in Qingdao) and Shenzhen Satellite TV on a knowledge speech program on celebrating New Year's Eve, and the cooperation between a leading kitchen appliances manufacturer advertiser with its headquarter located in Ningbo and a provincial Satellite TV station in Shanghai on a large-scale home redevelopment program.

Due to the decline in consumer demand as a result of the recurrence of the pandemic, advertisers have been more cautious in placing television advertisements and advertising budgets have declined, resulting in a corresponding decline in revenue from the Group's television advertising business. During the Reporting Period, revenue from the television advertising services business amounted to approximately RMB91.821 million.

Digital advertising services

In response to the current development trend of the Internet media and advertisers' demand, the Group continues to increase its Internet advertising and communication services. At the same time, the Group fully explores the needs of its customers in the field of Internet communication and leverages on its accumulated advantages and experience in the marketing and communication of television content to enhance the communication services of Internet variety contents, combining the digital advertising and successful experience of traditional business to provide one-stop integrated digital marketing solutions to its customers.

During the Reporting Period, the Group served advertisers of a leading Chinese household appliances manufacturer headquartered in Qingdao and a famous electric vehicle manufacturer headquartered in Jinhua, Zhejiang Province, involving Internet variety show projects such as an intimate relationship observation reality show and a Lego building blocks creative challenge programme for advertisers of a leading Chinese household appliances manufacturer headquartered in Qingdao, and a panoramic music competition variety show for its international high-end household appliance brand; and a street dance audition reality show for advertisers of a famous electric vehicle manufacturer headquartered in Jinhua, Zhejiang Province.

During the cooperation period, all of these brands achieved good communication results and received high recognition and praise from their clients. Revenue from digital advertising services amounted to approximately RMB221.491 million.

在內容營銷業務上，本集團積極提升創意設計和傳播整合能力，為眾多客戶完成內容植入創意、內容整合策劃、二次傳播營銷及落實執行計劃，通過內容整合為客戶提升品牌價值。報告期間內，本集團先後服務於一間總部位於青島的中國領先家用電器製造商及一間總部位於寧波的領先廚房電器製造商等廣告主客戶，涉及項目合作如中國領先家用電器製造商（其總部位於青島）的廣告主與深圳衛星電視台就一檔知識跨年演講節目的合作；總部位於寧波的領先廚房電器製造商廣告主與上海省級衛星電視台就一檔大型家裝改造節目等項目的合作。

由於疫情的反覆導致市場消費需求下降，廣告主對電視廣告的投放較以往態度謹慎，廣告預算有所下滑，導致本集團電視廣告業務收入相對也因此有所下降。報告期間內，電視廣告服務業務收益約為人民幣91.821百萬元。

數字廣告服務

本集團順應目前互聯網媒體的發展趨勢和廣告主的投放需求，繼續加大互聯網廣告傳播服務力度，同時，充分發掘客戶在互聯網傳播領域的需求，憑借公司積累的電視內容營銷傳播優勢及經驗，加強互聯網綜藝內容的傳播服務，把數字廣告業務和傳統業務成功經驗進行了很大的結合，為客戶提供一站式的數字整合營銷解決方案。

報告期間內，本集團先後服務於一間總部位於青島的中國領先家用電器製造商及一間總部位於浙江金華的著名電動車製造商等廣告主客戶，涉及互聯網綜藝項目合作如中國領先家用電器製造商（其總部位於青島）的廣告主與一檔親密關係觀察類真人秀和一檔樂高積木拼搭創意挑戰賽節目的合作，以及旗下國際高端家電品牌與一檔全景音樂競演綜藝的合作；總部位於浙江金華的著名電動車製造商廣告主與一檔街舞選拔類真人秀的合作等等。

合作期間，各品牌均獲得了良好的傳播效果，獲得了客戶高度認可和讚譽。數字廣告服務收益約為人民幣221.491百萬元。



Management Discussion and Analysis

管理層討論與分析

Outdoor advertising services

As the situation of pandemic prevention and control continues to improve and consumer audiences are willing to spend more time outdoors, outdoor advertising has assumed a greater role in advertising for corporate clients. Based on the actual communication needs of clients, the Group has increased its outdoor advertising services and continued to strengthen and improve its market penetration in the areas of outdoor display boards, LED display panels, lifts in buildings, bus bodies and outdoor subways. With our high-quality outdoor advertising resources and good connections with relevant suppliers, we provided our customers with a variety of scenes and integrated communication solutions for scenes.

During the Reporting Period, the Group has served some of the largest domestic home appliances manufacturers, some of the largest housing service providers in China, as well as some of the well-known online education brands for children and programming education and training brands in China to place advertisements on bus bodies, LEDs, buildings and outdoor flashing in various regions in China. Revenue from outdoor advertising services amounted to approximately RMB112.325 million.

Other advertising services

Building on the stable foundation formed by its original diversified media advertising services, the Group continues to develop and utilise resources in new areas such as brand strategy design services, radio advertising and magazine advertising to meet customers' diversified advertising needs. During the Reporting Period, the Group provided services to some large domestic home appliances manufacturers and other clients, and also provided brand culture IP strategy design and TVC (television commercial) production services to a well-known brand of cooked water beverage seller. Revenue from other advertising services amounted to approximately RMB15.414 million.

戶外廣告服務

隨著疫情防控形勢持續向好，消費者受眾願意花更多的時間在戶外，戶外廣告承擔了企業客戶更多廣告宣傳作用。根據客戶的實際傳播需求，本集團加大了戶外廣告服務力度，持續加強並完善關於戶外展示牌、LED顯示屏、樓宇電梯、公交車體、地鐵戶外等廣告投放領域的市場深耕。憑借優質的戶外廣告投放資源，與相關供貨商建立的良好聯繫，為客戶提供多樣性場景以及場景整合傳播解決方案。

報告期間內，本集團先後服務於國內一些大型家電製造商、國內一些大型房企居住服務商、國內知名的少兒在線教育品牌和編程教育培訓品牌等客戶於中國多個地區投放公交車體、LED、樓宇、戶外快閃等廣告。戶外廣告服務收益約人民幣112.325百萬元。

其他廣告服務

本集團在原有多樣化媒體廣告服務穩定的基礎上，不斷進行新領域資源的開拓，包括品牌策略設計服務和廣播廣告、雜誌廣告的資源開發及利用，以滿足客戶多樣化的廣告傳播需求。報告期間內，本集團先後服務於國內一些大型家電製造商等客戶，並向一家知名品牌熱水飲品銷售商提供品牌文化IP策略設計和TVC拍攝製作合作服務。其他廣告服務收益約為人民幣15.414百萬元。

Management Discussion and Analysis

管理層討論與分析

Financial review

Revenue and profit and total comprehensive income attributable to the owners of the Company

During the Reporting Period, the Group recorded revenue of RMB441.051 million, representing a decrease of 1.33% from RMB446.993 million for the corresponding period last year.

Revenue details for the Reporting Period are as follows:

- (1) During the Reporting Period, revenue from TV advertising services was RMB91.821 million, representing a decrease of 60.66% from RMB233.432 million for the corresponding period last year. Due to the decline in consumer demand as a result of the recurrence of the COVID-19 pandemic, advertisers have been more cautious in placing their television advertisements and their advertising budgets have reduced, resulting in a corresponding decline in revenue from the Group's television advertising business. Also, due to the easy implementation of tradition advertisements for TV media with transparent price space and the competitive environment of the media industry, such as low quoted price maliciously offered by competing companies, the Company had to bid at a low quoted price. Therefore, revenue from TV advertising services has decreased.
- (2) During the Reporting Period, revenue from digital advertising services was RMB221.491 million, representing an increase of 148.31% from RMB89.200 million for the corresponding period last year. The increase in revenue of the business was mainly in response to the current development trend of the Internet media and advertisers' demand, and the Group increased its offering of digital advertising services. At the same time, the Group fully explored the needs of its customers in the field of Internet communication and leveraged on its accumulated advantages and experience in the marketing and communication of television content to enhance the communication services of Internet variety contents, combining the digital advertising and successful experience of traditional business to provide one-stop integrated digital marketing solutions to its customers. As a result, revenue from digital advertising increased significantly in 2021.
- (3) During the Reporting Period, revenue from outdoor advertising services was RMB112.325 million, representing an increase of 55.84% from RMB72.079 million for the corresponding period last year. As the situation of pandemic prevention and control continues to improve with increasing market demands and that consumer audiences are willing to spend more time outdoors, outdoor advertising has assumed a greater role in brand advertising for corporate clients. Based on the actual communication needs of clients, we adjusted and optimized our business structure, increased our outdoor advertising services and continued to strengthen and improve our market penetration in the areas of outdoor display boards, LED display panels, lifts in buildings, bus bodies and outdoor subways. With our high-quality outdoor advertising resources and good connections with relevant suppliers, we provided our customers with a variety of scenes and integrated communication solutions for scenes. As a result, revenue from outdoor advertising increased significantly in 2021.

財務回顧

營業收益及本公司擁有人應佔溢利及全面收益總額

報告期內，本集團錄得營業收入人民幣441,051千元，去年同期為人民幣446,993千元，同比下降1.33%。

報告期收入詳情如下：

- (1) 報告期內，電視廣告服務業務收益為人民幣91,821千元，去年同期為人民幣233,432千元，同比下降60.66%。由於疫情的反覆導致市場消費需求下降，廣告主對電視廣告的投放較以往態度謹慎，廣告預算有所下滑，導致本集團電視廣告業務收入相對也因此有所下降。同時，由於電視媒體硬廣形式執行方式簡單、價格空間透明、媒體競爭環境惡劣，如競爭公司惡意報低價，導致本公司在報價中不得不以低價應標，故導致電視媒體廣告收益下降。
- (2) 報告期內，數字廣告服務業務收益為人民幣221,491千元，去年同期為人民幣89,200千元，同比上升148.31%。該業務收益上升的主要原因是：本集團順應目前互聯網媒體的發展趨勢和廣告主的投放需求，加大了互聯網廣告傳播服務力度；同時，充分發掘客戶在互聯網傳播領域的需求，憑藉公司積累的電視內容營銷傳播優勢及經驗，加強互聯網綜藝內容的傳播服務，把數字廣告業務和傳統業務成功經驗進行了很大的結合，為合作客戶提供一站式的數字整合營銷解決方案，故2021年網路廣告收益顯著上升。
- (3) 報告期內，戶外廣告服務收益為人民幣112,325千元，去年同期為人民幣72,079千元，同比增長了55.84%。隨著疫情防控形勢持續向好，市場需求也將逐步回溫，消費者受眾願意花更多的時間在戶外，戶外廣告承擔了企業客戶更多品牌型廣告宣傳的作用，根據客戶的實際傳播需求，我們調整優化業務結構，加大了戶外廣告服務力度，持續加強並完善關於戶外展示牌、LED顯示屏、樓宇電梯、公交車體、地鐵戶外等廣告投放領域的市場深耕。憑藉優質的戶外廣告投放資源，與相關供應商建立的良好聯繫，我們為合作客戶提供了多樣性場景以及場景綜合傳播解決方案，故2021年戶外廣告收益上升。



Management Discussion and Analysis

管理層討論與分析

(4) During the Reporting Period, revenue from other advertising services was RMB15.414 million, representing a decrease of 70.52% from RMB52.282 million for the corresponding period last year. In terms of other advertising services, on the basis of the stable foundation formed by its original diversified media advertising services, the Group developed and utilised resources such as brand strategy design services, radio advertising and magazine advertising to meet customers' diversified advertising needs. However, due to the decline in consumer demand as a result of the recurrence of the pandemic and under the downward pressures of the economy, advertisers have significantly reduced the placement of other advertisements (in case of recording a positive revenue growth, advertisers will invest in other diversified advertising to strengthen the communication effect). As a result, revenue from other advertising decreased in 2021.

During the Reporting Period, the profit and total comprehensive income attributable to the owners of the Company was RMB0.463 million, while that of the corresponding period last year was RMB2.826 million.

Gross profit and gross profit margin during the Reporting Period

During the Reporting Period, the Group recorded gross profit and gross profit margin of approximately RMB17.299 million and 3.92%, respectively. The Group's gross profit and gross profit margin for the corresponding period last year were approximately RMB40.299 million and 9.02%, respectively. The Group's gross profit margin was lower than the level of the corresponding period, which is mainly due to: (1) the decline in consumer demand as a result of the recurrence of the pandemic, the overall advertising market saw a significant decline in advertising placement. The impact of the pandemic on the consumption, transportation, entertainment and leisure, commercial and service sectors was significant. Advertisers adopted a more cautious and contractionary strategy in advertising due to risk aversion purposes, and advertising placing was significantly less motivated and advertising budgets were significantly lower than in previous years, with some advertisers even holding off on advertising placement, resulting in a decrease in profit from the Company's advertising business; (2) the easy implementation of tradition advertisements for TV media with transparent price space and the competitive environment of the media industry, such as low quoted price maliciously offered by competing companies, which resulted that the Company had to bid at a low quoted price. This has resulted in lower profits from the TV media and part of the outdoor media, driving down profit margins from a single customer; and (3) under the circumstance of the drastic changes in the media environment (from TV to the Internet), the Company has been serving major customers for many years, strengthening its strategic services and facilitating the transformation of cooperation, in order to prepare the future strategic layout in advance and ensure long-term benefits. Therefore, strategic costs increased and profit margin decreased in 2021.

(4) 報告期內，其他廣告服務收益為人民幣15,414千元，去年同期為人民幣52,282千元，同比下降70.52%。其他廣告服務是本集團在原有多樣化媒體廣告服務穩定的基礎上，進行品牌策略設計服務、廣播廣告、雜誌廣告等資源的開發及利用，以滿足客戶多樣化的廣告傳播需求。但由於疫情的反覆導致市場消費需求下降，經濟下行環境壓力巨大，廣告主明顯減少其他廣告的投放(如果企業收益好的情況下，會增投其他多樣性的廣告加強傳播效果)，故2021年其他廣告收益下降。

報告期內，本公司擁有人應佔溢利及全面收益總額為人民幣463千元，去年同期本公司擁有人應佔溢利及全面收益總額為人民幣2,826千元。

報告期毛利及毛利率

報告期內，本集團分別錄得毛利及毛利率約為人民幣17,299千元及3.92%，去年同期本集團分別錄得毛利及毛利率約為人民幣40,299千元及9.02%。本集團毛利率低於同期水平，主要原因如下：(1)疫情的反覆導致市場消費需求下降，廣告市場整體投放出現明顯下滑。疫情對消費、交通、娛樂休閒、商業及服務等行業影響顯著，廣告主由於避險目的而在廣告投放中採取更加謹慎收縮的策略，廣告投放動力明顯不足，廣告預算也較往年同比大幅下滑，甚至有的廣告主暫緩了廣告投放，本公司廣告業務利潤也因此有所下降；(2)媒體硬廣形式執行方式簡單、價格空間透明、媒體競爭環境惡劣，如競爭本公司惡意報低價，導致本公司在報價中不得不以低價應標，故導致電視媒體和戶外部分媒體利潤較低，拉低了單一客戶利潤率；及(3)媒體環境劇變(由電視轉向互聯網)的情況下，公司長年服務的大客戶，加強策略服務，促進合作轉型，也是為了提前做好未來的戰略佈局，保證長期效益。因此2021年度的策略成本新增，利潤率降低。



Management Discussion and Analysis

管理層討論與分析

OTHER INCOME, GAINS AND LOSSES

During the Reporting Period, other income, gains and losses of the Group amounted to approximately RMB3.939 million, representing a decrease of approximately 62.01% from approximately RMB10.369 million for the corresponding period last year. During the Reporting Period, other income, gains and losses were mainly attributable to subsidies received from the local government of approximately RMB8.432 million and additional deductions of input tax on value-added tax of approximately RMB1.930 million. Other income, gains and losses for the same period last year were mainly attributable to the subsidies received from the local government, fair value gain of financial assets at FVTPL and the additional deduction of input tax on value-added tax.

Selling and marketing expenses

During the Reporting Period, selling and marketing expenses of the Group amounted to approximately RMB7.132 million, representing a decrease of approximately 26.67% from approximately RMB9.726 million for the corresponding period last year. The main reason for the decrease in selling and marketing expenses of the Group was due to the Group's business operations being affected by the outbreak and escalation of the COVID-19 pandemic, leading to the reduction of 17 full-time salespersons as compared with same period last year.

Administrative expenses

During the Reporting Period, the Group's administrative expenses was approximately RMB8.916 million, representing a decrease of approximately 36.39% from approximately RMB14.016 million in the same period last year. The main reason for the decrease in administrative expenses of the Group during the Reporting Period was due to the Group's business operations being affected by the outbreak and escalation of the COVID-19 pandemic, leading to the reduction of 17 full-time salespersons as compared with same period last year.

Finance costs

During the Reporting Period, finance costs of the Group amounted to approximately RMB11.872 million (same period last year: approximately RMB8.519 million), representing an increase of 39.36%, which was mainly due to the change in part of the loan structure in 2021 caused by the increase in individual financing costs.

其他收入、收益及虧損

報告期內，本集團錄得其他收入、收益及虧損約為人民幣3,939千元，去年同期約為人民幣10,369千元，同比下降62.01%。報告期內其他收入、收益及虧損主要為自當地政府收取的補貼約為人民幣8,432千元以及增值稅進項稅額額外加計扣除約為人民幣1,930千元，上年同期其他收入、收益及虧損主要為自當地政府收取的補貼、按公允值計入損益的金融資產公允值收益以及增值稅進項稅額額外加計扣除。

銷售及營銷開支

報告期內，本集團錄得銷售及營銷開支約為人民幣7,132千元，去年同期約為人民幣9,726千元，同比下降約26.67%。本集團銷售及營銷開支減少的主要原因是受COVID-19的爆發及升級的影響，全職員工人數較上年同期減少17人。

行政開支

報告期內，本集團行政開支約為人民幣8,916千元，去年同期約為人民幣14,016千元，同比降低約為36.39%。報告期內本集團行政開支減少的主要原因是受COVID-19的爆發及升級的影響，全職員工人數較上年同期減少17人。

融資成本

報告期內，本集團財務成本為約人民幣11,872千元，(去年同期：約為人民幣8,519千元)，同比上升39.36%，主要原因是2021年借款結構發生部分變化，個別融資成本升高所致。



Management Discussion and Analysis

管理層討論與分析

Impairment losses under expected credit loss model, net of reversals

During the Reporting Period, the Group recorded a reversal of impairment loss on receivables of approximately RMB10.984 million (same period last year: impairment loss on receivables of approximately RMB14.031 million), representing a decrease of approximately RMB25.015 million as compared to the previous year. The Group's accounts receivable turnover rate increased slightly.

Income tax expense

For the Reporting Period, the Group's income tax expenses was approximately RMB3.839 million (same period last year: approximately RMB1.550 million), representing a year-on-year increase of approximately 147.68%, which was primarily due to the increase in taxable income for the year.

Profit for the year

The Group's profit for the Reporting Period as of 31 December 2021 was approximately RMB0.463 million (same period last year: approximately RMB2.826 million), representing a year-on-year decrease of approximately 83.62%. Save for the influences from the aforesaid factors, it can be attributed to the significant increase in the Group's costs of business.

Deferred tax assets

As at 31 December 2021, the deferred tax assets were approximately RMB3.542 million (31 December 2020: approximately RMB6.291 million).

Trade receivables, prepayments and other receivables

As at 31 December 2021, the Group's trade receivables, prepayments and other receivables amounted to approximately RMB341.100 million (31 December 2020: approximately RMB343.142 million), representing a decrease of approximately 0.60% as compared to the previous year. The decrease in trade receivables was mainly due to: (i) seasonal fluctuations in customer demand for the Group's advertising services; and (ii) the Group postponed cooperation with certain customers of the Group's digital advertising services since the customers' need for a longer credit period will affect the Group's operating cash flow.

Contract assets

As at 31 December 2021, the Group's contract assets were approximately RMB23.472 million (31 December 2020: approximately RMB21.079 million).

預期信貸減值虧損模式(經扣除撥回)

報告期內，本集團的應收款項減值虧損約為人民幣10,984千元，(去年同期：應收款項減值虧損約為人民幣14,031千元)，較上年同比減少約為人民幣25,015千元。本集團應收帳款周轉率小幅上升。

所得稅開支

報告期內，本集團所得稅費用約為人民幣3,839千元(去年同期：約為人民幣1,550千元)，同比上升約為147.68%，主要是本年度應納稅所得款上升所致。

年內溢利

本集團的報告期內的溢利截至2021年12月31日止約為人民幣463千元(去年同期：約為人民幣2,826千元)，同比減少約83.62%。除上述之因素影響外，可歸咎於本集團業務成本大幅上升所致。

遞延稅項資產

於2021年12月31日，遞延稅項資產約為人民幣3,542千元(2020年12月31日：約為人民幣6,291千元)。

貿易應收賬款、預付款及其他應收賬款

於2021年12月31日，本集團貿易應收賬款、預付款及其他應收賬款約為人民幣341,100千元(2020年12月31日：約為人民幣343,142千元)，較上年降低約0.60%。貿易應收賬款下調的主要是本集團的收益受到(i)客戶對本集團廣告服務需求的季節性波動；及(ii)本集團延後與本集團數字廣告服務的若干客戶的合作，乃由於有關客戶需要更長的信貸期將會影響本集團的經營現金流量等因素所致。

合約資產

於2021年12月31日，本集團合約資產約為人民幣23,472千元(2020年12月31日：約為人民幣21,079千元)。



Management Discussion and Analysis

管理層討論與分析

Trade and other payables

As at 31 December 2021, trade and other payables of the Group amounted to approximately RMB39.007 million (31 December 2020: approximately RMB46.260 million), representing a year-on-year decrease of approximately 15.68%.

Trade payables represent the amount payable by the Group to suppliers for the purchase of advertising resources. Payments are generally made in accordance with the terms specified in the contract with the supplier. In the case of digital advertising services, the Group is generally required to pay within 60 days of calculating the actual number of exposures or hits per month. During the Reporting Period, revenue from digital advertising services has increased.

Tax payables

As at 31 December 2021, tax payables amounted to approximately RMB14.570 million (31 December 2020: approximately RMB15.140 million), representing a decrease of approximately 3.76% as compared with previous year. It was mainly due to the decrease in the business volume of the Group.

Significant investments, material acquisitions and disposals of subsidiaries and associated companies

The Group had not executed any agreement in respect of material investment or capital asset and did not have any other plans relating to material investment or capital asset as at 31 December 2021. Nonetheless, if any potential investment opportunity arises in the coming future, the Group will perform feasibility studies and prepare implementation plans to consider whether it is beneficial to the Company and its Shareholders as a whole.

During the Reporting Period, the Group did not have any material acquisition or disposal of subsidiaries, associates and joint ventures.

Liquidity and financial resources

As at 31 December 2021, bank balances and cash and short-term bank deposit balances amounted to approximately RMB34.865 million (31 December 2020: approximately RMB17.772 million) of which, approximately 99.62% was in RMB and the remaining 0.38% was in HKD and other currencies.

As at 31 December 2021, the Group's total assets was approximately RMB404.266 million, of which equity attributable to the owners of the Company was approximately RMB217.644 million, non-controlling equity was approximately RMB0.142 million.

貿易及其他應付款項

於2021年12月31日，貿易及其他應付款項約為人民幣39,007千元(2020年12月31日：約為人民幣46,260千元)，同比降低約15.68%。

貿易應付款項主要代表本集團向供應商購買廣告資源的應付金額。償付一般根據與供應商相關合約內的指定條款作出。就數字廣告服務而言，本集團一般須於每月計算實際曝光數或點擊量後六十天內支付。於報告期內，數字廣告服務收入有所上升。

應付稅項

於2021年12月31日，應付稅項約為人民幣14,570千元(2020年12月31日：約為人民幣15,140千元。較上年降低約3.76%，主要是本集團業務投放量減少所致。

附屬公司及聯營公司之重大投資、重大收購或出售

於2021年12月31日，本集團並無簽立有關重大投資或資本資產的任何協議，亦無任何有關重大投資或資本資產的其他計畫。然而，倘將來出現任何潛在投資機會，本集團將進行可行性研究及準備實施計畫，以考慮該機會對本公司及股東整體是否有利。

報告期內，本集團並無重大收購或出售附屬公司、聯營公司及合營企業。

流動資金及財務資源

於2021年12月31日，銀行結餘及現金和短期銀行存款結餘約為人民幣34,865千元(2020年12月31日：約為人民幣17,772千元)，其中約99.62%為人民幣，其餘0.38%為港幣及其他貨幣。

於2021年12月31日，本集團資產總額約為人民幣404,266千元，其中，本公司擁有人應佔權益約為人民幣217,644千元，非控股權益約為人民幣142千元。



Management Discussion and Analysis

管理層討論與分析

Capital expenditure

During the Reporting Period, the Group did not have any other significant capital expenditure.

Contingent liabilities

During the Reporting Period, the Group did not have any other significant contingent liabilities.

Pledged assets

During the Reporting Period, the details of the bank loans pledged or guaranteed by the Group's assets are set out in Note 15 to the consolidated financial statements.

Gearing ratio

The Group's gearing ratio decreased from approximately 58.32% as at 31 December 2020 to approximately 53.40% as at 31 December 2021. The gearing ratio is calculated by dividing the sum of total bank and other borrowings and lease liabilities by total equity as at the end of the respective periods, and multiplied by 100%.

Foreign exchange risk

The Group's business activities and operations are mainly carried out in China where core transactions are conducted in RMB. The influence by exchange rate fluctuations on cash flow or liquidity of the Group's operating business is very limited, therefore, the Group currently did not engage in or intend to manage hedging activities of foreign exchange rate risk. The Group will continue to monitor foreign exchange activities to secure the Group's cash value as far as possible.

Interest rate risk

The Group is exposed to cash flow interest rate risk due to the fluctuations in the prevailing market interest rates on bank balances and cash. The Group does not have an interest rate hedging policy.

The Group's fair value interest rate risk relates primarily to fixed-rate bank and other borrowings and lease liabilities. The Group's policy is to maintain short-term borrowings at prevailing market rates so as to minimise the fair value interest rate risk.

資本開支

報告期內，本集團並無任何其他重大資本支出。

或然負債

報告期內，本集團並無任何其他重大或然負債。

資產抵押

報告期內，本集團由本集團資產抵押或擔保的銀行借款之詳情載於綜合財務報表附註15。

資產負債比率

本集團的資產負債比率由2020年12月31日約58.32%下降至2021年12月31日約53.40%。資產負債比率乃按相應期末的銀行及其他借款以及租賃負債的總和除以總權益，並乘以100%計算。

外匯風險

本集團之業務活動及營運所在地主要在中國，交易以人民幣進行其核心交易。由於本集團經營業務之現金流量或流動資金受匯率波動影響非常有限。故本集團現時並未從事旨在或意在管理外匯匯率風險的對沖活動。本集團將繼續監察外匯活動，以盡量保障本集團的現金價值。

利率風險

受銀行結餘及現金的現行市場利率波動影響，本集團面對現金流量利率風險。本集團並無利率對沖政策。

本集團的公允值利率風險主要與固定利率的銀行及其他借款及租賃負債有關。本集團的政策是按現行市場利率維持短期借款，盡量減少公允值利率風險。



Management Discussion and Analysis

管理層討論與分析

Industry and group outlook

Outlook

Looking ahead to 2022, China's economic development will still face many uncertainties as the recurrence of the pandemic and the complex and volatile international macroeconomic environment, which puts tremendous pressure and serious challenges on the development of the advertising industry. However, we remain confident and optimistic about the medium to long-term prosperity of the China's economy. We believe that with favourable domestic anti-epidemic measures and policy actions, China's economy will continue to grow and we expect the advertising market to have more room for growth in 2022.

In the face of the changes in the economic environment and the advertising industry and the pressure on its operations, the Group will continue to adjust and optimize its business structure in 2022 in light of the changes in the pandemic and the actual communication needs of its customers, expand its integrated marketing for Internet variety shows and integrated communication for outdoor scenes, and further strengthen its core competitiveness in content marketing and integrated communication.

Specifically, in the TV advertising business, we will continue to maintain our strengths in TV advertising, maintain our existing quality clients, strengthen the development of new clients and enhance the brand influence of our clients through efficient TV advertising.

In terms of digital advertising and digital marketing, we will continue to increase our Internet advertising services in line with the current trend of Internet media development and advertisers' demand for placement. Meanwhile, riding on the strengths and experience accumulated by the Company in TV content marketing and communications, we are able to enhance the communication service of Internet variety show content. Through integrated Internet and digital marketing, we are able to consistently raise our effort in providing Internet integrated service and provide clients with one-stop digital marketing solutions, helping clients to realize better outcome in placing online advertisements and improve their brand popularity.

In terms of outdoor advertising, we will increase our brand communication services for outdoor advertising according to the actual communication needs of our clients, providing them with a variety of scenes and integrated communication solutions for scenes. At the same time, we will continue to explore and follow up on new technologies, make use of them to explore new forms of media advertising, develop new advertising businesses to open up market space, provide new advertising value to our clients and explore new profit growth points.

行業及本集團展望

展望

展望2022年，面對疫情的反覆與複雜多變的國際宏觀經濟環境，我國經濟發展依然還面臨著諸多不確定因素，這些讓廣告行業的發展面臨著巨大壓力和嚴峻挑戰，但我們始終對中國經濟的中長期繁榮保持信心和期待。我們相信在國內有利防疫措施和政策行動下，中國經濟將持續恢復增長，預計2022年廣告市場將有較大的增長空間。

面對經濟環境和廣告行業的發展變化和經營壓力，2022年本集團將根據疫情變化情況和客戶的實際傳播需求，持續調整優化業務結構，擴大互聯網綜藝整合營銷和戶外場景整合傳播業務，進一步強化內容營銷和整合傳播的核心競爭力。

具體而言，在電視廣告業務方面，我們將繼續保持電視傳播基礎優勢，維護既有優質客戶，加強開發新客戶，通過電視廣告的高效傳播提升客戶的品牌影響力。

在數字廣告及數字營銷方面，我們將順應目前互聯網媒體的發展趨勢和廣告主的投放需求，繼續加大互聯網廣告傳播服務；同時，憑借本公司積累的電視內容營銷傳播優勢及經驗，加強互聯網綜藝內容的傳播服務，通過互聯網數字內容整合營銷，持續提升互聯網整合服務能力，為客戶提供一站式的數字營銷解決方案，提升客戶在互聯網的投放效果和品牌影響力。

在戶外廣告方面，根據客戶的實際傳播需求，我們將加大戶外廣告業務的品牌傳播服務，為客戶提供多樣性場景以及場景整合傳播解決方案。同時，我們將繼續探索並跟進新技術，利用新技術探尋新媒體廣告形式，開展廣告新業務以此開拓市場空間，為客戶提供新的廣告價值，探尋新的利潤增長點。



Management Discussion and Analysis

管理層討論與分析

Use of proceeds from the initial public offering

The shares of the Company were listed on the Stock Exchange on the Listing Date and the net proceeds raised from this initial public offering after deducting professional fees, underwriting commissions and other related listing expenses amounted to approximately HK\$78.8 million (the "IPO Net Proceeds").

As disclosed in the Company's announcement dated 24 February 2020, the Board resolved to change the use of unutilised IPO Net Proceeds. The below table sets out the intended use of the IPO Net Proceeds and the actual usage up to 31 December 2021:

首次公開發售之所得款項用途

本公司股份於上市日期於聯交所上市，經扣除專業費用，包銷佣金及其他相關上市開支後，首次公開發售所得款項淨額約為78.8百萬港元（「首次公開發售所得款項淨額」）。

誠如本公司日期為2020年2月24日的公告所披露，董事會議決更改尚未動用的首次公開發售所得款項淨額的用途。下表載列首次公開發售所得款項淨額的擬定用途及截至2021年12月31日的實際用途：

Intended use of IPO Net Proceeds	首次公開發售所得款項淨額之擬定用	Original allocation of IPO Net Proceeds	Revised allocation of IPO Net Proceeds	The amount of IPO Net Proceeds utilised as at 31 December 2020	The amount of IPO Net Proceeds utilised between 1 January 2021 to 31 December 2021	The unutilised amount of IPO Net Proceeds as at 31 December 2021
		首次公開發售所得款項淨額原先分配	首次公開發售所得款項淨額經修訂分配	首次公開發售所得款項淨額累計金額	首次公開發售所得款項	款項淨額尚未動用金額
		HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元
Enhancing the Group's market position in TV advertising through strengthening its financial position to satisfy the prepayment obligation to TV stations to acquire TV advertising resources	加強本集團的財務狀況，履行向電視台預付款項的責任以獲得電視廣告資源，從而提升本集團於電視廣告市場的地位	37.6	33.3	33.3	-	-
Further developing the Group's digital advertising business	進一步發展本集團的數字廣告業務	23.6	23.6	17.8	5.8	-
Further developing the Group's outdoor advertising business	進一步發展本集團的戶外廣告業務	9.7	9.7	8.6	1.1	-
Strengthening the Group's strategy formulation and data analytical capabilities and enhance its reputation in the market	加強本集團的企劃及數據分析能力及提升本集團的市場聲譽	7.9	7.9	1.3	6.6	-
General working capital	一般營運資金	-	4.3	4.3	-	-
		78.8	78.8	65.3	13.5	-

The Company has fully utilised the IPO Net Proceeds as disclosed in the prospectus of the Company dated 31 October 2019 by the end of 2021.

本公司日期為2019年10月31日的招股章程中披露的首次公開發售所得款項淨額，已在2021年年底前完成使用。



Directors and Senior Management

董事及高級管理人員

Directors

董事

Name 姓名	Age 年齡	Date of joining our Group 加入本集團的日期	Date of appointment as Director 獲委任為董事日期	Position/Title 職位/職銜
Ms. Wang Xin ⁽¹⁾ 王欣女士 ⁽¹⁾	44 44歲	August 2015 2015年8月	1 April 2019 2019年4月1日	Executive Director and chairlady of the Board 執行董事及董事會主席
Mr. Feng Xing ⁽²⁾ 馮興先生 ⁽²⁾	44 44歲	August 2004 2004年8月	25 January 2019 2019年1月25日	Executive Director and vice chairman of the Board 執行董事及董事會副主席
Ms. Li Na ⁽³⁾ 李娜女士 ⁽³⁾	44 44歲	April 2003 2003年4月	25 January 2019 2019年1月25日	Executive Director 執行董事
Mr. Leng Xuejun 冷學軍先生	39 39歲	September 2013 2013年9月	25 January 2019 2019年1月25日	Executive Director, vice chairman of the Board and one of our joint company secretaries 執行董事、董事會副主席及聯席公司秘書之一
Mr. Li Xue 李雪先生	57 57歲	October 2019 2019年10月	22 October 2019 2019年10月22日	Independent Non-executive Director 獨立非執行董事
Mr. Wu Ke 吳科先生	34 34歲	January 2021 2021年1月	1 January 2021 2021年1月1日	Independent Non-executive Director 獨立非執行董事
Mr. How Sze Ming 侯思明先生	45 45歲	October 2019 2019年10月	22 October 2019 2019年10月22日	Independent Non-executive Director 獨立非執行董事

Notes:

附註：

- (1) Ms. Wang Xin had been nominated as the chairlady of the Board and the Nomination Committee on 14 December 2021.
- (2) Mr. Feng Xing resigned as an executive Director and vice chairman of the Board of the Company on 30 March 2022.
- (3) Ms. Li Na resigned as the chairlady of the Board and the Nomination Committee on 14 December 2021.

- (1) 王欣女士於2021年12月14日起擔任本公司董事會主席及提名委員會主席職位。
- (2) 馮興先生於2022年3月30日辭任本公司執行董事及董事會副主席。
- (3) 李娜女士於2021年12月14日辭任本公司董事會主席及提名委員會主席職位。



Directors and Senior Management

董事及高級管理人員

Ms. Wang Xin (王欣), aged 44, is an executive Director, chairlady of the Board and of the Nomination Committee of our Company. Ms. Wang Xin is primarily responsible for overseeing business development and sales matters of the Group. She was redesignated as an executive Director on 29 April 2019, has been nominated as the chairlady of the Board and of the Nomination Committee of the Company on 14 December 2021. Ms. Wang Xin is also a member of the remuneration committee. She is the sister of Ms. Wang Lei, one of the controlling shareholders of the Company.

Ms. Wang Xin has over 16 years of experience in the advertising industry. From June 2005 to June 2015, Ms. Wang Xin has been the general manager of Qingdao Zhongzhouxian Advertisement Co. Ltd.* (青島中軸線廣告有限公司), a company which is principally engaged in the advertising business, where she was responsible for overall management of the company. She has been the executive director of Shanghai Kailun since August 2015, where she is responsible for the overall management, strategic planning and business development of the company. Ms. Wang Xin graduated from the PLA Nanjing Institute of Politics* (中國人民解放軍南京政治學院) with a bachelor's degree in economics and administrative management in June 2014. She has been served as the executive director of Beijing Ruicheng since January 2022, being responsible for the overall management, business development and business strategy implementation of the company.

Ms. Wang Xin also holds the following positions in the members of our Group:

王欣女士，44歲，本公司執行董事、董事會主席及提名委員會主席。王欣女士主要負責監督本集團的業務發展及銷售事宜。彼於2019年4月29日調任為執行董事，自2021年12月14日起出任本公司董事會主席及提名委員會主席。王欣女士亦為薪酬委員會成員。彼為王蕾女士(本公司的控股股東之一)的姊/妹。

王欣女士於廣告行業擁有逾16年經驗。由2005年6月至2015年6月，王欣女士一直擔任青島中軸線廣告有限公司總經理，該公司主要從事廣告業務，而彼負責該公司的整體管理。自2015年8月以來，彼擔任上海凱倫執行董事，負責該公司的整體管理、策略規劃及業務發展。於2014年6月，王欣女士畢業於中國人民解放軍南京政治學院，獲頒經濟與行政管理學士學位。自2022年1月起，擔任北京瑞誠的執行董事，負責該公司的整體管理、業務發展及業務策略實施。

王欣女士亦於本集團成員公司擔任以下職位：

Name 名稱	Position held 所任職位	Principal roles responsibilities 主要職務及職責	Date of appointment 獲委任日期
Beijing Ruicheng 北京瑞誠	Director (executive director from January 2022) 董事(自2022年1月起為執行董事)	Overall management, business development and business strategy implementation 整體管理、業務發展及實施業務策略	5 January 2022 2022年1月5日
Shanghai Kailun 上海凱倫	Executive director 執行董事	Overall management, strategic planning and business development 整體管理、策略規劃及業務發展	5 August 2015 2015年8月5日

Mr. Feng Xing (馮興), aged 44, is an executive Director. Mr. Feng is primarily responsible for the day-to-day planning, management and implementation of our business strategies. He was redesignated as an executive Director on 29 April 2019.

Mr. Feng has over 19 years of experience in the advertising industry. Prior to joining the Group in August 2004, he worked in Hefei Television* (合肥市廣播電視台) as a reporter from August 2000 to August 2002, where he was responsible for the production of medical programmes. He then worked as a sales representative in the business department in Jinjuan Advertisement Technology Co., Ltd* (金鵲傳媒科技股份有限公司), a company principally engaged in the advertising and media business, from August 2002 to July 2004, where he was responsible for marketing matters. Mr. Feng then worked as the deputy general manager of Beijing Ruicheng from August 2004 to February 2016, where he was responsible for the overall management of the business department. From March 2016 to January 2021, Mr. Feng worked as the general manager of Beijing Ruicheng, where he was responsible for implementation of the company's business strategies. He was also the director of Beijing Ruicheng from March 2016 to October 2018, where he was responsible for the implementation of the company's operating strategies. Mr. Feng also worked as the executive director and general manager in Beijing Lingyu from 29 October 2018 to 25 August 2021, where he was responsible for the overall management and day-to-day planning. Mr. Feng graduated from the Cheung Kong School of Business* (長江商學院) in the PRC with an executive master's degree in business administration in September 2018.

馮興先生，44歲，執行董事。馮先生主要負責日常規劃、管理及實施業務策略。彼於2019年4月29日獲調任為執行董事。

馮先生擁有逾19年廣告行業的經驗。在2004年8月加入本集團前，彼於2000年8月至2002年8月出任合肥市廣播電視台記者，彼負責醫療節目製作。其後，彼於2002年8月至2004年7月於金鵲傳媒科技股份有限公司業務部出任營業代表，該公司主要從事廣告及媒體業務，而彼負責營銷事項。馮先生其後於2004年8月至2016年2月出任北京瑞誠的副總經理，負責業務部的整體營運。自2016年3月至2021年1月，馮先生為北京瑞誠總經理，負責實施公司業務策略。於2016年3月至2018年10月，彼亦為北京瑞誠的董事，負責實施該公司的營運策略。於2018年10月29日至2021年8月25日，馮先生為北京領育的執行董事及總經理，負責整體管理及日常規劃。馮先生於2018年9月在中國長江商學院畢業，取得高級管理人員工商管理碩士學位。



Directors and Senior Management

董事及高級管理人員

Mr. Feng also holds the following positions in the members of our Group:

馮先生亦於本集團成員公司中擔任以下職位：

Name 名稱	Position held 所任職位	Principal roles responsibilities 主要職務及職責	Date of appointment 獲委任日期
Beijing Ruicheng 北京瑞誠	General Manager 總經理	Implementation of business strategies 實施業務策略	4 March 2016 (resigned on January 2021) 2016年3月4日 (於2021年1月辭任)
Qingdao Ruicheng Jiaye 青島瑞誠嘉業	General Manager 總經理	Overall management 整體管理	25 December 2018 2018年12月25日
Beijing Lingyu 北京領育	Executive director and general manager 執行董事及總經理	Overall management and day-to-day planning 整體管理及日常規劃	29 October 2018 (resigned on 25 August 2021) 2018年10月29日 (於2021年8月25日辭任)
Ruicheng BVI 瑞誠英屬維京群島	Director 董事	Overall management 整體管理	28 January 2019 2019年1月28日

Mr. Feng was awarded, among others, the Jinwang Annual Internet Marketing Individuals in the PRC* (金網年度互聯網營銷人物) in 2015 granted by the Internet Marketing Commissions Committee* (網絡營銷工作委員會) and the title of “Contemporary China Outstanding ADMAN”* (ADMAN 中國當代傑出廣告人) granted by the Adman Culture Group and Worldwide Media Industry Association in 2017.

馮先生獲得的獎項包括於2015年獲網絡營銷工作委員會頒發的「金網年度互聯網營銷人物」及於2017年由廣告人文化集團及Worldwide Media Industry Association頒發的「ADMAN中國當代傑出廣告人」獎項。

Ms. Li Na (李娜), aged 44, is one of our founders, an executive Director. Ms. Li served as the chairlady of the Board and of the Nomination Committee from 25 January 2019 to 14 December 2021. Ms. Li is primarily responsible for overseeing the overall management, strategic planning and business development of the Group. She was redesignated as an executive Director on 29 April 2019. Ms. Li has over 19 years of experience in the advertising industry. Prior to joining the Group in April 2003, she worked as a deputy director in Jinjuan Advertisement Technology Co., Ltd* (金鵲傳媒科技股份有限公司), a company principally engaged in the advertising and media business, from April 2000 to November 2003, where she was responsible for marketing matters and after-sales services. From June 2004 to October 2018, Ms. Li was the legal representative of Beijing Ruicheng. From June 2004 to February 2016, Ms. Li was the executive director of Beijing Ruicheng. From February 2010 to February 2016, she was also the general manager of Beijing Ruicheng. From March 2016 to October 2018, Ms. Li was the chairlady of the board of directors of Beijing Ruicheng. Ms. Li was responsible for the overall management of Beijing Ruicheng. Ms. Li graduated from the Ecole Nationale des Ponts et Chaussées with an executive master’s degree of business administration (specialising in aeronautics and aviation management) which was co-organised by Tsinghua University, in October 2018. Ms. Li was awarded the “Ten Best and Most Influential Female Advertising Person in China 2009-2010”* (2009-2010年度中國最具影響力十佳女性廣告人) jointly granted by the MBA School of Communication University of China* (中國傳媒大學MBA學院) and the Advertising Magazine Office* 《(廣告導報)雜誌社》 in 2010 and the “China Advertising Golden Vision Awards: New Ten Years Leaders in China’s Marketing”* (中國廣告主金遠獎新十年中國營銷傳播領軍人物大獎) granted by the Market Observation Magazine Office* (市場觀察雜誌社) in 2011.

李娜女士，44歲，為創辦人之一、執行董事。李女士自2019年1月25日至2021年12月14日期間擔任本集團董事會主席及提名委員會主席。李女士主要負責監察本集團的整體管理、策略規劃及業務發展。彼自2019年4月29日以來獲調任為執行董事。李女士擁有逾19年廣告行業的經驗。在2003年4月加入本集團前，彼於2000年4月至2003年11月出任金鵲傳媒科技股份有限公司副總監，該公司主要從事廣告及媒體業務，而彼負責營銷事項及售後服務。於2004年6月至2018年10月，李女士為北京瑞誠的法定代表。於2004年6月至2016年2月，李女士為北京瑞誠的執行董事。於2010年2月至2016年2月，彼亦為北京瑞誠的總經理。於2016年3月至2018年10月，李女士為北京瑞誠董事會主席，李女士負責北京瑞誠的整體管理。李女士於2018年10月取得Ecole Nationale des Ponts et Chaussées高級管理人員工商管理(主修航空學及航空執行管理專業)碩士學位(由清華大學共同舉辦)。李女士於2010年獲中國傳媒大學MBA學院及《廣告導報》雜誌社聯合頒發「2009—2010年度中國最具影響力十佳女性廣告人」及於2011年獲市場觀察雜誌社頒發「中國廣告主金遠獎新十年中國營銷傳播領軍人物大獎」。



Directors and Senior Management

董事及高級管理人員

Mr. Leng Xuejun (冷學軍), aged 39, is an executive Director and one of the joint company secretaries of our Company. Mr. Leng is primarily responsible for overseeing the company secretarial matters and financial matters of the Group. He was redesignated as an executive Director on 29 April 2019. Mr. Leng has over 8 years of experience in the advertising industry and he joined the Group in September 2013. From September 2013 to February 2016, he was the business manager of Beijing Ruicheng, where he was responsible for business development and external liaison. From March 2016 to October 2018, he was the director of Beijing Ruicheng, where he was responsible for the overall management, business development and implementation of business strategies of the company. He served as the executive director of Beijing Ruicheng from November 2018 to January 2022, and was responsible for the overall management, business development and implementation of business strategies of the company. From March 2016 to November 2018, he was the secretary to the board of directors of Beijing Ruicheng, where he was responsible for company secretarial matters. Mr. Leng graduated from the Nanjing University in the PRC and obtained a bachelor's degree in administrative management by way of distance learning in February 2009.

冷學軍先生，39歲，本公司執行董事及聯席公司秘書之一。冷先生主要負責監察公司秘書事務及本集團的財務事宜。彼於2019年4月29日獲調任為執行董事。冷先生擁有逾8年廣告行業的經驗，並在2013年9月加入本集團。於2013年9月至2016年2月，彼為北京瑞誠的業務經理，負責業務發展及外部聯絡。於2016年3月至2018年10月，彼為北京瑞誠的董事，彼負責該公司的整體管理、業務發展及業務策略實施。2018年11月至2022年1月，彼為北京瑞誠的執行董事，負責該公司的整體管理、業務發展及業務策略實施。於2016年3月至2018年11月，彼為北京瑞誠董事會秘書，負責公司秘書事宜。冷先生於2009年2月畢業於中國南京大學，並以遙距課程的形式取得行政管理學士學位。

Mr. Leng also holds the following positions in the members of the Group:

冷先生於本集團成員公司中擔任以下職位：

Name 名稱	Position held 所任職位	Principal roles responsibilities 主要職務及職責	Date of appointment 獲委任日期
Beijing Ruicheng 北京瑞誠	Director (Executive director since November 2018) 董事(自2018年11月起為執行董事)	Overall management, business development and implementation of business strategies 整體管理、業務發展及實施業務策略	4 March 2016 (resigned on January 2022) 2016年3月4日(2022年1月辭任)
Qingdao Ruicheng Jiaye 青島瑞誠嘉業	Executive director 執行董事	Overall management 整體管理	7 December 2018 2018年12月7日
Ruicheng HK 瑞誠香港	Director 董事	Overall management 整體管理	21 February 2019 2019年2月21日



Directors and Senior Management

董事及高級管理人員

Mr. Li Xue (李雪), aged 57, was appointed as our Independent Non-executive Director on 22 October 2019, and is responsible for providing independent advice and judgement to the Board. Mr. Li is also the chairman of the Audit Committee and a member of the Nomination Committee.

Mr. Li has over 30 years of financial and accounting experience. From July 1987 to November 1995, Mr. Li worked as a lecturer in Shandong Linyi Finance School* (山東省臨沂財政學校). He then worked as a lecturer in the faculty of finance of Yantai University in the PRC from November 1995 to February 1997. Since February 1997, Mr. Li has been a professor of the faculty of accounting of the Management College of the Ocean University of China (now known as Qingdao City University). Since July 2008, he has been the dean of the faculty of accounting of the Qindao College of the Qingdao Technological University in the PRC. Mr. Li is currently an independent non-executive director of Qingdao Holdings International Limited (a company listed on the Main Board of the Stock Exchange (stock code: 0499)) which is principally engaged in property businesses, where he is responsible for providing independent judgement and advice to the board of directors. Mr. Li graduated from the Shandong Economics University in the PRC with a bachelor's degree in economics in July 1987 and he graduated from the Shanghai University of Finance and Economics in the PRC with a master's degree in economics in January 1998.

Mr. Li is a certified public accountant of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) as well as a certified tax advisor of the Chinese Certified Tax Agents Association (中國註冊稅務師協會). He has been a senior member of the Chinese Institute of Certified Public Accountants since March 2015. He is currently a council member of the Accounting Society of China (中國會計學會) and a council member of the Chinese Institute of Internal Audit (中國內部審計協會). He is also currently a member of the Chinese Audit Society (中國審計學會) and a council member of the audit education division of the Chinese Audit Society.

Mr. Wu Ke (吳科), aged 34, was appointed as an Independent Non-executive Director on 1 January 2021. Mr. Wu is also the chairman of the Remuneration Committee and a member of the Audit Committee and a member of the Nomination Committee.

Mr. Wu has extensive experience in corporate finance and investment. From July 2012 to April 2016, Mr. Wu worked as a senior manager at Zhongtai Securities Co., Ltd. (中泰證券股份有限公司, formerly known as Qilu Securities Co., Ltd. (齊魯證券有限公司)), a securities company in the PRC where he was responsible for corporate finance, and mergers and acquisitions related work. Mr. Wu is currently a deputy head and director of the corporate finance department and a responsible officer of Zhongtai International Capital Limited, a corporation licensed under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") and permitted to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities.

Mr. Wu obtained a master's degree in global economics from the Shandong University in the PRC in June 2012.

李雪先生，57歲，於2019年10月22日獲委任為獨立非執行董事，負責向董事會提供獨立意見及判斷。李先生亦為審核委員會主席及提名委員會成員。

李先生擁有逾30年財務及會計經驗。自1987年7月至1995年11月，李先生於山東省臨沂財政學校任講師。彼其後自1995年11月至1997年2月於中國煙台大學任財經系講師。自1997年2月起，李先生為中國海洋大學管理學院會計學(現為青島城市學院)系教授。彼自2008年7月起任中國青島理工大學琴島學院會計系主任。李先生現為聯交所主板上市公司青島控股國際有限公司(股份代號：0499)的獨立非執行董事，該公司主要從事物業業務，而彼負責向董事會提供獨立判斷及意見。李先生於1987年7月畢業於中國山東經濟學院，獲經濟學學士學位，並於1998年1月畢業於中國上海財經大學，獲經濟學碩士學位。

李先生為中國註冊會計師協會的註冊會計師。彼亦為中國註冊稅務師協會的註冊稅務師。自2015年3月起，彼為中國註冊會計師協會資深會員。彼現為中國會計學會理事及中國內部審計協會理事。彼亦為中國審計學會會員及中國審計學會審計教育分會理事。

吳科先生，34歲，自2021年1月1日起獲委任為獨立非執行董事。吳先生為薪酬委員會主席、審核委員會成員及提名委員會成員。

吳先生於企業融資及投資方面擁有豐富經驗。於2012年7月至2016年4月，吳先生於中國一間證券公司中泰證券股份有限公司(前稱為齊魯證券有限公司)任職高級經理，負責企業融資及併購相關工作。吳先生現時於中泰國際融資有限公司擔任負責人員及企業融資部副主管及董事，該公司為根據香港法例第571章證券及期貨條例(「證券及期貨條例」)獲准從事第1類(證券交易)及第6類(就企業融資提供意見)受規管活動之持牌法團。

吳先生於2012年6月取得中國山東大學之世界經濟碩士學位。



Directors and Senior Management

董事及高級管理人員

Mr. How Sze Ming (侯思明), aged 45, was appointed as our Independent Non-executive Director on 22 October 2019. Mr. How is a member of the Audit Committee and Remuneration Committee.

Mr. How has over twenty years of experience in investment banking and assurance and advisory industries. Mr. How had worked in the corporate finance department of several renowned investment banks with PRC and Hong Kong background, including CMB International Capital Corporation Limited, ICBC International Holdings Limited and CCB International Capital Limited.

Mr. How has held the following positions in the following companies listed on the Stock Exchange. He has been: an independent non-executive director of World-Link Logistics (Asia) Holding Limited (stock code: 6083) since December 2015; an independent non-executive director of Forgame Holdings Limited (stock code: 484) from January 2016 to April 2020; an independent non-executive director of Shanghai Zendai Property Limited (stock code: 755) from May 2017 to January 2021; an independent non-executive director of 1957 & Co. (Hospitality) Limited (stock code: 8495) since November 2017; and an independent non-executive director of Watts International Maritime Engineering Limited (stock code: 2258) since October 2018.

Mr. How graduated from The Chinese University of Hong Kong with a Bachelor of Business Administration Degree (first class honour, majoring in professional accountancy) in December 1999. Mr. How is a fellow member of the Association of Chartered Certified Accountants and an associate member of Hong Kong Institute of Certified Public Accountants.

Senior Management

The senior management of our Group consists of our general manager and our deputy general manager.

侯思明先生，45歲，於2019年10月22日獲委任為獨立非執行董事。侯思明先生為審核委員會成員及薪酬委員會成員。

侯先生於投資銀行及核證諮詢業擁有超過二十年經驗。侯先生曾任職於數間知名的中國及香港背景之投資銀行的企業融資部(其中包括招銀國際金融有限公司、工銀國際控股有限公司及建銀國際金融有限公司等中資投行)。

侯先生持有以下於聯交所上市公司的以下職位。彼於2015年12月起擔任環宇物流(亞洲)控股有限公司(股份代號：6083)獨立非執行董事；2016年1月起至2020年4月擔任雲游控股有限公司(股份代號：484)獨立非執行董事；自2017年5月起至2021年1月擔任上海證大房地產有限公司(股份代號：755)獨立非執行董事；自2017年11月起擔任1957 & Co. (Hospitality) Limited(股份代號：8495)獨立非執行董事；以及自2018年10月起擔任華滋國際海洋工程有限公司(股份代號：2258)獨立非執行董事。

侯先生於1999年12月畢業於香港中文大學，取得工商管理學士學位(一級榮譽，主修專業會計)。侯先生是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。

高級管理層

本集團的高級管理層由總經理及副總經理組成。

Name 姓名	Age 年齡	Date of joining the Group 加入本集團的日期	Position/title 職位/職銜	Date of appointment as a member of the senior management 獲委任為高級 管理層成員日期	Principal roles and responsibilities 主要職務 及職責
Mr. Feng Xing (馮興) ⁽¹⁾	44	August 2004	General manager	29 April 2019 (Resigned on 30 March 2022)	Implementation of our business strategies
馮興先生 ⁽¹⁾	44歲	2004年8月	總經理	2019年4月29日 (於2022年 3月30日辭任)	實施我們的業務策略
Ms. Lin Zi (林姿)	46	March 2004	Deputy general manager	29 April 2019	Assisting the general manager to implement our business strategies
林姿女士	46歲	2004年3月	副總經理	2019年4月29日	協助總經理實施我們的業務策略



Directors and Senior Management

董事及高級管理人員

For the biography of Mr. Feng Xing, please refer to “Directors and Senior Management – Directors” in this section.

Ms. Lin Zi (林姿), aged 46, is the deputy general manager of our Company. Ms. Lin is primarily responsible for assisting our general manager to implement our business strategies. She has been appointed as our deputy general manager since 29 April 2019. Ms. Lin has over 20 years of experience in the advertising industry. Prior to joining the Group in March 2004, she worked as a manager in Jinjuan Advertisement Technology Co., Ltd* (金鵲傳媒科技股份有限公司), a company principally engaged in the advertising and media business, from March 1998 to December 2002, where she was responsible for media placement. She then worked as a manager in Shanghai Prospect Advertising Co., Ltd (上海前景廣告有限公司), a company principally engaged in the business of placement of TV advertisements, from December 2002 to February 2004, where she was responsible for media placement and liaison with media. From March 2004 to January 2021, Ms. Lin was the deputy general manager of Beijing Ruicheng, where she was responsible for the management of liaison work with media. Since February 2021, she has been served as the general manager of Beijing Ruicheng and is responsible for the overall daily operation and management of the company. From March 2016 to October 2018, she was the director of Beijing Ruicheng, where she was responsible for the implementation of operating strategies of the company. Ms. Lin graduated from the University of Science and Technology of China with a bachelor's degree in information technology in December 1998.

Ms. Lin also has held the following positions in the members of the Group:

有關馮興先生之履歷，請參閱上文「董事及高級管理人員－董事」一節。

林姿女士，46歲，本公司副總經理。林女士主要負責協助我們總經理實施我們的業務策略。彼自2019年4月29日以來獲委任為副總經理。林女士擁有逾20年廣告行業的經驗。在2004年3月加入本集團前，彼於1998年3月至2002年12月出任金鵲傳媒科技股份有限公司經理，該公司主要從事廣告及媒體業務，而彼負責媒體投放。其後，彼於2002年12月至2004年2月出任上海前景廣告有限公司經理，該公司主要從事電視廣告投放業務，而彼負責媒體投放及與傳媒聯絡。於2004年3月至2021年1月，林女士為北京瑞誠副總經理，負責管理媒體聯絡工作。自2021年2月起，林女士為北京瑞誠的總經理，全面負責公司日常經營工作。於2016年3月至2018年10月，彼為北京瑞誠的董事，負責實施該公司的營運策略。林女士於1998年12月於中國科學技術大學畢業並取得信息技術學士學位。

林女士於本集團成員公司中擔任以下職位：

Name 名稱	Position held 所任職位	Principal roles responsibilities 主要職務及職責	Date of appointment 獲委任日期
Beijing Ruicheng 北京瑞誠	General manager 總經理	Daily operation of the company 負責公司日常經營	18 February 2021 2021年2月18日
Beijing Ruicheng 北京瑞誠	Deputy general manager 副總經理	Management of liaison work with media 媒體聯絡工作管理	1 March 2004 2004年3月1日 (resigned on January 2021) (於2021年1月辭任)
Shanghai Kailun 上海凱倫	General manager 總經理	Overall management 整體管理	5 August 2015 2015年8月5日



Directors and Senior Management 董事及高級管理人員

Ms. Lin was awarded the “Eighth China Advertising Golden Vision Awards: Leader in China’s Marketing”* (第八屆中國廣告主金遠獎營銷傳播領軍人物) in 2016 jointly by the Advertiser Magazine (廣告主雜誌社) and the Committee of the China Advertising Summit (中國廣告主峰會組委會).

Note:

(1) Mr. Feng has resigned as the general manager of the Company on 30 March 2022.

Joint Company Secretaries

Mr. Leng Xuejun

For the biography of Mr. Leng Xuejun, please refer to “Directors and Senior Management- Directors” in this section.

Mr. Zhang Mengchi, was appointed as a Joint Company Secretary of the Company on 14 December 2021. Mr. Zhang currently serves as an assistant manager of SWCS Corporate Services Group (Hong Kong) Limited.

Mr. Zhang holds a Master degree in Professional Accounting and Corporate Governance from the City University of Hong Kong, and is an associate member of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators).

林女士於2016年獲廣告主雜誌社及中國廣告主峰會組委會聯合頒發「第八屆中國廣告主金遠獎營銷傳播領軍人物」。

附註：

(1) 馮先生於2022年3月30日辭任本公司總經理。

聯席公司秘書

冷學軍先生

有關冷學軍先生之履歷詳情，請參閱本節「董事及高級管理人員-董事」。

張夢弛先生於2021年12月14日獲委任為本公司聯席公司秘書。張先生為方圓企業服務集團(香港)有限公司的助理經理。

張先生持有香港城市大學之專業會計與企業管治碩士學位，並為香港公司治理公會(前稱香港特許秘書公會)及特許公司治理公會(前稱為特許秘書及行政人員公會)會士。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance practices. The Company has applied and complied with all the code provisions set out in the CG Code during the Reporting Period.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct regarding Directors' securities transactions. Having been made specific enquiry, the Directors confirmed that they have complied with the required standard set out in the Model Code during the Reporting Period.

BOARD OF DIRECTORS

1. Composition of the Board

The Board currently comprises a combination of three executive Directors and three independent non-executive Directors. During the Reporting Period and up to the date of this report, the Board consisted of the following members:

EXECUTIVE DIRECTORS:

Ms. Wang Xin (*Chairlady of the Board*)

Mr. Feng Xing (*Vice Chairman of the Board*)⁽¹⁾

Ms. Li Na

Mr. Leng Xuejun (*Vice Chairman of the Board*)

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Li Xue

Mr. How Sze Ming

Mr. Wu Ke

The Board is collectively responsible for the oversight of the management of the business and affairs of the Group with the objective of enhancing its corporate value.

The Directors possess the skills, experience and expertise either in the same industry or relevant to the management of the business of the Group. The biographical details of the Directors and the relationship between members of the Board are set out in the "Directors and Senior Management" section on pages 20 to 27 of this annual report. There are no relationships (including financial, business, family or other material or relevant relationships) among members of the Board.

Notes:

(1) Mr. Feng Xing resigned as an executive Director and the vice Chairman of the Board of the Company on 30 March 2022.

企業管治常規

本公司致力維持高水準企業管治常規。於報告期間，本公司已應用及一直遵守企業管治守則所載守則條文。

董事之證券交易

本公司已採納標準守則作為董事進行證券交易之行為守則。經進行特定查詢後，董事均確認於報告期間已遵守標準守則所載之規定準則。

董事會

1. 董事會之組成

董事會當前包括三名執行董事及三名獨立非執行董事。於報告期間及截至本報告日期，董事會包括以下成員：

執行董事：

王欣女士 (*董事會主席*)

馮興先生 (*董事會副主席*)⁽¹⁾

李娜女士

冷學軍先生 (*董事會副主席*)

獨立非執行董事：

李雪先生

侯思明先生

吳科先生

董事會共同負責監察本集團業務及不同事務之管理工作，致力提升企業價值。

董事具有在相同行業或與本集團的業務管理有關的技能、經驗及專長。董事的簡歷及董事會成員之間的關係(如有)載列於本年報第20頁至第27頁「董事及高級管理人員」一節。董事會成員間概無關係(包括財務、業務、家庭或其他重要或相關關係)。

附註：

(1) 馮興先生於2022年3月30日辭任本公司執行董事及董事會副主席。

Corporate Governance Report

企業管治報告



2. Chairlady and General Manager

The positions of the Chairlady of the Board and General Manager (who discharged the same duties as the chief executive officer) are held by separate individuals to ensure that a segregation of duties and a balance of power and authority are achieved. The Chairlady is responsible for overseeing the overall management, strategic planning and business development of the Group. The General Manager is responsible for formulating detailed plans for implementation of the business strategies of the Group set by the Board and mainly focuses on the day-to-day management and operation of the Group's business. During the Reporting Period, Ms. Li Na served as the Chairlady of the Board from 25 January 2019 to 14 December 2021, Ms. Wang Xin has served as the Chairlady of the Board from 14 December 2021 to the date of this report and Mr. Feng Xing has served as the general manager of the Company.

3. Non-executive Directors

The non-executive Directors, all of whom are independent, play an important role in the Board. They possess extensive academic, professional and industry expertise and management skill and experience and have provided their professional advice to the Board through regular attendance and active participation. Three independent non-executive Directors have represented more than one-third of the Board, they provide a certain degree of check and balance and exercise independent judgement for safeguarding the interests of the Shareholders and the Group as a whole.

The non-executive Directors has entered into a letter of appointment with the Company for a fixed term of three years commencing from the respective effective date of appointment and are subject to retirement by rotation at the Company's annual general meetings at least once every three years in accordance with the regulations of the Articles of Association. The Company has received an annual written confirmation from each Independent Non-executive Director in respect of his independence to the Company pursuant to the requirements of the Listing Rules. The Company has assessed the independence of all independent non-executive Directors and confirmed that each of them continued to satisfy the independence criteria under Rule 3.13 of the Listing Rules and remained independent throughout the Reporting Period.

The Company also has at all times complied with the requirements under Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules relating to the appointment of at least three independent non-executive Directors and the appointment of an independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise. The independent non-executive Directors represented at least one-third of the Board and there will be a sufficiently robust and independent voice within the Board to counter-balance any situation involving conflict of interest and safeguard the interests of the independent Shareholders.

2. 主席及總經理

董事會主席及總經理之職務(履行與行政總裁相同的職責)由不同人士擔任,以確保達成職責區分以及於權力與職權間取得平衡。主席負責監督本集團的整體管理、策略規劃及業務發展。總經理負責為董事會訂立的本集團業務策略訂制詳細實施計劃,並主要集中於本集團業務的日常管理及營運。於報告期間,由李娜女士自2019年1月25日至2021年12月14日期間擔任董事會主席,由王欣女士自2021年12月14日至本報告日期擔任董事會主席及由馮興先生擔任本公司總經理。

3. 非執行董事

非執行董事(均為獨立非執行董事)在董事會擔當重要角色。彼等擁有豐富的學術、專業及行業專長及管理技巧及經驗,並透過定期出席及積極參與向董事會提供專業意見。三名獨立非執行董事已代表超過三分之一的董事局人數,彼等提供一定程度的制衡能力及行使獨立判斷以保障股東及本集團的整體利益。

非執行董事與本公司訂立委任書,固定年期為自各自的生效日期起計三年,並須根據本公司的公司章程規定最少每三年一次於本公司股東週年大會上輪值退任。本公司已收到各獨立非執行董事根據上市規則的規定就其的獨立性而呈交予本公司的年度確認書。本公司已評核所有獨立非執行董事的獨立性,並確認彼等均繼續滿足上市規則第3.13條所載列的獨立標準,並於報告期間均保持獨立性。

本公司亦一直遵守上市規則第3.10(1)條、第3.10(2)條及第3.10A條有關委任至少三名獨立非執行董事及委任一名具備合適專業資格、或具有會計或金融管理相關專業知識的獨立非執行董事的規定。獨立非執行董事佔董事會人數最少三分之一,足以在董事會內提出強力和獨立的聲音,抗衡任何涉及利益衝突的情況及保障獨立股東的利益。

Corporate Governance Report

企業管治報告

4. Division of Responsibilities of the Board and the Management of the Company

The Board is responsible for the overall leadership of the Group, oversees the Group's strategic decisions and monitors business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. The main corporate governance duties of the Board include (a) to formulate and review the policies and practices on corporate governance of the Company; (b) to review and monitor the training and continuous professional development of Directors and senior management; (c) to review and monitor the policies and practices of the Company on compliance with legal and regulatory requirements; (d) to formulate, review and monitor the code of conduct and compliance manual (if any) to employees and Directors; and (e) to review the Company's compliance with the CG Code and disclosure in the corporate governance report. To oversee particular aspects of the Company's affairs, the Board has established three Board committees including the Audit Committee, the Remuneration Committee and the Nomination Committee. The Board has delegated the responsibility as set out in their respective terms of reference which are published on the websites of the Stock Exchange and the Company to the Board committees.

The management under the leadership of the general manager is responsible for the day-to-day management of the Group's businesses and implementation of the strategy and direction set by the Board.

To ensure the operational efficiency and specific issues are being handled by relevant expertise, the Board delegates certain powers and authorities from time to time to the management.

5. Board Meetings

The Board meets regularly to discuss the overall strategy as well as the operation and financial performance of the Group. Code Provision C.5.1 of Part 2 of the CG Code prescribes that at least four regular Board meetings should be held in each year at approximately quarterly intervals with active participation of majority of Directors. Directors may participate in person or through electronic means of communication.

The Company has adopted the practice of holding Board meetings regularly. Notice of not less than fourteen days is given of all regular Board meetings to provide all Directors with the opportunity to attend and include matters in the agenda. For other committee meetings, seven days' notice is given. The agenda and accompanying board papers are despatched to the Directors or committee members at least three days before meetings to ensure that they have sufficient time to review these documents and be adequately prepared. When the Directors or committee members are unable to attend a meeting, they are advised of the matters to be discussed and given an opportunity to make their views known to the Chairlady prior to the meeting.

4. 董事會與本公司管理層的職責劃分

董事會負責本集團的整體領導、監督本集團的策略性決定及監察業務及表現。董事會已向本集團的高級管理層授出本集團日常管理及營運的權力及責任。董事會主要的企業管治職責包括(a)制定及檢討本公司的企業管治政策及常規；(b)檢討及監察董事及高級管理人員的培訓及持續專業發展；(c)檢討及監察本公司有關遵守法律及監管規定方面的政策及常規；(d)制定、檢討及監察僱員及董事的遵守準則及合規手冊(如有)；及(e)審閱本公司遵守企業管治守則的情況及在企業管治報告中的披露。為監督本公司事務的特定範疇，董事會成立三個董事委員會，包括審核委員會、薪酬委員會及提名委員會。董事會已向董事委員會授出各自職權範圍所載之責任，該等職權範圍已於聯交所及本公司網站上發佈。

管理層在總經理的領導下負責本集團業務的日常管理，以及實現董事會訂立的策略及方針。

為確保營運效率，並確保特定事宜由相關專家處理，董事會不時授權若干權力及權利予管理層。

5. 董事會會議

董事會定期舉行會議，以討論本集團的整體策略及經營與財務表現。企業管治守則第二部分守則條文第C.5.1條規定每年至少舉行四次董事會會議，大約每季一次，須有大部分董事親身出席或透過電子通訊方式積極參與，董事可親身或通過電子通訊方式參與會議。

本公司已採納定期召開董事會會議的慣例。本公司就所有定期舉行的董事會會議發出不少於十四天的通知，以給予全體董事出席定期會議及將相關事項納入議程的機會。就其他委員會會議而言，將會發出七天通知。議程及隨附的董事會文件會於舉行會議前最少三天寄發予董事或委員會成員，以確保彼等有充足時間審閱該等文件並作充分準備。當董事或委員會成員未能出席會議，彼等將獲知會有關將予討論的事宜，並有機會在舉行會議前向主席發表意見。

Corporate Governance Report

企業管治報告



Minutes of the Board meetings and committee meetings are recorded in sufficient detail the matters considered by the Board and the committees and the decisions reached in the meetings, including any concerns raised by the Directors. Draft minutes of each Board meeting and committee meetings are sent to the Directors within a reasonable time after the date on which the meeting is held so that they have an opportunity to request amendments. Minutes of the Board meetings are open for inspection by Directors.

The Company has fully complied with the requirement under the code provision C.5.1 of Part 2 of the CG Code to convene Board meetings at least four times a year at approximately quarterly intervals. During the Reporting Period, the members of the Board have (i) reviewed and monitored the training and continuous professional development of Directors and senior management; (ii) reviewed the policies and practices on corporate governance of the Company; and (iii) reviewed and monitored the policies and practices of the Company on compliance with legal and regulatory requirements, during the regular board meetings. As at the date of this annual report, the members of the Board have reviewed the Company's compliance with the CG Code and disclosure in the corporate governance report.

The Company convened an annual general meeting on 3 June 2021 and five Board meetings during the Reporting Period. The attendance records of each Director at the Board meeting and general meeting of the Company during the Reporting Period are set out below:

Name of Directors	Attendance/ Number of Board Meetings	Attendance/ Number of General Meetings
Ms. Wang Xin ⁽¹⁾	5/5	1/1
Mr. Feng Xing ⁽³⁾	5/5	1/1
Ms. Li Na ⁽²⁾	5/5	0/1
Mr. Leng Xuejun	5/5	1/1
Mr. Li Xue	3/5	1/1
Mr. How Sze Ming	3/5	1/1
Mr. Wu Ke	3/5	1/1

Notes:

- (1) Ms. Wang Xin has served as the Chairlady of the Board and the chairlady of the Nomination Committee of the Company with effect from 14 December 2021.
- (2) Ms. Li Na resigned as the Chairlady of the Board and the Chairlady of the Nomination Committee of the Company with effect from 14 December 2021.
- (3) Mr. Feng Xing resigned as the executive Director and vice chairman of the Board on 30 March 2022.
- (4) Ms. Wang Xin, Mr. Li Xue, Mr. How Sze Ming and Mr. Wu Ke held a meeting on 28 December 2021 in respect of the summary of the Company's situation and future outlook.

The Board met five times during the Reporting Period for (i) reviewing and approving the annual audited financial statements of the Group for the year ended 31 December 2021 and the unaudited interim financial statements of the Group for the six months ended 30 June 2021; (ii) considering the change of the Chairlady of the Board and the compositions of the Nomination Committee; and (iii) Change of joint company secretary, authorized representative and process agent.

董事會會議及委員會會議的會議記錄會詳盡記錄，對會議上董事會及委員會所考慮的事項及所達致的決定，包括董事提出的任何問題。各董事會會議及委員會會議的會議記錄草擬會於會議舉行日期後段合理時間內寄送至董事，使彼等有機會要求作出修訂。董事會會議記錄公開供董事查閱。

本公司已全面遵守企業管治守則第二部分守則條文第C.5.1條的規定，大致按季度每年召開至少四次董事會會議。於報告期間，董事會成員已於本公司的定期董事會會議(i)檢討及監察董事及高級管理人員的培訓及持續發展；(ii)檢討本公司的企業管治政策及常規；以及(iii)檢討及監察本公司有關遵守法律及監管規定方面的政策及常規。於本年報日期，董事會成員已審閱本公司遵守企業管治守則的情況及在企業管治報告中的披露。

本公司已於2021年6月3日舉行股東週年大會並於報告期內舉行五次董事會會議。於報告期間，各董事出席董事會會議及本公司股東大會的記錄載列如下：

董事姓名	出席次數/ 董事會 會議次數	出席次數/ 股東大會 次數
王欣女士 ⁽¹⁾	5/5	1/1
馮興先生 ⁽³⁾	5/5	1/1
李娜女士 ⁽²⁾	5/5	0/1
冷學軍先生	5/5	1/1
李雪先生	3/5	1/1
侯思明先生	3/5	1/1
吳科先生	3/5	1/1

附註：

- (1) 王欣女士於2021年12月14日起擔任本公司董事會主席及提名委員會主席職位。
- (2) 李娜女士於2021年12月14日起辭任本公司董事會主席及提名委員會主席職位。
- (3) 馮興先生於2022年3月30日辭任執行董事、董事會副主席職位。
- (4) 王欣女士、李雪先生、侯思明先生以及吳科先生於2021年12月28日就本公司情況進行總結及未來期望會議。

董事會於報告期間已舉行五次會議，以 (i) 審閱及批准本集團截至 2021 年 12 月 31 日止年度經審核年度財務報表及本集團截至 2021 年 6 月 30 日止六個月未經審核中期財務報表；(ii) 變更本公司董事會主席及提名委員會組成；及 (iii) 更換聯席公司秘書、授權代表及法律程序文件代理人。



Corporate Governance Report

企業管治報告

6. Corporate Governance Function

The Board is responsible for performing the functions set out in the code provision A.2.1 of Part 2 of the CG Code, including (i) reviewing the Company's corporate governance policies and practices and making recommendations to the Board; (ii) reviewing and monitoring the training and continuous professional development of Directors and senior management; (iii) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements; (iv) reviewing and monitoring the code of conduct and compliance manual (if any) to employees and Directors; and (v) reviewing the Company's compliance with the Code and disclosure in this Corporate Governance Report.

7. Board Committees

The Board has established Board Committees and has delegated various responsibilities to the Board Committees. The Company currently has three committees under the Board, which are the Audit Committee, the Remuneration Committee, and the Nomination Committee. These committees operate in accordance with their respective terms of reference established by the Board.

Audit Committee

The Company established an Audit Committee with written terms of reference in compliance with the Rule 3.21 of the Listing Rules and the CG Code. The Audit Committee of the Company consists of three Independent Non-executive Directors. As at the date of this report, the members of Audit Committee are Mr. Li Xue, Mr. How Sze Ming and Mr. Wu Ke. Mr. Li Xue currently serves as the chairman of the Audit Committee. The member of the Audit Committee, Mr. How Sze Ming, holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules.

The primary duties of the Audit Committee are, among other things, to review and supervise the Company's financial reporting process and risk management and internal control system, nominate and monitor external auditors and to provide advice and comments to the Board on matters related to corporate governance.

The written terms of reference of the Audit Committee are available on the websites of the Stock Exchange and the Company.

Code provision D.3.3(e)(i) of Part 2 of the CG Code provides that the terms of reference of the Audit Committee shall have the terms that the members of the Audit Committee should liaise with the Board and senior management and the Audit Committee must meet at least twice a year with the Auditor. The Company has included such terms in relevant terms of reference, and thus complied with the Code Provision D.3.3(e)(i) of Part 2 of the CG Code during the Reporting Period.

6. 企業管治職能

董事會負責履行企業管治守則第二部分條文A.2.1條所載職能包括(i)審閱本公司企業管治政策及常規並向董事會提出建議；(ii)審閱及監察董事及高級管理層的培訓及持續專業發展；(iii)審閱及監察本公司有關遵守法律及監管規定的政策及常規；(iv)審閱及監察僱員及董事的操守準則及合規手冊(如有)；及(v)審閱本公司對守則的遵守情況及於本企業管治報告的披露。

7. 董事委員會

董事會下設董事委員會並轉授各項責任給各委員會。本公司現有有三個董事會轄下委員會，即審核委員會、薪酬委員會及提名委員會。該等委員會分別根據董事會訂立的職權範圍運作。

審核委員會

本公司已成立審核委員會，並遵照上市規則第3.21條及企業管治守則制定書面職權範圍。本公司審核委員會由三名獨立非行董事組成，於本報告日期，審核委員會成員分別為李雪先生、侯思明先生及吳科先生。李雪先生目前擔任審計委員會主席。根據上市規則第3.10(2)及3.21條規定，審核委員會成員侯思明先生擁有適當的專業資格。

審核委員會的主要職責(其中包括)是檢討及監督本公司的財務報告程序及風險管理及內部監控系統、提名及監察外聘核數師，並就與企業管治有關的適當向董事會提供建議及意見。

審核委員會的書面職權範圍可於聯交所及本公司網站內查閱。

企業管治守則第二部分守則條文D.3.3(e)(i)條規定，審核委員會的職權範圍應載有條款，要求審核委員會成員須與董事會及高級管理層進行聯絡，及審核委員會須每年與核數師至少舉行兩次會議。本公司已將該等條款列入有關職權範圍，因此於報告期間已遵守企業管治守則第二部分守則條文第D.3.3(e)(i)條。

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During the Reporting Period, two Audit Committee meetings were held. The attendance records of the Audit Committee Meetings are set out below:

Name of Committee Members	Attendance/ Number of Meeting(s)
Mr. Li Xue	3/3
Mr. How Sze Ming	3/3
Mr. Wu Ke	3/3

During the Reporting Period, the Audit Committee (i) reviewed the annual audited financial statements of the Group for the year ended 31 December 2020 and the unaudited interim financial statements of the Group for the six months ended 30 June 2021 with recommendations to the Board for approval; (ii) conducted an annual review on the risk management and internal control system of the Group and monitored the auditing process with recommendations to the Board on the risk management and internal control system as well as monitoring the auditing process; and (iii) reviewed the terms of reference of the Audit Committee.

During the Reporting Period, the Audit Committee also made recommendations to the Board regarding the re-appointment of Auditor and approval of the Auditors' service fees.

On 31 December 2021, a meeting of the Audit Committee was held to receive the auditors' advice on matters that need to be brought to the attention of the Group's audit work in 2021.

Remuneration Committee

The Company established a Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the CG Code. The Remuneration Committee of the Company consists of three members. As at the date of this report, the members of Remuneration Committee consist of Independent Non-executive Director Mr. Wu Ke, Executive Director Ms. Wang Xin and Independent Non-executive Director Mr. How Sze Ming. Mr. Wu Ke currently serves as the chairman of the Remuneration Committee.

During the Reporting Period, two Remuneration Committee meetings were held. The attendance records of the Remuneration Committee Meetings are set out below:

Name of Committee Members	Attendance/ Number of Meeting(s)
Mr. Wu Ke	2/2
Ms. Wang Xin	2/2
Mr. How Sze Ming	2/2

於報告期間，已舉行兩次審核委員會會議。審核委員會會議的出席記錄載列如下：

委員會成員姓名	出席次數/ 會議次數
李雪先生	3/3
侯思明先生	3/3
吳科先生	3/3

於報告期間，審核委員會已(i)審閱本集團截至2020年12月31日止年度經審核年度財務報表及本集團截至2021年6月30日止六個月未經審核中期財務報表，並提供意見以供董事會批准；(ii)對本集團的風險管理及內部控制系統以及監察審計流程進行年度檢討，並向董事會就風險管理及內部控制系統以及監察審計流程提供建議；及(iii)審閱審核委員會職權範圍。

於報告期間，審核委員會亦已就重新委任核數師及批准核數師服務費向董事會提供推薦意見。

於2021年12月31日，審核委員會已召開一次會議以聽取核數師就2021年本集團審計工作所需注意事項。

薪酬委員會

本公司已成立薪酬委員會，並遵照上市規則第3.25條及企業管治守則制定書面職權範圍。本公司薪酬委員會由三名成員組成，於本報告日期，薪酬委員會成員分別為獨立非執行董事吳科先生、執行董事王欣女士及獨立非執行董事侯思明先生。吳科先生目前擔任薪酬委員會主席。

於報告期間，已舉行兩次薪酬委員會會議。薪酬委員會會議的出席記錄載列如下：

委員會成員姓名	出席次數/ 會議次數
吳科先生	2/2
王欣女士	2/2
侯思明先生	2/2

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The primary duties of the Remuneration Committee include (1) making recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; (2) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives; and (3) either determining, with delegated responsibility or making recommendations to the Board on the remuneration packages of individual executive Director and senior management.

The written terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company.

During the Reporting Period, the Remuneration Committee (i) reviewed and made recommendations to the Board on the remuneration package of each Directors and senior Management; (ii) made recommendations to the Board in relation to the proposed remuneration regarding the change of chairlady of the Board and of the Nomination Committee; and (iii) reviewed the remuneration policies, the terms of reference of the Remuneration Committee of the Board, and structure of the Directors and the senior management.

Nomination Committee

The Company established a Nomination Committee with written terms of reference in compliance with Rule 3.27A of the Listing Rules and paragraph B.3 of Part 2 of the CG Code. The Nomination Committee of the Company with members are executive Director Ms. Wang Xin, independent non-executive Directors Mr. Li Xue and Mr. Wu Ke. Ms. Wang Xin currently serves as the chairlady of the Nomination Committee.

During the Reporting Period, two Nomination Committee meetings were held. The attendance records of the Nomination Committee Meetings are set out below:

Name of Committee Members	Attendance/ Number of Meeting(s)
Ms. Wang Xin ⁽¹⁾	Not Applicable
Mr. Li Xue	2/2
Mr. Wu Ke	2/2
Ms. Li Na ⁽²⁾	2/2

Notes:

- Ms. Wang Xin has been appointed as the chairlady and as a member of the Nomination Committee with effect from 14 December 2021.
- Ms. Li Na has ceased to be the chairlady and a member of the Nomination Committee with effect from 14 December 2021.

薪酬委員會的主要職責包括(1)就本公司全體董事及高級管理人員的薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；(2)因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；以及(3)獲董事會轉授責任釐定或向董事會建議個別執行董事及高級管理人員的薪酬待遇。

薪酬委員會的書面職權範圍可於聯交所及本公司網站內查閱。

於報告期間，薪酬委員會(i)已審閱各董事及高級管理層的薪酬待遇，並就此向董事會提供推薦意見；(ii)就變更董事會主席及提名委員會主席的建議薪酬向董事會提供推薦意見；及(iii)已審閱薪酬政策、董事會薪酬委員會職權範圍及董事及高級管理層架構。

提名委員會

本公司已成立提名委員會，並遵照上市規則第3.27A條及企業管治守則第二部分第B.3段制定書面職權範圍。本公司提名委員會成員為執行董事王欣女士、獨立非執行董事李雪先生及獨立非執行董事吳科先生。王欣女士目前擔任提名委員會主席。

於報告期間，已舉行兩次提名委員會會議。提名委員會會議的出席記錄載列如下：

委員會成員姓名	出席次數/ 會議次數
王欣女士 ⁽¹⁾	不適用
李雪先生	2/2
吳科先生	2/2
李娜女士 ⁽²⁾	2/2

附註：

- 王欣女士已獲委任為提名委員會主席及提名委員會成員，自2021年12月14日起生效。
- 李娜女士不再為提名委員會主席及提名委員會成員，自2021年12月14日起生效。

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The primary duties of the Nomination Committee are to make recommendations to the Board regarding candidates to fill vacancies on the Board and/or in senior management and succession planning for Directors in particular the Chairlady of the Board. The Nomination Committee is also responsible for (i) reviewing the Board structure, size and composition (including the skills, knowledge, experience, and diversity of perspectives) at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (ii) developing and maintaining a policy for the nomination of Board members which includes the nomination procedures or election or re-election of Directors; (iii) developing and maintaining a policy concerning board diversity policy ("**Board Diversity Policy**"); (iv) monitoring the appointment and succession planning of Directors and (v) assessing the independence of independent non-executive Directors. During Reporting Period, the Nomination Committee held two meetings to (i) review the Board structure, size and composition, and make proposed recommendations to the Board on the re-election of the members of the Board in the forthcoming AGM in accordance with the Board Diversity Policy of the Company and the nomination policy of the Directors; (ii) assessed the independence of the independent non-executive Directors; and (iii) made recommendations to the Board on the change of chairlady of the Board and of the Nomination Committee and the resignation of executive Director.

The Company has adopted a Board Diversity Policy which sets out its approach to achieve and maintain an appropriate balance of diversity perspectives of our Board that are relevant to our business growth. Pursuant to our Board Diversity Policy, selection of Board candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry experience. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Nomination Committee is responsible for ensuring the diversity of the Board. The Nomination Committee will review our Board Diversity Policy from time to time to ensure its continued effectiveness and we will disclose the implementation of the Board Diversity Policy in Corporate Governance Report of the Company on an annual basis.

As at the date of this annual report, the diversity of the Board of the Company is set out in the following diagram, and the biographical details of the Directors of the Company are set out in the section headed "Directors and Senior Management" of this annual report.

提名委員會的主要職責是向董事會就有關增補董事會職位空缺和/或高級管理層職位以及董事(尤其是董事會主席)繼任計劃的候選人作出推薦。提名委員會負責 (i) 至少每年檢討董事會架構、人數及組成(包括技能、知識、經驗和觀點的多樣性), 並就任何建議變更向董事會提供推薦意見以補充本公司企業策略; (ii) 制定及維持董事會提名委員會政策, 包括提名程序或甄選或重選董事的程序; (iii) 制定及維持有關董事會成員多元化政策(「**董事會成員多元化政策**」); (iv) 監管董事的委任及繼任計劃及 (v) 評估獨立非執行董事的獨立性。於報告期間, 提名委員會已舉行兩次會議, 以 (i) 檢討董事會架構、規模和組成, 並參考本公司董事會成員多元化政策及董事提名政策就董事會成員於應屆股東週年大會重選向董事會提出推薦建議; (ii) 評估本公司獨立非執行董事的獨立性; 及 (iii) 就董事會主席及提名委員會主席變更、執行董事辭任向董事會提供推薦意見。

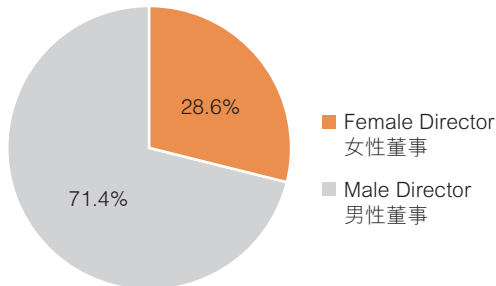
本公司已採納董事會多元化政策, 當中載列實現及維持董事會具有與我們業務增長相關的適當且均衡的多元化視角的措施。根據我們的董事會多元化政策, 甄選董事會候選人時將基於一系列多元化視角, 包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識及行業經驗。最終決策將視乎經甄選候選人的質素及將對董事會帶來的貢獻而定。提名委員會負責確保董事會的多元化。提名委員會負責確保董事會的多元化。提名委員會將不時檢討董事會多元化政策以確保其持續有效, 且我們將按年度基準於本公司的企業管治報告中披露董事會多元化政策的執行情況。

於本年報日期, 本公司董事會的多元化組合列於下圖, 而本公司董事人員的履歷詳情載列於本年報「董事及高級管理人員」一節。

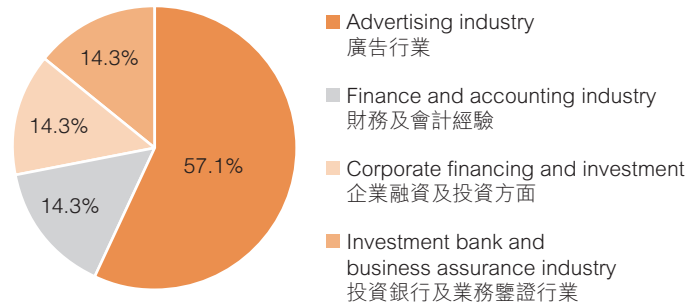
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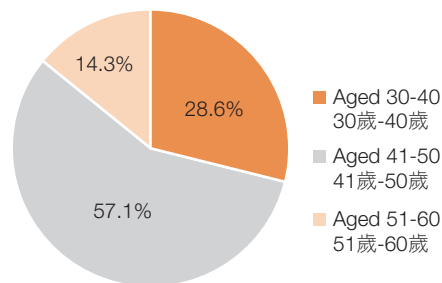
Gender structure
Number of people and percentage (%)
性別結構人數及百分比(%)



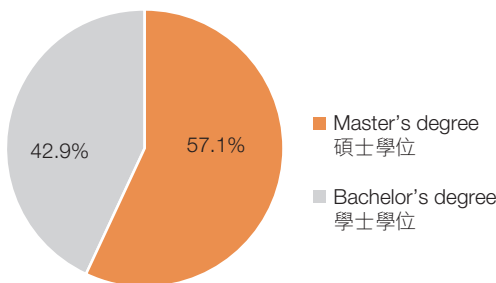
Career and expertise structure
Number of people and percentage (%)
職業及專長結構人數及百分比(%)



Age structure
Number of people and percentage (%)
年齡結構人數及百分比(%)



Educational structure
Number of people and percentage (%)
學歷結構人數及百分比(%)



PROCEDURE AND PROCESS FOR NOMINATION OF DIRECTORS

The Nomination Committee will recommend to the Board for the appointment of Directors including Independent Non-executive Directors in accordance with the following procedures and process:

i. Selection criteria:

- the Nomination Committee shall consider suitability of the proposed candidates for appointment as Directors in accordance with the Listing Rules, the Board Diversity Policy and the policy for the nomination of Directors;
- the character and integrity of the proposed candidates for appointment as Directors;
- the Nomination Committee shall consider whether the proposed candidates for appointment as Directors are equipped with the skills and expertise required from members of the Board, and the skills, experiences and knowledge to make significant contributions to the Group;
- the Nomination Committee shall consider the re-election of any Directors who are to retire by rotation having regard to the re-appointment of Directors' performance, ability to continue to contribute to the Board and their participation in the Board;

董事提名程序及流程

提名委員會將根據以下程式及流程向董事會建議任命董事(包括獨立非執行董事)：

i. 甄選標準：

- 提名委員會應根據《上市規則》、董事會多元化政策及董事會提名政策考慮建議任命董事候選人士的合適性；
- 建議任命董事候選人士的品格與誠實；
- 提名委員會應考慮建議任命董事候選人士是否具備董事會所需要的技能及專才，並具有能對本集團的成功作出重大貢獻的技能、經驗及知識；
- 輪流退任董事的重新委任，提名委員會須考慮重新委任董事的工作表現、對董事會繼續作出貢獻的能力、以及在董事會的參與程度；

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- (e) compliance with the criteria of independence, in case for the appointment of an Independent Non-executive Director, as prescribed under Rule 3.13 of the Listing Rules;
- (f) the relevant requirements of the Listing Rules with regard to directors of the Company; and
- (g) any other relevant factors determined by the Nomination Committee or the Board from time to time as appropriate.

ii. Nomination procedures includes:

- (a) the Nomination Committee shall formulate a selection criteria list of candidates for directorship, the list will consider the Board's existing structure, scale, the Board Diversity Policy and the needs of talent groups and the Board, the candidates shall equip with the characteristics of coordinating with the expansion of the overall talent groups, experiences and expertise of the Board;
- (b) the Company shall identify suitable candidates for directorship through various channels, including the recommendations from the Directors, the Shareholders, the management or external head hunting companies;
- (c) the company secretary must obtain the personal information of the nominated candidates in accordance with the regulations of rule 13.51(2) of the Listing Rules;
- (d) the Nomination Committee shall perform sufficient due diligence on the individual candidate for directorship and make recommendations to the Board for the consideration and approval;
- (e) to ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out the expectation in terms of time commitment, committee service and involvement outside meetings of the Board;
- (f) in the context of re-appointment of any existing members of the Board, the Nomination Committee shall make recommendations to the Board for its consideration and recommendation, for the proposed candidates to stand for re-election at the annual general meeting;
- (g) the Board shall have the final decision on matters related to the selection and appointment of directorship; and

- (e) 符合載列於上市規則第 3.13 條對委任獨立非執行董事所規定的獨立性準則；
- (f) 上市規則對本公司的董事的相關要求；及
- (g) 委員會或董事會不時決定的任何其他相關因素。

ii. 提名程序包括：

- (a) 提名委員會制定一份董事候選人甄選準則清單，該清單將考慮董事會的現有架構、規模、董事會多元化政策及才能組合與董事會的需要，候選人應具備能配合與擴大董事會整體才能組合、經驗及專業知識的特點；
- (b) 公司可循多個管道物色適合的董事候選人，包括董事、股東、管理層或外部獵頭公司的推薦；
- (c) 公司秘書必須按上市規則第 13.51(2) 條所規定取得該名獲提名候選人的個人資料；
- (d) 提名委員會須就個別董事候選人進行充分的盡職審查並作出建議，以供董事會考慮及審批；
- (e) 確保每位被委任的非執行董事於被委任時均取得正式委任函件，當中須訂明對其等之要求，包括工作時間、董事會委員會服務要求及參與董事會會議以外的工作；
- (f) 就重新委任董事會任何現有成員而言，委員會須提交建議供董事會考慮及作出推薦，讓候選人可於股東週年大會上膺選連任；
- (g) 董事會對與董事的選擇及委任有關的事項負有最終決定權；及



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- (h) the Board shall recommend the retired director to stand for re-election at the annual general meeting in accordance with the recommendations from the Nomination Committee. The appointment of retired director is subject to the approval at the annual general meeting.

The written terms of reference of the Nomination Committee are available on the websites of the Stock Exchange and the Company.

8. Remuneration of Directors

During the Reporting Period, executive Directors who are also the Company's staff are entitled to receive salaries, fees, discretionary bonuses and other allowance and benefits in kind according to their respective positions taken on a full-time basis in the Company. Information relating to the remuneration of each Director for the Reporting Period is set out in note 11 to the financial statements on page 134 to page 135 of this annual report.

Pursuant to Recommended Best Practice E.1.8 of Part 2 of the CG Code, for the Reporting Period, details of the remuneration of senior management (except for Directors) by remuneration grade are as follows:

Remuneration band
薪酬範圍

Nil to RMB500,000

無至人民幣500,000元

Number of individual
人數

1

9. Appointment, Re-election and Removal of Directors

Each of the executive Directors has entered into a service contract with the Company. The principal particulars of these service contracts are (i) for a term of three years commencing from their respective effective date of appointment until the day on which the next general meeting of the Shareholders for re-election of Directors is held; and (ii) are subject to termination in accordance with their respective terms. The service contracts may be renewed in accordance with our Articles of Association and the applicable Listing Rules.

At any time or from time to time, the Board shall have the power to appoint any person as a Director either to fill a casual vacancy on the Board or as an additional Director to the existing Board subject to any maximum number of Directors, if any, as may be determined by the members in general meeting. Any Director so appointed to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director so appointed as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and be eligible for re-election at such meeting. Any Director so appointed by the Board shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

- (h) 董事會應根據提名委員會的推薦建議，推薦退任董事於股東週年大會上膺選連任。退任董事的委任須經股東於股東週年大會上批准。

提名委員會的書面職權範圍可於聯交所及本公司網站內查閱。

8. 董事酬金

於報告期間，同時兼為本公司員工的執行董事根據彼等各自在本公司擔任的全職職位而有權收取薪金、袍金、酌情花紅及其他津貼及實物利益。有關各董事於報告期內的薪酬資料載列於本年報第134至135頁財務報表附註11。

根據企業管治守則第二部分的建議最佳常規第E.1.8條，報告期內，高級管理成員(董事除外)按薪酬等級發放的薪酬詳情如下：

9. 董事之委任、重選及罷免

各執行董事已與本公司訂立服務合約。該等服務合約的主要詳情如下：(i) 期限為三年，自彼等各自的委任生效日期起至下一次召開重選董事的股東大會當日為止；及(ii) 可根據彼等各自的條款而予以終止。該等服務合約可根據本公司的組織章程細則及適用上市規則予以續期。

董事會有權隨時或不時委任任何人士為董事，以填補董事會臨時空缺或增加現有董事會董事人數，惟須受股東於股東大會可能釐定的任何董事人數上限(如有)所規限。任何據此獲委任以填補臨時空缺的董事，任期僅至其獲委任後本公司首次股東大會為止，並須於該大會上膺選連任。任何據此獲委任以增加現有董事會董事人數的董事，任期僅至其獲委任後本公司首次股東週年大會為止，並有資格於會上膺選連任。任何獲董事會據此委任的董事，在釐定將於股東週年大會輪值退任的董事或董事人數時，將不會計算入內。

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At each annual general meeting, one third of the Directors for the time being shall retire from office by rotation. However, if the number of Directors is not a multiple of three, then the number nearest to but not less than one third shall be the number of retiring Directors. The Directors to retire in each year shall be those who have been in office longest since their last re-election or appointment but, as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected has been lodged at the head office or at the registration office of the Company. The period for lodgement of such notices shall commence no earlier than the day after despatch of the notice of the relevant general meeting and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices may be lodged must be at least seven days.

A Director is not required to hold any shares in the Company by way of qualification nor is there any specified upper or lower age limit for Directors either for accession to or retirement from the Board.

From time to time the Board may appoint one or more of its members to be managing director, joint managing director or deputy managing director or to hold any other employment or executive office with the Company for such period and upon such terms as the Board may determine, and the Board may revoke or terminate any of such appointments. The Board may also delegate any of its powers to committees consisting of such Director(s) or other person(s) as the Board thinks fit, and from time to time it may also revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes, but every committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Board.

在每屆股東週年大會上，當時三分之一的董事須輪值退任。然而，倘董事人數並非三的倍數，則退任董事人數以最接近但不低於三分之一的人數為準。每年須退任的董事將為自上次膺選連任或獲委任以來任期最長的董事，惟倘多名董事於同日成為或上次於同日膺選連任為董事，則以抽籤決定須退任的董事，除非彼等之間另有協定。

除退任董事外，任何人士如未獲董事會推薦候選，均無資格於任何股東大會上候選出任董事一職，除非表明有意提名該名人士為候選董事的書面通知及該名人士表明願意候選的書面通知已送達本公司總辦事處或註冊辦事處。提交該等通知的期間須不早於寄發相關股東大會通知翌日起至不遲於該股東大會舉行日期前 7 日止，而可提交該等通知的最短期間須至少為 7 日。

董事無須持有本公司任何股份以符合資格，亦無任何有關加入董事會或退任董事職位的特定年齡上限或下限。

董事會可不時委任一名或多名成員出任董事總經理、聯席董事總經理或副董事總經理或擔任本公司任何其他工作或行政職位，任期及條款概由董事會釐定，且董事會可撤回或終止任何該等委任。董事會亦可將其任何權力授予由董事會認為合適的董事或其他人士所組成的委員會，而董事會亦可不時就任何人士或目的全部或部分撤回上述授權或委任及解散任何該等委員會，惟以上述方式成立的各委員會在行使所獲授權力時，均須遵守董事會不時對其施行的任何規例。



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10. Training of Directors

Pursuant to Code Provision C.1.4 of Part 2 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant.

According to the trading records provided by the Directors, a summary of training received by the Directors during the Reporting Period is as follows:

Name of Directors	Nature of continuous professional development programmes
Wang Xin	B
Feng Xing	B
Li Na	B
Leng Xuejun	A, B
Li Xue	B
How Sze Ming	B
Wu Ke	B

Notes:

- A: Attending seminar or trainings that are relevant to (i) Director's duties and obligations; (ii) New ESG requirements; (iii) notifiable transaction and connected transaction; and (iv) the continuous professional training for company secretaries in 2021 organized by SWCS Academy, which mainly involves the general responsibilities of company secretaries, the responsibilities of directors and senior managements, etc.
- B: Reading and watching relevant materials on the topics related to (i) the Board and the Board's Governance Guidelines; (ii) corporate governance (including managing inside information); (iii) the CG Code; and (iv) connected transactions.

All Directors have provided written record of the training they received for the Reporting Period to the Company.

10. 董事培訓

根據企業管治守則第二部分守則條文第 C.1.4 條，所有董事應參與持續專業發展以發展及更新其知識及技能。此舉可確保董事持續對董事會作出知情及相關之貢獻。

根據董事提供的培訓記錄，於報告期間董事接受的培訓概述如下：

董事姓名	持續專業發展計劃的性質
王欣	B
馮興	B
李娜	B
冷學軍	A,B
李雪	B
侯思明	B
吳科	B

附註：

- A: 出席與(i)董事責任及義務；(ii)ESG事宜的新規定；(iii)須予披露交易及關連交易；及(iv)參加方圓企業學院組織的關於公司秘書持續專業培訓2021，主要涉及公司秘書一般責任、董事及高管責任等。
- B: 閱讀及觀看主題關於(i)董事會及董事會的管制指引；(ii)企業管治(包括管理內幕消息)；(iii)《企業管治守則》；及(iv)關連交易的相關材料。

所有董事已向本公司提供他們於報告期間接受培訓的書面記錄。



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ACCOUNTABILITY AND AUDIT

The management of the Company provides explanation and information to the Board to facilitate an informed assessment of financial statements and other information put before the Board for approval. The Board acknowledges its responsibility for preparation information and representations contained in the consolidated financial statements of the Company for the Reporting Period, which give a true and fair view of the state of affairs of the Company and of the results and cash flow for the Reporting Period.

In the preparation of the financial statements, the International Financial Reporting Standards have been adopted and appropriate accounting policies have been consistently used and applied. The Board continues to prepare the financial statements set out on pages 100 to 167 on a going concern basis.

The reporting responsibilities of the Group's external auditors, SHINEWING (HK) CPA Limited, are set out in the Independent Auditor's Report on pages 95 to 99 of this annual report.

Auditor Remuneration

The management performs a review of remuneration to external auditors on an annual basis. The fees for audit services have been reviewed by the Audit Committee, and the fees for non-audit services, if any, are approved by management.

For the Reporting Period, the fee paid/payable to the external auditor of the Company, SHINEWING (HK) CPA Limited or its affiliated firm, in respect of audit services and non-audit services is set out as follows:

公信性及審核

本公司管理層向董事會提供解釋及資料，以便其在知情的情況下對提呈予其通過的財務報表及其他資料加以評審。董事會確認，其有責任編製本公司報告期內的合併財務報表中包含的信息及陳述，以真實及公平地反映業務狀況及報告期內的業績及現金流量。

編製財務報表時，已採納國際財務報告準則及貫徹使用及應用適當的會計政策。董事會繼續以持續經營的基準編製載列於第100頁至第167頁的財務報表。

本集團的外聘核數師信永中和(香港)會計師事務所有限公司的呈報責任載列於本年報第95頁至第99頁的獨立核數師報告。

核數師薪酬

管理層每年對外聘核數師薪酬進行檢討。審核委員會已檢討審核服務費用，而非審核服務費用(如有)則由管理層審批。

報告期內，就審核服務及非審核服務，已付/應付本公司外聘核數師信永中和(香港)會計師事務所有限公司或其附屬公司的費用載列如下：

		As of
		31 December 2021
		截至2021年
		12月31日
		RMB'000
		人民幣千元
Audit and related service:	審核及有關服務：	1,100
Non-audit service:	非審核服務：	159



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COMPANY SECRETARY

The executive Director, the vice chairman of the Board and one of the joint company secretaries, Mr. Leng Xuejun is an employee of the Company. He is responsible for overseeing the company secretarial matters and financial matters of the Group. Having regard to Mr. Leng's past experience in handling administrative and corporate matters, the Board considered Mr. Leng has thorough understanding of the internal management and business operations of the Group.

In addition, the Company has appointed Mr. Zhang Mengchi as another joint company secretary to work closely with and provide assistance to Mr. Leng in discharging his duties and responsibilities as a joint company secretary and acquiring relevant experience within the meaning of Rules 3.28 of the Listing Rules. Mr. Zhang is an assistant manager of SWCS Corporate Services Group (Hong Kong) Limited, a corporate service supplier.

Mr. Leng is the primary corporate contact person of the joint company secretary, Mr. Zhang, in respect of corporate governance, the Listing Rules and other applicable laws and regulations related to the Company and other matters, contacts Mr. Leng, and Mr. Leng is responsible for reporting to the Board and/or the Chairlady of the Board.

As at 31 December 2021, Mr. Leng and Mr. Zhang have each undertaken over 15 hours of professional training which is in compliance with the requirements of Rule 3.29 of the Listing Rules.

Mr. Lei Kin Keong resigned as joint company secretary with effect from 14 December 2021. Mr. Zhang was appointed as a joint company secretary with effect from 14 December 2021. For details, please refer to the Company's announcement dated 14 December 2021.

DIVIDEND POLICY

Pursuant to the dividend policy ("Dividend Policy") of the Company, the Company currently does not have any predetermined dividend payout ratio. A decision to declare or pay any dividend in the future and the amount of any dividends depends on a number of factors, including but not limited to results of operations, financial position, working capital, capital requirements and other factors the Board may deem relevant. The Board will review the Dividend Policy from time to time. The Board has the absolute discretion to decide whether to declare or distribute dividends in any year. There is no assurance that dividends of such amount or any amount will be declared or distributed each year or in any year.

公司秘書

冷學軍先生身兼執行董事、董事會副主席及聯席公司秘書其中之一為本公司員工。彼負責監管本公司秘書事宜及本集團財政事宜。考慮到冷先生過去處理行政及公司事務的經驗，董事會認為冷先生對本集團內部管理及業務營運了解透徹。

此外，本公司已委任張夢弛先生為另一名聯席公司秘書，與冷先生緊密合作並提供協助，以使其能夠履行聯席公司秘書的職責及責任，彼獲得上市規則第3.28條所指的相關經驗。張先生在方圓企業服務集團(香港)有限公司(一間企業服務供應商)擔任助理經理。

冷先生為聯席公司秘書的公司主要聯絡人。張先生就企業管治、上市規則及與本公司營運及事務有關的香港其他適用法律法規的事宜與冷先生溝通。冷先生將負責向董事會及／或董事會主席匯報。

截至2021年12月31日止年度，冷先生及張先生已分別接受不少於15小時之相關專業培訓，符合上市規則第3.29條之規定。

李健強先生辭任聯席公司秘書一職，於2021年12月14日生效。張先生獲委任為聯席公司秘書，於2021年12月14日生效。詳情請參閱本公司日期為2021年12月14日之公告。

股息政策

根據本公司的股息政策(「股息政策」)，本公司現時並無任何預定派息比率。日後宣派及派付任何股息的決定及任何股息的金額取決於多項因素，包括但不限於我們的經營業績、財務狀況、營運資金、資金需求及董事會可能認為相關的其他因素。董事會會不時檢討股息政策。董事會全權酌情決定是否在任何年度宣派或分派股息。概不保證將每年或於任何年度宣派或分派有關金額或任何金額的股息。



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Any declaration and payment of dividends under the Dividend Policy will be subject to the Board's determination that the same would be in the best interests of the Group and the Shareholders of the Company as a whole. In addition, the declaration and payment of dividends may be subject to legal restrictions or any applicable laws, rules and regulations and the Articles of Association.

As of the Reporting Date, the Company was not aware of any arrangements pursuant to which shareholders had waived or agreed to waive any dividends.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS RELATIONS

Communication with Shareholders and Investors

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company also recognizes the importance of transparency and timely disclosure of corporate information, which will enable Shareholders and investors to make the informed investment decisions.

Information about the Company's financial results, corporate details and major events will be disseminated continuously through publication of announcements, circulars, interim and annual reports and press release. All published information is promptly uploaded to the Company's website at www.reach-ad.com, for public access.

The annual general meeting of the Company provides an opportunity for the Shareholders to communicate directly with the Directors. The Chairlady of the Board as well as chairmen of the Remuneration Committee, Audit Committee and Nomination Committee and, in their absence, other members of the respective committees will be available to answer questions at shareholder meetings. The external auditor will also attend the AGM to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

Procedures for Shareholders to Convene an Extraordinary General Meeting

In accordance with article 64 of the Articles of Association, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at the general meetings of the Company shall at all times have the rights, by written requisition to the Board or the company secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to process to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Procedures for Directing Shareholders' Enquiries to The Board

Shareholders can also submit enquiries to the Board and send proposals to be put forward at shareholders' meeting to the Board by sending emails to rcpr@reach-ad.com or making phone calls to our investor hotline at 86-10-85769398.

股息政策項下任何宣派及派付股息將取決於董事會的決定，認為這將符合本集團及本公司股東的整體最佳利益。此外，宣派及派付股息可能受法律限制或本公司的任何適用法律、規則及法規以及組織章程所規限。

截至報告日期，本公司並不知悉有任何有關股東放棄或同意放棄任何股息的安排。

與股東之溝通及投資者關係

與股東及投資者之溝通

本公司認為，與股東的有效溝通對加強投資者關係及投資者對本集團業務表現及策略的了解。本公司亦深明企業資料之透明度及即時披露之重要性，其可令股東及投資者作出知情投資決策。

有關本公司財務業績、公司詳情及主要事項的資料，將繼續透過刊發公告、通函、中期報告及年報及新聞稿等方式發放。所有已刊發的資料均會立即上載於本公司網站www.reach-ad.com，供公眾人士閱覽。

本公司股東週年大會提供股東與董事直接溝通的機會。董事會主席與薪酬委員會、審核委員會及提名委員會主席(如彼等缺席，則各委員會其他成員)將出席股東大會解答股東提問。外聘核數師亦將出席股東週年大會，並解答有關審計行事、核數師報告的編製及內容、會計政策及核數師獨立性的提問。

股東召開股東特別大會的程序

根據組織章程細則第64條，任何於遞交請求當日持有不少於本公司實繳股本十分之一，且擁有於股東大會投票權的一名或多名股東，有權向董事會或本公司的公司秘書提交書面請求，以要求董事會召開股東特別大會，處理該請求註明的任何事項；而有關大會須於提交有關請求後兩個月內舉行。倘董事未能於發出請求後21日內安排召開有關大會，請求人可按相同方式召開會議，而請求人因董事會未有召開大會而產生的所有合理開支，將會獲公司償付。

向董事會提出股東查詢的程序

股東亦可透過電郵至rcpr@reach-ad.com或致電投資者熱線86-10-85769398向董事會提出查詢及向董事會提出於股東大會上提呈之建議。

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1602, 13/F, Building 7, No. 63 Xidawang Road, Chaoyang District, Beijing, the PRC.

CONSTITUTIONAL DOCUMENTS

During the period from the Listing Date to the date of this annual report, there has not been any change in the Company's memorandum and articles of association. The Company's memorandum and articles of association are available on the website of the Company (www.reach-ad.com) and that of the Stock Exchange.

RISK MANAGEMENT AND INTERNAL CONTROL

1. Accountability

The Board recognises its responsibility is to assess and determine the nature and level of risks that the issuer is willing to accept in the process of reaching strategic targets, and to ensure the Group establishes and maintains an appropriate and effective risk management and internal control system. This system is aimed at managing and not eliminating the risk of not meeting business targets, and will provide reasonable but not absolute guarantee that major misrepresentations or business losses will not occur.

2. Governance Structure of Risk Management and Internal Control

The Board is responsible for the assessment and determination of significant risks and the effectiveness of risk management monitoring for the year; the maintenance of an appropriate and effective design, implementation and monitoring of risk management and internal control system; making conclusions as to the effectiveness of the risk management and internal control system every year, after considering the work and review results of the Audit Committee.

The Audit Committee is responsible for assisting the Board in the assessment and monitoring of the risks encountered by the Group, the design, implementation and monitoring and performance of the relevant risk management and internal control system. It reports to the Board after properly reviewing the Group's annual risk management and the effectiveness of the internal control system.

The management is responsible for the proper design, implementation and monitoring of the Group's risk management and internal control system as authorised by the Board, and the confirmation provided to the Board as to the effectiveness of the relevant system.

The securities department is responsible for the coordination of risk identification and assessment procedures, preparation of risk assessment reports, bringing identified risks to the attention of the Audit Committee, and reporting the actions taken in relation to the management of such risks. Business divisions and functional operations department are responsible, in accordance with their duties, for identifying, assessing and responding to the risks relevant to their individual departments, and carrying out risk management procedures and internal control measures within the scope of their respective business and functional operations areas. Each business department identifies and evaluates risks and initiates risk response measures in their respective areas.

中國北京市朝陽區西大望路63號院7號樓13層1602

章程文件

於上市日期起至本年報日期期間，本公司組織章程大綱及細則並無發生任何變動。本公司組織章程大綱及細則於本公司網站(www.reach-ad.com)及聯交所網站可供查閱。

風險管理及內部監控

1. 責任

董事會知悉董事會之職責乃評估及釐定發行人達成策略目標時所願意接納的風險性質及程度，並確保發行人設立及維持合適及有效的風險管理及內部監控系統。此系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

2. 風險管理及內部監控治理架構

董事會負責評估及釐定年度重大風險並監控風險管理的成效；確保維持合適及有效的風險管理與內部監控系統的設計、實施及監察；每年在考慮審核委員會的工作及檢討結果後，就風險管理與內部監控系統的有效性得出結論。

審核委員會負責協助董事會評估與監察集團承受的風險水平、有關之風險管理和內部監控系統的設計、實施、監察及運作成效；在妥善檢討本集團年度風險管理和內部監控系統的有效性後，向董事會報告。

管理層負責在董事會的授權下，對集團的風險管理及內部監控系統進行妥善的設計、實施及監察，並向董事會提供有關系統是否有效的確認。

證券部門負責組織協調風險識別及評估程序，形成風險評估報告，提請審核委員會注意所識別的風險，以及匯報管理該等風險而採取的行動狀況。業務與職能運營部門根據職責，識別、評估及應對本部門負責的風險，在各業務及職能運營範疇執行風險管理程序及內部監控措施。各業務部門在其所負責的領域識別風險、評估及啟動風險應對措施。



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The internal audit department is responsible for assisting the Audit Committee to review the effectiveness of the Group's risk management and internal control system, and to conduct independent assessments of the established risk management and internal control system in accordance with the internal control procedures.

3. Risk Management

3.1 Risk Management Objectives

The objective of corporate risk management is to manage significant risks that the Company is faced with, and take major responsive and monitoring actions on significant risks, through the establishment of a proper organisational system and management model. The specific objectives are as follows:

- identify, assess, quantify, respond and manage all current and future process of significant risks, and contain them at all times at a level and in a scope acceptable to management;
- establish a consistent and effective monitoring and reporting system for all significant risks;
- provide reasonable assurance that the Company will comply with the requirements of relevant laws and regulations of external monitoring authorities, and that various departments comply with relevant internal rules and regulations;
- provide reasonable assurance that significant measures to achieve the Company's targets are properly implemented.

內審部門負責協助審核委員會檢討集團風險管理及內部監控系統的成效，利用內部審計程序對既定的風險管理與內部監控系統進行獨立評估。

3. 風險管理

3.1 風險管理目標

企業風險管理的目標是要通過建立合理的組織體系和管理模式，對公司所面臨的主要風險進行管理，並對其中的重大風險進行重點應對和監控，達到下列目標：

- 以識別、評估、量化、應對及管理所有當前及未來的重大風險的程序，使其始終處於公司管理層可承受的風險水平範圍內；
- 為所有重大風險建立持續而有效的監控和報告機制；
- 為公司遵從外部監管機構相關法律法規的要求和各部门遵守公司內部的有關規章制度提供合理保證；
- 為貫徹執行實現公司目標所採取的重大措施提供合理保證。



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3.2 Major Processes of Risk Management

Risk management mainly includes four major areas: risks identification, risks assessment, risks response and risk monitoring and reporting.

Risks identification: each business and functional department and its subsidiaries conducts, once in a year, an identification of potential internal and external risks in its respective operation processes. During risks identification, references are mainly made to the impact the risks have on the Company's objectives, and major problems or risk incidents in the business activities for the past year.

Risks assessment: according to the risks assessment standards, each business and functional department and its subsidiaries reviews the risks identified, and assesses the possibilities of occurrence and the extents of impacts in order to screen out the significant risks. The Group adopts a combination of bottom-up and top-down risk assessment procedures to fully identify all of the Group's significant risks, which are then given rankings. Significant risks are then reported to the appropriate management level, Audit Committee and the Board. A final list of significant risks is confirmed after thorough communication and discussion.

Risks response: the responsible department of the identified risks formulates a risk response plan by properly applying methods such as risk avoidance, risk reduction, risk sharing or risk acceptance, with consideration of the Group's level of risk tolerance. This allows the Group to properly allocate resources for risk mitigation or improvements on risk response measures, with an aim to reduce the overall risks of the Group to an acceptable level.

Risks monitoring and reporting: Risk monitoring and reporting are carried out by integrating the use of risk warning indicators, internal auditing and periodic summarized risk reports.

3.2 風險管理主要流程

風險管理主要包括風險識別、風險評估、風險應對、風險監控與報告四個主要環節。

風險識別： 各業務與職能部門及下屬子公司每年一次識別其營運過程中可能存在的內外部風險。風險識別主要參考對目標產生的影響、公司過往年度經營活動中的重大問題或風險事件。

風險評估： 各業務與職能部門及下屬子公司根據風險評估標準，對已識別的風險從發生的可能性及其影響程度進行評價，篩選出重大風險。本集團採用自下而上及自上而下相結合的風險評估程序，以全面識別集團內所有重大風險並進行排序，將重大風險上報至適當管理層、審核委員會和董事會，進行充分溝通與討論後確定最終重大風險清單。

風險應對： 風險責任部門對已識別的的重大風險，結合集團風險承受度，妥善使用風險迴避、降低、分擔或承受等方法制定風險應對方案，以促使集團合理調配資源對風險進行應對或者完善應對措施，從而使集團的整體風險水平降至可接受範圍。

風險監控與報告： 綜合利用風險預警指標、內部審計、定期風險總結報告等形式，對集團風險進行監控與報告。



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3.3 Significant Risks

In accordance with the corporate risk management framework, the Group conducted an overall risk audit and assessment in 2021. The following lists the significant risks of the Group and its major affiliates, the changes in the nature and level of these risks, and the relevant plans and monitoring measures to mitigate these significant risks.

3.3 重大風險

本集團在2021年根據企業風險管理框架，對公司整體進行年度風險的審核及評估。以下重大風險覆蓋本集團及主要附屬公司的重大風險，重大風險的性質及程度的變動，以及緩解重大風險的有關計劃及監控措施。

Risk Type 風險類別	Risk Description 風險描述	Risk Mitigation Plan 風險應對方案
Macro-economic Risks	<p>Risks from macro-economic fluctuations and major events</p> <p>As pandemic prevention becomes normalized, its impacts on economic recovery are uncertain. If there is an economic slowdown or recession, which results in a decline in the demand for marketing services from existing customers, as well as the Company failing to adjust its operating policies in a timely manner, it will have a certain adverse impact on the Company's operating income and operating performance.</p> <p>In addition to the pandemic, the Company's share price will also be affected by the following factors, including but not limited to: domestic and foreign economic cycle fluctuations, national macro-economic policy adjustments, changes in national Internet and Internet advertising-related regulatory policies, changes in domestic stock market regulatory policies, major domestic and foreign stock market fluctuations, changes in the international political and economic environment, major natural disasters, fluctuations in the Company's operating performance, major changes in the Company's key customers or suppliers, announcements of major events, purchases and sales of the Company's shares by substantial shareholders and key management personnel, stock analysts' comments on the Company and industry in which it operates and news reports. Although the Company is confident in the future operating performance, the future development trend of the Internet marketing industry and its marketplace, if the above factors that may affect the share price change adversely, the Company's share price will fluctuate to varying degrees. If any investors purchase or sell the Company's shares in the event of unfavorable fluctuations in share price, the investors may suffer from different degrees of loss.</p>	<p>The Company is actively organizing operations and adjusting its operating direction and market strategies. Through various methods such as enhancing multimedia coordination and integration capabilities and in-depth content marketing integration capabilities, and improving the customer service system, the Company overcomes the difficulties and adverse effects caused by the pandemic, ensuring its steady and long-term development.</p>
宏觀經濟風險	<p>宏觀經濟波動及重大事件帶來的風險</p> <p>隨著疫情防護進入常態化，其對經濟運行恢復程度的影響具有不確定性，如果未來經濟增長放緩或出現衰退，致使現有客戶的營銷服務需求下降，且公司未能及時調整經營政策，則將對公司的營業收入和經營業績產生一定的不利影響。</p> <p>除疫情因素外，公司股票價格還會受到如下因素(包括但不限於)的影響：國內外經濟週期波動、國家宏觀經濟政策調整、國家互聯網及互聯網廣告相關的監管政策變化、境內股票市場監管政策變化、境內外主要股票市場波動、國際政治經濟環境變化、重大自然災害、公司經營業績波動、公司重要客戶或供應商的重大變化、重大事項公告、重要股東和關鍵管理人員對公司股票的買賣、股票分析師對公司及所屬行業的評價、新聞報道等。儘管公司對未來經營業績、互聯網營銷行業未來發展趨勢和市場空間均抱有信心，但如果上述可能影響股票價格的因素發生不利變化，公司股票價格將會發生不同程度的波動，投資者如果在公司股票價格發生不利波動時買賣公司股票，有可能造成不同程度的損失。</p>	<p>公司正在積極組織經營運營，調整經營方針和市場策略，通過提升多媒體統籌整合能力、內容營銷縱深整合能力，完善客戶服務體系等多種方式，克服疫情帶來的困難和不利影響，保證公司經營的長期穩定發展。</p>



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Risk Type 風險類別

Risks Relating to
Industry Policy

行業政策風險

Risk Description 風險描述

Compliance risks from the relevant regulatory policy of the advertising industry

In recent years, relevant authorities have strengthened the supervision of mass media and Internet advertising, and promulgated various laws and regulations and codes of conduct, including the “Advertising Law” (《廣告法》), “Mobile Internet Advertising Standards” (《移動互聯網廣告標準》), “Guiding Opinions on Strengthening the Supervision of Online Live Marketing Activities” (《關於加強網絡直播營銷活動監管的指導意見》), “Online Short Video Platform Management Specifications” (《網絡短視頻平台管理規範》) and “Online Short Video Content Review Standards” (《網絡短視頻內容審核標準細則》). The entry barriers and requirements of the advertising industry may be raised. Meanwhile, with the increase in the number and type of variety shows, the development of the short video industry and the introduction of new regulatory requirements, advertisers and media agencies are required to consider policy risks in a prudent manner when choosing Internet media and content programs. If the Company does not adequately review customer qualifications and neglects to review the advertising content, or the customers deliberately conceal the correct information of their products or services, which leads to the Company unable to find the problems in a timely manner, the Company’s reputation may be damaged due to non-compliance in advertising business activities, and the Company may be punished or fined thereafter. If the advertising laws, regulations or policies in the advertisers’ industries are adjusted and changed, it may affect the advertising needs and marketing behaviors of the advertisers in the industry, thereby affecting the Company’s operating performance.

廣告行業相關監管政策的合規風險

近年來，相關部門對大眾媒體和互聯網廣告的監管力度加強，制定了包括《廣告法》、《移動互聯網廣告標準》、《關於加強網絡直播營銷活動監管的指導意見》、《網絡短視頻平台管理規範》及《網絡短視頻內容審核標準細則》等法律法規及行為規範，廣告行業的准入門檻和要求可能會有所提高。同時，隨著綜藝節目數量的增加和類型的豐富，短視頻行業的發展，新的監管要求也在不斷出台，廣告主和媒體代理商在選擇互聯網媒體和內容節目時，需要更加慎重地考慮政策風險。若因公司對客戶資質審查不充分、對廣告內容審查出現疏漏，或者客戶刻意隱瞞其產品或服務的真實信息而導致公司不能及時發現問題，則公司可能因廣告業務活動不合規而損害公司聲譽，或導致公司被處罰或索償。若廣告主所處領域內的廣告宣傳法律法規或政策發生調整變化，可能會影響到該行業廣告主的廣告投放需求及營銷行為，進而影響公司經營業績。

Risk Mitigation Plan 風險應對方案

Various departments of the Company are paying attention to the regulation institutions’ latest policy requirements towards the advertising field, understanding the latest regulatory requirements of the advertising industry, and ensuring the Company’s business does not touch the regulatory red line.

The Company formulated an emergency response plan to ensure that when the laws and regulations changes, it can buffer the fluctuation influence on the Company’s operations caused by the policy changes in a timely manner.

The Company has established a complete business process, customer service process and internal control system to strictly review customer qualifications, identities and products, so as to ensure the compliance in advertising business activities.

At the same time, in addition to stabilizing its existing business cooperation, the Company continues to intently explore new forms of advertising business and seek extensive cooperation opportunities.

公司多個部門實時關注監管機構對廣告領域的最新政策要求，瞭解廣告行業最新法規要求，確保公司的業務不觸碰監管紅線。

公司制定了緊急應對預案，確保當法律法規發生變動時能及時緩衝政策變動對公司經營業務的波動影響。

公司建立完善的業務流程、客戶服務流程和內部控制制度，對客戶資質、身份及產品進行嚴格審查，保證廣告業務活動的合規性。

同時，在穩定現有業務合作的基礎上，公司不斷積極探索廣告經營新形態，拓展廣泛的合作機會。

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Risk Type 風險類別	Risk Description 風險描述	Risk Mitigation Plan 風險應對方案
Risks Relating to Market Competition	<p>Risks relating to market competition</p> <p>The advertising industry is full of competition; the entry barriers of the industry are not high, and the market concentration is relatively low. In recent years, with the rise of emerging media such as Internet media and mobile Internet media, the emergence of a large number of digital media in the field of Internet advertising as well as more diversified media platforms and advertising channels, the advertising industry becomes increasingly competitive.</p> <p>At the same time, customer needs show a trend of personalization, diversification, and specialization, and customers' demand on creative advertising continues to grow. If the Company fails to continuously meet the marketing needs of customers in cross-media and multi-channel brand exposure and product or service promotion in the future, it will face the risk of intensified market competition, which will adversely affect the Company's operating performance.</p> <p>In addition, under such highly competitive environment, certain media may compete for market share by lowering the prices, which may affect the Company's current competitiveness in the industry in the long run.</p>	<p>Facing the risks of intensified competition in the future, the Company follows the industrial development trend and maintains the capabilities of continuous innovation and business development. The Company caters to the customer needs, improves service quality, increases brand awareness, and constantly makes adjustment, thereby adapting to market competition.</p> <p>At the same time, facing the challenges brought by customers, the Company is constantly responding to customers' demand by connecting to the industry's leading edge to understand the emerging advertising model and nurturing employees' business capability. The Company conducts real-time monitoring on the advertising changes, actively investigates excellent cases of various media and grasps the latest development of the industry through participating in advertising exhibitions and other forms, so as to understand advertising trend and formulate corresponding plans. In order to satisfy customers' various demand, the Company hires social talents, provides employees with regular training and encourages employees to be innovative through motivating excellent creativity.</p>
市場競爭風險	<p>市場競爭風險</p> <p>廣告行業競爭充分，行業市場准入門檻不高，市場集中度相對較低。近幾年來，隨著互聯網媒體、移動互聯網媒體等新興媒體的興起、互聯網廣告領域數字媒體的大量湧現，媒體平台和廣告載體的形式更加豐富多樣，使得廣告行業競爭日趨激烈。</p> <p>同時，客戶需求呈現個性化、多元化、專業化的趨勢，客戶對廣告創意需求也不斷提高。如果公司未來不能持續滿足客戶在跨媒體、多渠道的品牌曝光和產品或服務推廣的營銷需求，則將面臨市場競爭不斷加劇的風險，對公司經營業績造成不利影響。</p> <p>另外，在競爭激烈的環境下，有些媒體可能會通過不斷降低價格的形式來爭奪市場份額，長此以往，可能會影響公司目前的行業競爭地位。</p>	<p>公司面對未來競爭加劇的風險，會順應行業發展趨勢，持續提升創新能力和業務開拓能力，立足於客戶需求，提升服務質量，擴大品牌知名度，不斷自我調整，適應市場競爭態勢。</p> <p>同時，公司面對客戶帶來的挑戰，正不斷通過對接行業前沿瞭解新興廣告模式、培養提升員工業務能力的方式響應客戶需求。公司實時地對廣告變化進行監控，積極研究各類媒體優秀案例，通過參加廣告展會等形式，掌握行業最新動態，瞭解廣告趨勢並制定應對方案。為滿足客戶的各類需求，公司引進社會人才，定期對員工進行培訓，並通過激勵優秀創意的方式，鼓勵員工創新。</p>



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Risk Type 風險類別

Risks Relating to Human Resources

Risk Description 風險描述

Risks relating to the outflow of talents and risks relating to staff stability

The advertising industry is a talent-intensive industry. Its characteristics include talent-intensive and strong demand for professional talents. For advertising media companies, professional advertising talents are important core resource to the enterprise and the key element for maintaining and improving the core competitiveness of the Company. The stability of the management team and staff of the advertising companies will directly affect the development and performance of its business.

Affected by the pandemic, the Company has downsized significantly. As the business resumes and develops gradually, the Company's demand for marketing talents will further increase. The Company may face risks such as the outflow of talents, talent shortage, and incomplete organizational structure. If the Company fails to control its risks relating to talent turnover, the Company's operations and business development will be adversely affected.

Risk Mitigation Plan 風險應對方案

The Company values on the construction of talents resources. Based on the principle of enhancing compensation competitiveness through incentives, the Company establishes a reasonable compensation system, adheres to the talent strategy of "internal training and external recruitment" by nurturing existing talents and attracting experienced talents to form a sound organizational structure, maintains the stability and enthusiasm of the Company's core team, and jointly promotes the stable development of the Company.

Meanwhile, to improve the overall competence level of employees, the Company (i) strengthens recruitment evaluation management during talents recruitment and obtains candidates' information through multiple channels to ensure the ability of candidates matches the recruitment positions; (ii) strengthens the professional training and coaching, so as to continuously improve employees' expertise and competence; (iii) promotes its corporate culture and forms a strong sense of cultural identity with employees.

人力資源風險

人才流失風險及人員穩定性風險

廣告行業屬於人才密集型行業，行業特點是人才密集且專業人才需求旺盛，對於廣告傳媒公司而言，專業的廣告人才是企業持續發展的重要核心資源，是保持和提升公司核心競爭力的關鍵要素。廣告公司管理團隊及業務人員的穩定性，將直接影響公司業務的發展和業績。

受疫情影響，公司人員大幅減少，隨著業務恢復和開展，公司對營銷技術型人才的需求將進一步加大，公司可能面臨人才流失、人才短缺和人才梯隊不健全等風險，若不能很好地控制人才流失的風險，則會對公司的經營和業務發展造成不利影響。

公司重視人才資源建設，通過激勵手段，以增強薪酬競爭力為原則，建立合理的薪酬福利體系，堅持「內培外引」的人才策略，在培養現有人才的同時，積極引入富有經驗的人才，形成梯隊建設，保持公司核心團隊的穩定性和積極性，共同促進公司的穩定發展。

同時，為提升員工勝任能力整體水平，公司(i)在人才招聘時加強招聘評估管理，通過多種渠道獲取應聘者信息，確保招聘人員的能力與招聘崗位的匹配度；(ii)加強專業培訓輔導，不斷提升員工的專業知識和能力；(iii)努力提升企業文化，與員工形成強烈的文化認同感。

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Risk Type 風險類別

Risk Description 風險描述

Risk Mitigation Plan 風險應對方案

Liquidity Risks

Operating cash flow turnover risks and asset impairment risks

Due to the characteristics of the advertising industry, media in the advertising agency business generally require payment before broadcast. For premium customers, the Company generally grants a certain credit period. At the same time, when it comes to the exclusive advertising agency business and customer bidding, the Company needs to pay the media and the customers security deposit, and the time when the customers pay the Company is relatively uncertain, exerting pressure on the Company's capital.

Affected by the slowdown in macro-economic growth, customers are facing the pressure of declining profits and tight budgets, which may delay payment to the Company or even cause them to fail to repay the Company. As such, it may pose a capital turnover risks to the Company to a certain degree, exerting pressure on the Company's working capital. Meanwhile, the extension of the settlement cycle of certain businesses leads to longer payment cycle of the Company, thus posing corresponding asset impairment risks on the Company.

The Company conducts scientific management on capital flows, formulates capital plans, and rationally arranges the use of the Company's funds, so as to improve the efficiency of capital use and ease the Company's capital pressure. The Company continues to track customer credits and provides customers with specific payment terms based on their current credit levels. The Company establishes a list of trade receivables, perform regular reconciliations, controlling the ageing of accounts and the status of repayment, and strengthening the collection of defaulted accounts. The Company adopts various methods to settle the defaulted accounts, such as by reminding customers by telephone and sending letters of enquiry. If necessary, legal measures are taken to collect the trade receivables, and the responsibility for collecting the trade receivables is assigned to the individual, and the collection of trade receivables is taken as an assessment indicator.

流動性風險

經營性現金流周轉風險及資產減值風險

因廣告行業特點，廣告媒介代理業務中媒體一般要求播前付款，對於優質客戶，公司一般給予一定信用賬期；同時廣告獨家代理業務及客戶招標等需要支付給媒體和客戶保證金，而客戶向公司付款的時間相對不確定，導致公司存在一定資金佔用壓力。

受宏觀經濟增速放緩影響，客戶面臨效益下滑、資金緊張的壓力，可能延遲付款甚至無法償付公司款項，可能對公司造成一定程度的資金周轉風險，讓公司面臨較大營運資金壓力。同時，部分業務的結算週期延長使得公司的回款週期變長進而造成相應的資產減值風險。

公司針對資金流動情況進行科學管理，制定資金計劃，合理安排公司資金的使用，提高資金的使用效率並緩解公司資金壓力。對客戶信用持續跟蹤，依據客戶當前信用水平向客戶提供特定項目的付款期限。建立應收賬款清單，定期對賬，對賬齡和回款情況進行把控，加強拖欠賬款的追收。公司對拖欠的賬款採用多種方法清討，例如電話提醒、發函詢問等，必要時採取法律手段催收，並使催收賬款責任到人，將應收賬款回款情況作為考核指標。

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Risk Type 風險類別

Risk Description 風險描述

Risk Mitigation Plan 風險應對方案

Procurement Risks

Supplier concentration and media purchase price risks

Given the high concentration of Internet media in the PRC, a few media resources operators dominate the media market. With the continuous and rapid growth of digital marketing market demand and the gradual application of new technologies in the PRC, the market share and bargaining power of dominant media may be further enhanced, thereby increasing the prices of Internet advertising resources. If the price level of Internet advertising resources continues to rise in the future and the Company fails to take effective measures to pass the increment to customers or cover the costs, the Company's operating results will be adversely affected.

During the Reporting Period, top five suppliers of the Company accounted for 80% of the total media procurement costs, which is a relatively high level. At present, the Company maintains a relatively stable cooperative relationship with media suppliers, and the cooperation terms offered to cooperative suppliers remains relatively stable. However, if the Company fails to make timely adjustments or shift the impacts arising from adverse changes to the downstream enterprises in the case of changes in the competition of upstream suppliers or adjustments of cooperation terms, agency policy, rebate policy or rebate ratio, the Company's operations will be adversely affected.

The Company will continue to maintain a stable relationship with cooperative media suppliers and minimize the risks of rising media resources prices by adjusting cooperation methods and signing strategic agreements. The Company will also continue to improve its services, actively develop new businesses, enhance the Company's service value, and effectively pass the media resources prices increment to customers and cover the costs.

Meanwhile, the Company will expand or strengthen its cooperation with more media suppliers to gradually reduce the risks of supplier concentration. Currently, the Company has established stable cooperative relationship with several provincial-level satellite TVs and websites, forming a multi-channel and diversified business model. At the same time, the Company will further enrich service types through the development of new media channels and further reduce the Company's procurement concentration.

採購風險

供應商集中及媒體採購價格風險

我國互聯網媒體的集中度較高，優勢媒體集中於少數幾家媒體資源運營商。隨著我國數字營銷市場需求的持續快速增長，以及新技術的逐漸應用，優勢媒體的市場份額及議價能力可能進一步提升，並推動互聯網廣告資源價格上漲。若將來互聯網廣告資源的價格水平持續上漲，且公司未能採取有效措施對其進行傳導或消化，公司的經營業績將受到不利影響。

報告期內，公司前五名供應商採購佔媒體採購成本總額的比例為80%，佔比較高。目前公司與媒體供應商保持相對穩定的合作關係，給予合作供應商的合作政策也相對穩定，但若上游供應商競爭態勢發生變化或調整合作政策、代理政策、返點政策、返點比例等，而公司無法進行及時調整或將不利變化向下游傳導，將對公司的經營產生不利影響。

公司將繼續保持與合作媒體供應商的穩定關係，並通過調整合作方式、簽署戰略協議等方式，應對媒體資源價格上漲的風險。公司還將持續提升服務水平，積極開拓新的業務，增強公司服務價值，將媒體資源價格上漲的風險進行有效的傳導和消化。

同時，公司將拓展或加強與更多媒體供應商的合作，逐步降低供應商集中的風險。目前，公司已經與多家省級衛視和網站等建立了穩定的合作關係，形成了多渠道、多業務線的經營模式，同時將通過開發新的媒體渠道進一步豐富服務類型，進一步降低公司的採購集中度。

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Risk Type 風險類別	Risk Description 風險描述	Risk Mitigation Plan 風險應對方案
Financial Management Risks	<p>Risks relating to the decrease in gross profit margin</p> <p>During the Reporting Period, the gross profit margin of the Company decreased due to various factors such as industry competition, supplier cooperation policy, customer structure, channel sales ratio and macro-economic environment. In line with the industry trend, the Company promptly develops its digital marketing business, thereby rapidly increasing the amount and proportion of its digital advertising revenue. In addition, the Company constantly attracts customers in different industries, resulting in a decrease in the consolidated gross profit margin during the Reporting Period. With the continuous expansion of the Internet advertising market, the proportion of the Company's digital marketing revenue may further increase, and the industries in which its customers operate will become more diversified. At the same time, the market competition in the advertising industry is constantly intensifying. If the Company fails to lessen the impacts arising from the abovementioned factors and improve its profitability in a timely manner, the gross profit margin may continue to decline.</p>	<p>The Company continues to strengthen the research and development of its core technology, focuses on human resources system construction and cost management, and achieve a good level of profitability based on the core competitiveness of its own products. The Company also actively adjusts its business structure and continuously increases the investment of resources in the new media field. By retaining existing customers and attracting new customers, the Company is committed to strengthening the overall operations and profitability.</p>
財務管理風險	<p>毛利率下降風險</p> <p>報告期，公司毛利率有所下降。這一現狀受行業競爭狀況、供應商合作政策、客戶結構、渠道銷售佔比及宏觀經濟環境等因素的影響。公司順應行業趨勢大力發展數字營銷業務，數字廣告服務收入規模及佔比迅速提高；同時公司不斷開拓不同行業的客戶，造成報告期內綜合毛利率有所下降。隨著互聯網廣告市場規模的不斷擴大，公司數字營銷業務收入佔比可能進一步提高，客戶所處行業也將更加多樣化，同時廣告行業的市場競爭在不斷加劇，如果未來公司無法克服上述影響因素，及時提高公司盈利水平，可能會存在毛利率持續下降的風險。</p>	<p>公司不斷加強自主核心技術研發，人力資源體系建設，成本費用管理，以自有產品核心競爭力獲得良好的盈利水平；同時積極調整公司業務結構，在新媒體領域不斷加大資源的投放，在維繫現有客戶的同時，不斷爭取新客戶，以加強公司整體的運營和盈利能力。</p>



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Risk Type 風險類別

Brand and Reputation
Risks

Risk Description 風險描述

Risks relating to the improper use of Internet user information

In the course of conducting its Internet advertising business, the Company records and analyzes the browsing behavior of Internet users who browse the content of related advertisements and cooperative website contents due to the needs of monitoring and improving the effect of advertisements, controlling the frequency of advertising delivery and improving the accuracy of advertising delivery. In 2014, the PRC promulgated the first industry standard to regulate the use of Internet targeted advertising user information, i.e. "Industry Framework Standard for Internet Targeted Advertising User Information Protection in the PRC" (《中國互聯網定向廣告用戶信息保護行業框架標準》), defining the industry standard for the use of Internet targeted advertising user information. The Company publicizes the method and scope of collecting user information and provides a user-friendly selection mechanism for its users to choose whether to accept data collection. However, the Company may not be able to effectively control the personal behavior of all employees. If user information is improperly used due to human factors, it will adversely affect the Company's reputation, and may even have an adverse impact on the Company's business development, thereby affecting its operating performance.

Risk Mitigation Plan 風險應對方案

The Company attaches great importance to the protection of Internet user information, strictly abides by the relevant laws and regulations, and implements strict rules on the access and use of user information by employees. When using such user information, the Company ensures the de-identification of user identity-related information through technical means. As a result, such information cannot be used to identify, confirm or associate with any specific user. In addition, the Company provides training and education activities for its employees, so as to enhance their awareness of confidentiality and prevent improper use of user information due to employees' personal reasons.

品牌與聲譽風險

不當使用互聯網用戶信息的風險

公司在開展互聯網廣告業務活動時，基於監測和改善廣告投放效果、控制廣告投放頻次、提高廣告投放精準度等方面的需要，會對瀏覽相關廣告內容和合作網站內容的互聯網用戶的瀏覽行為等信息進行記錄、分析。我國於2014年出台了第一部規範互聯網定向廣告用戶信息使用的行業標準《中國互聯網定向廣告用戶信息保護行業框架標準》，明確了互聯網定向廣告用戶信息使用的行業標準。公司對收集用戶信息的方式和範圍進行了公示，並向用戶提供了易於操作的選擇機制，允許用戶自行選擇是否接受數據收集行為。但是，公司無法有效控制所有員工的個人行為，一旦由於人為原因出現用戶信息的不當使用，將會給公司聲譽造成不利影響，甚至可能會對公司的業務開展造成不利影響，進而影響公司的經營業績。

公司一直非常注重互聯網用戶信息的保護，嚴格遵守相關法律、法規的規定，對員工查閱和使用用戶信息有嚴格規定；在使用這些用戶信息時，公司會通過技術手段確保實現用戶身份關聯信息的去身份化，使得這些信息無法用於識別、確認或關聯至某個特定用戶。同時，公司將不斷開展員工培訓及教育活動，增強員工保密意識，杜絕由於員工個人原因導致的用戶信息不當使用。

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企業管治報告



4. Internal Control

4.1 Internal Control Objectives

The Board acknowledges its responsibility to supervise the effectiveness of the Company's internal control system, and a sound and effective internal control system is achieved through a management structure with explicit authorisation and internal monitoring accountability. The objectives are:

- to reasonably assure that the enterprise is operated and managed in compliance with the laws and regulations, the safety of assets, and the authenticity and completeness of its financial reports and related information;
- to enhance operating efficiency and effectiveness; and
- to promote the achievement of the enterprise's development strategies.

4.2 Internal Control

The Group has referred to the COSO (the Committee of Sponsoring Organizations of the Treadway Commission) framework, and incorporated the Group's business management characteristics in the design of its internal control system, and has established an internal audit department to take responsibility of the internal control function. The Company hired a third-party institution to perform internal audit work once a year. As of 31 December 2021, the Group completed risk-oriented internal assessments on sales and receipt, project management, day-to-day fund management, financial reporting and management, procurement and payment, human resources and remuneration, and periodically followed-up with the rectifications of the problems identified by internal audit. The management and the Audit Committee reviewed the internal control assessment reports, and assessed the effectiveness of the Group's risk management and internal control systems. The scope of the review included the Group's major control and risk management functions, such as financial control, operations control and compliance control.

As of 31 December 2021, the Board considered that, the Group had carried out internal control's "plan, review, report and follow-up" processes of the close-loop management system, that the Group's risk management and internal control systems were effective and adequate, that the Company's procedures on financial reporting and the compliance of the provisions under the Listing Rules were effective and adequate and that no significant areas of concern that might affect the Group's financial control, operations control, compliance control and risk management functions had been identified.

In the process of the review, the Board considered that the resources, qualifications, experience of staff of the Group's accounting and financial reporting, as well as their training sessions and budget were adequate.

4. 內部監控

4.1 內部監控目標

董事會確認其責任為監督本公司內部監控系統的有效性，而穩健及有效的內部監控是通過明確授權及包含內部監控責任的管理架構達成的，旨在：

- 合理保證企業經營管理合法合規、資產安全、財務報告及相關信息真實完整；
- 提高經營效率和效果；及
- 促進企業實現發展戰略。

4.2 內部監控

本集團參照COSO (the Committee of Sponsoring Organizations of the Treadway Commission)框架，結合本集團業務管理特色，設計了內部監控系統，並設立了內審部門負責內部監控工作。公司聘請第三方機構每年履行一次內審工作，截至2021年12月31日，集團針對銷售與收款、項目管理、日常資金管理、財務報告管理、採購及付款、人力資源與薪酬流程進行了以風險為導向的內控評價，並定期跟進內控發現的整改完善情況。管理層、審核委員會審閱了內控評價報告，評估了本集團風險管理及內部監控系統的有效性，該審閱涵蓋本集團包括財務監控、運作監控及合規監控等主要監控及風險管理功能。

截至2021年12月31日，董事會認為本集團已執行了內部監控的計劃、檢討、報告、跟進的閉環管理機制，本集團的風險管理及內部監控系統有效及充足，有關財務報告及遵守《上市規則》規定的程序有效，未發現任何可能影響集團財務監控、運作監控、合規監控以及風險管理職能的重要事項。

於檢討過程中，董事會認為集團會計及財務匯報職能員工的資源、資歷／經驗，以及他們所接受的培訓課程及預算已足夠。



Corporate Governance Report

企業管治報告

4.3 Inside Information

The Company is aware of and strictly complies with the requirements of the currently applicable laws, regulations and guidelines, including the obligations to disclose inside information under the SFO and the Listing Rules, and the Guidelines on Disclosure of Inside Information issued by the Securities and Futures Commission, at the time when the relevant businesses are transacted. The Group has established the authority and accountability, as well as the handling and dissemination procedures in relation to inside information, and has communicated to all relevant personnel and provided them with specific trainings in respect of the implementation of the continuous disclosure policy.

The Board considers that the Company's handling and dissemination procedures and measures in relation to inside information are effective.

4.3 內幕消息

本公司知悉並在處理有關事務時嚴格恪守現行適用的法律、法規及指引要求，包括《證券及期貨條例》和《上市規則》有關內幕消息披露的責任，證券及期貨事務監察委員發佈的《內幕消息披露指引》等；本集團已設立內幕消息處理的權責及發佈程序，並向所有相關人員傳達有關實施持續披露政策的執行情況並提供專項培訓。

董事會認為公司處理及發佈內幕消息的程序、措施有效。



Environmental, Social and Governance Report

環境、社會及管治報告

1. ABOUT THIS REPORT

Ruicheng (China) Media Group Limited (hereinafter referred to as “the Company” or “we”) are pleased to present our Environmental, Social and Governance Report (hereinafter referred to as the “ESG Report” or “the Report”) to illustrate the principles and sustainable development philosophy we uphold in fulfilling our corporate social responsibility, and to summarize the work and practices in environmental, social and governance (hereinafter referred to as “ESG”) of the Company to facilitate a better understanding of stakeholders on progress and development direction of the Company in respect of sustainability issues.

1.1 Reporting Standards

The Report is prepared in accordance with the Environmental, Social and Governance Reporting Guide (hereinafter referred to as the “Guide”) set out in Appendix 27 of the Main Board Listing Rules (《主板上市規則》) published by the Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Report is prepared on the basis of four reporting principles of materiality, quantitative, balance and consistency, and has complied with the provisions, “comply or explain”, of the Guide.

Materiality: We had identified key important stakeholders and performed materiality assessments in the previous year, and their expectations and needs were understood through various communication channels. In addition, the important ESG issues are determined and identified subject to the extent of the important issues in affecting our businesses and expectations of our stakeholders.

Quantitative: The Report contains all Key Performance Indicators (KPIs) under the requirements of the Guide. The corresponding calculation methods and the adopted criteria and conversion factors have been disclosed.

Balance: The Report follows the principle of balance and has presented an objective view with regard to the Company’s current ESG status.

Consistency: The methods of disclosure on statistics and KPIs adopted in the Report are in consistent with the previous year.

Readers may refer to Appendix II – The Stock Exchange ESG Reporting Guide Index of the Report for quick referral. The Report should be read in conjunction with the section “Corporate Governance Report” contained in the Annual Report for a comprehensive understanding of the ESG performance of the Company.

1.2 Scope of Report

Unless otherwise indicated, the Report focuses on core business performance of the Company for the period from 1 January 2021 to 31 December 2021 (the “Year”). The KPIs of environmental scope have covered four office locations including Beijing Ruicheng, Beijing Lingyu, Shanghai Kailun and Xizang Wanmei.

1. 關於本報告

瑞誠(中國)傳媒集團有限公司(下稱「本公司」或「我們」)欣然發佈我們的環境、社會及管治報告(下稱「ESG報告」或「本報告」)，展示我們履行企業社會責任所秉持的原則及可持續發展理念，並總結本公司於環境、社會及管治(下稱「ESG」)方面的工作情況及實踐，讓利益相關方更加瞭解本公司在可持續發展議題上的進展和發展方向。

1.1 報告標準

本報告按照香港聯合交易所有限公司(「聯交所」)發佈《主板上市規則》附錄二十七《環境、社會及管治報告指引》(下稱「《指引》」)編製而成。本報告以重要性、量化、平衡及一致性此四個匯報原則為編製基礎，已符合《指引》中「不遵守就解釋」的條文。

重要性：我們已於上年度識別重要利益相關方及進行重要性評估，並透過多種溝通渠道瞭解他們的期望及需要。此外，根據影響我們業務的重要程度及利益相關方的期望釐定及識別重要ESG議題。

量化：本報告包含了《指引》所要求的所有關鍵績效指標，並已披露相應的計算方法和採用的標準及轉換因素。

平衡：本報告遵循平衡原則，客觀展現本公司ESG現狀。

一致性：本報告與往年使用一致的統計及關鍵績效指標披露方法。

讀者可參閱本報告附錄二：聯交所《環境、社會及管治報告指引》索引作快速查詢。本報告應與本年報中的「企業管治報告」章節一併閱覽，以便全面瞭解本公司的ESG表現。

1.2 報告範圍

除非另有說明，本報告聚焦本公司於二零二一年一月一日至二零二一年十二月三十一日(「本年度」)的核心業務之表現。環境範疇的關鍵績效指標則涵蓋北京瑞誠、北京領育、上海凱倫、西藏萬美4個辦公點。



Environmental, Social and Governance Report

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1.3 Reporting Language

The Report is published in Traditional Chinese and English versions, in case of any discrepancy between the two versions, the Traditional Chinese version shall prevail.

1.4 Approval and Confirmations

The Report had been reviewed by and obtained approval from the Board on 30 March 2022.

1.5 Feedback Mechanism

We truly value your comments and suggestions to the Report and you are welcome to contact us by email (email: rcpr@reach-ad.com).

1.3 報告語言

本報告以繁體中文和英文發佈。如有歧義，以繁體中文版本為準。

1.4 審批及確認

本報告已由董事會審閱並於二零二二年三月三十日獲董事會批核。

1.5 反饋機制

我們非常重視閣下對本報告的意見和建議，並歡迎閣下以電郵的形式(郵箱：rcpr@reach-ad.com)與我們聯絡。

2. CORPORATE GOVERNANCE

The corporate philosophy, vision, mission and core values embraced by the Company are “creative innovation and entrepreneurial innovation”, “building up the most trusted advertising brand in China”, “building a bridge between brand and customers” and “treasure reputation with essence and sincerity,” respectively. We are committed to the harmonious development of values on corporate, employees, investors and society, and through practicing active and lengthy outstanding corporate behaviors with a focus on own impact on sustainable development, striving for co-building a more benevolent sustainable society.

While developing its business, the Company places an emphasis on sustainable development, shouldering the responsibilities of environmental protection and community, and has proactively improved and adopted various ESG systems to balance the needs of all stakeholders. In addition, the Company is committed to communicating the latest development and information of the Company to investors in a timely manner by different means such as the Company’s website, allowing investors for an in-depth and extensive understanding on the information, and also, we have disclosed relevant information to the media designated by the China Securities Regulatory Commission in a timely manner.

2.1 Board Statement

We have established an ESG management system to achieve effective sustainability governance. The Board takes full responsibility for ESG governance and sustainable development of the Company, and is in charge of oversight materiality issues and performance of the Company and regular assessment on ESG-related risks and opportunities. Under authorization of the Board, the ESG Working Group evaluates concerns of all stakeholders through materiality assessments in determining the Company’s ESG management approaches, strategies, priorities and objectives. The Company has already set relevant ESG objectives, and we will review the progress against relevant objectives to improve our work on sustainability in the future.

2. 公司治理

本公司分別以「創意創造，創業創新」、「打造中國最值得信賴的廣告品牌」、「搭建品牌和消費者之間的橋樑」及「以玉為信，至精至誠」為我們的公司理念、願景、使命以及核心價值觀。我們致力於和諧發展企業價值、員工價值、投資者價值和社會價值，透過積極長度和實踐優秀企業行為，重視自身對可持續發展的影響，以共同建設可持續發展、更有善的社會。

本公司在發展業務同時亦關注可持續發展，承擔保護環境及履行社會的責任，積極完善及實施各種的ESG制度，平衡各利益相關方的需求。此外，本公司亦致力於透過多種方式如公司網站讓公司最新動態及信息及時傳達至投資者，以讓投資者深入和廣泛瞭解，並及時向中國證監會指定媒體披露相關資訊。

2.1 董事會聲明

為有效發揮可持續發展管治的效能，我們已建立ESG管理體系。董事會對本公司的ESG管治和可持續發展承擔全部責任，負責監督本公司的重要性議題、表現並定期評估ESG相關風險和機遇。在董事會的授權下，ESG工作小組通過重要性評估考慮和評估各持份者的關注，以確定本公司的ESG管理方法、策略、優先事項和目標。本公司已設定相關ESG目標。日後，我們將按照有關目標檢查進展，以改進可持續發展工作。



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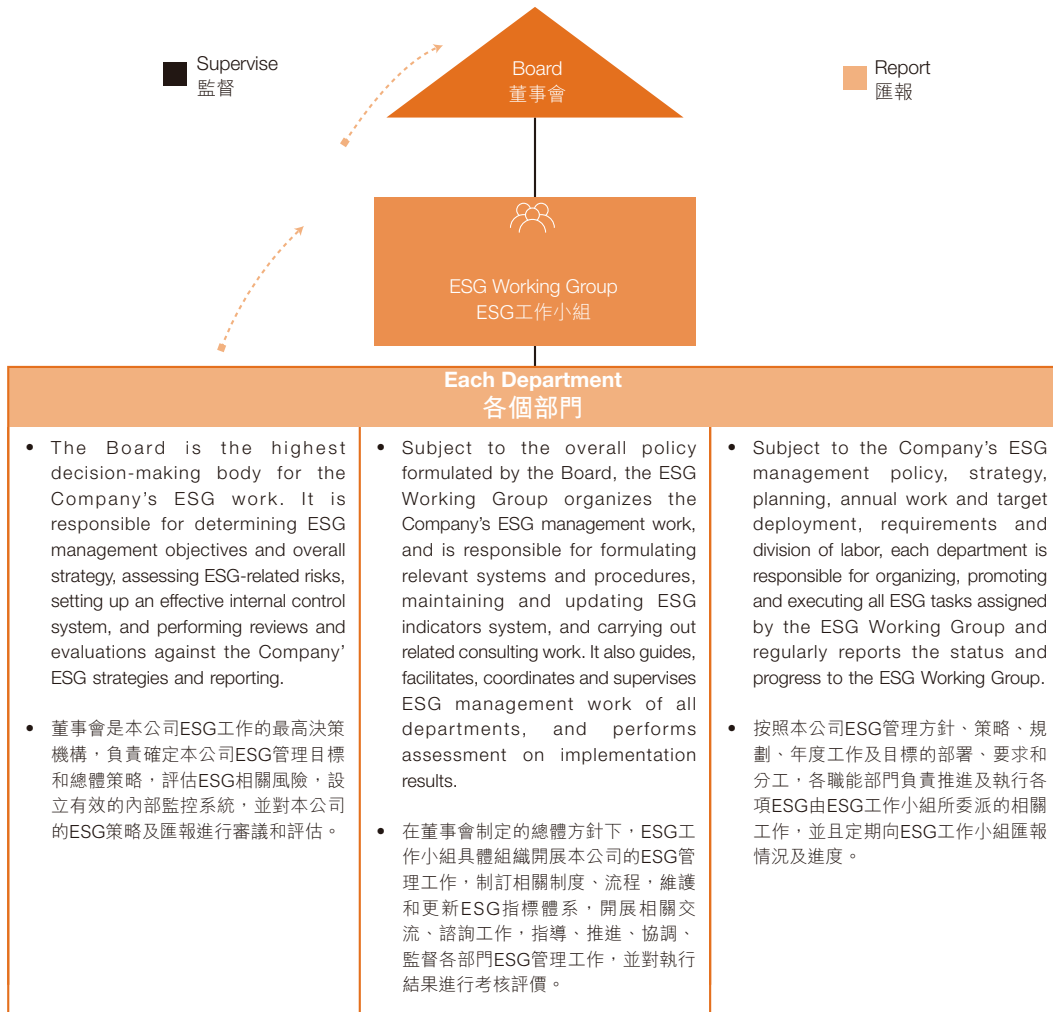
環境、社會及管治報告

2.2 ESG Management

For the purpose of strict compliance with relevant listing provisions of the Stock Exchange, the Company has established a complete ESG management system, facilitating the integration of ESG management into decision-making process of the Company and daily work of each department. Our ESG management system consists of three components, namely the board of directors, the ESG Working Group and each functional department, and each of them is responsible for different responsibilities as follows:

2.2 ESG管理

為了嚴格遵守聯交所上市相關規定，本公司透過建立一套完整的ESG管理體系，使ESG管理融入公司決策進程和各個部門的日常工作中。我們的ESG管理體系由三部份組成，分別是董事會、ESG工作小組及各職能部門，並負責不同的職責如下：





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2.3 Compliance Operations

The Company is committed to operating in line with business ethics and attaching great importance to corporate integrity. We do not tolerate any form of irregular behaviours including bribery, extortion, fraud and money laundering. The Company has strictly complied with the Company Law of the People's Republic of China (《中華人民共和國公司法》), Provisions of Anti-money-laundering through Financial Institutions (《金融機構反洗錢規定》), the Anti-Money Laundering Law of the People's Republic of China (《中華人民共和國反洗錢法》), Measures for the Administration of Financial Institutions' Reporting of High-Value Transactions and Suspicious Transactions (《金融機構大額交易和可疑交易報告管理辦法》) and Interim Provisions on Prohibition of Commercial Bribery (《關於禁止商業賄賂行為的暫行規定》). In order to regulate any form of corrupt and fraudulent behaviour of employees, the Company has formulated the Corporate Ethics Conduct and Ethics Handbook and Code of Conduct (《公司道德操守和道德手冊及行為守則》), the Anti-Money Laundering Management System (《反洗錢管理制度》) and the Anti-Corruption and Anti-Bribery Management System (《反腐敗、反賄賂管理制度》), clearly specifying relevant rewards and penalties pursuant to integrity standard, and the administration department was assigned to examine the progress of anti-corruption work in each department. In the event that employees observe or are being informed of any corruptions or irregularities, we encourage employees to make report and complaint via e-mail. Protecting the rights and interests of whistleblowers, we guarantee that the entire reporting process, the information of whistleblowers and the content of reports will be kept in strict confidence. During the Year, contracts containing anti-corruption provisions were signed by employees at the time of their admissions to the Company, and we had conducted regular internal anti-corruption trainings such as an one-hour training on "Anti-Corruption and Anti-Bribery Management System" was held in October with an attendance of approximately 20 employees. It is our expectations that in trainings, integrity education and awareness of employees and directors can be enhanced, positively creating an internal business culture of integrity. During the Year, the Company was not aware of any litigations arising from the violations of anti-corruption, anti-bribery, anti-fraud and anti-money laundering and other related laws and regulations.

2.3 合規運營

本公司致力符合企業道德的營運，高度重視企業內的廉潔風氣，我們絕不容忍任何形式的貪腐行為包括賄賂、勒索、欺詐及洗錢等違規行為。本公司依據並嚴格遵守《中華人民共和國公司法》、《金融機構反洗錢規定》、《中華人民共和國反洗錢法》、《金融機構大額交易和可疑交易報告管理辦法》和《關於禁止商業賄賂行為的暫行規定》，並制定《公司道德操守和道德手冊及行為守則》、《反洗錢管理制度》及《反腐敗、反賄賂管理制度》，規範禁止員工進行任何形式的貪腐舞弊行為，明確廉政準則中的相關獎勵和懲罰辦法，並安排行政部審查各部門的反貪腐工作進度。我們鼓勵員工對發現或被告知的貪腐舞弊及違規行為通過電子郵件作出舉報和投訴。為了保護舉報人的權益，我們保證整個舉報過程、舉報人資料以及其舉報內容均是嚴格保密。本年度，我們透過本公司員工入職時簽訂合同中的反貪腐條例和定期內部舉辦反貪腐培訓比如10月份舉辦一小時的《反貪腐、賄賂管理制度培訓》，該培訓有大約20名員工參加。我們期望透過培訓增強員工和董事廉潔教育及意識，積極營造內部廉潔從業文化的氛圍。本年度，本公司並未知悉發生任何違反反貪污、反賄賂、反欺詐及反洗錢等法律法規所引起的訴訟。



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2.4 Communication with Stakeholders

The Company seriously concerns the opinions and suggestions of stakeholders and has established and maintained communication with stakeholders through multiple channels in order to better understand expectations and demands of stakeholders, enhance transparency of information disclosure, improve corporate governance, establish a good corporate image and achieve a win-win situation for both the Company and investors. Major stakeholders and communication measures of the Company include the following:

Stakeholder(s) 利益相關方	Communication Channel(s) 溝通渠道	Expectation(s) 期望
Government and regulatory institutions 政府及監管機構	<ul style="list-style-type: none"> Study on policy issues and guidance documents 研習政策發佈及指導性文件 Participation in trainings organised by relevant authorities and associations 參與有關部門、協會組織的培訓 Seminars and symposiums 講座及座談會 Compliance management 合規管理 	<ul style="list-style-type: none"> Compliance with laws and regulations 遵守法律法規 Integrity in business operations 廉潔從業 Timely and complete information disclosure 及時完備的信息披露
Shareholders/investors 股東／投資者	<ul style="list-style-type: none"> Annual general meeting and other general meetings 股東週年大會與其他股東大會 Interim report and annual report 中期報告與年報 Results announcements 業績公告 Announcements and Circulars 公告及通函 Senior management meetings 高級管理人員會議 	<ul style="list-style-type: none"> Continuous improvement on operations performance 持續的經營業績提升 Compliance operations management 合規運營管理 Timely and complete information disclosure 及時完備的信息披露
Customers 客戶	<ul style="list-style-type: none"> Market research 市場調研 Demand Analysis 需求分析 Point-to-point communication services 點對點溝通服務 	<ul style="list-style-type: none"> Quality improvement on services and products 提高服務及產品質量 Satisfaction of diversified needs of customers 滿足客戶多元化需求
Employees 員工	<ul style="list-style-type: none"> Staff Trainings 員工培訓 Performance Appraisals 績效考核 Internal meetings 內部會議 Business Briefings 業務簡報 Publications (e.g., employee newsletters) 刊物(如員工通訊) Staff Intranet 員工內聯網 	<ul style="list-style-type: none"> Protection on employees' rights and interests 維護員工利益 Caring for employees' health 關愛員工健康 Provision of training and learning opportunities 提供培訓及學習機會 Reasonable promotion channels and effective performance incentives 合理的晉升通道及有效的績效激勵
Business Partners 合作夥伴	<ul style="list-style-type: none"> Centralised meetings 集中會議 Daily communication 日常溝通 	<ul style="list-style-type: none"> Open, fair and just procurement 公開、公平、公正採購 Commitment to contracts; mutual benefits and win-win achievements 信守合約，互利共贏

2.4 利益相關方溝通

本公司高度重視利益相關方的意見和建議，並設有多種渠道與利益相關方建立及保持溝通，以更瞭解他們的期望和訴求，增強訊息披露透明度，改善公司治理，樹立良好的企業形象，實現我們與投資者雙贏的局面。本公司主要的利益相關方及溝通措施包括：



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2.5 Identification of Important Issues

In accordance with the requirements of the Guide of the Stock Exchange, the Company identifies and assesses significant ESG issues through the ESG Working Group, and conducts materiality assessment in conjunction with concerned issues of stakeholders, allowing the Company to provide related information disclosure of operations management in a more accurate and comprehensive manner as well as to demonstrate key areas of corporate ESG practice and information disclosure in a more specific manner. We had performed materiality assessment in the previous year. It is confirmed by the ESG Working Group and management that the results of 2020 assessment were still applicable to the Year as (i) there were no significant changes in the business and operating environment during the Year.

Scope of issues under the Guide

《指引》議題範疇

A. Environment

A. 環境

A1 Emissions

A1 排放物

A2 Use of resources

A2 資源使用

A3 The environment and natural resources

A3 環境及天然資源

A4 Climate change

A4 氣候變化

B. Society

B. 社會

B1 Employment

B1 僱傭

B2 Health and safety

B2 健康與安全

B3 Development and training

B3 發展與培訓

B4 Labour standards

B4 勞工準則

B5 Supply chain management

B5 供應鏈管理

B6 Product responsibility

B6 產品責任

B7 Anti-corruption

B7 反貪污

B8 Community investment

B8 社區投資

2.5 重要議題識別

根據聯交所《指引》的要求，本公司透過ESG工作小組識別及評估重大ESG議題，並結合利益相關方所關注的議題，進行重要性評估，使我們能夠更準確、全面地披露運營管理相關訊息，更明確展現企業ESG實踐和信息披露的重點領域。我們已於上年度進行重要性評估。ESG工作小組及管理層確認2020年度的結果仍然適用於本年度的情況，因(i)本年度的業務和經營環境沒有產生重大變化。

ESG issues of the Company

本公司的ESG議題

Carbon emissions management

碳排放管理

Green operations, lower energy consumption

綠色運營、降低能源消耗

Compliance with laws and regulations of China

遵守國家法律法規

Green operations

綠色運營

Equal and diverse employment, and employees' care

平等及多元化僱傭、員工關愛

Occupational health and employees' safety

職業健康及員工安全

Employees' development and training

員工培訓與發展

Prohibition of child labour and forced labour

禁止童工及強制性勞工

Open and fair procurement

公開公平採購

Customer services and boycott false advertisements

客戶服務及抵制虛假廣告

Anti-Corruption and integrity promotion

反腐倡廉

Community welfare

社區公益



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3. PROMOTION ON SUSTAINABLE DEVELOPMENT OF INDUSTRIAL CHAIN

3. 促進產業鏈可持續發展

3.1 High-Quality Service

3.1 高質量的服務

The Company strives to provide multilevel and topmost marketing and communication services to customers through a professional and fully fledged service system, continuously taking our lead in the industry of integrated advertising and communication services platform nationwide. The Company has in place four categories of advertising and marketing: content marketing, vertical marketing, digital marketing and scenario marketing, details of which can be found in the table below:

透過專業成熟的服務體系，本公司致力為客戶提供多層次、極致化營銷傳播服務，繼續在全國綜合型廣告傳播服務平台行業中領先。本公司設有四類廣告營銷，分別是內容營銷、垂直營銷、數字營銷以及場景營銷。詳情可參閱下表：

Content marketing	Leveraging on excellent resource integration capability, the Company provides customers with integrated marketing services of content implantation in TV variety shows, internet variety shows, TV dramas, web dramas, movies and large-scale network movies.
內容營銷	依靠出色的資源整合能力，為客戶提供電視綜藝、網絡綜藝、電視劇、網劇、電影、網絡大電影等內容植入整合營銷服務。
Vertical marketing	Conducting precise marketing targeting on specific groups, the Company creates a precise industrial chain vertical marketing model with unique operations' methods and capabilities to provide customers with vertical marketing services on programmes such as parent-child and fashion style.
垂直營銷	針對特定人群的精準營銷，以獨特的操作手法和能力打造精準產業鏈化垂直運營模式，為客戶提供親子類、時尚造型類等項目的垂直營銷服務。
Digital marketing	Based on big data analysis and comprehension on targeted groups, the Company provides customers with professional searching engine marketing, mobile effect marketing, programmatic purchase, socialisation marketing and precise integration of brand placement services
數字營銷	基於大數據分析及對精準人群的把握，為客戶提供專業搜索引擎營銷、移動效果營銷、程序化購買、社會化營銷及品牌精準整合投放服務。
Scenario marketing	Conducting communication advertising in real-life scenes in where the audiences are located, the Company provides customers with marketing communication services including outdoor advertisements (such as mobile TV advertisement in subways and airports), radio advertisement in private cars and outdoor advertisement integration
場景營銷	基於受眾所在的現實生活場景進行傳播營銷，為客戶提供地鐵移動電視廣告、機場等戶外廣告、私家車廣播廣告、戶外廣告整合等營銷傳播服務。

In order to provide quality advertising communication services to our customers, the Company will arrange for third party teams and organise professionals to monitor the entire advertising process, to archive and file samples and monitoring records, and to evaluate and analyse the effectiveness of advertising placements on a monthly basis. Subsequent to the completion of each key project, evaluation and review will be performed for rooms of improvement. In the event that a miscast or missed broadcast is found, our business team and broadcast monitoring team will report it to the Company in the first place, and afterwards they will negotiate with the media and customer for joint solutions to maximize the protection of customers' rights and interests.

為了向客戶提供優質廣告傳播服務，本公司會安排第三方團隊及組織專業人員監控整個廣告發佈過程，做好報樣收集和監播記錄的存檔和備案工作，每月定期考評與分析廣告投放效果。在每個重點項目完結後也會對項目情況進行評價和檢閱以尋求改善的空間。當發現錯播、漏播等問題時，我們的業務團隊與監播團隊首先會通知公司，然後會與媒體和客戶共同解決問題，使客戶權益最大程度地得以保障。



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3.2 Customer Complaint Handling

The Company regards customer as an important stakeholder in the sustainable development of the Company. We strictly abides by the laws and regulations such as the Law of the People's Republic of China on Protection of Consumer Rights and Interests (《中華人民共和國消費者權益保護法》), and provides channels including emails, complaint telephone lines and online complaints to receive opinions and suggestions from the media and customers. Upon receipt of a complaint, we will record complaint content, specify handling responsibility, analyze causes of the complaint, formulate a complaint handling plan and promptly negotiate and communicate with the complainant, and subsequently, a complaint handling plan will be implemented to address customer's doubts, favouring a good relationship with customers and achieving customer satisfaction. During the Year, positive review on customer service of the Company was 100%, the total number of complaint cases was 0 cases.

3.3 Customer Privacy and Information Security

The Company highly values the protection of customer privacy and information security and has strictly complied with relevant laws and regulations including the Cybersecurity Law of the People's Republic of China (《中華人民共和國網路安全法》), Provisions on Protecting the Personal Information of Telecommunications and Internet Users (《電訊和互聯網用戶個人信息保護規定》) and the Personal Privacy Policy on Mobile Internet (《移動互聯網個人隱私政策》). The Company has formulated and implemented internal systems such as Confidentiality Management System (《保密管理制度》) and Information System Management System (《信息系統管理制度》). All customer information is encrypted by the Company, and the database is managed by a designated personnel that any other person is not entitled to access such information without management approval. Meanwhile, to strengthen network security, we have used related applications such as firewalls, routers, etc., to prevent attack and illegal access from the Internet. In addition, we have installed system log management for tracking and handling suspicious transactions and operations in a timely manner, performing regular backup and audit on system logs. Besides, when the Company signs contracts with third parties, such as customers and partners, we will impose restrictions on protecting privacy in avoidance of leakage of technical secrets, trade secrets and business management information. During the Year, there were no complaints on leakage of customer information or violation of customer privacy received by the Company.

3.4 Advertising and Intellectual Property

The Company ensures that all advertising and promotional information is legitimate, compliant, truthful and reliable, and strictly abides by laws and regulations such as the "Advertising Law of the PRC" (《中華人民共和國廣告法》) and the "Anti-Unfair Competition Law of the PRC" (《中華人民共和國反不正當競爭法》). We have formulated the Brand Management System (《品牌管理制度》) in avoidance of misrepresentation of promotional content and misleading customers to protect customers' rights and interests.

3.2 客戶投訴處理

本公司將客戶視為公司持續發展的重要利益相關方，嚴格遵守《中華人民共和國消費者權益保護法》等法律法規，亦提供包括郵箱、投訴電話、在線投訴等在內的渠道，接收來自媒體和客戶的意見和建議。收到投訴後，我們會紀錄投訴內容，明確處理責任、分析投訴原因，制定投訴處理方案並及時與投訴者協商溝通，最後實施投訴處理方案，解決客戶疑難，與客戶建立良好關係，提升客戶滿意度。本年度，本公司的客服好評度為100%，接到的投訴共0宗。

3.3 客戶隱私及信息安全

本公司高度重視客戶隱私保護和信息安全，我們嚴格遵守《中華人民共和國網路安全法》、《電訊和互聯網用戶個人信息保護規定》、《移動互聯網個人隱私政策》等相關法律法規，本公司制定及落實《保密管理制度》、《信息系統管理制度》等內部制度。所有客戶訊息被本公司加密，由專人負責管理數據庫，在沒有管理層批准下其他人無權獲取。同時，我們利用防火牆、路由器等相關設備，防範來自網路的攻擊和非法入侵，以加強網路安全。我們亦設有系統日誌管理，及時跟蹤及處理可疑交易和操作，定期對系統日誌進行備份及審核。另一方面，我們與第三方如客戶、合作夥伴簽署合同時進行隱私保護的約束以避免技術秘密、商業秘密、經營管理訊息等秘密洩漏。於本年度，本公司並無接獲有關客戶資料外洩或違反客戶私隱的投訴。

3.4 廣告宣傳及知識產權

本公司確保一切廣告及宣傳信息合法合規、真實可靠，並嚴格遵從《中華人民共和國廣告法》和《中華人民共和國反不正當競爭法》等法律法規，制定《品牌管理制度》，以防範宣傳內容失實，避免客戶被誤導，保障客戶權益。



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In this regard, prior to any advertising placement, we have put in place a number of sessions on legal and compliance inspections such as the development stages of data analysis, marketing strategic planning and solutions, as well as content creation, placement and advertising effectiveness evaluation. Subsequent to these sessions' processes, we have carried out promotion on the requirements of advertising law for placement plans and reminded our staff on prevention of compliance risks. In addition, we strictly censor the content of advertisements, eradicating promotional content such as all unreasonable wordings, false statements, exaggerated facts and infringements.

We place great importance on communication with customers and the media, should the aforesaid problems observe in the advertising placement process, the Company will validate and revise advertising content in a timely manner to comply with the requirements of laws and regulations.

In the meantime, the Company respects and emphasises on intellectual property rights, strictly complying with laws and regulations including the Copyright Law of the People's Republic of China (《中華人民共和國著作權法》), the Trademark Law of the People's Republic of China (《中華人民共和國商標法》), the Patent Law of the People's Republic of China (《中華人民共和國專利法》), and the Tort Law of the People's Republic of China (《中華人民共和國侵權責任法》). Attention is paid towards safeguarding the legitimate rights and interests of stakeholders such as portrait rights, copyrights, trademark rights and restrictions on use of advertisements during the processes of production and placement of advertisements, and employees are advocated on protection of intellectual property rights of other persons, minimizing the related risks on intellectual property issues.

3.5 Complete Supply Chain Management

Based on internal rules and regulations such as Procurement Management System (《採購管理制度》) and the Procurement Supplier Management System (《採購供應商管理制度》), the Company has formulated a strict budget, procurement and settlement plan to rigorously supervise the entire procurement process. For major procurement projects, the Company will engage professional accounting firms and consulting companies to conduct special audits and report audit results to the management of the Company. We undertake critical examination on sources and backgrounds of suppliers, and categorize and audit suppliers based on factors such as credit level and supply quality, thereby determining procurement approaches and formulating systematic entry, classification and exit mechanisms. The Company strictly regulates tender and procurement process and stringently prohibits undercover operations to ensure that the entire process is open, fair and just having collective decision-making and effective supervision.

Apart from services and products-related factors such as price, quality and attitude, the environmental and social impact of suppliers is also taking into our consideration in supplier selection and evaluation process including aspects on supplier compliance in employment, employee benefits, employee safety, and ethical business standards, etc. In addition, our cooperation priority will be given to suppliers offering environmentally friendly products and services.

為此，我們在廣告投放前設有多個合法、合規性檢查環節如數據分析、營銷策略規劃和解決方案制定階段以及內容製作、投放和廣告成效評估環節。經過這些環節，我們對投放計劃廣告法要求進行貫宣，提示員工注意規避合規風險。此外，我們嚴格審查廣告內容，杜絕所有不合理用詞、虛假陳述、誇大事實和侵權等宣傳內容。

我們高度重視與客戶和媒體的溝通，當廣告投放過程中被發現有上述問題，我們會立刻核實和修改廣告內容，以使廣告符合法律法規要求。

同時，本公司尊重及重視是知識產權，嚴格遵守《中華人民共和國著作權法》、《中華人民共和國商標法》、《中華人民共和國專利法》及《中華人民共和國侵權責任法》等法律法規，在廣告製作和投放過程中注意維護利益相關方的肖像權、著作權、商標權和廣告使用限制等合法權益，倡導員工維護他人知識產權，降低涉及知識產權問題的風險。

3.5 完善的供應鏈管理

本公司依據《採購管理制度》和《採購供應商管理制度》等內部規章制度下，制定了嚴格的預算、採購和結算方案，嚴格監督整個採購流程。本公司於重大採購項目時會聘請專業的會計師事務所和專業顧問進行專項審計，並給予公司管理層審計結果。我們嚴格審查供應商的來源及背景，根據供應商的信用水平和供貨質量等各項條件進行分類和考察、劃分採購方式，並制定有系統的供應商進入、等級分類、退出機制。本公司嚴格規範招標採購流程，嚴禁暗箱操作，確保整個過程是公開、公平、公正操作，集體決策，有效監督。

除了服務與產品價格、質量、服務態度等因素，供應商對環境及社會的影響也是我們在供應商篩選和評估過程中考慮的因素比如供應商在僱傭員工合規性、員工福利、員工安全、商業道德標準等方面。此外，若供應商提供環保產品和服務，我們亦會優先考慮與他們合作。



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During the Year, the total number of suppliers with whom the Company had supply and sales relationships was 42. The Company was not aware of any significant actual or negative impacts on business ethics, environmental protection, human rights and labour practices which was casted by any major suppliers.

4. PRACTICE OF GREEN DEVELOPMENT CONCEPT

In order to conscientiously implement the national development strategy of energy conservation and emissions reduction, the Company places importance to environmental protection, energy conservation and emissions reduction, and in our daily operations, we have strictly complied with all provisions stipulated in laws and regulations such as the Environmental Protection Law of the PRC (《中華人民共和國環境保護法》), the Energy Conservation Law of the PRC (《中華人民共和國節約能源法》), endeavouring to minimize impacts on the environment through conservations of energy, water and materials,

The Company has set up internal systems such as employee handbook and public resource management system which regulate the requirements for the use of paper, electricity, water resources, etc., to improve efficiency on energy use and to urge employees on energy-saving and reduce emissions at work, allowing constant promotion of sustainable business development of the Company. During the Year, there were no material non-compliance incidents related to the environmental laws and regulations happened in the Company.

4.1 Emissions reduction

Emissions involved in the operations of advertising and communication services of the Company are mainly direct greenhouse gas emissions generated from the use of business vehicles and indirect greenhouse gas emissions generated from the use of electricity in office. The Company applies different treatments for handling each type of emissions.

As to greenhouse gas, the Company encourages employees on energy-saving in office, and has strictly established and implemented a system of use of company vehicles for green travel. As to hazardous waste, due to the business nature of the Company, we do not involve any discharges of industrial hazardous waste. In addition, the Company did not scrap or discard any electronic products during the Year, and no significant hazardous waste was generated, hence, disclosure would not be made. As to domestic sewage and office wastes, the Company will work on sorting as per requirement in compliance with relevant laws and regulations and transfer wastes to municipal office for unified treatment. In order to reduce the discharges of sewage and office wastes, employees of the Company are encouraged on water conservation and more frequent applications of electronic means for office contact and reusable office supplies.

本年度，與本公司有供銷關係的供應商共計42家，未知悉有任何主要供應商對商業道德、環境保護、人權及勞工措施造成任何重大實際或負面的影響。

4. 踐行綠色發展理念

為了認真落實國家節能減排發展策略，本公司重視環境保護和節能減排，並在日常營運過程中嚴格遵守《中華人民共和國環境保護法》、《中華人民共和國節約能源法》等法律法規中的各項規定，透過節約能源、節約用水、節約用材，努力減少對環境影響。

本公司設有員工手冊和公共資源管理制度等內部制度，規範了紙張、電力、水資源等使用的要求，以提高能源使用效率，並在工作中督促員工節能減排，使本公司能夠一直推動業務的可持續發展。本年度，本公司未發生任何有關環境法律及法規的重大不合規事件。

4.1 減少排放

本公司在廣告傳播服務營運過程中涉及的排放物主要為旗下公務車輛使用過程中產生的直接溫室氣體排放及辦公過程中產生的用電所產生間接溫室氣體排放。本公司設有不同的方法去處理各類排放物。

溫室氣體方面，本公司鼓勵員工辦公節省能源，嚴格制定並落實旗下公務車輛使用制度，實行綠色出行。有害廢棄物方面，由於本公司業務性質，我們不涉及工業有害廢棄物的排放。此外，本公司在本年度也沒有報廢、丟棄任何電子產品，沒有產生重大有害廢棄物，故不披露。生活污水、辦公垃圾方面，本公司均會按要求進行分類，遵守相關法律法規，轉移至市政統一處理。為了減少污水及辦公垃圾的排放，我們鼓勵員工節約用水，多用電子方式進行辦公聯絡和可重用的辦公用品。



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In addition, based on the measures on energy conservation and greenhouse gas emissions reduction, the Company has been actively performed on its execution, setting a goal of maintaining basic level or gradual reduction of greenhouse gas (Scope 1 and Scope 2) emissions intensity by 2021. Also, the Company has been actively carried out measures on materials conservation and waste segregation, setting a goal of maintaining basic level or gradual reduction of wastes generation intensity by 2021.

此外，本公司根據公司的節約能源、減少溫室氣體排放措施，積極落實執行，目標在2021年的基礎上維持或逐步減少溫室氣體密度(範圍1和範圍2)排放。本公司亦根據公司的節約用材、廢棄物分類措施，積極落實執行，目標在2021年的基礎上維持或逐步減少廢棄物產生密度。

Emissions Information Disclosure

排放物資料披露

Indicators	指標	Unit	單位	2021 Data 2021年度數據
Greenhouse gas emissions from direct sources	直接排放源的溫室氣體排放量	Tonnes CO ₂ equivalent	噸CO ₂ 當量	14.12
Greenhouse gas emissions from indirect sources	間接排放源的溫室氣體排放量	Tonnes CO ₂ equivalent	噸CO ₂ 當量	38.15
Total greenhouse gas emissions	溫室氣體總排放量	Tonnes CO ₂ equivalent	噸CO ₂ 當量	52.27
Greenhouse gas emissions per \$million operating income	百萬元營業收入溫室氣體排放量	Kg CO ₂ equivalent/ \$million	千克CO ₂ 當量/百萬元	0.10
Total non-hazardous waste generation	無害廢棄物產生總量	Tonnes	公噸	7.92
Non-hazardous waste generation per \$million operating income	百萬元營業收入無害廢棄物產生量	Kg/\$million	千克/百萬元	14.54

Notes: The scope of emissions data covers the Company and all its controlling companies;

greenhouse gas emissions is calculated with reference to "How to prepare an ESG Report Appendix 2: Reporting Guidance on Environmental KPIs" of the Stock Exchange; and

the total office domestic waste generation is calculated based on estimates on per capita emissions.

註：排放物數據的統計範圍覆蓋本公司及所有控股企業；

參考聯交所《如何編備環境、社會及管治報告—附錄二：環境關鍵績效指標匯報指引》計算溫室氣體排放；

辦公生活垃圾產生總量計算通過人均排放量估算。

4.2 Resources Consumption Reduction

The Company is committed to reducing resources consumption in the course of office operations by means of simplifying office processes, enabling the effective use of resources of employees. The primary source of our daily resources consumption mainly includes gasoline generated from the use of vehicles and water, electricity and paper generated from office operations. Our operations do not involve any use of packaging materials.

4.2 降低資源消耗

本公司致力減少辦公過程中的資源消耗量，透過簡化辦公流程，讓員工能夠有效地使用資源。車輛使用過程的汽油及辦公室營運過程中的水、電力及紙張是我們日常資源使用主要來源。我們的營運並不涉及包裝材料的使用。



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As to energy consumption, we encourage employees to turn off all lights and computers before leaving office to reduce electricity consumption by electricity-saving reminders in the office; while purchasing, energy efficiency and energy labels of electrical products will be taken into consideration; employees are encouraged to take the stairs rather than using elevators; and employees are encouraged to frequent use of public transportation for travel. As to water consumption, we do not extract water from water-stressed areas, and sufficient high-quality fresh water is available for use in all our operating office locations, therefore, the issue of taking water does not exist. We have promoted employees' advocacy on treasuring water and reducing waste on water including consuming appropriate amount of drinking water, turning off faucets in bathrooms after use and following all property arrangements. As to paper usage, we have set up an office automation system (OA system) for online work to reduce the use of paper; employees are advised using e-mail whenever possible to reduce the needs of printing, photocopying and faxing while sending messages; while printing, attempts are made on using printing in double-sided mode and tight typeset whenever possible.

In addition, based on the measures on electricity and water conservation, the Company has actively performed its execution, setting a goal of maintaining basic level or gradual reduction of electricity and waste consumption intensity by 2021.

在能源使用方面，我們透過辦公室內的用電提示語倡導員工在下班的時候關閉所有電燈及電腦以減少電力消耗；在採購的時候，會考慮電器產品的能源效益及能源標籤；鼓勵員工多爬樓梯代替使用電梯；鼓勵員工多使用公共交通工具出行。在用水方面，我們不存在從水資源壓力地區取水的情況，所有營運辦公點都有充足的高質量淡水供使用，在取水方面並無任何問題。我們倡導員工珍惜用水，減少用水的浪費，適量取用飲用水、使用衛生間的水龍頭後及時關掉，並遵從物業一切安排。在紙張使用方面，我們設立辦公自動化系統(OA系統)在線辦公以減少紙張的使用；建議員工傳送訊息時盡量使用電子郵件以減少打印、影印和傳真的需求。打印時盡量雙面打印模式及緊密排版。

此外，本公司根據公司的節約用電及用水措施，積極落實執行，目標在2021年的基礎上維持或逐步減少電力及水資源消耗密度。

Resources Consumption Information Disclosure

Indicators	指標	Unit	單位	2021 Data 2021年度數據
Gasoline consumption	汽油的消耗量	Litres	升	5,217.66
Total electricity consumption	總耗電量	KWH	千瓦時	62,538.19
Electricity consumption per \$million operating income	百萬元營業收入耗電量	KWH/\$million	千瓦時/百萬元	114.84
Total water consumption	總耗水量	m ³	立方米	90.00
Water consumption per \$million operating income	百萬元營業收入綜合耗水量	m ³ /\$million	立方米/百萬元	0.17
Total paper consumption	總紙張用量	Kg	千克	48.13

Note: The scope of resources consumption data covers the Company and all controlling companies, and water consumption of all office locations were centrally managed by the Company in 2020 and 2021.

資源使用資料披露

註：資源使用數據的統計範圍覆蓋本公司及所有控股企業，2020年及2021年所有辦公區域用水均由公司統一管理。



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4.3 The Environment and Natural Resources

Given that the Company is an advertising and communication service provider, our daily office operations do not involve any production processes and the impact on the environment and natural resources is minimal. Nonetheless, the Company has complied with various laws and regulations such as the Law of the People's Republic of China on Environmental Impact Assessment (《中華人民共和國環境影響評價法》), the Land Administration Law of the People's Republic of China (《中華人民共和國土地管理法》) and the Water and Soil Conservation Law of the People's Republic of China (《中華人民共和國水土保持法》). We actively fulfill our responsibility of environmental protection in order to minimize negative impacts on the environment and natural resources during our operations and protect the natural ecological environment.

4.4 Climate Change

The Company closely monitors the climate change impacts on the Company's business and operations. During the Year, the Company had identified and assessed the risks of climate change. The increased frequency and magnitude of extreme weather conditions have posed an acute physical risk to the Company's business. Under extreme weather conditions, safety of employees is at risk and productivity will be lowered resulting in a direct negative impact on business and revenue of the Company. To minimize the potential risk, the Company has developed mitigation plans including flexible working arrangements, and precautionary measures are adopted under severe or extreme weather conditions. Besides, the increasing sustainability concerns of stakeholders have posed a market risk to the Company. In the event of failure on satisfaction of sustainability requirements of stakeholders, it may result in the Company's reputation damage as well as losing competitive edge. Hence, the Company has planned to use energy-efficient equipment and will perform periodical review on our internal environmental practices.

4.3 環境及天然資源

鑒於本公司為廣告傳播服務商，主要為辦公室的日常運作並不涉及任何生產過程，對環境及天然資源的影響也很輕微。儘管如此，本公司遵守《中華人民共和國環境影響評價法》、《中華人民共和國土地管理法》及《中華人民共和國水土保持法》等各項法律法規。我們積極履行環境保護責任，降低運營期間對環境及天然資源的負面影響，保護自然生態環境。

4.4 氣候變化

本公司密切監控氣候變化對本公司業務和運營帶來的影響。於本年度，本公司識別和評估了氣候變化風險。極端天氣情況的頻率及嚴重性增加，對本公司業務帶來急性實體風險。在極端天氣情況下，員工安全受到威脅，生產力將會下降，使本公司業務及收入產生直接負面影響。為最低潛風險，本公司已制定緩解計劃，包括靈活的工作安排及於惡劣天氣或極端天氣狀況下採取的預防措施。此外，利益相關方越來越關注可持續發展，對我們帶來市場風險。倘若我們達不到利益相關方對可持續發展方面的要求，我們的聲譽可能受損並失去競爭優勢。為此，本公司已計劃使用高效能設備及定期檢討內部環保措施。



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5. WORKING WITH THE EMPLOYEES FOR PROGRESS

Endeavouring to create a comfortable, harmonious and efficient working atmosphere for employees, the Company earnestly fulfills its social responsibilities and is committed to building a corporate culture and protecting the rights and interests of employees, caring for the growth and development of employees, placing a strong emphasis on the rights and interests of employees and introducing a united and progressive corporate culture to employees. Recognized by the employees and the society, the Company has exercised care on the employees' health and safety, listened to employees' individual demands and established a comprehensive staff training, incentive and promotion reward mechanism, striving for maximizing benefits. During the Year, there was one case of litigation arising from employment issues in the Company.

5.1 Protecting Employees' Rights and Interests

Employees are important assets of the Company, and we strive to protect the rights and interests of employees. Therefore, the Company strictly abides by laws and regulations such as the Labor Law of the PRC (《中華人民共和國勞動法》), the Labor Rights Protection Law (《勞動者權益保護法》) and the Labor Contract Law of the PRC (《中華人民共和國勞動合同法》), and has formulated internal policies such as Employee Handbook (《員工手冊》), Company Recruitment System (《公司招聘制度》) and Ruicheng Resignation Management System (《瑞誠離職管理制度》), regulating aspects on employees' admission and resignation, daily work, study and promotion and employee benefits for the purposes of protecting employees' rights and interests, equal opportunities and anti-discrimination. At the same time, we provide a variety of training and communication opportunities to employees, encourage employees to reorientation, promoting multi-faceted development.

The Company is committed to creating a diverse and inclusive work environment. In the processes of recruitment, appraisal and salary system and assessment and evaluation, we prohibit differential treatment of employees owing to gender, ethnicity, age, religion, marital status and cultural background to ensure equal opportunities of all employees and prevention of discrimination and sexual harassment in workplace.

The Company strictly abides by related laws and regulations on protection of labour rights and interests. Firmly following the laws and regulations, we conduct our recruitment activities by the human resources department, and carefully verify employee information such as ID cards, education certificates, and proof of employment of previous companies to ensure the identity of employees is true and valid, and to eradicate employment irregularities such as employment of child labour and forced labour. In addition, in the event of revelation of labour violation, we will immediately report it to relevant administrative department and register it for internal records. During the Year, there were no child labor or forced labor cases happening in the Company.

As of 31 December 2021, the total number of employees of the Company was approximately 36 employees, and the numbers of female and male were 23 employees and 13 employees, respectively.

5. 攜手員工進步

本公司認真履行社會責任，重視企業文化建設和員工權益保障，關懷員工成長與發展，高度重視員工權益，積極引導團結奮進的企業文化，努力為員工創造舒適、和諧、高效的工作氛圍。公司關注員工的健康與安全，聆聽員工的個人訴求，建立了完善的員工培養、激勵和晉升獎勵機制，致力於實現利益最大化，得到了員工和社會的認可。本年度，本公司有1宗因僱傭問題的訴訟案件。

5.1 守護員工權益

員工是本公司重要的財產，我們力求保障員工的權益。為此，本公司嚴格遵守《中華人民共和國勞動法》、《勞動者權益保護法》、《中華人民共和國勞動合同法》等法律法規，並制定了《員工手冊》、《公司招聘制度》、《瑞誠離職管理制度》等內部政策，規範員工入職離職、日常工作、學習晉升和員工福利等方面，保障員工權益、機會平等和反歧視。同時，我們為員工提供多樣的培訓和交流機會，鼓勵員工重新定位，促進員工多方面發展。

本公司致力於營造一個多元共融的工作環境，我們在招聘流程、考核和薪資體系及考察考評流程中，禁止因員工的性別、民族、年齡、宗教、婚姻狀況、文化背景不同而區別對待，確保所有員工機會均等，防止職場歧視和職場性騷擾的發生。

本公司嚴格遵守保護勞動者權益相關法律法規，我們堅決依法依規透過人力資源部開展招聘活動，我們仔細審核員工信息如身份證、學歷證明、前公司的工作證明，以確保員工身份真實有效，杜絕違規僱傭如使用童工和強制勞工等現象。此外，若發現違規勞工僱傭情況，我們將立即報備相關行政部門並辦理登記以作內部記錄。本年度，本公司未發生童工或強制勞工案件。

截至2021年12月31日，本公司員工總數約36人，女性員工佔23人及男性員工佔13人。



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Adhering strictly to the Company Recruitment System and Ruicheng Resignation Management System, the Company performs employees' employment and dismissal in accordance with the stipulated processes, and follows strict approval to safeguard the rights and interests of employees. As of 31 December 2021, employee turnover rate¹ of the Company was 33.33%, of which the annual turnover rate of male and female employees was 31.58% and 34.29%, respectively.

5.2 Safeguarding Employees' Safety And Health

Protection of employees' safety and health is an integral part of the Company. We have installed relevant safety system in compliance with relevant laws and regulations such as the Regulation on Work-Related Injury Insurances (《工傷保險條例》) and the Prevention and the Control of Occupational Diseases Law of the People's Republic of China (《中華人民共和國職業病防治法》), providing employees with five social insurance and one housing fund and regular medical check-ups. The Company has in place necessary fire and medical facilities in office area, conducting regular safety hazard checks. In response to emergencies such as fire, electric shock and earthquake, we have set up relevant safety codes, guidelines and procedures for employees' perusal. It is our expectation that employees are able to work in a safe environment under the safety policies.

In the past three years (including the Year), there was none potential risks of occupational diseases as mentioned, major health and safety accidents, and work-related fatalities happening in the Company. During the Year, there was none working days lost due to work-related injuries in the Company.

5.3 Caring for Employees' Development

The Company fully cares about training and development of employees and has developed a comprehensive training and promotion system as well as fair and just performance management methods, striving for exploring work potential of employees and assisting employees in skills and qualities enhancement in order to satisfy the requirements of talent development in the society.

本公司嚴格依照《公司招聘制度》和《瑞誠離職管理制度》，按規定流程對員工進行聘用和解聘，堅持嚴格審批，維護員工權益。截至2021年12月31日，本公司員工流失比率¹為33.33%，其中男員工年度流失比率為31.58%，女員工年度流失比率為34.29%。

5.2 保障員工安全與健康

員工安全與健康保障是本公司至關重要的一環，我們設有相關安全制度，遵從《工傷保險條例》和《中華人民共和國職業病防治法》等相關法律法規，為員工提供五險一金津貼及定期體檢服務。本公司在辦公室區域配置必要的消防、醫療設施，進行定期的安全隱患進行排查。針對突發事故如火災、觸電及地震等，我們設有相關的安全守則、指引及程序供員工閱讀。透過這些安全政策，我們期望能讓員工在一個安全環境下工作。

過去三個年度(包括本年度)，本公司沒有出現所提及的職業病潛在風險，未發生重大健康、安全事故，無發生工作相關的死亡事故。本年度，本公司無因工傷導致損失工作日。

5.3 關懷員工發展

本公司重視員工的發展及培養，並制定了完善的培訓、晉升體系以及公平公正的績效管理辦法，致力發掘員工的工作潛能，協助員工自身的技能和素養提升，從而滿足社會對人才發展的需求。

¹ Employee turnover rate = number of employees lost ÷ (number of employees lost + number of employees at the end of the year) × 100%

¹ 員工流失率 = 流失僱員人數 ÷ (流失僱員人數 + 年終僱員人數) × 100%



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Employees' training of the Company is categorized into three types: induction training, pre-job training and on-the-job training. Employees will receive trainings corresponding to different stages of jobs and needs. It is the expectation of the Company that with trainings, new employees will be able to quickly understand situation of the Company, familiarize themselves with the working environment and their responsibilities upon joining the Company; and in the course of work, employees will also be acquainted with aspects on broadening their horizons and exposures to more advanced management elements, operational models, advanced ideas and industry knowledge. The Company also conducts team building training regularly to strengthen team spirit and quality of individual decisiveness of staff through wilderness survival and special training camp activities. In order to assist employees in keeping abreast of the latest information in the industry and understanding on the latest policy status, we regularly hold media promotion meetings, online media trainings, departmental training meetings and new product presentations, new policy interpretation meetings, etc., facilitating career development of employees.

6. CONTRIBUTIONS TO THE COMMUNITY

During the Year, the Company had made adjustments to its business and structure in a timely and appropriate manner in proactive response to the impact of COVID-19 pandemic. In addition, we have adhered to the concept of sustainable development, actively undertaking various social responsibilities and complying with various ESG requirements of the Stock Exchange. It is the expectation of the Company that in the future, the Company will not only stand on continuous recovery and expansion of its various businesses, but also fulfills of its commitment to sustainable development and social responsibility, focusing on the rights and interests of stakeholders.

In order to continuously materialising the concept of sustainable development, the Company has taken three major directions: strengthening on ESG efforts, enhancing communication with various stakeholders and shouldering continuous responsibility on environmental and social levels, respectively. We aim at establishing a more efficient operational system and mechanism to safeguard legal and compliance operations of the Company, and making greater contributions to social welfare in promotion of common development and benefits sharing by means of exploring effective use of resources, enhancing participation of the Board in decision-making on sustainable development matters, continuously optimizing employees' welfare, trainings and diversity, improving communication mechanisms with stakeholders, and subdividing and improving the work and allocation of authority and responsibility of ESG management.

本公司的員工培訓可分為三大類別包括入職培訓、崗前培訓以及在職培訓。員工會按照不同的工作階段及需要接受相應的培訓。本公司期望透過培訓，員工能夠於新入職後迅速瞭解公司情況、熟悉工作環境及其職責內容。而他們從工作過程中能拓展視野，能夠接觸更多先進管理元素、操作模式、先進思想以及行業知識等方面內容。本公司亦定期舉行團隊建設培訓，透過野外生存及特訓營的活動鍛煉員工的團隊精神及個人意志品質。為了幫助員工及時掌握行業最新信息，瞭解最新政策情況，我們定期舉行媒體推介會、互聯網媒體培訓、部門培訓會和新產品宣講會、新政策解讀會等，以有利員工未來的事業發展。

6. 貢獻社區

本年度，本公司適時適度地調整公司業務和結構，以繼續積極應對新冠肺炎疫情的衝擊。此外，我們堅持可持續發展理念，積極承擔各項社會責任，並符合聯交所各項對ESG的要求。本公司期望在未來不僅使本公司各項業務持續恢復和拓展，而且履行可持續發展和社會責任的承諾，關注利益相關方權益。

為了繼續實現可持續發展的理念，本公司設有三大方向，分別是強化ESG工作、加強與各利益相關方之間的交流及繼續承擔環境層面和社會層面的責任。我們透過探索更有效地使用資源；提升董事會在可持續發展事項中決策的參與度；持續優化員工福利、員工培訓及員工多元化等方面；改善與利益相關方溝通機制；細分及完善ESG管理的工作和權責分配，以建立更高效的運作體系和機制，保障公司合法合規營運，為社會公益做出更大的貢獻，推動共同發展，利益共享。



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APPENDIX I: SUSTAINABILITY DATA SUMMARY

附錄一：可持續發展數據摘要

The following is a data summary of the Year on sustainable development in the environmental scope:

以下是本年度的環境範疇可持續發展資料摘要：

The Environmental Scope	環境範疇	Unit	單位	2021 quantitative values 2021年度量化值
Air Emissions	空氣排放物			
NO _x	氮氧化物(NO _x)	Kg	千克	138.52
SO _x	硫氧化物(SO _x)	Kg	千克	0.08
PM	顆粒物(PM)	Kg	千克	12.89
Greenhouse Gas Emissions	溫室氣體排放量			
Greenhouse gas emissions from direct sources (Scope 1)	直接溫室氣體排放(範圍1)	Tonnes CO ₂ equivalent	公噸二氧化碳當量	14.12
Greenhouse gas emissions from indirect sources (Scope 2)	間接溫室氣體排放(範圍2)	Tonnes CO ₂ equivalent	公噸二氧化碳當量	38.15
Total greenhouse gas emissions (Scope 1 & 2)	溫室氣體排放總量(範圍1及2)	Tonnes CO ₂ equivalent	公噸二氧化碳當量	52.27
Greenhouse gas emission per \$million operating income (Scope 1&2)	百萬元營業收入溫室氣體排放量(範圍1及2)	Tonnes CO ₂ equivalent/\$million	公噸二氧化碳當量/百萬元	0.10
Waste Generation	廢棄物產生量			
Total non-hazardous waste generation	無害廢棄物產生總量	Tonnes	公噸	7.92
Total non-hazardous waste generation per \$million operating income	百萬元營業收入無害廢棄物產生量	Kg/\$million	千克/百萬元	14.54
Paper Consumption	紙張用量			
Paper consumption	紙張用量	Kg	千克	48.13
Paper consumption per \$million operating income	百萬元營業收入紙張用量	Kg/\$million	千克/百萬元	0.09
Energy Consumption	能源消耗			
Total electricity consumption	總耗電量	KWH	千瓦時	62,538.19
Electricity consumption per \$million operating income	百萬元營業收入耗電量	KWH/\$million	千瓦時/百萬元	114.84
Gasoline consumption	汽油	Litres	公升	5,217.66
Total energy consumption	總能源耗用量	KWH	千瓦時	110,581.43
Total energy consumption per capita	人均總能源耗用量	KWH/\$million	千瓦時/百萬元	203.07
Water Consumption	水資源消耗			
Total water consumption	總耗水量	m ³	立方米	90.00
Water consumption per \$million operating income	百萬元營業收入耗水量	m ³ /\$million	立方米/百萬元	0.17



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The following is a data summary of the Year on sustainable development in social scope:

以下是本年度本公司的社會範疇可持續發展資料摘要：

Social Scope	社會範疇	Unit	單位	2021 quantitative values 2021年度量化值
Total employees²	員工人數²			
Total employees	員工總數	Number of employee	人數	36
Number of employees by gender	按性別劃分的員工人數			
Female	女性	Number of employee	人數	23
Male	男性	Number of employee	人數	13
Number of employees by category	按僱員類型劃分的員工人數			
Junior staff	初級員工	Number of employee	人數	20
Middle management	中級管理層	Number of employee	人數	11
Senior management	高級管理層	Number of employee	人數	5
Number of employees by age	按年齡組別劃分的員工人數			
Below 31	31歲以下	Number of employee	人數	3
31-40	31-40歲	Number of employee	人數	19
Above 40	40歲以上	Number of employee	人數	14
Number of employees by geographical region	按地區劃分的員工人數			
Beijing	北京	Number of employee	人數	31
Shanghai	上海	Number of employee	人數	4
Xizang	西藏	Number of employee	人數	1
Employee Turnover Rate²	員工流失比率²			
Total employee turnover Rate	員工總流失率	%	%	33.33
Employee turnover rate by gender	按性別劃分的員工流失比率			
Female	女性	%	%	34.29
Male	男性	%	%	31.58
Employee turnover rate by age	按年齡組別劃分的員工流失比率			
Below 31	31歲以下	%	%	50.00
31-40	31-40歲	%	%	32.14
Above 40	41歲以上	%	%	30.00
Employee turnover rate by geographical region	按地區劃分的員工流失比率			
Beijing	北京	%	%	29.54
Shanghai	上海	%	%	55.56
Xizang	西藏	%	%	0
Occupational Health and Safety	職業健康與安全			
Number of work-related fatalities (Year 2019, 2020 and 2021)	因工死亡人數(2019年度、 2020年度及2021年度)	Number of employee	人數	0
Rate of work-related fatalities (Year 2019, 2020 and 2021)	因工死亡比率(2019年度、 2020年度及2021年度)	%	%	0
Lost days due to work injury	因工傷損失工作日數	Number of day(s)	日數	0
Development and Training	發展與培訓			
Percentage of employees trained by gender	按性別劃分的受訓僱員百分比			
Female	女性	%	%	73.24
Male	男性	%	%	26.76
Percentage of employees trained by category	按僱員類別劃分的受訓僱員百分比			
Junior Staff	初級員工	%	%	47.89
Middle management	中級管理層	%	%	52.11
Senior management	高級管理層	%	%	0
Training hours of employee by age	按性別劃分的受訓僱員平均培訓時數			
Male	男性	Hour	小時	0.31
Female	女性	Hour	小時	0.64
Training hours of employee by category	按僱員類別劃分的受訓僱員平均培訓時數			
Average number of training hours per junior staff	每個初級員工平均培訓時數	Hour	小時	0.36
Average number of training hours per middle management	每個中級員工平均培訓時數	Hour	小時	0.33
Average number of training hours per senior management	每個高級員工平均培訓時數	Hour	小時	0

² It is referring to the number of employees for the Year ended December 31.

² 此為本年度截止12月31日的員工人數。



Environmental, Social and Governance Report

環境、社會及管治報告

APPENDIX II: THE STOCK EXCHANGE ESG REPORTING GUIDE INDEX

附錄二：聯交所《環境、社會及管治報告指引》索引

Environmental Scope 環境範疇			Relevant Section 相關章節
A1: Emissions	General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	4. Practice of Green Development Concept
	A1.1	The types of emissions and respective emissions data.	Appendix I: Sustainability Data Summary
	A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	4.1 Emissions Reduction Appendix I: Sustainability Data Summary
	A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	The Company is a non-manufacturing enterprise and does not involve any discharges of industrial hazardous waste, and there were no scraps or discards of electronic equipment of the Company during the Year, and no substantial hazardous waste was generated, hence, no disclosure would be made to this provisions.
	A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	4.1 Emissions Reduction Appendix I: Sustainability Data Summary
	A1.5	Description of emissions target(s) set and steps taken to achieve them	4.1 Emissions Reduction
	A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	4.1 Emissions Reduction
A1: 排放物		有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	4. 踐行綠色發展理念
	A1.1	排放物種類及相關排放數據。	附錄一：可持續發展資料摘要
	A1.2	直接(範圍1)及能源間接(範圍2)溫室氣體排放量(以噸計算)及(如適用)、密度(如以每產量單位、每項設施計算)。	4.1 減少排放 附錄一：可持續發展資料摘要
	A1.3	所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	本公司為非製造業企業，不涉及工業有害廢棄物排放，且本公司電子設備在本年度內無報廢、丟棄情況，不產生重大有害廢棄物，故不披露。
	A1.4	所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	4.1 減少排放 附錄一：可持續發展資料摘要
	A1.5	描述所訂立的排放量目標及為達到這些目標所採取的步驟。	4.1 減少排放
	A1.6	描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	4.1 減少排放



Environmental, Social and Governance Report

環境、社會及管治報告

Environmental Scope

環境範疇

Relevant Section

相關章節

Environmental Scope	Relevant Section
A2 : Use of Resources	General Disclosure
A2.1	Policies on the efficient use of resources, including energy, water and other raw materials.
A2.2	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).
A2.3	Water consumption in total and intensity (e.g. per unit of production volume, per facility).
A2.4	Description of energy use efficiency target(s) set and steps taken to achieve them.
A2.5	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.
A2 : 資源使用	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.
A2.1	有效使用資源(包括能源、水及其他原材料)的政策。 按類型劃分的直接及/或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。
A2.2	總耗水量及密度(如以每產量單位、每項設施計算)。
A2.3	描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。
A2.4	描述求取適用水源上可有任何問題, 以及所訂立的用水效益目標及為達到這些目標所採取的步驟。
A2.5	製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。
A3 : The Environment and Natural Resources	General Disclosure
A3.1	Policies on minimising the issuer's significant impacts on the environment and natural resources.
A3 : 環境及天然資源	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.
A4: Climate Change	General Disclosure
A4.1	減低發行人對環境及天然資源造成重大影響的政策。 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。
A4: 氣候變化	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.
B. Social B. 社會	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.
B1 : Employment	General Disclosure
B1.1	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.
B1 : 僱傭	Total workforce by gender, employment type (for example, full- or parttime), age group and geographical region.
B1.1	Employee turnover rate by gender, age group and geographical region.
B1.1	有關薪酬及解雇、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的:(a) 政策; 及(b) 遵守對發行人有重大影響的相關法律及規例的資料。
B1.1	按性別、僱傭類型、年齡組別及地區劃分的僱員總數。
B1.2	按性別、年齡組別及地區劃分的僱員流失比率。



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環境、社會及管治報告

Social Scope 社會範疇			Relevant Section 相關章節
B2 : Health and Safety	General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	5.2 Safeguarding Employees' Safety and Health
	B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	5.2 Safeguarding Employees' Safety and Health Appendix I: Sustainability Data Summary
	B2.2	Lost days due to work injury.	5.2 Safeguarding Employees' Safety and Health Appendix I: Sustainability Data Summary
	B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	5.2 Safeguarding Employees' Safety and Health
B2 : 健康與安全	一般披露	有關提供安全工作環境及保障僱員避免職業性危害的：(a) 政策；及(b) 遵守對發行人有重大影響的相關法律及規例的資料。	5.2 保障員工安全與健康
	B2.1	過去三年(包括匯報年度)每年因工亡故的人數及比率。	5.2 保障員工安全與健康 附錄一：可持續發展資料摘要
	B2.2	因工傷損失工作日數。	5.2 保障員工安全與健康 附錄一：可持續發展資料摘要
	B2.3	描述所採納的職業健康與安全措施，以及相關執行及監察方法。	5.2 保障員工安全與健康
B3 : Development and Training	General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	5.3 Caring for Employees' Development
	B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	5.3 Caring for Employees' Development Appendix I: Sustainability Data Summary
	B3.2	The average training hours completed per employee by gender and employee category.	5.3 Caring for Employees' Development Appendix I: Sustainability Data Summary
	B3.3	Description of training activities.	5.3 Caring for Employees' Development
B3 : 發展及培訓	一般披露	有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	5.3 關懷員工發展
	B3.1	按性別及員工類別(如高級管理層、中級管理層等)劃分的受訓員工百分比。	5.3 關懷員工發展 附錄一：可持續發展資料摘要
	B3.2	按性別及員工類別劃分，每名員工完成受訓的平均時數。	5.3 關懷員工發展 附錄一：可持續發展資料摘要
	B3.3	描述培訓活動。	5.3 關懷員工發展
B4 : Labour Standards	General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	5.1 Protecting Employees' Rights and Interests
	B4.1	Description of measures to review employment practices to avoid child and forced labour.	5.1 Protecting Employees' Rights and Interests
	B4.2	Description of steps taken to eliminate such practices when discovered.	5.1 Protecting Employees' Rights and Interests
	B4.3	Description of policies on preventing child and forced labour.	5.1 Protecting Employees' Rights and Interests
B4 : 勞工準則	一般披露	有關防止童工或強制勞工的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	5.1 守護員工權益
	B4.1	描述檢討招聘慣例的措施以避免童工及強制勞工。	5.1 守護員工權益
	B4.2	描述在發現違規情況時消除有關情況所採取的步驟。	5.1 守護員工權益
	B4.3	描述有關防止童工或強制勞工的政策。	5.1 守護員工權益
B5 : Supply Chain Management	General Disclosure	Policies on managing environmental and social risks of the supply chain.	3.5 Complete Supply Chain Management
	B5.1	Number of suppliers by geographical region.	3.5 Complete Supply Chain Management
	B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	3.5 Complete Supply Chain Management
	B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	3.5 Complete Supply Chain Management
	B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	3.5 Complete Supply Chain Management
	B5.5	Description of practices used to manage environmental and social risks of the supply chain.	3.5 Complete Supply Chain Management
B5 : 供應鏈管理	一般披露	管理供應鏈的環境及社會風險政策。	3.5 完善的供應鏈管理
	B5.1	按地區劃分的供應商數目。	3.5 完善的供應鏈管理
	B5.2	描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法。	3.5 完善的供應鏈管理
	B5.3	描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	3.5 完善的供應鏈管理
	B5.4	描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	3.5 完善的供應鏈管理



Environmental, Social and Governance Report

環境、社會及管治報告

Social Scope 社會範疇			Relevant Section 相關章節	
B6 : Product Responsibility	General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	3.1 High-quality Service 3.3 Customer Privacy and Information Security 3.4 Advertising and Intellectual Property	
	B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	Businesses of the Company do not involve any sales or delivery of products	
	B6.2	Number of products and service related complaints received and how they are dealt with.	3.2 Customer Complaint Handling	
	B6.3	Description of practices relating to observing and protecting intellectual property rights.	3.4 Advertising and Intellectual Property	
	B6.4	Description of quality assurance process and recall procedures.	Businesses of the Company do not involve any sales or delivery of products	
	B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	3.3 Customer Privacy and Information Security	
B6 : 產品責任	一般披露	有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	3.1 高質量的服務 3.3 客戶隱私及信息安全 3.4 廣告宣傳及知識產權	
	B6.1	已售或已運送產品總數中因安全與健康理由而須回收的百分比。	本公司業務不涉及產品出售或運送	
	B6.2	接獲關於產品及服務的投訴數目以及應對方法。	3.2 客戶投訴處理	
	B6.3	描述與維護及保障知識產權有關的慣例。	3.4 廣告宣傳及知識產權	
	B6.4	描述質量檢定過程及產品回收程序。	本公司業務不涉及產品出售或運送	
	B6.5	描述消費者數據保障及私隱政策，以及相關執行及監察方法。	3.3 客戶隱私及信息安全	
B7 : Anti-corruption	General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	2.3 Compliance Operations	
	B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	2.3 Compliance Operations	
	B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	2.3 Compliance Operations	
	B7.3	Description of anti-corruption training provided to directors and staff.	2.3 Compliance Operations	
	B7 : 反貪污	一般披露	有關防止賄賂、勒索、欺詐及洗黑錢的：(a) 政策；及(b) 遵守對發行人有重大影響的相關法律及規例的資料。	2.3 合規運營
	B7.1	於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	2.3 合規運營	
B8 : Community Investment	General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	6. Contributions to the Community	
	B8.1	Focus areas of contribution.	6. Contributions to the Community	
	B8.2	Resources contributed to the focus area.	6. Contributions to the Community	
B8 : 社區投資	一般披露	有關社區參與來瞭解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	6. 貢獻社區	
	B8.1	專注貢獻範疇。	6. 貢獻社區	
	B8.2	在專注範疇所動用資源。	6. 貢獻社區	



Directors' Report

董事會報告

The Board is pleased to present its annual report together with the audited consolidated financial statements of the Group for the Reporting Period.

GLOBAL OFFERING

The Company was incorporated in the Cayman Islands on 15 January 2019 as an exempted company with limited liability under the laws of the Cayman Islands. The Shares were listed on the Main Board of the Stock Exchange on 12 November 2019. Pursuant to the Global Offering, the Company issued 100,000,000 new ordinary shares of the Company on 12 November 2019 with a nominal value of HK\$0.01 each at a price of HK\$1.25 per ordinary share for a total cash consideration of HK\$125,000,000, before deducting professional fees, underwriting commissions and other related listing expenses. The IPO Net Proceed per share is HK\$0.788.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company is an investment holding company. The principal activities of the Group include the provision of the following types of advertising services to our customers (i) TV advertising services; (ii) digital advertising services; (iii) outdoor advertising services; and (iv) other advertising services in the PRC.

A review of the business of the Group during the Reporting Period, including an analysis of the Group's performance during the year using financial key performance indicators and an indication of likely future developments of the Group's business are set out under the sections headed "Chairlady's Statement" and "Management Discussion and Analysis" in this annual report. These discussions form part of this Directors' Report.

PRINCIPAL RISKS AND UNCERTAINTIES

The business operations and results of the Group may be affected by various factors, including but not limited to the risks relating to the Group, our industry, conducting business in the PRC. The Board is aware that the Group is exposed to various risks. Except as disclosed in the Corporate Governance Report to the Group's risk and uncertainties, the other principal risks and uncertainties affected the Group are summarised below:

- (i) The Group has a concentrated customer base and the strong market positions of our major customers may limit our bargaining power when entering into contracts with these major customers;
- (ii) The cash flow of the Group may deteriorate due to material payment delays by our customers which may negatively affect our business, financial position and results of operations;
- (iii) The Group has a concentrated supplier base and any increases in cost of the advertising resources provided by our major suppliers could materially and adversely affect our results of operations, financial position and business prospects;

董事會欣然提呈本集團於報告期的年報及經審核綜合財務報表。

全球發售

本公司於2019年1月15日根據開曼群島法律於開曼群島註冊成立為獲豁免有限責任公司。股份於2019年11月12日於聯交所主板上市。根據全球發售，本公司於2019年11月12日按每股普通股1.25港元的價格發行100,000,000股本公司新普通股，每股面值為0.01港元，總現金代價為125,000,000港元(未扣除專用費用、包銷佣金及其他相關上市開支)。首次公開發售所得款項淨額為每股0.788港元。

主要業務活動及業務回顧

本公司為一間投資控股公司。本集團的主要業務活動為向中國客戶提供以下類型的廣告服務(i)電視廣告服務；(ii)數字廣告服務；(iii)戶外廣告服務；及(iv)其他廣告服務。

本集團於報告期間的業務回顧，包括使用主要財務表現指標分析本集團於年內的表現，以及本集團業務的未來可能發展的指標載列於本年報「主席致辭」及「管理討論與分析」各節。本討論構成本董事會報告的一部分。

主要風險及不明朗因素

本集團的業務營運及業績可能受多項因素影響，包括但不限於有關本集團、我們行業、於中國開展業務的風險。董事會知悉本集團面臨多項風險，除企業管治報告有關本集團風險及不明朗因素之披露外，以下為其他影響本集團的主要風險及不明朗因素概述如下：

- (i) 本集團集中的客戶基礎及主要客戶的強大市場地位或會限制我們與該等主要客戶訂立合約的議價能力；
- (ii) 本集團的現金流狀況可能因客戶嚴重拖欠付款而惡化，從而對我們的業務、財務狀況及經營業績造成負面影響；
- (iii) 本集團的供應商基礎集中，倘我們的主要供應商所提供的廣告資源成本有任何上漲，則可能對我們的經營業績、財務狀況及業務前景造成重大不利影響；



Directors' Report

董事會報告

- (iv) The Group may experience fluctuations in the gross profit margin for our advertising services; and
- (v) The business of the Group may be affected by seasonal fluctuation in demand for our advertising services of customers in different industries.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Company is committed to fulfilling social responsibility, promoting employee benefits and protecting the environment and giving back to community. The Group has implemented environmental protection measures to reduce energy consumption, water consumption and paper consumption.

Details of such are set out under the section headed "Environmental, Social and Governance Report" of this annual report. This discussion forms part of this Directors' Report.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

The Group continues to keep abreast of requirements of the relevant laws and regulation.

The Group had complied with all relevant PRC laws and regulations in all material respects including the Advertising Law of the PRC (《中華人民共和國廣告法》), Interim Measures for the Administration of Internet Advertising (《互聯網廣告管理暫行辦法》) and the Company Laws of PRC (《中華人民共和國公司法》) during the Reporting Period. The Group has obtained all requisite licenses, permits and certificates necessary to conduct the operations in material respects from relevant PRC regulatory authorities.

The Group had also complied with all relevant Hong Kong Laws and regulations in all material respects including the Company Ordinance (Chapter 622 of the Laws of Hong Kong), the Listing Rules and the SFO.

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out under the section headed "Corporate Governance Report" of this annual report.

- (iv) 本集團廣告服務的毛利率可能出現波動；及

- (v) 本集團的業務可能受到不同行業客戶對我們廣告服務需求的季節性波動影響。

環境政策及表現

本集團致力於履行社會責任、促進僱員福利及保護環境及回饋社會。本集團已實施環境保護措施以減少用能、用水及用紙。

有關詳情載列於本年報「環境、社會及管治報告」一節。本討論構成本董事會報告的一部分。

遵守相關法律及法規

本集團不斷更新相關法律及法規的規定。

於報告期內，本集團已遵守所有重大方面的所有相關的中國法例及法規，包括《中華人民共和國廣告法》、《互聯網廣告管理暫行辦法》及《中華人民共和國公司法》。我們已從相關中國監管機構取得各重大方面的所有經營業務所必要牌照、許可證及認證。

本集團亦已遵守所有重大方面的所有相關的香港法例及法規，包括香港法例第622章《公司條例》、上市規則及證券及期貨條例。

企業管治

本公司致力維持高水平的企業管治常規。有關本公司採納的企業管治常規的資料載列於本年報「企業管治報告」一節。



Directors' Report

董事會報告

RELATIONSHIP WITH KEY PARTIES

Relationship with Employees

The remuneration payable to our employees includes salaries and allowance, performance related bonuses and retirement benefits contributions. The salaries of our employees are generally determined by the employees' respective position, qualification, experience and performance. The performance related bonuses are calculated based on our employees' respective position, duration of services and performance of our employees. In order to attract and retain our employees, we assess the remuneration package offered to our employees on an annual basis to determine whether any adjustment to the basic salaries and bonus should be made.

We provide training programmes for all of our employees to enhance our employees' knowledge, skills and capability relevant to the advertising industry. All of our new hires will be provided with an induction programme to familiarise with the Group, followed by on-the-job training based on departmental needs and the development strategies of the Group. We also provide promotion opportunities for capable employees as we have policies and procedures setting out the assessment criteria for promotion.

Group's relationship with our employees is satisfactory in general. Our Directors consider that the management policies, working environment, career prospects and benefits extended to our employees have contributed to a good employee relations and employee retention rate.

For further details regarding employees and staff costs and the emolument policy of the Group, please refer to the sections headed "Directors' Report – Emolument Policy And Long-Term Incentive Schemes".

Relationship with Suppliers

We generally source advertising resources from advertising resources providers and advertising agents. Advertising resources providers (i.e. ultimate advertising resources suppliers) are generally companies possessing advertising resources directly, examples of which include TV stations, owners of websites, search engines, social media platforms, and outdoor platforms. Advertising agents are advertising companies which source advertising resources from the ultimate advertising resources suppliers. As advertising agents may establish strong relationships with the relevant suppliers or possess some specific advertising resources, we engage these advertising agents as our suppliers, which is consistent with the industry practice. The Company's system clarifies the mechanisms for supplier access, level management and exit and strictly abides by implementation. For core business procurement, the Company values the dynamic inspection of its licenses and qualifications to ensure it complies with the relevant requirements and amendments of national policies and regulations.

For further details regarding our major suppliers, please refer to the section headed "Directors' Report – Major Customers and Suppliers".

與主要人士的關係

與僱員的關係

應付僱員的薪酬包括薪資及津貼、表現掛鈎花紅及退休福利供款。僱員的薪資一般由僱員各自的職位、資歷、經驗及表現釐定。表現掛鈎花紅按僱員各自的職位、服務年期及僱員表現計算。為吸引並挽留僱員，我們每年評估提供予僱員的薪酬待遇，以釐定是否應對基本薪資及花紅作出任何調整。

我們向所有僱員提供培訓課程，藉以提升僱員有關廣告行業的知識、技能及能力。所有新僱員將獲提供入職培訓以熟悉本集團，其後根據部門需要及本集團發展策略接受在職培訓。而由於我們已制定政策及程序，列明晉升的評估準則，故我們亦為有能力的僱員提供晉升機會。

本集團與僱員之間的關係整體上令人滿意。董事認為，管理政策、工作環境、職業前景及員工福利有助於建立良好的僱傭關係及挽留員工。

有關本集團僱員及員工成本及薪酬政策的進一步詳情，請參閱「董事會報告－薪酬政策及長期獎勵計劃」兩節。

與供應商的關係

我們一般從廣告資源供應商及廣告代理採購廣告資源。廣告資源供應商(即最終廣告資源供應商)通常為直接處理廣告資源的公司，其包括電視台、網站擁有人、搜索引擎、社交媒體平台及戶外平台。廣告代理為自最終廣告資源供應商獲得廣告資源的廣告公司。由於該等廣告代理與相關供應商可建立強大關係，或持有部分特定廣告資源，我們委聘該等廣告代理作為我們的供應商，與行業慣例一致。本公司製度明確了供應商准入、等級管理、退出等機制，並嚴格遵照執行，針對核心業務採購，本公司重視對其證照和資質的動態核查，確保其符合國家政策法規的相關要求及修訂。

有關我們主要供應商的進一步詳情，請參閱「董事會報告－主要客戶及供應商」一節。



Directors' Report

董事會報告

Relationship with Customers

As an established advertising services provider in the PRC, our major advertiser customers are generally large-scale national enterprises. In order to guarantee the service quality to customers, the Company will organise professionals and third-party teams to monitor the delivery during advertising period and summarise the project after the end of project to improve the service quality to customers.

For further details regarding our major customers, please refer to the section headed "Directors' Report – Major Customers and Suppliers".

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and cost of revenue attributable to the major customers and suppliers respectively during the Reporting Period is as follows:

The largest supplier	最大供應商
Five largest suppliers	五大供應商

The largest customer	最大客戶
Five largest customers	五大客戶

According to the understanding of the Directors, none of the Directors, their close associates or any Shareholders who owned more than 5% of the Company's share capital had any interests in the five largest customers or suppliers at any time during the Reporting Period.

GROUP FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on page 168 of this annual report.

RESULTS AND APPROPRIATIONS

The results of the Group for the Reporting Period and the Group's state of affairs as at that date are set out in the consolidated financial statements in this annual report.

The Company currently does not have any predetermined dividend payout ratio. A decision to declare or pay any dividend and the amount of any dividends depends on a number of factors, including but not limited to our results of operations, financial position, working capital, capital requirements and other factors the Board may deem relevant.

The Company has adopted dividend policy. For details regarding the dividend policy of the Company, please refer to section headed "Director's Report – Dividend Policy".

The Board did not recommend the payment of a final dividend for the year ended 31 December 2021 (2020: Nil).

與客戶的關係

作為於中國的知名廣告營銷商，我們的主要廣告主客戶一般為大型的國營企業。為保證對客戶的服務質量，本公司在廣告播放期間會組織專業人員及第三方團隊對投放情況進行監播，在重點項目結束後對項目情況進行小結，以此提升對客戶的服務質量。

有關我們主要客戶的進一步詳情，請參閱「董事會報告—主要客戶及供應商」一節。

主要客戶及供應商

於報告期間，有關本集團主要客戶及供應商應佔銷售及收益成本的資料如下：

Percentage of the Group's total cost of revenue 佔本集團總收益成本的百分比

27.91%
71.30%

Percentage of the Group's total revenue 佔本集團總收益的百分比

29.13%
77.07%

根據董事所知，於報告期內，概無擁有本公司股本超過5%以上的董事、彼等的緊密聯繫人或任何股東於五大客戶或供應商中擁有任何權益。

本集團財務概要

本集團過去五個財政年度的業績及資產及負債概要載列於本年報第168頁。

業績及分配

本集團於報告期內的業績及本集團於該日的財務狀況載列於本年報的綜合財務報表。

本公司現時並無任何預定派息比率。宣派或派付任何股息的決定及任何股息的金額取決於多項因素，包括但不限於我們的經營業績、財務狀況、營運資金、資金需求及董事會可能認為相關的其他因素。

本公司已採納股息政策。有關我們股息政策的詳情，請參閱「董事會報告—股息政策」一節。

董事會不建議派付截至2021年12月31日止年度的末期股息（2020年：無）。



Directors' Report

董事會報告

SUBSIDIARIES OF THE COMPANY

Particulars of the Company's subsidiaries as at 31 December 2021 are set out in note 33 to the consolidated financial statements.

PROPERTY AND EQUIPMENT

Details of movements in the property and equipment of the Group during the year are set out in note 15 to the consolidated financial statements.

BANK AND OTHER BORROWINGS

Particulars of bank and other borrowings of the Group as at 31 December 2021 are set out in note 24 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the Reporting Period and as at 31 December 2021 are set out in note 25 to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Company during the Reporting Period are set out in note 34 to the consolidated financial statements and in the consolidated statement of changes in equity on page 103 of this annual report.

As at 31 December 2021, The distributable reserves of the Company available for distribution amounted to approximately RMB84,988,000.

CHARITABLE DONATIONS

The Group did not make any charitable donation during the Reporting Period.

DIRECTORS

The Directors who held office during the Reporting Period and up to the date of this annual report are:

Executive Directors

Ms. Wang Xin, Chairlady of the Board
Mr. Feng Xing, Vice Chairman of the Board, General Manager⁽¹⁾
Ms. Li Na
Mr. Leng Xuejun, Vice Chairman of the Board

Independent non-executive Directors

Mr. Li Xue
Mr. How Sze Ming
Mr. Wu Ke

Note:

(1) Mr. Feng Xing resigned as an executive Director, Vice Chairman of the Board and the General Manager with effect from 30 March 2022.

本公司附屬公司

於2021年12月31日，本公司附屬公司的詳情載列於綜合財務報表附註33。

物業及設備

本年度內，本集團物業及設備的變動詳情載列於綜合財務報表附註15。

銀行及其他借款

於2021年12月31日，本集團銀行及其他借款的詳情載列於綜合財務報表附註24。

股本

於報告期內及於2021年12月31日，本公司股本的變動詳情載列於綜合財務報表附註25。

儲備

於報告期內，本公司儲備的變動詳情載列於本年報綜合財務報表附註34及第103頁綜合權益變動表。

截至2021年12月31日，本公司可供分派的可分派儲備約為人民幣84,988,000元。

慈善捐贈

於報告期內，本集團未作出任何慈善捐贈。

董事

於報告期內及直至本年報日期期間任職之董事為：

執行董事

王欣女士，董事會主席
馮興先生，董事會副主席，總經理⁽¹⁾
李娜女士
冷學軍先生，董事會副主席

獨立非執行董事

李雪先生
侯思明先生
吳科先生

附註：

(1) 馮興先生於2022年3月30日辭任執行董事、董事會副主席及總經理。



Directors' Report

董事會報告

In accordance with articles 108 of the Articles of Association, Ms. Li Na, Ms. Wang Xin and Mr. Leng Xuejun will retire at the 2022 AGM, being eligible, will offer themselves for re-election at the 2022 AGM.

Ms. Li Na, Ms. Wang Xin and Mr. Leng Xuejun, are being eligible, will offer themselves for re-election at the 2022 AGM.

DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Company are set out in the section headed "Directors and Senior Management" of this annual report.

CHANGE IN THE INFORMATION OF THE DIRECTORS

Ms. Li Na has resigned as chairlady of the Board and of the Nomination Committee with effect from 14 December 2021. Ms. Wang Xin has been appointed as the chairlady of the Board and of the Nomination Committee with effect from 14 December 2021. For further details, please refer to the Company's announcement dated 14 December 2021.

Mr. Feng Xing has resigned as an executive Director, Vice Chairman of the Board and general manager of the Company with effect from 30 March 2022 due to his decision to devote more time to his other personal commitments.

Save as disclosed above and in the section headed "Directors and Senior Management", during the Reporting Period, there has been no change in the information of the Directors as required to be disclosed pursuant to Rule 13.51B of the Listing Rules.

DIRECTOR'S SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

Each of the executive Directors has entered into a service agreement with the Company on 22 October 2019. The principal particulars of these service contracts are (i) for a term of three years commencing from their respective effective date of appointment; and (ii) are subject to termination in accordance with their respective terms.

Each appointment letters entered into between the Company and Mr. Li Xue and Mr. How Sze Ming (both on the Listing Date) and Mr. Wu Ke (on 1 January 2021), all being the Independent Non-executive Directors, are for a fixed term of three years, which may be terminated in accordance with the terms of the individual appointment letter. Save for the director's fee, none of our Independent Non-executive Directors is expected to receive any other remuneration for holding his office as an Independent Non-executive Director.

Ms. Li Na has resigned as chairlady of the Board and of the Nomination Committee with effect from 14 December 2021. After resignation, the remuneration of Ms. Li Na has been adjusted from HK\$636,000 per year to HK\$144,000 per year.

根據組織章程細則第108條，李娜女士、王欣女士、冷學軍先生將於2022年股東週年大會上退任，並符合資格於2022年股東週年大會上重選連任。

李娜女士、王欣女士及冷學軍先生將符合資格於2022年股東週年大會上重選連任。

董事及高級管理層

本公司董事及高級管理人員的履歷詳情載列於本年報「董事及高級管理人員」一節。

董事資料變動

李娜女士于2021年12月14日起辭任本公司董事會主席及提名委員會主席職位，王欣女士于2021年12月14日起擔任本公司董事會主席及提名委員會主席職位，詳情請參閱本公司日期為2021年12月14日之公告。

由於馮興先生擬投入更多時間於個人事務，彼已辭任本公司執行董事、董事會副主席及本公司總經理，自2022年3月30日起生效。

除上文「董事及高級管理人員」一節所披露者外，於報告期間，並無董事資料變動須根據上市規則第13.51B條予以披露。

董事服務合約及委任函

各執行董事已於2019年10月22日與本公司訂立服務協議。該等服務合約的主要詳情如下：(i)期限為三年，自彼等各自的委任生效日期開始；及(ii)可根據彼等各自的條款而予以終止。

本公司與李雪先生及侯思明先生(均於上市日期)以及吳科先生(於2021年1月1日)(均為獨立非執行董事)訂立的委任函件固定期限為三年，將根據個別委任函件的條款終止。除董事袍金外，概無獨立非執行董事預期將就其擔任獨立非執行董事的職務而收取任何其他酬金。

李娜女士于2021年12月14日辭任本公司董事會主席及提名委員會主席職位，辭任後李娜女士的酬金由每年636,000港元變更至144,000港元。



Directors' Report

董事會報告

Ms. Wang Xin has been appointed as chairlady of the Board and of the Nomination Committee with effect from 14 December 2021. After due appointment, the remuneration of Ms. Wang Xin has been adjusted to HK\$636,000 per year from HK\$144,000 per year.

None of the Directors has entered into, or has proposed to enter into, a service contract with us that is not determinable by the employer within one year without the payment of compensation other than statutory compensation.

INDEPENDENCE OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of its Independent Non-executive Directors, an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all Independent Non-executive Directors are independent in accordance with the guidelines set out in the Listing Rules.

EMOLUMENT POLICY AND LONG-TERM INCENTIVE SCHEMES

To attract and retain employees of the Group, the Group provides competitive remuneration packages to its executive Directors and senior management. These comprise salaries and allowance, performance related bonuses, retirement benefits contributions and long-term incentive plan which includes Share Option Scheme. The remuneration package of executives Directors and senior management is reference to salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group.

The performance related bonuses are calculated based on our employees' respective position, duration of services and performance of our employees. The Group assesses the remuneration package offered to our employees on an annual basis to determine whether any adjustment to the basic salaries and bonus should be made.

The remuneration payable to our employees includes salaries and allowance, performance related bonuses and retirement benefits contributions. The salaries of our employees are generally determined by the employees' respective position, qualification, experience and performance. The performance related bonuses are calculated based on our employees' respective position, duration of services and performance of our employees. In order to attract and retain our employees, we assess the remuneration package offered to our employees on an annual basis to determine whether any adjustment to the basic salaries and bonus should be made.

We provide training programmes for all of our employees to enhance our employees' knowledge, skills and capability relevant to the advertising industry. All of our new hires will be provided with an induction programme to familiarise with the Group, followed by on-the-job training based on departmental needs and the development strategies of the Group. We also provide promotion opportunities for capable employees as we have policies and procedures setting out the assessment criteria for promotion.

王欣女士于2021年12月14日獲委任本公司董事會主席及提名委員會主席職位，獲委任後王欣女士的酬金由每年144,000港元變更至636,000港元。

概無董事與我們訂立或擬訂立任何僱主不可於一年內終止而毋須支付賠償(法定賠償除外)的服務合約。

獨立非執行董事的獨立性

本公司已收到各獨立非執行董事根據上市規則第3.13條就獨立性作出之年度確認，按照上市規則所載的指引，本公司認為所有獨立非執行董事均為獨立。

薪酬政策及長期獎勵計劃

本集團為吸引及挽留優秀人才，為執行董事及高級管理層提供吸引的薪酬組合，包括薪資及津貼、表現掛鉤花紅、退休福利供款及長期獎勵計劃(包括購股權計劃)。執行董事及高級管理層的薪酬組合乃參考可資比較公司所支付的薪酬、時間承擔及責任及本集團其他地區的僱用條件。

表現掛鉤花紅按僱員各自的職位、服務年期及僱員表現計算。我們每年評估提供予僱員的薪酬待遇，以釐定是否應對基本薪資及花紅作出任何調整。

應付僱員的薪酬包括薪資及津貼、表現掛鉤花紅及退休福利供款。僱員的薪資一般由僱員各自的職位、資歷、經驗及表現釐定。表現掛鉤花紅按僱員各自的職位、服務年期及僱員表現計算。為吸引並挽留僱員，我們每年評估提供予僱員的薪酬待遇，以釐定是否應對基本薪資及花紅作出任何調整。

我們向所有僱員提供培訓課程，藉以提升僱員有關廣告行業的知識、技能及能力。所有新僱員將獲提供入職培訓以熟悉本集團，其後根據部門需要及本集團發展策略接受在職培訓。而由於我們已制定政策及程序，列明晉升的評估準則，故我們亦為有能力的僱員提供晉升機會。



Directors' Report

董事會報告

The non-executive Directors' remuneration relates to the time commitment and responsibilities. They receive fees which comprise the following components:

- (i) Directors' fees, which are usually paid annually; and
- (ii) Share options which are rewarded subject to the discretion of the Board.

As at 31 December 2021, the Group employed a total of 36 full-time employees (31 December 2020: 53). Compared with the total number of employees in 2020, the number of employees in 2021 has decreased due to the COVID-19 pandemic.

During the Reporting Period, the relevant staff costs amounted to approximately RMB11,357,000 (2020: approximately RMB13,568,000). For details, please refer to note 10 to the financial statements of this annual report.

RETIREMENT BENEFIT SCHEME

The PRC employees of the Group are members of a state-managed retirement benefit plan operated by the government of the PRC. The PRC subsidiaries of the Company are required to contribute a specified percentage of payroll costs to the retirement benefit plan to fund the employee benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions. No forfeited contribution under this scheme is available to reduce contribution obligation in accordance with the laws and regulations in the PRC.

Particulars of the retirement benefit schemes operated by the Group are set out in note 26 to the financial statements.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Particulars of the remuneration of the Directors and senior management during the Reporting Period are set out in note 11 to the financial statements.

FIVE HIGHEST PAID INDIVIDUALS

Details of the five highest paid individuals of the Group during the Reporting Period are set out in note 12 to the financial statements.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Neither the Directors nor any entity connected with the Directors had a material interest, whether directly or indirectly, in any transactions, arrangements or contracts of significance to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party subsisting during or at the end of the Reporting Period.

非執行董事的薪酬按照投放的時間和承擔的責任釐定，彼等收取的袍金包括：

- (i) 董事袍金，一般是每年發放；及
- (ii) 購股權，由董事會酌情授予。

於2021年12月31日，本集團共僱用36名全職員工(2020年12月31日：53名)。相較於2020年的全體人員數量，由於COVID-19疫情，2021年的人員有所減少。

於報告期內，有關僱員的成本約為人民幣11,357,000元(2020年：約為人民幣13,568,000元)。詳情載於本年報財務報表附註10。

退休福利計劃

本集團中國僱員均為中國政府管理的一項國家管理退休金計劃的成員。本公司中國附屬公司需要以僱員工資成本的規定百分比為退休金計劃供款，作為僱員福利。本集團須就退休福利計劃承擔的唯一責任為提供規定的供款。根據中國法律及法規，該計劃下並無已沒收供款可用於減少供款義務。

本集團管理的退休福利計劃詳情載列於財務報表附註26。

董事與高級管理人員的薪酬

於報告期間，董事及高級管理層的薪酬詳情載列於財務報表附註11。

五名最高薪人士

於報告期間，本集團五名最高薪酬人士的酬金詳情載列於財務報表附註12。

董事於重大交易、安排或合約的權益

於報告期間或於報告期末，董事或與其有關連之實體概無直接或間接於本公司、其控股公司或任何附屬公司或同系附屬公司所簽訂的任何重大交易、安排或合約中擁有重大權益。



Directors' Report

董事會報告

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURE

Save as disclosed in this annual report, at no time during the Reporting Period was the Company, its holding company, fellow subsidiaries or 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, and none of the Directors, or any of their spouse or children under the age of 18, had any right to subscribe for equity or debt securities of the Company or any other body corporate or had exercised any such right.

MANAGEMENT CONTRACTS

Save for service contracts of the Directors, no contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into by the Company or existed during the Reporting Period.

INDEMNITY AND DIRECTORS' LIABILITIES INSURANCE

Pursuant to the Articles of Association and subject to the applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which he/she may incur or sustain by the execution of the duties of his/her office or otherwise in relation thereto. The Company has arranged appropriate insurance covering the potential legal actions against its Directors and Officers. The insurance coverage will be reviewed on an annual basis. For the Reporting Period, no claim has been made against Directors and Officers of the Group.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

Save and except for the interests of our Controlling Shareholders in our Company, during the Reporting Period, neither our Controlling Shareholders nor any of our Directors and their respective close associates (other than members of the Group) has any interest in a business, apart from the business of the Group, which competes or likely compete, either directly or indirectly, with the business of the Group which would require disclosure under Rule 8.10 of the Listing Rules.

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations

As at 31 December 2021, the interests and/or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (as defined in Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise should be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 of the Listing Rules were as follows:

董事購買股份或債券證之權利

除本年報所披露者外，於報告期內任何時間，本公司、其控股公司、同系附屬公司或附屬公司概無訂立任何安排以使董事可藉購買本公司或任何其他法人團體之股份或債權證而獲取利益，且概無董事或其配偶或不滿18歲之子女有權認購本公司或任何其他法人團體之股本或債務證券或已行使有關權利。

管理合約

除董事的服務合約外，本公司於報告期內並無訂立或存續有關管理及經營本公司全部或任何重大部分業務的合約。

彌償條文及董事責任保險

根據組織章程細則及相關法律法規，每名董事於執行職務或相關之任何行為時可能因此蒙受或招致之一切訴訟、成本、支出、虧損、損失及開支，均有權從本公司資產及利潤中獲得彌償以免受損害。本公司已為其董事及高級職員潛在法律行動安排適當的保險。有關保險範圍將每年進行審查。報告期內，本集團董事及高級職員概無面臨任何申索。

董事及控股股東於競爭業務的權益

除控股股東於本公司的權益外，報告期內，除本集團業務外，概無控股股東或任何董事及彼等各自的緊密聯繫人(本集團成員公司除外)與本集團業務構成直接或間接競爭或可能構成直接或間接競爭的業務中擁有需根據上市規則第8.10條須予披露的任何權益。

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債權證之權益及淡倉

於2021年12月31日，本公司的董事及主要行政人員於本公司及其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第352條須存置的登記冊所記錄的權益及／或淡倉，或根據上市規則附錄十所載標準守則須另行知會本公司及聯交所的權益及／或淡倉如下：

Directors' Report

董事會報告

(a) Interests of Directors and Chief Executive of the Company

Name of Directors 董事姓名	Nature of Interest and Capacity 權益性質及身份	Number of Shares ⁽¹⁾ held 所持股份數目 ⁽¹⁾	Shareholding percentage (%) in the Shares 股權概約百分比
Ms. Wang Xin ⁽²⁾ 王欣女士 ⁽²⁾	Interest in a controlled corporation 於受控法團的權益	25,246,606 25,246,606	6.31% 6.31%
Mr. Feng Xing ⁽³⁾ 馮興先生 ⁽³⁾	Interest in a controlled corporation 於受控法團的權益	17,645,329 17,645,329	4.41% 4.41%
Ms. Li Na ⁽⁴⁾ 李娜女士 ⁽⁴⁾	Interest in a controlled corporation 於受控法團的權益	36,761,102 36,761,102	9.19% 9.19%
Mr. Leng Xuejun ⁽⁵⁾ 冷學軍先生 ⁽⁵⁾	Interest in a controlled corporation 於受控法團的權益	14,781,639 14,781,639	3.70% 3.70%

Notes:

- (1) All interests stated are long positions.
- (2) Ms. Wang Xin is interested in 53.38% of Youyi which holds 6.31% of the shareholding in the Company. Ms. Wang Xin is therefore deemed to be interested in the Shares held by Youyi by virtue of the SFO.
- (3) Mr. Feng Xing is interested in approximately 83.33% of the issued share capital of Ruichengdemaio which holds 4.41% of the shareholding in the Company. He is therefore deemed to be interested in the Shares held by Ruichengdemaio by virtue of the SFO.
- (4) Ms. Li Na is interested in the entire issued share capital of Jujia which holds 9.19% of the shareholding in the Company. She is therefore deemed to be interested in the Shares held by Jujia by virtue of the SFO.
- (5) Mr. Leng Xuejun is interested in 52.43% of Jing Gen which holds 3.70% of the shareholding in the Company. Mr. Leng Xuejun is therefore deemed to be interested in the Shares held by Jing Gen by virtue of the SFO.

(a) 本公司董事及主要行政人員的權益

Name of Directors 董事姓名	Nature of Interest and Capacity 權益性質及身份	Number of Shares ⁽¹⁾ held 所持股份數目 ⁽¹⁾	Shareholding percentage (%) in the Shares 股權概約百分比
Ms. Wang Xin ⁽²⁾ 王欣女士 ⁽²⁾	Interest in a controlled corporation 於受控法團的權益	25,246,606 25,246,606	6.31% 6.31%
Mr. Feng Xing ⁽³⁾ 馮興先生 ⁽³⁾	Interest in a controlled corporation 於受控法團的權益	17,645,329 17,645,329	4.41% 4.41%
Ms. Li Na ⁽⁴⁾ 李娜女士 ⁽⁴⁾	Interest in a controlled corporation 於受控法團的權益	36,761,102 36,761,102	9.19% 9.19%
Mr. Leng Xuejun ⁽⁵⁾ 冷學軍先生 ⁽⁵⁾	Interest in a controlled corporation 於受控法團的權益	14,781,639 14,781,639	3.70% 3.70%

附註：

- (1) 所述權益均為好倉。
- (2) 王欣女士於優壹(持有本公司6.31%股權)擁有53.38%的權益。因此，根據證券及期貨條例，王欣女士被視為於優壹持有的股份中擁有權益。
- (3) 馮興先生於瑞誠德茂(持有本公司4.41%股權)的已發行股本中擁有約83.33%權益。因此，根據證券及期貨條例，彼被視為於瑞誠德茂持有的股份中擁有權益。
- (4) 李娜女士於巨佳(持有本公司9.19%股權)的全部已發行股本中擁有權益。因此，根據證券及期貨條例，彼被視為於巨佳持有的股份中擁有權益。
- (5) 冷學軍先生於經互(持有本公司3.70%股權)擁有52.43%的權益。因此，根據證券及期貨條例，冷學軍先生被視為於經互持有的股份中擁有權益。

(b) Interest in the shares of an associated corporation

Name of Director 董事姓名	Name of associate corporation 相聯法團名稱	Nature of interest and capacity 權益性質	Amount of registered capital held (RMB) 所持註冊資本金額 (人民幣元)	Approximate percentage of shareholding 股權概約百分比
Mr. Feng Xing 馮興先生	Beijing Lingyu 北京領育	Beneficial interest 實益權益	70,000 (Long position) 70,000 (好倉)	7% 7%

Save as disclosed above, as at 31 December 2021, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations as defined under Part XV of the SFO which would have to be notified to the Company and the Stock Exchange as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise should be notified to the Company and the Stock Exchange pursuant to the Model Code.

Note:

Mr. Feng Xing has transferred his 7% shareholding in Beijing Lingyu to Beijing Ruicheng Advertising Co., Limited. (北京瑞誠廣告有限公司) in August 2021

(b) 於相聯法團股份的權益

Name of Director 董事姓名	Name of associate corporation 相聯法團名稱	Nature of interest and capacity 權益性質	Amount of registered capital held (RMB) 所持註冊資本金額 (人民幣元)	Approximate percentage of shareholding 股權概約百分比
Mr. Feng Xing 馮興先生	Beijing Lingyu 北京領育	Beneficial interest 實益權益	70,000 (Long position) 70,000 (好倉)	7% 7%

除上文所披露者外，於2021年12月31日，概無董事或本公司主要行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有任何根據證券及期貨條例第352條須登記於由本公司存置的登記冊內的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

附註：

馮興於2021年8月將7%的股權轉讓給北京瑞誠廣告有限公司



Directors' Report

董事會報告

Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares

As at 31 December 2021, so far as is known to the Directors, as recorded in the register required to be kept by the Company under Section 336 of the SFO, the following persons (other than the Directors and the chief executives of the Company) or companies had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange in accordance with Divisions 2 and 3 of Part XV of the SFO:

主要股東於股份及相關股份中之權益及淡倉

於2021年12月31日，就董事所深知，根據本公司按照證券及期貨條例第336條存置的登記冊內所記錄，以下人士（本公司董事或最高行政人員除外）或本公司於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司及聯交所披露的權益或淡倉：

Name of Shareholder	Nature of interest and Capacity	Number of Shares or securities held ⁽¹⁾	Approximate percentage of interest
股東名稱	權益性質及身份	所持股份或證券數量 ⁽¹⁾	佔權益的概約百分比
Yingheng 盈恒	Beneficial owner ² 實益擁有人 ²	161,704,734 (L) 161,704,734 (L)	40.43% 40.43%
Ms. Wang Lei 王蕾女士	Interest in a controlled corporation ² 於受控法團的權益 ²	161,704,734 (L) 161,704,734 (L)	40.43% 40.43%
Jujia 巨佳	Beneficial owner ³ 實益擁有人 ³	36,761,102 (L) 36,761,102 (L)	9.19% 9.19%
Mr. Shi Rui 史銳先生	Interest of spouse ³ 配偶權益 ³	36,761,102 (L) 36,761,102 (L)	9.19% 9.19%
Ruichengtianhe 瑞誠天禾	Beneficial owner 實益擁有人	26,284,188 (L) 26,284,188 (L)	6.57% 6.57%
Youyi 優壹	Beneficial owner ⁴ 實益擁有人 ⁴	25,246,606 (L) 25,246,606 (L)	6.31% 6.31%
Mr. Wei Chunlei 魏春雷先生	Interest of spouse ⁴ 配偶權益 ⁴	25,246,606 (L) 25,246,606 (L)	6.31% 6.31%
Mr. Wang Pingpin 王平頻先生	Interest in controlled corporation ⁵ 於受控法團的權益 ⁵	25,246,606 (L) 25,246,606 (L)	6.31% 6.31%
Ms. Zhang Miao 張淼女士	Interest of spouse ⁵ 配偶權益 ⁵	25,246,606 (L) 25,246,606 (L)	6.31% 6.31%

Notes:

- (1) The letter "L" denotes the person's "long position" (as defined under Part XV of the SFO) in such Shares.
- (2) The Company is held directly by Yingheng as to approximately 40.43% of the total issued share capital. Yingheng is wholly-owned by Ms. Wang Lei. Ms. Wang Lei is deemed, or taken to be interested, in all the Shares held by Yingheng for the purpose of the SFO.
- (3) The Company is held directly by Jujia as to approximately 9.19% of the total issued share capital. Jujia is wholly-owned by Ms. Li Na. Ms. Li Na and her spouse, Mr. Shi Rui are deemed, or taken to be interested, in all the Shares held by Jujia for the purpose of the SFO.
- (4) The Company is held directly by Youyi as to approximately 6.31% of the total issued share capital. Youyi is owned as to approximately 53.38% by Ms. Wang Xin. Ms. Wang Xin and her spouse, Mr. Wei Chunlei are deemed, or taken to be interested, in all the Shares held by Youyi for the purpose of the SFO.
- (5) The Company is held directly by Youyi as to approximately 6.31% of the total issued share capital. Youyi is owned as to approximately 46.62% by Mr. Wang Pingpin. Mr. Wang Pingpin and his spouse, Ms. Zhang Miao are deemed, or taken to be interested, in all the Shares held by Youyi for the purpose of the SFO.

附註：

- (1) [L] 字母表示該人士於該股份中的「好倉」（如證券及期貨條例第 XV 部所定義）。
- (2) 本公司的全部已發行股本由盈恒直接持有約40.43%。盈恒由王蕾女士全資擁有。就證券及期貨條例而言，王蕾女士被視為或當作於盈恒持有的所有股份中擁有權益。
- (3) 本公司已發行股本總數約9.19%由巨佳直接持有。巨佳由李娜女士全資擁有。就證券及期貨條例而言，李娜女士及其配偶史銳先生被認為或視作於巨佳所持有的全部股份中擁有權益。
- (4) 本公司已發行股本總數約6.31%由優壹直接持有。優壹由王欣女士擁有約53.38%。就證券及期貨條例而言，王欣女士及其配偶魏春雷先生被認為或視作於優壹所持有的全部股份中擁有權益。
- (5) 本公司已發行股本總數約6.31%由優壹直接持有。優壹由王平頻先生擁有約46.62%。就證券及期貨條例而言，王平頻先生及其配偶張淼女士被認為或視作於優壹所持有的全部股份中擁有權益。



Directors' Report

董事會報告

Save as disclosed above, as at 31 December 2021, the Directors was not aware of any other persons (other than the Directors or the chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company which were required to be disclosed to the Company and the Stock Exchange in accordance with Divisions 2 and 3 of Part XV of the SFO, or which were required to be entered in the register kept by the Company under section 336 of the SFO.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES

Neither of the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's securities during the Reporting Period.

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding the Company's securities.

SHARE OPTIONS

The Company has conditionally adopted the share option scheme ("**Share Option Scheme**"), which was adopted by written resolutions passed by its Shareholders on 22 October 2019.

The purpose of the Share Option Scheme is to enable the Group to grant options to eligible participants ("**Eligible Participants**") (including (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries; (ii) any Directors of the Company or any of its subsidiaries; (iii) any advisers, consultants, suppliers, customers and agents to the Company or any of its subsidiaries and (iv) such other persons, who, in the sole opinion of the Board, will contribute or have contributed to the Group) an opportunity to have a personal stake in the Company with the view to achieving the following objectives:

- (i) motivating the Eligible Participants to optimise their performance efficiency for the benefit of the Group; and
- (ii) attracting and retaining or otherwise maintaining on-going business relationships with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group.

除上文所披露者外，於2021年12月31日，董事並不知悉任何其他人士（本公司董事或主要行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露的權益或淡倉，或根據證券及期貨條例第336條須記錄於由本公司存置的登記冊內。

購買、出售或贖回本公司股份

本公司或其任何附屬公司於報告期間概無購買、出售或贖回本公司任何證券。

稅務減免

董事並不知悉任何因股東持有本公司證券而享有的稅務減免。

購股權

本公司已有條件採納購股權計劃（「**購股權計劃**」），該計劃於2019年10月22日經其股東通過書面決議案批准。

購股權計劃旨在使本集團可向合資格參與者（「**合資格參與者**」）（包括(i)本公司或其任何附屬公司之任何全職或兼職僱員、行政人員或高級職員；(ii)本公司或其任何附屬公司之董事；(iii)本公司或其任何附屬公司之任何顧問、諮詢人士、供應商、客戶及代理；及(iv)由董事會全權決定將對或已對本集團作出貢獻之任何其他人士）提供於本公司擁有個人權益的機會，以達致下列目標：

- (i) 鼓勵合資格參與者為著本集團的利益，提升工作效率；及
- (ii) 吸引及挽留合資格參與者或與合資格參與者保持業務持續關係，而該等合資格參與者的貢獻乃對或將對本集團的長遠發展有利。

Directors' Report

董事會報告

The terms of the Share Option Scheme are in compliance with the provisions of Chapter 17 of the Listing Rules. Details of the principal terms of the Share Option Scheme are set out below. The Directors may, at its absolute discretion, make an offer to grant options to any employee of the Group, any non-executive Directors (including Independent Non-executive Directors), any suppliers, any customers, any adviser or any participants who shall be determined by the Directors from time to time on the basis that the Directors' opinion as to his contribution to the development and growth of the Group. The maximum number of ordinary shares which may be issued upon exercise of all options to be granted under the Share Option Scheme or any other share option schemes adopted by the Company shall not exceed 10% of the Shares in issue upon the Listing (the Company may refresh this 10% limit under certain conditions) or 30% of the Shares in issue from time to time where there are options to be granted and yet to be exercised. As no offer for grant of share options has ever been made under the scheme, the total number of Shares underlying the share options available for grant is 40,000,000 Shares, representing approximately 10% of the total number of issued shares as at the date of this annual report. As there are no options granted under the scheme and hence there are no outstanding options under the scheme, the total number of Shares available for issued under the scheme is zero. The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company (including exercised, cancelled and outstanding options) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue as at the date of grant. Any further grant of options which would result in the number of ordinary shares exceeding 1% requires a Shareholder's approval with the relevant participant and his/her close associates (as defined in the Listing Rules) (or his/her associates if the Eligible Participant is a connected person) abstaining from voting. The offer of a grant of share options may be accepted within 21 days from the date the offer together with the consideration of HK\$1 by the grantee. The minimum period for which an option must be held before it can be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than ten years after it has been granted. All outstanding options shall lapse, among other circumstances, when the grantee ceases to be a participant of the Share Option Scheme by reason of the termination of his/her employment/death. No option may be granted more than 10 years after the date of approval of the Share Option Scheme by the Shareholders of the Company (the "Adoption Date"). Subject to earlier termination by the Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of 10 years from the Adoption Date.

購股權計劃的條款符合上市規則第17章的條文。購股權計劃的主要條款詳情載列如下。董事會可酌情決定向本集團任何僱員、任何非執行董事(包括獨立非執行董事)、任何供應商、任何客戶、任何顧問或董事不時釐定的任何參與者作出授出購股權的要約，惟董事認為彼等對本集團的發展及增長作出貢獻。因行使根據購股權計劃或任何本公司所採納的其他購股權計劃將予授出全部購股權而可予發行之普通股數目上限，不得超過上市後已發行股份的10% (本公司可在若干條件下更新該10%上限) 或不時購股權可予授出但尚未行使的已發行股份的30%。由於概無根據該計劃授出購股權，可供授出的購股權所涉及的股份總數為40,000,000股股份，佔本年報日期已發行股份總數約10%。由於該計劃並無授出購股權，因此該計劃並無尚未行使的購股權，故該計劃可供發行的股份總數為零。於截至授出日期止任何12個月期間內，按購股權計劃及本公司之任何其他購股權計劃授予各合資格參與者之購股權(包括已行使、已註銷及尚未行使之購股權)獲行使而已發行及可予發行之股份總數，不得超過於授出日期已發行股份的1%。倘進一步授出購股權會導致按上文所述發行的普通股數目超過1%，則須經股東事先批准，而相關參與者及其任何緊密聯繫人(定義見上市規則)(或倘合資格參與者為關連人士，則其聯繫人)不得就此投票。授出購股權的要約，承授人可於要約日期起計21日內接納要約，連同代價為1港元。購股權可獲行使前必須持有之最短期限將由董事會全權決定，惟不得於授出後十年內行使購股權。倘若(其中包括)承授人基於委聘終止/死亡之理由不再為購股權計劃之參與者，所有尚未行使的購股權將告失效。於本公司股東批准購股權計劃之日(「採納日期」)起十年後不得授出購股權。除非經由本公司股東大會或經由董事會提前終止，否則購股權計劃自其獲採納日期起十年內生效及有效。



Directors' Report

董事會報告

The exercise price a Share in respect of any particular option granted under the Share Option Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of:

- (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities;
- (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a Share.

As at 31 December 2021, there was no option outstanding, granted, cancelled, exercised or lapsed.

EQUITY-LINKED AGREEMENTS

Other than Share Option Scheme as disclosed above, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during Reporting Period or subsisted at the end of the year.

CONNECTED TRANSACTION

During the Reporting Period, the Group did not enter any connected transactions or continuing connected transactions which should be disclosed pursuant to Chapter 14A of the Listing Rules.

The Directors consider that all the related party transactions disclosed in note 32 to the consolidated financial statements did not fall under the definition of "connected transactions" or "continuing connected transactions" (as the case may be) under Chapter 14A of the Listing Rules which are required to comply with any of the reporting, annual review, announcement, or independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The Company confirmed that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules during the Reporting Period.

MATERIAL LITIGATION AND ARBITRATION

As at the date of this report, there was no material outstanding or pending litigation and arbitration for the Group.

根據購股權計劃授出任何特定購股權所涉及股份之行使價須由董事會全權決定，惟該價格將不低於下列最高者：

- (i) 股份於購股權授出日期(須為聯交所可供進行證券交易之日)載於聯交所每日報價表之收市價；
- (ii) 緊接購股權授出日期前五個營業日股份載於聯交所每日報價表之平均收市價；及
- (iii) 股份面值。

於2021年12月31日，概無尚未行使、已授出、已註銷、已行使或失效的購股權。

權益相關協議

除上述所披露的購股權計劃外，本公司概無於報告期內訂立或已訂立任何截至年末仍存續的權益相關協議，而將會或可能導致本公司發行股份，或可要求本公司訂立任何將會或可能導致本公司發行股份的協議。

關連交易

於報告期內，本集團並無訂立任何須根據上市規則第14A章予以披露的關連交易或持續關連交易。

董事認為，綜合財務報表附註32披露之所有關聯方交易並不屬於上市規則第14A章下「關連交易」或「持續關連交易」(視情況而定)之定義，毋須遵守上市規則第14A章項下任何申報、年度審核、公告或獨立股東批准之規定。本公司確認其於報告期內已遵守上市規則第14A章之披露規定。

重大訴訟及仲裁

於本報告日期，本集團並無任何未決或待決重大訴訟及仲裁。



Directors' Report

董事會報告

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, the Company has maintained the minimum public float of 25% as required under the Listing Rules during the Reporting Period.

PRE-EMPTIVE RIGHTS

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

SUBSEQUENT EVENTS AFTER THE REPORTING PERIOD

There were no major subsequent events since the year end date and up to the date of this annual report.

ANNUAL GENERAL MEETING

The AGM of the Company will be held on Monday, 6 June 2022. The notice of AGM will be sent to Shareholders in due course.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed for the following periods:

For the purpose of determining shareholders who are entitled to attend and vote at the AGM to be held on Monday, 6 June 2022, the register of members of the Company will be closed from Monday, 23 May 2022 to Friday, 27 May 2022, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Friday, 20 May 2022.

充足的公眾持股量

根據本公司所得的公開資料及據董事所深知，本公司於報告期間一直維持上市規則所規定的最低公眾持股量25%。

優先認購權

細則或開曼群島法律概無載列優先認購權條文，使本公司須按比例向現有股東發售新股份。

報告期後事件

自年結日起至本年報日期，並無重大報告期後事項。

股東週年大會

本公司的股東週年大會將於2022年6月6日(星期一)舉行。股東週年大會通告將於適當時候寄發予股東。

暫停辦理股份過戶登記

本公司將於以下期間暫停辦理股份過戶登記：

為確定有權出席將於2022年6月6日(星期一)舉行之股東週年大會並於會上投票之股東身分，本公司將自2022年5月23日(星期一)至2022年5月27日(星期五)(包括首尾兩日)暫停辦理股份過戶登記手續，該期間內，概不辦理任何股份過戶手續。為符合資格出席股東週年大會並於會上投票，所有股份過戶文件連同相關股票須不遲於2022年5月20日(星期五)下午四時三十分送交本公司的香港股份過戶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)以辦理登記手續。



Directors' Report

董事會報告

AUDITOR

Deloitte Touche Tohmatsu resigned as the auditor of the Company with effect from 26 November 2020. SHINEWING (HK) CPA Limited had been appointed as the new auditor of the Company with effect from 26 November 2020 to fill the casual vacancy until the conclusion of the next annual general meeting. For details, please refer to the announcement of the Company dated 26 November 2020.

SHINEWING (HK) CPA Limited has audited the attached financial statements, which were prepared pursuant to International Financial Reporting Standards. SHINEWING (HK) CPA Limited shall retire in the forthcoming annual general meeting and, being eligible, will offer themselves for re-appointment. A resolution for the re-appointment of SHINEWING (HK) CPA Limited as the auditor of the Company will be proposed at the forthcoming annual general meeting of the Company and to authorize the Board to fix their remuneration.

AUDIT COMMITTEE

The annual results for the year have been reviewed by the Audit Committee of the Company, which is of the opinion that the preparation of such financial information complies with the applicable accounting standards, the requirements under the Listing Rules and any other applicable legal requirements, and that adequate disclosures have been made.

By Order of the Board

Ruicheng (China) Media Group Limited

Wang Xin

Chairlady

30 March 2022

核數師

德勤•關黃陳方會計師行已辭任本公司核數師，自2020年11月26日起生效。信永中和(香港)會計師事務所有限公司已獲委任為本公司新核數師，自2020年11月26日起生效，以填補空缺直至下一屆股東週年大會結束。有關詳情，請參閱本公司日期為2020年11月26日的公告。

信永中和(香港)會計師事務所有限公司已審核隨附財務報表，有關財務報表乃根據國際財務報告準則編製。信永中和(香港)會計師事務所有限公司將於應屆股東週年大會退任，並合資格及願意重獲聘任。重新聘任信永中和(香港)會計師事務所有限公司為本公司核數師之決議案將於本公司應屆股東週年大會上提呈，並授權董事會釐定其之薪酬。

審核委員會

本公司審核委員會已審閱本年度的年度業績，認為該等財務資料的編製符合適用會計準則、上市規則的規定及任何其他適用法律規定，並已作出充分披露。

承董事會命

瑞誠(中國)傳媒集團有限公司

王欣

主席

2022年3月30日



Independent Auditors' Report

獨立核數師報告



SHINEWING (HK) CPA Limited
43/F., Lee Garden One, 33 Hysan Avenue
Causeway Bay, Hong Kong

信永中和(香港)會計師事務所有限公司
香港銅鑼灣希慎道33號
利園一期43樓

**TO THE SHAREHOLDERS OF
RUICHENG (CHINA) MEDIA GROUP LIMITED**
(incorporated in the Cayman Islands with limited liability)

致瑞誠(中國)傳媒集團有限公司各股東

(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of Ruicheng (China) Media Group Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") set out on pages 100 to 167, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and 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 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") 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 ("HKSAs") issued by the Hong Kong Institute of Certified Public Accountants (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.

意見

吾等已審核載於第100至167頁之瑞誠(中國)傳媒集團有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)之綜合財務報表，此綜合財務報表包括於2021年12月31日之綜合財務狀況表與截至該日止年度之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，以及綜合財務報表附註，包括主要會計政策概要。

吾等認為，綜合財務報表已按照國際會計準則理事會(「國際會計準則理事會」)頒佈之國際財務報告準則(「國際財務報告準則」)真實而公平地反映 貴集團於2021年12月31日之綜合財務狀況以及其截至該日止年度之綜合財務表現及綜合現金流量，並已按照香港公司條例之披露規定妥為編製。

意見基礎

吾等按照香港會計師公會(「香港會計師公會」)頒佈之香港審計準則(「香港審計準則」)執行了審核工作。吾等於該等準則項下之責任於本報告核數師就審核綜合財務報表須承擔之責任一節中詳述。根據香港會計師公會頒佈之職業會計師道德守則(「守則」)，吾等獨立於 貴集團，並已根據守則履行其他職業道德責任。吾等相信，吾等所獲得之審核憑證能充足及適當地為吾等之意見提供基礎。



Independent Auditors' Report

獨立核數師報告

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current year. 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

LOSS ALLOWANCE FOR EXPECTED CREDIT LOSS ("ECL") OF TRADE RECEIVABLES

Refer to note 17 to the consolidated financial statements and the accounting policies on pages 121 to 125.

The key audit matter	How the matter was addressed in our audit
<p>As at 31 December 2021, the carrying amount of trade receivables, net of loss allowance for ECL, was approximately RMB293,612,000 which accounted for approximately 73% of total current assets. Loss allowance for ECL in respect of trade receivables of approximately RMB8,229,000 has been reversed for the year ended 31 December 2021.</p>	<p>Our audit procedures were designed to assess the management estimation on ECL of trade receivables and challenge the reasonableness of the significant judgements and estimates, including use of significant unobservable inputs adopted in the ECL estimation by the management and the independent valuer.</p>
<p>The ECL on trade receivables are estimated by the management using a provision matrix based on the Group's historical credit loss experience, and forward looking information at the end of the reporting period.</p>	<p>We have also assessed the appropriateness of the methodology and reviewed the inputs data used with reference to the latest available general economic data and the repayment record against the Group's historical trends and credit loss experience.</p>
<p>Independent valuer was engaged by the management for the ECL estimations of trade receivables as at 31 December 2021.</p>	
<p>We have identified loss allowance for ECL of the trade receivables as a key audit matter in view of the significance of the carrying amount of trade receivables and the ECL estimation performed by the management and independent valuer involved significant judgements and estimates.</p>	

關鍵審核事項

關鍵審核事項是根據吾等的專業判斷，認為對本年度綜合財務報表之審核最為重要之事項。這些事項是在對綜合財務報表整體進行審核並形成意見的背景下來進行處理的，吾等不對此等事項提供單獨的意見。吾等已將以下事項釐定為關鍵審核事項，以載入本報告內。

貿易應收款項預期信貸虧損（「預期信貸虧損」）的虧損撥備

請參閱綜合財務報表附註17及第121至125頁所載會計政策。

關鍵審核事項	吾等的審核如何對關鍵審核事項進行處理
<p>於2021年12月31日，貿易應收款項賬面值（扣除預期信貸虧損的虧損撥備）約為人民幣293,612,000元，佔流動資產總值約73%。貿易應收款項預期信貸虧損的虧損撥備約人民幣8,229,000元已於截至2021年12月31日止年度確認。</p>	<p>吾等的審核程序旨在評估管理層對貿易應收款項預期信貸虧損之估算及質疑重大判斷及估計的合理性，包括管理層及獨立估值師於預期信貸虧損估算中採用之重大不可觀察輸入數據。</p>
<p>貿易應收款項預期信貸虧損乃由管理層根據貴集團過往信貸虧損經驗及於報告期末之前瞻性資料使用撥備矩陣進行估計。</p>	<p>吾等亦已評估有關方法之適當性，並已參考最新可得之整體經濟數據及相比貴集團過往趨勢及信貸虧損經驗之還款記錄審閱使用之輸入數據。</p>
<p>管理層委聘獨立估值師估算於2021年12月31日之貿易應收款項預期信貸虧損。</p>	
<p>鑒於貿易應收款項賬面值的重要性及管理層及獨立估值師進行的預期信貸虧損估算涉及重大判斷及估計，吾等已將貿易應收款項預期信貸虧損的虧損撥備列為關鍵審核事項。</p>	



Independent Auditors' Report

獨立核數師報告

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than 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 OF THE COMPANY AND AUDIT COMMITTEE 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 IFRSs issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors of the Company 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Audit committee is responsible for overseeing the Group's financial reporting process.

其他資料

貴公司董事須對其他資料負責。其他資料包括刊載於年報內的所有資料，但不包括綜合財務報表及吾等之核數師報告。

吾等對綜合財務報表之意見並不涵蓋其他資料，吾等亦不對該等其他資料發表任何形式之鑒證結論。

結合吾等對綜合財務報表之審核，吾等之責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或吾等在審核過程中所了解之情況存在重大抵觸或者似乎存在重大錯誤陳述之情況。基於吾等已執行之工作，如果吾等認為其他資料存在重大錯誤陳述，吾等需要報告該事實。在這方面，吾等沒有任何報告。

貴公司董事及審核委員會就綜合財務報表須承擔之責任

貴公司董事須負責根據國際會計準則理事會頒佈之國際財務報告準則及香港公司條例之披露規定編製真實而公平之綜合財務報表，並負責其認為為使綜合財務報表之編製不存在由於欺詐或錯誤而導致之重大錯誤陳述所必需之內部控制。

在編製綜合財務報表時，貴公司董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關之事項，以及使用持續經營為會計基礎，除非貴公司董事有意將貴集團清盤或停止經營，或別無其他實際之替代方案。

審核委員會須負責監督貴集團之財務申報流程。



Independent Auditors' Report

獨立核數師報告

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 of the Company.
- Conclude on the appropriateness of the Company's 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.

核數師就審核綜合財務報表須承擔之責任

吾等之目標乃對綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理保證，並發出包括吾等意見之核數師報告，按照吾等協定之委聘條款，僅向閣下(作為整體)作出，除此之外別無其他用途。吾等不會就本報告之內容向任何其他人士負責或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行之審核，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出之經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審核的過程中，吾等運用了專業判斷，保持了專業懷疑態度。吾等亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險，設計及執行審核程序以處理這些風險，以及獲取充足和適當的審核憑證，作為吾等意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述之風險高於未能發現因錯誤而導致的重大錯誤陳述之風險。
- 了解與審核相關之內部控制，以設計適當之審核程序，但目的並非對貴集團內部控制之有效性發表意見。
- 評價貴公司董事所採用會計政策之合適性及所作出會計估計及相關披露之合理性。
- 對貴公司董事採用持續經營會計基礎之恰當性作出結論。根據所獲取之審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中之相關披露。假若有關的披露不足，則吾等應當發表非無保留意見。吾等之結論是基於核數師報告日期止所取得之審核憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表之整體列報方式、結構及內容，包括披露，以及綜合財務報表是否中肯反映相關交易及事項。



Independent Auditors' Report

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

- 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.

We communicate with audit committee 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 audit committee 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, actions taken to eliminate threats or safeguards applied.

From the matters communicated with audit committee, 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.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Lee Shun Ming.

SHINEWING (HK) CPA Limited

Certified Public Accountants

Lee Shun Ming

Practising Certificate Number: P07068

Hong Kong
30 March 2022

核數師就審核綜合財務報表須承擔之責任(續)

- 就貴集團內實體或業務活動的財務資料獲取充足、適當之審核憑證，以便對綜合財務報表發表意見。吾等負責集團審核的方向、監督和執行。吾等為審核意見承擔全部責任。

除其他事項外，吾等與審核委員會溝通了計劃的審核範圍、時間安排、重大審核發現等，包括吾等在審核中識別出內部控制之任何重大缺陷。

吾等還向審核委員會提交聲明，說明吾等已符合有關獨立性之相關職業道德要求，並與他們溝通有可能合理地被認為會影響吾等獨立性的所有關係及其他事項，以及在適用的情況下，為消除威脅而採取的行動或相關的防範措施。

從與審核委員會溝通的事項中，吾等確定哪些事項對本期綜合財務報表之審核最為重要，從而構成關鍵審核事項。吾等在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在吾等報告中通報某事項造成的負面後果超過產生的公眾利益，吾等決定不應在報告中通報該事項。

發出本獨立核數師報告之核數工作合夥人是李順明先生。

信永中和(香港)會計師事務所有限公司

執業會計師

李順明

執業證書編號：P07068

香港
2022年3月30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 2021

截至2021年12月31日止年度

		Notes 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Revenue	收益	5	441,051	446,993
Cost of revenue	收益成本		(423,752)	(406,694)
Gross profit	毛利		17,299	40,299
Other income, gains and losses	其他收入、收益及虧損	6	3,939	10,369
Selling and marketing expenses	銷售及營銷開支		(7,132)	(9,726)
Administrative expenses	行政開支		(8,916)	(14,016)
Finance costs	融資成本	7	(11,872)	(8,519)
Impairment losses reversed (recognised) of financial assets and contract assets	金融資產及合約資產的減值虧損撥回(確認)	8	10,984	(14,031)
Profit before tax	除稅前溢利		4,302	4,376
Income tax expenses	所得稅開支	9	(3,839)	(1,550)
Profit and total comprehensive income for the year	年內溢利及全面收益總額	10	463	2,826
Profit and total comprehensive income attributable to:	應佔溢利及全面收益總額：			
– Owners of the Company	— 本公司擁有人		445	2,844
– Non-controlling interests	— 非控股權益		18	(18)
			463	2,826
EARNINGS PER SHARE	每股盈利	14		
Basic (RMB)	基本(人民幣)		0.11 cents 港仙	0.71 cents港仙
Diluted (RMB)	攤薄(人民幣)		0.11 cents 港仙	0.71 cents港仙



Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2021

於2021年12月31日

		Notes 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property and equipment	物業及設備	15	429	1,814
Intangible assets	無形資產		27	33
Deferred tax assets	遞延稅項資產	16	3,542	6,291
Long-term deposit	長期按金	17	-	152
			3,998	8,290
Current assets	流動資產			
Drama series production in progress	製作中電視劇	18	-	7,100
Trade receivables, prepayments and other receivables	貿易應收款項、預付款項及其他應收款項	17	341,100	343,142
Amounts due from related parties	應收關聯方款項	32	831	300
Contract assets	合約資產	19	23,472	21,079
Loan receivable	應收貸款	20	-	9,726
Short-term bank deposit	短期銀行存款	21	-	16,700
Bank balances and cash	銀行結餘及現金	21	34,865	1,072
			400,268	399,119
Total assets	資產總值		404,266	407,409
Capital and reserves	股本及儲備			
Share capital	股本	25	3,578	3,578
Reserves	儲備		214,066	213,621
Equity attributable to owners of the Company	本公司擁有人應佔權益		217,644	217,199
Non-controlling interests	非控股權益		142	124
Total equity	權益總額		217,786	217,323

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2021

於2021年12月31日

		Notes 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	27	-	307
Other borrowings	其他借款	24	-	50,000
			-	50,307
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	22	39,007	46,260
Tax payables	應付稅項		14,570	15,140
Contract liabilities	合約負債	23	16,612	2,001
Bank and other borrowings	銀行及其他借款	24	115,984	75,511
Lease liabilities	租賃負債	27	307	867
			186,480	139,779
Total liabilities	負債總額		186,480	190,086
Total equity and liabilities	權益及負債總額		404,266	407,409

The consolidated financial statements on pages 100 to 167 were approved and authorised for issue by the board of directors on 30 March 2022 and are signed on its behalf by:

第100至167頁的綜合財務報表已獲董事會於2022年3月30日批准及授權刊發，並由下列董事代表簽署：

Leng, Xuejun
 冷學軍
 Director
 董事

Xin, Wang
 王欣
 Director
 董事



Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2021

截至2021年12月31日止年度

Attributable to owners of the Company

本公司擁有人應佔

		Share capital	Share premium	Merger reserve	Capital reserve	Statutory reserve	Retained profits	Total	Non-controlling interests	Total equity
		實繳資本/ 股本	股份溢價	合併儲備	資本儲備	法定儲備	保留溢利	總計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
				(note (ii)) (附註(ii))	(note (iii)) (附註(iii))	(note (i)) (附註(i))				
At 1 January 2020	於2020年1月1日	3,578	89,940	90,734	(52,481)	8,808	73,776	214,355	142	214,497
Profit (loss) and total comprehensive income (expense) for the year	年內溢利(虧損)及全面收益(開支)總額	-	-	-	-	-	2,844	2,844	(18)	2,826
At 31 December 2020	於2020年12月31日	3,578	89,940	90,734	(52,481)	8,808	76,620	217,199	124	217,323
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	-	-	445	445	18	463
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	-	106	(106)	-	-	-
At 31 December 2021	於2021年12月31日	3,578	89,940	90,734	(52,481)	8,914	76,959	217,644	142	217,786

Notes:

附註:

(i) In accordance with the articles of association of the subsidiaries established in the People's Republic of China (the "PRC") and relevant PRC laws and regulations, these subsidiaries are required to transfer at least 10% of their profit after tax, which is determined in accordance with the PRC accounting rules and regulations, to a statutory reserve (including the general reserve fund and enterprise expansion fund, where appropriate). Transfer to this statutory reserve is subject to the approval of the respective board of directors, and is discretionary when the balance of such fund has reached 50% of the registered capital of the respective company. Statutory reserve can only be used to offset accumulated losses or to increase capital of the relevant subsidiaries.

(i) 根據於中華人民共和國(「中國」)成立的附屬公司的公司章程細則及中國有關法律及規則，該等附屬公司須按中國會計準則及制度，轉撥不少於除稅後溢利的10%作為法定儲備(當中包括一般儲備及企業發展基金，倘適用)。轉撥至該法定儲備需經個別公司董事會的批准，直至該法定儲備餘額已達到個別公司註冊資本的50%時可酌情處理。法定儲備只可用於相關附屬公司抵銷累計虧損或增加資本。

(ii) On 27 March 2019, Qingdao Ruicheng Jiaye Advertising Co., Ltd.* (青島瑞誠嘉業廣告有限公司) ("Qingdao Ruicheng Jiaye") acquired the entire equity interest in Beijing Ruicheng with the consideration of RMB2 million when the then net assets value of Beijing Ruicheng was approximately RMB92,734,000. The difference amount of approximately RMB90,734,000 was credit to merger reserve and the then issued capital of Beijing Ruicheng of RMB80,800,000 was transferred to capital reserve upon the completion of the reorganisation.

(ii) 於2019年3月27日北京瑞誠的資產淨值為人民幣92,734,000元時，青島瑞誠嘉業廣告有限公司(「青島瑞誠嘉業」)以代價人民幣2百萬元收購北京瑞誠全部股權。重組完成後，差額人民幣90,734,000元計入合併儲備而北京瑞誠當時已發行資本人民幣80,800,000元轉撥至資本儲備。

(iii) Capital reserve represents i) the difference between the consideration paid for the acquisition of additional equity interests in subsidiaries and the carrying value of the additional equity interests of the subsidiaries acquired; ii) the difference between the consideration received for the disposal of equity interests in subsidiaries and the carrying value of the disposed equity interests of the subsidiaries; (iii) the difference between capital contribution from an owner of the Group and paid-in capital; (iv) adjustment arising from the Group Reorganisation in note (iii); (v) deemed distribution as part of the Group Reorganisation in note (iv); and (vi) distribution to the former owners of the Group's subsidiary.

(iii) 資本儲備指(i)收購附屬公司額外股權已付代價與已收購附屬公司額外股權賬面值之差額；(ii)出售附屬公司股權已收代價與出售附屬公司股權賬面值之差額；(iii)本集團擁有人出資與實繳資本之差額；(iv)附註(iii)所述本集團重組產生的調整；(v)視作分派(作為附註(iv)所述本集團重組的一部分)；及(vi)分派予本集團附屬公司原擁有人。

* English name is for identification purpose only

* 英文名稱僅供識別。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2021

截至2021年12月31日止年度

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
OPERATING ACTIVITIES	經營活動		
Profit before tax	除稅前溢利	4,302	4,376
Adjustments for:	就以下各項作出調整：		
Amortisation of intangible assets	無形資產攤銷	6	5
Depreciation of property and equipment	物業及設備折舊	1,385	1,434
Interest income	利息收入	(63)	(1,223)
Finance costs	融資成本	11,872	8,519
Write-off of a deposit paid	撇銷已付按金	-	943
Write-off of a property and equipment	撇銷物業及設備	-	267
Government grants	政府補助	(3,157)	(9,726)
Imputed interest income on other receivable	其他應收款項估算利息收入	-	(470)
Impairment losses (reversed) recognised of financial assets and contract assets	金融資產及合約資產的減值虧損(撥回)確認	(10,984)	14,031
Gain on early termination of a lease	提早終止租約的收益	-	(11)
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量	3,361	18,145
Decrease in trade receivables, prepayments and other receivables	貿易應收款項、預付款項及其他應收款項減少	17,186	87,648
Increase in drama series production in progress	製作中電視劇增加	-	(7,100)
Increase in contract assets	合約資產增加	(2,727)	(14,697)
Increase (decrease) in contract liabilities	合約負債增加(減少)	14,611	(391)
Decrease in trade and other payables	貿易及其他應付款項減少	(7,055)	(156,464)
Cash generated from (used in) operations	經營所得(所用)現金	25,376	(72,859)
Interest paid	已付利息	(6,995)	(5,099)
Guarantee fee paid	已付擔保費	(5,065)	(1,880)
Income tax paid	已付所得稅	(1,660)	(10,032)
NET CASH FROM (USED IN) OPERATING ACTIVITIES	經營活動所得(所用)現金淨額	11,656	(89,870)
INVESTING ACTIVITIES	投資活動		
Withdrawal of short-term bank deposit	提取短期銀行存款	16,700	-
Settlement of loan receivable	應收貸款結算	13,000	-
Placement of short-term bank deposit	存入短期銀行存款	-	(16,700)
Advance to related parties	向關聯方墊款	(531)	(30)
Purchases of property and equipment	購買物業及設備	-	(24)
Repayments from related parties	關聯方還款	-	2,549
Interest received	已收利息	63	1,223
Refund of rental deposits	租賃按金退款	152	151
NET CASH FROM (USED IN) INVESTING ACTIVITIES	投資活動所得(所用)現金淨額	29,384	(12,831)
FINANCING ACTIVITIES	融資活動		
New bank and other borrowings raised	籌集的新增銀行及其他借款	65,984	129,511
Receipts from government grants	收取政府補助	3,157	9,726
Repayments of bank and other borrowings	償還銀行及其他借款	(75,511)	(102,349)
Repayment of lease liabilities	償還租賃負債	(867)	(1,029)
Interest paid for lease liabilities	租賃負債已付利息	(10)	(120)
NET CASH (USED IN) FROM FINANCING ACTIVITIES	融資活動(所用)所得現金淨額	(7,247)	35,739
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加(減少)淨額	33,793	(66,962)
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於1月1日的現金及現金等價物	1,072	68,034
CASH AND CASH EQUIVALENTS AT 31 DECEMBER, REPRESENTED BY BANK BALANCES AND CASH	於12月31日的現金及現金等價物，表示為銀行結餘及現金	34,865	1,072



Notes to Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

1. GENERAL INFORMATION AND BASIS OF PREPARATION AND PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS

1.1 General information

Ruicheng (China) Media Group Limited (the “Company”) was incorporated and registered as an exempted company in the Cayman Islands with limited liability under Companies Law of the Cayman Islands, on 15 January 2019 and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 12 November 2019.

The address of the Company’s registered office is 190 Elgin Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands and the principal place of business is 1602, 13/F, Building 7, No. 63 Xidawang Road, Chaoyang District, Beijing, the People’s Republic of China (the “PRC” or “China”).

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of advertising services in the PRC.

The consolidated financial statements of the Group are presented in Renminbi (“RMB”), which is also the functional currency of the Company. The Company and its subsidiaries are hereinafter collectively referred to as the “Group”.

1.2 Basis of preparation and presentation of consolidated financial statements

Going concern

Notwithstanding that the Group has relatively low level of bank balances and cash of approximately RMB34,865,000 compared to bank and other borrowings which is repayable within one year of approximately RMB115,984,000 as at 31 December 2021, the consolidated financial statements have been prepared on a going concern basis as the directors of the Company are satisfied that the liquidity of the Group can be maintained in the coming year as the directors of the Company will continue to take active measures to control costs through various channels including human resources optimisation and also speed up the collection from settlement of trade receivables to improve operating cash flows and its financial position.

1. 一般資料以及綜合財務報表的編製及呈列基準

1.1 一般資料

瑞誠(中國)傳媒集團有限公司(「本公司」)於2019年1月15日根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司及其股份於2019年11月12日在香港聯合交易所有限公司(「聯交所」)主板上市。

本公司註冊辦事處地址為190 Elgin Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands及主要營業地點為中華人民共和國(「中國」)北京市朝陽區西大望路63號院7號樓13層1602室。

本公司為一間投資控股公司，而其附屬公司主要從事於中國提供廣告服務。

本集團綜合財務報表以人民幣(「人民幣」)呈列，而人民幣亦為本公司功能貨幣。於下文本公司及其附屬公司統稱為「本集團」。

1.2 綜合財務報表的編製及呈列基準

持續經營業務

儘管較截至2021年12月31日須於一年內償還的銀行及其他借款約人民幣115,984,000元相比，本集團銀行結餘及現金維持較低水平約人民幣34,865,000元，綜合財務報表已按持續經營基準編製，因本公司董事信納本集團可於來年維持資金流動性，本公司董事將繼續採取積極措施，透過各種渠道控制成本，包括優化人力資源及加快自結清貿易應收款項中收回款項，以改善經營現金流量及其財務狀況。

Notes to Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

1. GENERAL INFORMATION AND BASIS OF PREPARATION AND PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

1.2 Basis of preparation and presentation of consolidated financial statements (Continued)

Going concern (Continued)

The validity of the going concern basis on which the consolidated financial statements are prepared is dependent on the successful and favourable outcomes of the above measures being taken by the directors of the Company and the outcome of these measures as described above. Hence, the directors of the Company are of the view that the Group would be able to generate sufficient funds to meet its financial obligations as and when they fall due in the foreseeable future. Accordingly, the consolidated financial statements have been prepared on a going concern basis and do not include any adjustments relating to the recognition of provisions or the realisation and reclassification of non-current assets and non-current liabilities that may be necessary if the Group is unable to continue as a going concern.

Should the Group fail to achieve the above mentioned plans and measures, it might not be able to continue operating as a going concern, and adjustments would have to be made to restate the values of the assets to their recoverable amounts, to provide for any further liabilities which might arise and to classify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these potential adjustments have not been reflected in the consolidated financial statements.

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS(s)”)

In the current year, the Group has applied, for its first time, the following amendments to International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (the “IASB”) which are effective for the Group’s financial year beginning 1 January 2021:

Amendments to IFRS 16	Covid-19-Related Rent Concessions
Amendments to IFRS 9,	Interest Rate Benchmark Reform –
IAS 39, IFRS 7, IFRS 4	Phase 2
and IFRS 16	

The application of the amendments to IFRSs in the current year has had no material effect on the Group’s financial performance and positions for the current and prior periods and/or on the disclosures set out in these consolidated financial statements.

1. 一般資料以及綜合財務報表的編製及呈列基準 (續)

1.2 綜合財務報表的編製及呈列基準 (續)

持續經營業務 (續)

編製持續經營基準的綜合財務報表之有效性取決於本公司董事所採取措施而獲得的成功及有利結果，以及上述措施的結果。故本公司董事認為本集團將能產生足夠資金並於可預見未來履行到期之財務責任。因此，綜合財務報表已根據持續經營基準編製，並不包括倘本集團未能持續經營而可能須就非流動資產及非流動負債確認撥備或變現及重新分類而作出的任何調整。

倘本集團未能實現上述計劃及措施，其可能無法繼續持續經營，並可能須作出調整，以將資產的價值重列至可收回金額，為任何可能產生之其他負債作出撥備以及將非流動資產及非流動負債分別分類為流動資產及流動負債。該等潛在調整之影響並未反映於綜合財務報表中。

2. 應用新訂及經修訂國際財務報告準則 (「國際財務報告準則」)

於本年度，本集團首次應用由國際會計準則理事會 (「國際會計準則理事會」) 頒佈於2021年1月1日開始的本集團財政年度生效的下列國際財務報告準則 (「國際財務報告準則」) 修訂本：

國際財務報告準則第16號修訂本	COVID-19相關的租金優惠
國際財務報告準則第9號、	利率基準改革一
國際會計準則第39號、	第二期
國際財務報告準則第7號、	
國際財務報告準則第4號及	
國際財務報告準則第16號修訂本	

於本年度應用提述國際財務報告準則概念框架修訂本及國際財務報告準則修訂本並無對本集團於本期間及過往期間的財務表現及狀況及/或該等綜合財務報表所載披露事項產生重大影響。



Notes to Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS(s)”) (CONTINUED)

New and amendments to IFRSs issued but not yet effective

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

IFRS 17	Insurance Contracts and related Amendments ³
Amendments to IFRS 3	Reference to Conceptual Framework ²
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
Amendments to IAS 1	Classification of Liabilities as Current or Non-current ³
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies ³
Amendments to IAS 8	Definition of Accounting Estimates ³
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ³
Amendments to IAS 16	Property, plant and Equipment: Proceeds before Intended Use ²
Amendments to IAS 37	Onerous Contracts – Cost of Fulfilling a Contract ²
Amendments to IFRS 16	COVID-19 Related Rent Concessions beyond 30 June 2021 ¹
Amendment to IFRSs	Annual Improvements to IFRSs 2018 – 2020 cycle ²
Amendment to IFRS 17	Initial Application of IFRS 17 and IFRS 9 – Comparative Information ³

¹ Effective for annual periods beginning on or after 1 April 2021.

² Effective for annual periods beginning on or after 1 January 2022.

³ Effective for annual periods beginning on or after 1 January 2023.

⁴ Effective for annual periods beginning on or after a date to be determined.

The directors of the Company anticipate that the application of the above new and amendments to IFRSs will have no material impact on the results and the financial position of the Group.

2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

已頒佈但尚未生效的新訂及經修訂國際財務報告準則本集團並無提早採納以下已頒佈但尚未生效的新訂及經修訂國際財務報告準則：

國際財務報告準則第17號	保險合約及相關修訂 ³
國際財務報告準則第3號修訂本	提述概念框架 ²
國際財務報告準則第10號及國際會計準則第28號修訂本	投資者與其聯營公司或合營企業之間的資產出售或注資 ²
國際會計準則第1號修訂本	負債的流動或非流動分類 ³
國際會計準則第1號及國際財務報告準則實務聲明第2號修訂本	會計政策的披露 ³
國際會計準則第8號修訂本	會計估計的定義 ³
國際會計準則第12號修訂本	單一交易產生的資產及負債有關的遞延稅項 ³
國際會計準則第16號修訂本	物業、廠房及設備：擬定用途前之所得款項 ³
國際會計準則第37號修訂本	虧損性合約－履行合約之成本 ²
國際財務報告準則第16號修訂本	2021年6月30日後 COVID-19相關的租金優惠 ¹
國際財務報告準則修訂本	對2018年至2020年週期之國際財務報告準則的年度改進 ²
國際財務報告準則第17號修訂本	初步應用國際財務報告準則第17號及國際財務報告準則第9號－比較資料 ³

¹ 於2021年4月1日或之後開始的年度期間生效

² 於2022年1月1日或之後開始的年度期間生效

³ 於2023年1月1日或之後開始的年度期間生效

⁴ 於待定期限或之後開始的年度期間生效

本公司董事預期應用上述新訂及國際財務報告準則修訂本將不會對本集團業績及財務狀況產生重大影響。

Notes to Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with IFRSs issued by the IASB. 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.

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.

Historical cost is generally based on the fair value of the consideration given in exchange for 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 in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price), regardless of whether that price is directly observable or estimated using another valuation technique. 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. Fair value for measurement and/or disclosure purposes in the consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 Share-based Payment, leasing transactions that are accounted for in accordance with IFRS 16 and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 Inventories or value in use in IAS 36 Impairment of Assets.

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.

3. 主要會計政策

綜合財務報表乃根據國際會計準則理事會所頒佈之國際財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則及香港公司條例所規定的適用披露資料。

綜合財務報表按歷史成本基準編製，惟於各報告期末按公允值計量的若干金融工具除外。

歷史成本一般基於就交換服務所付代價的公允值。

公允值是在當前市場狀況(即平倉價)下於計量日期市場參與者於主要(最有利)市場的有秩序交易中出售資產可收取或轉讓負債須支付的價格，而不論該價格是否直接可觀察或可使用其他估值技術估計。若市場參與者於計量日期對資產或負債定價時會考慮資產或負債的特點，則本集團於估計資產或負債的公允值時會考慮該等特點。此等綜合財務報表中作計量及／或披露用途的公允值乃按此基準釐定，惟屬於國際財務報告準則第2號以股份為基礎的付款範圍內的以股份為基礎的付款交易，根據國際財務報告準則第16號入賬的租賃交易以及與公允值有部份相若地方但並非公允值的計量，譬如國際會計準則第2號存貨或國際會計準則第36號資產減值的使用價值除外。

此外，就財務申報而言，公允值計量根據公允值計量的輸入數據可觀察程度及公允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：

- 第一級輸入數據是實體於計量日期可以取得的相同資產或負債於活躍市場的報價(未經調整)；
- 第二級輸入數據是就資產或負債直接或間接地可觀察的輸入數據(第一級內包括的報價除外)；及
- 第三級輸入數據是資產或負債的不可觀察輸入數據。

主要會計政策載列如下。



Notes to Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 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.

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 controls until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income (expense) are attributed to the owners of the Company and the non-controlling interests. Total comprehensive income (expense) 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.

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

3. 主要會計政策(續)

綜合基準

綜合財務報表包括本公司的財務報表以及由本公司及其附屬公司控制的實體的財務報表。本公司在下列情況下取得控制權：

- 具有對投資對象的權力；
- 因參與投資對象業務而承擔可變回報的風險或享有可變回報的權利；及
- 能夠使用其權力以影響其回報。

倘事實及情況顯示上文所列控制權的三項元素的一項或多項有變，則本集團重新評估其是否控制投資對象。

本集團取得對附屬公司之控制權時開始將附屬公司綜合入賬，並於失去對附屬公司之控制權時終止綜合入賬。具體而言，於年內所收購或出售附屬公司之收入及開支於本集團取得控制權之日起計入綜合損益及其他全面收益表，直至本集團不再控制該附屬公司之日為止。

損益及其他全面收益(開支)的各項目歸屬於本公司擁有人及非控股權益。附屬公司的全面收益(開支)總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。

所有集團內公司間的資產及負債、股本、收入、開支以及本集團各成員公司間交易的現金流量於綜合時悉數對銷。

於附屬公司的非控股權益與本集團於當中的權益分開呈列，指賦予持有人權利於清盤時按比例分佔相關附屬公司淨資產的現時所有者權益。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

Revenue is recognised to depict the transfer of promised services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those services. Specifically, the Group uses a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the services underlying the particular performance obligation is transferred to customers.

A performance obligation represents a service that is distinct.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct service.

3. 主要會計政策(續)

收益確認

本集團應確認收益以體現向客戶轉移承諾服務，所按轉移金額能反映實體預期就交換該等服務有權獲得之代價。具體而言，本集團確認收益之五步驟方法如下：

- 第1步：確定與客戶的合約
- 第2步：確定合約內的履約責任
- 第3步：釐定交易價格
- 第4步：將交易價格分攤至合約內的履約責任
- 第5步：當(或因)實體達成履約責任時確認收益。

本集團於(或隨著)完成履約責任時(即與特定履約責任相關之服務之「控制權」轉移予客戶時)確認收益。

履約責任指個別明確服務。

倘符合以下其中一項標準，則控制權隨時間轉移，而收益則參照完全履行相關履約責任之進展情況而隨時間確認：

- 於本集團履約時，客戶同時取得並耗用本集團履約所提供之利益；
- 本集團之履約產生或提升資產，而該項資產於創建或提升時由客戶控制；或
- 本集團之履約並無產生對本集團有替代用途之資產，且本集團對迄今已完成履約之付款具有可強制執行權利。

否則，收益於客戶獲得個別貨品或服務控制權之時間點確認。



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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition (Continued)

Advertising services, including Television (“TV”), online, outdoor and other advertising services, are principal activities from which the Group generated its revenue.

- (i) Revenue from TV advertising services is primarily derived from the placement of advertisements on TV channels or variety shows. Revenue from services rendered is recognised in profit or loss in proportion to the stage of completion of the transaction at the reporting date. The stage of completion is determined by the actual broadcasted TV advertisements and verified by reports issued by an independent third party with relevant qualification and experience, which evidenced the advertisement actually broadcasted.
- (ii) Revenue from online advertising services is primarily derived from the placement of advertisements on platforms such as websites, mobile applications, social media platforms and search engines. The Group utilised a pricing model based on specific terms of the contract which are commonly based on cost per click or cost per mille, which means the cost per 1,000 advertisement impressions regardless of whether the advertisement is being clicked by the viewers. The revenue from online advertising services on cost per click or cost per mille basis is recognised over the service period based on the actual clicks or views of the advertisement and verified by reports issued by an independent third party with relevant qualification and experience, which evidenced the actual clicks or views of the advertisement actually performed.
- (iii) Revenue from outdoor advertising services is primarily derived from the placement of advertisements on outdoor platforms such as LED screens on or in buildings, metros or advertising light boxes in car shelters. The revenue is recognised over the service period based on an advertising schedule confirmed by customers.
- (iv) Revenue from other advertising services are primarily derived from the placement of advertisements on radio channels, newspapers or magazines. The revenue is recognised over the service period based on an advertising schedule confirmed by customers.

A contract asset represents the Group’s right to consideration in exchange for services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9. In contrast, a receivable represents the Group’s unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group’s obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

3. 主要會計政策(續)

收益確認(續)

廣告服務包括電視(「電視」)、數字、戶外及其他廣告服務，均為本集團產生收益的主要業務活動。

- (i) 電視廣告服務收益主要來自於電視頻道或電視節目投放廣告。提供服務所得收益根據報告日期交易的完成階段按比例於損益確認。完成階段按實際已播出的電視廣告釐定，並由具備相關資歷及經驗的獨立第三方發出的報告驗證，已證實廣告已播放。
- (ii) 數字廣告服務收益主要來自於網站、移動應用程式、社交媒體平台及搜索引擎等平台投放廣告。本集團所用定價模式根據通常基於每點擊成本或每千人成本之合約的特定條款而定，每千人成本指每 1,000 次廣告瀏覽的成本，不論該廣告是否由觀看者點擊。基於每點擊成本或每千人成本的數字廣告服務收益於服務期內根據廣告的實際點擊量或觀看次數確認，並由具備相關資歷及經驗的獨立第三方發出報告驗證，證明廣告點擊量或觀看次數已實際執行。
- (iii) 戶外廣告服務收益主要來自於樓宇牆壁內外的 LED 屏幕、地鐵或候車亭廣告燈箱等戶外平台投放廣告。收益按客戶確認的廣告時間表於服務期間內確認。
- (iv) 其他廣告服務收益主要來自於電台頻道、報紙或雜誌投放廣告產生的收益。收益按客戶確認的廣告時間表於服務期間內確認。

合約資產指本集團就其已轉讓予客戶的服務而有權收取的代價(尚未成為無條件)。合約資產根據國際財務報告準則第9號評估減值。相比而言，應收款項指本集團收取代價的無條件權利，即僅隨時間流逝即需支付到期代價。

合約負債指本集團因已向客戶收取代價(或代價已到期)，而須向客戶轉讓服務之責任。

與某一合約相關的合約資產及合約負債按淨額基準入賬及呈列。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the services transferred to the customer to date relative to the remaining services promised under the contract, that best depict the Group's performance in transferring control of services.

Leasing

Definition of a lease

A contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Lease liabilities

At the commencement date, the Group measures lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted by using the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise fixed lease payments (including in-substance fixed payments).

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

3. 主要會計政策(續)

隨時間確認收益：計量完全履行履約責任的進展情況

產出法

完全履行履約責任之進度乃根據產出法計量，即透過直接計量迄今已轉讓予客戶的服務價值，相對合約下承諾提供的餘下服務價值確認收益，該方法最能反映本集團於轉讓服務控制權方面的履約情況。

租賃

租賃的定義

倘合約於一段時間內轉讓已辨識資產的使用控制權以換取代價，則合約屬或含有租賃。

本集團作為承租人

本集團在合約訂立時評估合約是否為租賃或包含租賃。本集團就其作為承租人的所有租賃安排確認使用權資產及相應租賃負債，惟短期租賃(界定為自開始日期起計，租期為12個月或以下的租賃且不包含購買選擇權)及低價值資產租賃除外。就該等租賃而言，本集團於租期內按直線基準確認租賃付款為經營開支，除非以另一系統化基準更能代表消耗租賃資產所產生的經濟利益的時間模式，則作別論。

租賃負債

於租賃開始日期，本集團按該日尚未支付租賃付款的現值計量租賃負債。租賃付款使用租賃所隱含的利率貼現。倘該利率不可輕易釐定，則本集團會採用其增量借款利率。

計入租賃負債計量的租賃付款包括固定租賃付款(包括實質固定付款)。

租賃負債於綜合財務狀況表呈列為獨立項目。

租賃負債透過增加賬面值以反映租賃負債之利息(使用實際利率法)及減少賬面值以反映已付租賃款項而進行其後計量。



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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leasing (Continued)

The Group as lessee (Continued)

Right-of-use assets

The cost of right-of-use asset includes the amount of the initial measurement of the lease liability.

Right-of-use assets are subsequently measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. They are depreciated over the shorter period of lease term and useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Group presents right-of-use assets in “property and equipment”, the same line item within which the corresponding underlying assets would be presented if they were owned.

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

Refundable rental deposits

Refundable rental deposits paid are accounted under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

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 recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges 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 the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

3. 主要會計政策(續)

商譽(續)

本集團作為承租人(續)

使用權資產

使用權資產成本包括租賃負債的初步計量金額。

使用權資產其後按成本減任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。使用權資產於租期及相關資產使用期限的較短期間折舊。折舊於租賃開始日期開始產生。

本集團於「物業及設備」(於假設擁有資產時將呈列相應有關資產的同一項目)內呈列使用權資產。

本集團應用國際會計準則第36號釐定使用權資產是否減值，並就任何已識別減值虧損入賬。

可退還租賃按金

已付可退還租賃按金根據國際財務報告準則第9號入賬，並初步按公允值計量。於首次確認的公允值調整被視為額外租賃付款及計入使用權資產成本。

外幣

在編製各集團實體的財務報表時，以該實體功能貨幣以外的貨幣(外幣)計值的交易乃按交易日期之通用匯率以其功能貨幣(即該實體經營業務之主要經濟環境之貨幣)記錄。於報告期末，以外幣計值的貨幣項目按該日的現行匯率重新換算。以歷史成本計量並以外幣計值的非貨幣項目不會重新換算。

結算貨幣項目以及重新換算貨幣項目產生的匯兌差額於其產生期間在損益確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Retirement benefit costs

Payments to the state-managed retirement benefit schemes are recognised as an expense when employees have rendered services entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another IFRSs requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries) after deducting any amount already paid.

3. 主要會計政策(續)

借款成本

收購、建造或生產合格資產(該等資產需相當長的一段時間才能達到預定用途或銷售)直接應佔之借款成本於其基本上已準備好用於其預期用途或銷售時，才會計入該資產的成本。

所有其他借款成本於其產生期間在損益確認。

政府補助

倘能夠合理保證本集團將會遵守政府補助的附帶條件以及將會得到補助，方會確認政府補助。

政府補助於本集團將擬用作補償的補助相關成本確認為開支的期間有系統地在損益確認。

政府補助為作為對已產生開支或虧損進行補償，或為本集團提供未來不會產生任何相關成本的即時財務援助的應收款項，於成為應收款項期間在損益確認。

退休福利成本

國營退休福利計劃付款，於僱員就提供服務而使其享有供款時確認為開支。

短期僱員福利

短期僱員福利乃於僱員提供服務時，按預期將予支付的福利的未折現金額確認。除非另一項國際財務報告準則要求或准許將福利計入資產成本，否則所有短期僱員福利均確認為開支。

於扣除任何已付金額後就應付僱員的福利(例如工資及薪金)確認負債。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from “profit before tax” as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items 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 bases 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 deferred tax assets and liabilities are not recognised if the temporary difference arises 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, 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 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.

The carrying amount of deferred tax assets is reviewed at the end of each 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 liabilities is settled or the asset is realised, based on tax rate (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.

3. 主要會計政策(續)

稅項

所得稅開支指現時應付稅項及遞延稅項的總和。

現時應付稅項乃按年內應課稅溢利計算。應課稅溢利有別於綜合損益及其他全面收益表所呈報「除稅前溢利」，乃由於不包括在其他年度之應課稅或可扣稅的收入或開支項目，亦不包括永不須課稅或可扣稅的項目。本集團乃按於各報告期末已施行或實際已施行的稅率計算即期稅項負債。

遞延稅項乃就綜合財務報表中資產及負債的賬面值與用於計算應課稅溢利相應稅基的暫時性差額確認。遞延稅項負債一般會就所有應課稅暫時性差額予以確認。遞延稅項資產一般於可能有應課稅溢利可用以抵扣可扣稅暫時性差額時將該等可扣稅暫時性差額予以確認。若暫時性差額乃因初步確認一項既不影響應課稅溢利亦不影響會計溢利的交易中的資產及負債而產生，則不予確認有關遞延稅項資產及負債。此外，倘暫時性差額乃於一項不影響應課稅溢利或會計溢利之交易中初步確認(業務合併之情況下除外)之資產及負債而引致，則不確認遞延稅項負債。

遞延稅項負債乃按於附屬公司之投資而產生的應課稅暫時性差額確認，惟倘本集團可控制暫時性差額之撥回並預期該暫時性差額將不會在可見將來撥回者除外。與該等投資有關的可扣稅暫時性差額所產生的遞延稅項資產僅於可能有足夠應課稅溢利可動用暫時性差額的利益，且預期於可見將來撥回時方會予以確認。

遞延稅項資產的賬面值於各報告期末審閱，倘不再可能有足夠應課稅溢利可用於收回全部或部分資產則會予以扣減。

遞延稅項資產及負債乃按預期於償還負債或變現資產期間適用之稅率計算。所根據的稅率(及稅法)乃於各報告期末已頒佈或實質上已頒佈。

遞延稅項負債及資產的計量反映本集團於各報告期末，預期將要收回或償還其資產及負債的賬面值的方式所引致的稅務後果。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (Continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle current tax liabilities and assets on a net basis.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 Income Taxes requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Current and deferred income tax are recognised in profit or loss.

Property and equipment

Property and equipment including right-of-use assets, leasehold improvements, motor vehicles, and office equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values 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 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 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.

3. 主要會計政策(續)

稅項(續)

當有將即期稅項資產抵銷即期稅項負債的法定強制執行權利時且當彼等與相同稅務機關征收的所得稅有關時，對遞延稅項資產及負債進行抵銷，且本集團擬按淨額結算即期稅項負債及資產。

就計量本集團確認使用權資產及相關租賃負債的租賃交易遞延稅項而言，本集團首先釐定稅項減免是否歸屬於使用權資產或租賃負債。

就租賃交易(其減稅歸屬於租賃負債)而言，本集團對租賃交易整體應用國際會計準則第12號所得稅的規定。使用權資產與租賃負債之暫時差額以淨額估算。由於使用權資產折舊超過租賃負債主要部分的租金，而導致可扣除暫時淨差額。

即期及遞延所得稅於損益確認。

物業及設備

物業及設備包括使用權資產、租賃物業裝修、汽車及辦公設備，乃按成本減隨後之累計折舊及隨後之累計減值虧損(如有)於綜合財務狀況表列賬。

確認的折舊乃以撇銷資產之成本減去其剩餘價值後在估計可使用年期用直線法計算。估計可使用年期、剩餘價值和折舊方法會在各報告期末檢討，並採用未來適用法對估計變更的影響進行核算。

物業及設備項目於出售或預期持續使用資產將不會產生未來經濟利益時終止確認。出售或棄用物業及設備項目所產生的任何損益，乃按出售所得款項與資產賬面值之差額計算，並於損益賬確認。



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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs 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 of the Group comprise computer software and are amortised on a straight line basis over an estimated useful life of 10 years. The useful life of the computer software is estimated based on the expected usage of the computer software and their technological and commercial obsolescence.

Impairment losses on property and equipment (including right-of-use assets) and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its property and equipment (including right-of-use assets) and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss.

The recoverable amount of property and equipment (including right-of-use assets) and intangible assets are estimated individually, when it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In addition, corporate assets are allocated to individual cash generating units when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, the recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

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.

3. 主要會計政策(續)

無形資產

單獨購入的無形資產

單獨購入的可使用年期有限的無形資產按成本減累計攤銷及任何減值虧損列賬。可使用年期有限的無形資產的攤銷於彼等的估計可使用年期內按直線基準確認。估計可使用年期及攤銷方法於各報告期末檢討，且任何估計變動的影響按未來適用基準入賬。

本集團無形資產包含電腦軟件，並於估計可使用年期10年內按直線基準攤銷。電腦軟件的可使用年期根據電腦軟件的預期使用率及技術及商業上的過時而估計。

物業及設備(包括使用權資產)及無形資產的減值虧損

於各報告期末，本集團審閱其具有限使用年期的物業及設備(包括使用權資產)及無形資產的賬面值，以釐定該等資產是否存在減值虧損的跡象。

物業及設備(包括使用權資產)及無形資產的可收回金額均單獨估計，而倘無法單獨估計一項資產的可收回金額，則本集團估計該資產所屬的現金產生單位的可收回金額。

此外，倘能確立合理一致的分配基準，公司資產會獲分配至個別現金產生單位，否則會按可識別的合理且一致的分配基準分配至最小的現金產生單位組別。本集團會評估是否有跡象表明公司資產已出現減值。倘存在有關跡象，釐定公司資產所屬的現金產生單位或現金產生單位組別的可收回金額，並與有關現金產生單位或現金產生單位組別的賬面值比較。

可收回金額為公允值減出售成本與使用價值中的較高者。評估使用價值時，估計未來現金流使用反映當時市場對貨幣時間價值及資產(或現金產生單位)之特定風險評估的稅前貼現率折合成現值，而估計未來現金流並未被調整。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment on property and equipment (including right-of-use assets) and intangible assets (other than goodwill)

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. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the Group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the Group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro-rata to the other assets of the unit or the Group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) 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 or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Cash and cash equivalents

Bank balances and cash in the consolidated statement of financial position comprise cash at banks and on hand and short-term bank deposits with a maturity of three months or less.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of bank balances and cash as defined above.

Investment in a subsidiary

Investment in a subsidiary is stated on the statement of financial position of the Company at cost less accumulated impairment loss, if any.

Drama series production in progress

Drama series production in progress is stated at cost less any identified impairment loss, if any. Cost includes all direct costs associated with the production of drama series. Drama series production in progress is transferred to inventory upon completion of production.

3. 主要會計政策(續)

物業及設備(包括使用權資產)及無形資產(商譽除外)的減值(續)

倘估計資產(或現金產生單位)之可收回金額將少於其賬面值，則資產(或現金產生單位)之賬面值將調減至其可收回金額。就未能按合理一致的基準分配至現金產生單位的公司資產或部分公司資產，本集團會比較一組現金產生單位賬面值(包括已分配至該組現金產生單位的公司資產或部分公司資產的賬面值)與該組現金產生單位的可收回金額。於分配減值虧損時，首先分配減值虧損以減少任何商譽的賬面值(如適用)，然後按比例根據該單位或現金產生單位組別各資產的賬面值分配至其他資產。資產賬面值不得減少至低於其公允值減出售成本(如可計量)、其使用價值(如可釐定)及零之中的最高值。已另行分配至資產之減值虧損數額按比例分配至該單位或現金產生單位組別其他資產。減值虧損會即時於損益確認。

倘其後撥回減值虧損，則資產(或現金產生單位或一組現金產生單位)之賬面值將增至其可收回金額之已修改估計數字，惟因此已增加之賬面值不會超出資產(或現金產生單位或一組現金產生單位)於過往年度未有確認減值虧損時之賬面值。減值虧損之撥回會即時於損益表確認。

現金及現金等價物

於綜合財務狀況表的銀行結餘及現金包括銀行現金、手頭現金及到期日為三個月或以下的短期銀行存款。

就綜合現金流量表而言，現金及現金等價物包括上述之現金以及短期銀行存款。

投資一間附屬公司

投資一間附屬公司按成本減累計虧損(如有)於本公司財務狀況表呈列。

製作中電視劇

倘任何成本包括製作電視劇相關直接成本，製作中電視劇按成本減已識別減值虧損呈列。製作中電視劇於製作完成後轉至存貨。



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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets 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 at FVTPL are recognised immediately in profit or loss.

Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. Financial assets are classified, at initial recognition, as subsequently measured at amortised cost.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

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.

3. 主要會計政策(續)

金融工具

金融資產及金融負債於集團實體成為工具的合約條文訂約方時確認。所有以常規方式購入或出售之金融資產均按買賣日期基準確認及終止確認。以常規方式購入或出售指須於市場規定或慣例所訂時限內交付資產之金融資產購入或出售。

金融資產及金融負債初步按公允值計量，惟因客戶合約產生的貿易應收款項根據國際財務報告準則第15號進行初始計量。收購或發行金融資產及金融負債(按公允值計入損益的金融資產除外)直接應佔之交易成本於初次確認時計入或扣除自金融資產或金融負債之公允值(以合適者為準)。收購按公允值計入損益的金融資產直接應佔之交易成本即時於損益中確認。

金融資產

所有已確認的金融資產，視乎金融資產的分類而定，其後全面按攤銷成本或公允值計量。金融資產於初始確認時分類為其後按攤銷成本。

於初始確認時，金融資產分類取決於金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式。

金融資產的分類及後續計量

符合以下條件的金融資產後續按攤銷成本計量：

- 以收取合約現金流量為目的而持有資產的經營模式下持有的金融資產；及
- 合約條款於指定日期產生的現金流量純粹為支付本金及未償還本金的利息。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

- (i) Amortised cost and interest income
The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (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) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

Interest income is recognised in profit or loss and is included in the "Other income, gains and losses" line item (note 6).

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及後續計量(續)

- (i) 攤銷成本及利息收入
實際利率法為計算債務工具攤銷成本及於相關期間分配利息收入的方法。

就金融資產而言，實際利率為按債務工具的預計年期或(如適用)較短期間準確貼現估計未來現金收入(包括所有構成實際利率組成部分之已付或已收費用及點數、交易成本及其他溢價或折讓，不包括預期信貸虧損)至初始確認時債務工具賬面總值的利率。

金融資產攤銷成本為金融資產於初始確認時的金額減償還本金款項，加初始金額與到期金額之間任何差額按實際利率法所得累計攤銷(已就任何虧損撥備作出調整)而計量。金融資產賬面總值為金融資產調整任何虧損撥備前的攤銷成本。

就後續以攤銷成本計量的金融資產而言，利息收入採用實際利率法確認。利息收入根據金融資產的賬面總額乘以實際利率法來計算，惟其後成為信貸減值的金融資產除外。就後續發生信貸減值的金融資產而言，應從下個報告期開始按金融資產的攤銷成本乘以實際利率確認利息收入。倘若已發生信貸減值的金融工具的信用風險有所改善而使金融資產不再發生減值，則從確定該資產不再發生信貸減值後的報告期開始，按金融資產的賬面總額乘以實際利率確認利息收入。

利息收入確認於損益並計入「其他收入、收益及虧損」一項(附註6)。



Notes to Consolidated Financial Statements

綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets including contract assets, trade receivables and other receivables, amounts due from related parties, bank balances, short-term bank deposit and loan receivable which are subject to impairment under IFRS 9. 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 contract assets and trade receivables. The ECL on these assets are assessed collectively by using a provision matrix taking into consideration historical credit experience, adjusted for forward looking information that is available without undue cost or effort.

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, in which 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.

- (i) 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. Forward-looking information considered includes the future prospects of the industries in which the Group’s debtors operate, obtained from economic expert reports, financial analysts and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group’s operations.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產及須根據國際財務報告準則第9號進行減值評估的其他項目的減值

本集團根據預期信貸虧損(「預期信貸虧損」)模式對金融資產(包括合約資產、貿易應收款項及其他應收款項、應收關聯方款項、銀行結餘、短期銀行存款及應收貸款)(根據國際財務報告準則第9號受限於減值)進行減值評估。預期信貸虧損金額於各報告日期更新，以反映自初始確認以來的信貸風險變動。

全期預期信貸虧損指於相關工具預期使用年限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(「12個月預期信貸虧損」)。預期信貸虧損根據本集團過往信貸虧損經驗進行評估，並根據債務人特定因素、整體經濟狀況及對於報告日期當前狀況及未來狀況預測的評估而作出調整。

本集團始終就合約資產及貿易應收款項確認全期預期信貸虧損。該等資產預期信貸虧損乃經考慮歷史信貸經驗使用撥備矩陣集體評估，調整以毋須花費不必要成本或精力即可獲得的前瞻性資料。

就所有其他工具而言，本集團計量的虧損撥備等於12個月預期信貸虧損，惟倘信用風險自首次確認以來出現顯著上升，本集團確認其全期預期信貸虧損。應否確認全期預期信貸虧損的評估乃基於自首次確認以來發生違約的機率或風險的顯著上升作出。

- (i) 信用風險顯著增加
於評估自初始確認後信用風險是否顯著增加時，本集團將於報告日期金融工具發生的違約風險與初始確認日起金融工具發生的違約風險進行比較。在進行該評估時，本集團會考慮合理且可支持的定量和定性資料，包括無需付出不必要的成本或努力而可得之歷史經驗及前瞻性資料。所考慮的前瞻性資料包括從經濟專家報告，金融分析師和其他類似組織獲得的本集團債務人經營行業的未來前景，以及與本集團核心業務相關的各種外部實際和預測經濟資料來源。

Notes to Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021

截至2021年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

- (i) Significant increase in credit risk (Continued)
- 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;
 - significant increases in credit risk on other financial instruments of the same 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.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產及須根據國際財務報告準則第9號進行減值評估的其他項目的減值(續)

- (i) 信用風險顯著增加(續)
- 具體而言，在評估信用風險有否顯著增加時，會考慮以下資料：
- 金融工具的外部(如有)或內部信用評級的實際或預期顯著惡化；
 - 外部市場信用風險指標的顯著惡化，如信貸利差大幅增加，債務人的信用違約掉期價格；
 - 預計會導致債務人償還債務能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；
 - 債務人經營業績的實際或預期顯著惡化；
 - 同一債務人其他金融工具的信貸風險大幅增加；
 - 導致債務人償還債務能力大幅下降的債務人所在監管、經濟或技術環境的實際或預期的重大不利變化。

不論上述評估的結果如何，本集團認為，當合約付款逾期超過30天，則自初始確認以來信用風險已顯著增加，除非本集團有合理且可支持的資料證明並非如此。



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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

- (i) Significant increase in credit risk (Continued)
- Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term, and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing' or 'Class A'. Performing or Class A means that the counterparty has a strong financial position and there is no past due amounts.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

- (ii) Definition of default
- For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產及須根據國際財務報告準則第9號進行減值評估的其他項目的減值(續)

- (i) 信用風險顯著增加(續)
- 儘管有上述規定，若於報告日期債務工具被判定為具有較低信貸風險，本集團會假設債務工具信貸風險自初始確認以來並未顯著上升。在以下情況下，金融工具會被判定為具有較低信貸風險：(i)金融工具具有較低違約風險；(ii)借款人有很強的能力履行近期的合約現金流量義務；及(iii)經濟及商業環境的長期不利變動有可能但未必會降低借款人履行合約現金流量義務的能力。本集團認為，若根據眾所周知的定義，金融資產的外部信貸評級為「投資級」，如並無外部信貸評級，資產的內部評級為「良好」或「A級」，則該債務資產具有較低信貸風險。良好或A級指交易對手財務狀況穩健，並無逾期款項。

本集團定期監測識別信用風險有否顯著增加所採用標準的有效性，並適當修訂有關標準以確保能於有關款項逾期前識別信用風險的顯著增加。

- (ii) 違約的定義
- 就內部信貸風險管理而言，當內部出現或自外部來源獲取的資料表明債務人不太可能全額償付包括本集團在內的債權人時(不考慮本集團持有的任何抵押物)，本集團視為發生違約事件。

無論上述如何規定，當金融資產逾期超過90天，則本集團認為已發生違約，除非本集團有合理及支持性資料證明更長的違約標準更為適用則除外。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

- (iii) Credit-impaired financial assets
A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:
- (a) significant financial difficulty of the issuer or the borrower;
 - (b) a breach of contract, such as a default or past due event;
 - (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
 - (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.
- (iv) Write-off policy
The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產及須根據國際財務報告準則第9號進行減值評估的其他項目的減值(續)

- (iii) 信貸減值的金融資產
當發生一項或多項違約事件對金融資產的估計未來現金流量產生不利影響，即表示有關金融資產出現信貸減值。金融資產出現信貸減值的證據包括與下列事件有關的可觀察數據：
- (a) 發行人或借款人出現重大財務困難；
 - (b) 發生違約或逾期事件等違反合約的情況；
 - (c) 出借款項予借款人的貸款人，出於與借款人的財務困難有關的經濟或合約原因，而向借款人授出貸款人在其他情況下不會考慮的寬限期；或
 - (d) 借款人將可能陷入破產或其他財務重組。
- (iv) 撤銷政策
當有資料顯示交易對手方出現嚴重財務困難且無實際收回預期(例如交易對手方被清盤或已進入破產程序)，或就貿易應收款項而言，當有關金額逾期兩年以上(以較早發生者為準)時，本集團會撤銷金融資產。經考慮法律建議(如適用)，已撤銷的金融資產可能仍須進行本集團收回程序下的執行活動。撤銷構成終止確認事件。所作的任何收回均於損益確認。



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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

- (v) Measurement and recognition of ECL
- The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables and contract assets using a provision matrix taking into consideration historical credit experience, adjusted for forward looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade receivables and contract assets are each assessed as a separate group. Loan receivable, other receivables and deposits paid and amounts due from related parties are assessed for expected credit losses on an individual basis);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The Grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables and contract assets, other receivables, amounts due from related parties and loan receivable where the corresponding adjustment is recognised through a loss allowance account.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產及須根據國際財務報告準則第9號進行減值評估的其他項目的減值(續)

- (v) 預期信貸虧損的計量及確認
- 計量預期信貸虧損乃違約概率、違約損失率程度(即倘發生違約的損失程度)及違約風險的函數。違約概率及違約損失率程度的評估根據經上文所披露前瞻性資料調整的歷史數據作出。預期信貸虧損的估計乃無偏概率加權平均金額，以發生違約的風險為權重確定。本集團在計及歷史信用損失經驗後，以一種實用的權宜之計，利用撥備矩陣估計貿易應收款項及合約資產的預期信貸虧損，並就毋須付出不必要的成本或努力即可獲得的前瞻性資料作出調整。

一般而言，預期信貸虧損為根據合約應付本集團的所有合約現金流量與本集團預期將收取的現金流量間的差額，並按初始確認時釐定的實際利率貼現。

倘預期信貸虧損按集體基準計量或符合個別工具層面的證據可能不可獲取的情況，則金融工具按以下基準歸類：

- 金融工具的性質(即本集團的貿易應收款項及合約資產均各自評為獨立組別。應收貸款、其他應收款項、已付按金及應收關聯方款項按個別基準評估預期信貸虧損)；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(倘有)。

歸類經管理層定期檢討，以確保各組別成份繼續分擔類似信用風險特徵。

本集團通過調整賬面值於損益就所有金融工具確認減值收益或虧損，惟貿易應收款項及合約資產、其他應收款項、應收關聯方款項及應收貸款的相應調整透過虧損撥備賬確認則除外。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity 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 a group entity are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables, bank and other borrowings are subsequently measured at amortised cost, using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash 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 liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Derecognition of financial liabilities

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, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCE OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets, liabilities, revenue and expenses reported and disclosures made in the consolidated financial statements 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.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

終止確認金融資產

於終止確認按攤銷成本計量的金融資產時，資產賬面值與已收及應收代價總額之間的差額於損益確認。

金融負債及權益

分類為債務或權益

債務及權益工具乃根據所訂立合約安排的性質與金融負債及權益工具的定義分類為金融負債或權益。

權益工具

權益工具為能證明擁有某個實體經扣除所有負債後的資產中的剩餘權益的任何合約。本公司所發行的權益工具按已收所得款項(經扣除直接發行成本)確認。

按攤銷成本列賬的金融負債

金融負債(包括貿易及其他應付款項、銀行及其他借款)其後使用實際利率法按攤銷成本計量。

實際利率法為計算金融負債攤銷成本及於相關期間分配利息開支的方法。實際利率乃將估計日後現金付款(包括構成實際利率整體部份之所有已付或已收之費用、交易成本及其他溢價或折價)按金融負債之預期使用年期，或較短期間(倘合適)準確折讓至初步確認時之賬面淨值之利率。

終止確認金融負債

當且僅當本集團的責任已履行、解除或到期時，本集團方會終止確認金融負債。終止確認的金融負債賬面值與已付及應付代價(包括任何已轉讓非現金資產或已產生負債)之間的差額於損益確認。

4. 關鍵會計判斷及估計不明朗因素的主要來源

於應用本集團會計政策(載於附註3)時，本公司董事須就未能從其他來源取得綜合財務報表呈報及披露的資產、負債、收益及開支賬面值作出判斷、估計及假設。該等估計及有關假設乃根據過往經驗及其他被認為相關的因素而作出。實際結果與該等估計或有所不同。



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4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCE OF ESTIMATION UNCERTAINTY (CONTINUED)

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgement in applying accounting policies

The following is the critical judgement, 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 and disclosures made in the consolidated financial statements.

Going concern basis

In the opinion of the directors of the Company, these consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the outcome of these measures, which are subject to the successful implementation of its operation plans for controlling costs and also speed up the collection from settlement of trade receivables to generate adequate cash flow from operations. Details are explained in note 1.

Key source of estimation uncertainty

The following is the key assumption concerning the future, and other key sources of estimation uncertainty at the end of each reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Loss allowance for ECL of trade receivables and contract assets

The Group performs impairment assessment under ECL model for the trade receivables and contract assets. The loss allowance for ECL is sensitive to changes in estimates such as probability of default and forward-looking information. The information about the loss allowance for ECL of the Group's trade receivables and contract assets are disclosed in Note 29.

During the year ended 31 December 2021, loss allowances for ECL in respect of trade receivables and contract assets of nil (2020: RMB13,635,000) and nil (2020: RMB116,000) respectively have been recognised. During the year ended 31 December 2021, loss allowances for ECL in respect of trade receivables approximately RMB8,229,000 (2020: nil) have been reversed.

As at 31 December 2021, the gross carrying amounts of trade receivables and contract assets are approximately RMB306,721,000 (2020: RMB340,323,000) and RMB23,960,000 (2020: RMB21,233,000), net of accumulated loss allowance for ECL of approximately RMB13,109,000 (2020: RMB21,338,000) and RMB488,000 (2020: RMB154,000) respectively.

4. 關鍵會計判斷及估計不明朗因素的主要來源(續)

該等估計及相關假設會作持續檢討。倘對會計估計的修訂僅影響估計修訂的期間，則有關修訂會於該期間確認，或倘修訂影響當前及未來期間，則於修訂期間及未來期間確認。

應用會計政策時的關鍵判斷

下列為本公司董事於應用本集團會計政策的過程中所作出且對綜合財務報表中確認及披露的金額具有最重大影響的關鍵判斷(涉及估計者除外(見下文))。

持續經營基準

本公司董事認為，綜合財務報表乃按持續經營基準編製，其有效性視乎該等措施的結果而定，而有關結果面臨成功實施其運營計劃以控制成本並加快從結清質應收款項收回資金以從運營中產生足夠的現金流。有關詳情載於附註1。

估計不明朗因素的主要來源

以下為於各報告期末極可能導致資產及負債賬面值於下一財政年度需要作出重大調整的未來相關主要假設及估計不明朗因素的其他主要來源。

貿易應收款項及合約資產預期信貸虧損的減值撥備

本集團根據預期信貸虧損模型就所有貿易應收款項及合約資產單獨進行減值評估。預期信貸虧損的虧損撥備對估計的變化具有敏感度，如違約可能性及前瞻性資料。有關預期信貸虧損的虧損撥備及本集團貿易應收款項及合約資產的資料披露於附註29。

截至2021年12月31日止年度，已確認貿易應收款項及合約資產預期信貸虧損的虧損撥備分別約零(2020年：人民幣13,635,000元)及零(2020年：人民幣116,000元)。截至2021年12月31日止年度，有關貿易應收款項的預期信貸虧損的虧損撥備約人民幣8,229,000元(2020年：無)已予撥回。

於2021年12月31日，貿易應收款項及合約資產賬面總值約為人民幣306,721,000元(2020年：人民幣340,323,000元)及人民幣23,960,000元(2020年：人民幣21,233,000元)，扣除累計預期信貸虧損的虧損撥備分別約人民幣13,109,000元(2020年：人民幣21,338,000元)及人民幣488,000元(2020年：人民幣154,000元)。

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5. REVENUE AND SEGMENT INFORMATION

(i) Disaggregation of revenue from contracts with customers

Revenue by services nature

Television ("TV") advertising services	電視(「電視」)廣告服務
– Hard-sell TV advertising services (Note)	– 硬性電視廣告服務(附註)
– Advertising solution packages involving soft-sell TV advertising services (Note)	– 涉及軟性電視廣告服務的廣告解決方案組合(附註)
Online advertising services	數字廣告服務
Outdoor advertising services	戶外廣告服務
Other advertising services	其他廣告服務

Note: Hard-sell TV advertising service is the placement of traditional advertisements during TV advertising time slots; and soft-sell TV advertising service is the implantation of advertisements in variety shows and TV series such as product placement, title sponsorship, subtitle advertisement and verbal slogan.

Revenue by customer types

Advertisers	廣告主
Advertising agents	廣告代理

5. 收益及分部資料

(i) 與客戶合約產生收益的拆分

按服務性質劃分的收益

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Television ("TV") advertising services		
– Hard-sell TV advertising services (Note)	70,724	149,016
– Advertising solution packages involving soft-sell TV advertising services (Note)	21,097	84,416
Online advertising services	91,821	233,432
Outdoor advertising services	221,491	89,200
Other advertising services	112,325	72,079
	15,414	52,282
	441,051	446,993

附註：硬性電視廣告服務為於電視廣告時段投放的傳統廣告，而軟性電視廣告服務為於綜藝節目及電視劇中植入廣告，如產品植入、冠名贊助、字幕廣告及口播廣告語。

按客戶類型劃分的收益

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Advertisers	82,746	214,358
Advertising agents	358,305	232,635
	441,051	446,993



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5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

(i) Disaggregation of revenue from contracts with customers (Continued)

Revenue by categories of products or services being advertised

Household furnishing & electronics	傢俱及家電
Tissue	衛生紙
Foods and beverages	飲食
Telecommunications	電信
Internet and mobile games	互聯網及手機遊戲
Pharmaceuticals	醫藥
Automobile	汽車
Others	其他

Timing of revenue recognition

Over time	於一段時間
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(ii) Performance obligations for contracts with customers

The Group principally earns revenue from the provision of advertising services which usually range from one to twelve months. Advertising services typically meet the criterion where customers simultaneously receive and consume the benefit of the Group's performance as the Group performs. Therefore, such revenue is recognised as a performance obligation satisfied over time, using output method.

The Group acts as the principal during the provision of advertising services and therefore recognised revenue earned and costs incurred related to these transactions on a gross basis where the Group is the primary obligor and are responsible for (1) identifying and contracting with third-party advertiser which the Group views as customers; (2) identifying and contracting with media platforms to provide advertising time or space where the Group views media platforms as suppliers; (3) establishing selling price for the advertising services; and (4) bearing sole responsibility for fulfillment of the advertising services.

5. 收益及分部資料(續)

(i) 與客戶合約產生收益的拆分(續)

按廣告之產品或服務種類劃分的收益

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
	303,489	136,435
	28,434	-
	12,425	96,046
	14,647	30,662
	-	54,215
	-	113,876
	63,702	6,792
	18,354	8,967
	441,051	446,993

收益確認的時間

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
	441,051	446,993

(ii) 與客戶合約的履約責任

本集團主要自提供一般維持一至十二個月的廣告服務賺取收益。廣告服務一般符合以下標準，即本集團履約時客戶同時收取並消耗本集團履約時所帶來的利益。因此，本集團使用產出法隨著履約責任於一段時間內達成而確認有關收益。

本集團為提供廣告服務的主體，因此按總額基準確認該等交易所賺取的收益及產生的成本，本集團為主要義務人，負責(1)物色本集團視為客戶的第三方廣告主並與之訂約；(2)物色提供廣告時段或空間的媒體平台並與之訂約，本集團將媒體平台視為供應商；(3)設定廣告服務的售價；及(4)承擔完成廣告服務的唯一責任。

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5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

(iii) Transaction price allocated to the remaining performance obligation for contracts with customers

All advertising services are for periods of one year or less. As permitted under IFRS 15, the transaction price allocated to the unsatisfied contracts is not disclosed.

(iv) Segment information

Information reported to the directors of the Company, being the chief operating decision maker (the "CODM"), for the purpose of resources allocation and assessment of segment performance, focuses on types of services provided. During the two years ended 31 December 2021, the CODM assesses the operating performance and allocates resources of the Group as a whole, as all of the Group's activities are considered to be primarily the provision of advertising services. Accordingly, the CODM considers there is only one operating segment under the requirements of IFRS 8 Operating Segments. In this regard, no segment information is presented.

No geographic information is presented as the revenue, non-current assets and operations of the Group are primarily derived from its activities in the PRC.

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 ¹	客戶A ¹
Customer B ²	客戶B ²

¹ Revenue is from TV advertising services, online advertising services, outdoor advertising services and other advertising services.

² Revenue is from online advertising services.

³ The corresponding revenue did not contribute over 10% of the total revenue of the Group in the respective year.

5. 收益及分部資料(續)

(iii) 就客戶合約分配予剩餘履約責任的交易價格

所有廣告服務期間不超過一年。按國際財務報告準則第15號的規定，分配予未完成合約的交易價格可不予披露。

(iv) 分部資料

向本公司董事(即主要經營決策者(「主要經營決策者」))呈報以供作出資源分配及評估分部表現之資料，重點關注已提供之服務的類型。於截至2021年12月31日止兩個年度，主要經營決策者整體評估經營表現並分配本集團資源，原因是本集團的所有業務活動被視為主要提供廣告服務。據此，主要經營決策者認為，根據國際財務報告準則第8號經營分部規定，僅有一個經營分部。因此，並無呈列分部資料。

由於本集團的收益、非流動資產及經營活動主要來自其在中國地區的活動，故無呈列地區資料。

主要客戶資料

有關年度佔本集團總收益10%以上的客戶的收益如下：

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Customer A ¹	128,493	110,174
Customer B ²	105,000	N/A ³ 不適用 ³

¹ 來自電視廣告服務、數字廣告服務、戶外廣告服務及其他廣告服務的收益。

² 來自數字廣告服務的收益。

³ 有關收益並無貢獻本集團有關年內的總收益10%以上。



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6. OTHER INCOME, GAINS AND LOSSES

6. 其他收入、收益及虧損

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Interest income on bank deposits	銀行存款利息收入	63	86
Government grants (Note (i))	政府補助(附註(i))	3,157	9,726
Input tax additional deduction on value added tax (Note (ii))	增值稅的進項稅額加計扣除(附註(ii))	885	636
Interest income on loan receivable	應收貸款利息收入	-	1,137
Imputed interest income on other receivable	其他應收款項估算利息收入	-	470
Gain on early termination of a lease (Note (iii))	提前終止租約的收益(附註(iii))	-	11
Foreign exchange loss, net	匯兌虧損淨額	-	(353)
Write-off of a deposit paid	撤銷已付按金	-	(943)
Write-off of a property and equipment	撤銷物業及設備	-	(267)
Others	其他	(166)	(134)
		3,939	10,369

Notes:

- (i) The amounts represented subsidies received from the local governments for rewarding the Group's contribution to local economies and for listing. There were no specific conditions attached to the grants and the amounts were recognised in profit or loss when the grants were received.
- (ii) The PRC subsidiaries were granted an input tax additional 10% deduction on value added tax from 1 April 2019 to 31 December 2021 according to relevant law on value added tax of the PRC.
- (iii) During the year ended 31 December 2020, gain on early termination of a lease represented the net difference of approximately RMB155,000 comprising an approximately RMB1,743,000 decrease in right-of-use assets and an approximately RMB1,898,000 decrease in lease liabilities, in addition to an approximately RMB144,000 compensation paid by the Group.

附註：

- (i) 該款項為獎勵本集團對當地經濟做出的貢獻及上市而自當地政府收取的補貼。該等補助並無附帶特定條件，其金額於收取補助時在損益確認。
- (ii) 根據中國增值稅相關法律，中國附屬公司於2019年4月1日至2021年12月31日獲授予增值稅的進項稅額加計10%扣除。
- (iii) 截至2020年12月31日止年度，提前終止租約的收益指淨差額約人民幣155,000元，包括使用權資產減少約人民幣1,743,000元及租賃負債減少約人民幣1,898,000元，本集團已付補償約人民幣144,000元除外。

7. FINANCE COSTS

7. 融資成本

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Interests on:	以下各項的利息：		
Bank and other borrowings	銀行及其他借款	6,797	6,519
Lease liabilities	租賃負債	10	120
		6,807	6,639
Guarantee fees on bank borrowings	銀行借款擔保費	5,065	1,880
		11,872	8,519

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8. IMPAIRMENT LOSSES (REVERSED) RECOGNISED OF FINANCIAL ASSETS AND CONTRACT ASSETS

8. 已確認(已撥回)金融資產減值虧損及合約資產

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Impairment losses recognised of financial assets and contract assets:	確認金融資產及合約資產減值虧損：		
– Trade receivables	– 貿易應收款項	–	13,635
– Other receivables	– 其他應收款項	185	41
– Loan receivable	– 應收貸款	–	2,853
– Contract assets	– 合約資產	334	116
		519	16,645
Impairment losses reversed of financial assets	撥回金融資產減值虧損		
– Trade receivables	– 貿易應收款項	(8,229)	–
– Loan receivable	– 應收貸款	(3,274)	–
– Other receivables	– 其他應收款項	–	(2,614)
		(11,503)	(2,614)
Total impairment losses (reversed) recognised	(撥回) 確認減值虧損總額	(10,984)	14,031

Details of impairment assessment are set out in Note 29.

減值評估詳情載於附註29。

9. INCOME TAX EXPENSES

9. 所得稅開支

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
PRC Enterprise Income Tax (“EIT”)	中國企業所得稅(「企業所得稅」)		
Current year taxation	本年度稅項	1,017	5,492
Under (over)-provision in prior year	過往年度撥備不足(超額撥備)	73	(440)
Deferred tax (Note 16):	遞延稅項(附註16)：	2,749	(3,502)
		3,839	1,550

Under the Law of the PRC on EIT (“EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

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，中國附屬公司兩個年度的稅率為25%。

The applicable tax rate of Xizang Wanmei Advertising Co., Ltd.* (西藏萬美廣告有限公司)(“Xizang Wanmei”), a wholly owned subsidiary of the Group, is 15% according to Circular Zang Zheng Fa 2018 No. 25 (the “Circular”). According to the Circular, enterprises located in Tibet and engaged in specific encouraged industries are qualified for applying a preferential tax rate of 15% for the periods from 2018 to 2020. As such, the EIT rate for Xizang Wanmei is 15% for both years. Ministry of Finance in PRC issued 2020 notice no. 23 to extend the tax concession period to 31 December 2030.

根據藏政發201825號通知(「通知」)，本集團一家全資附屬公司西藏萬美廣告有限公司(「西藏萬美」)的適用稅率為15%。根據通知，於2018年至2020年期間，位於西藏從事特定鼓勵類產業的企業有資格申請15%的優惠稅率。因此，西藏萬美於兩年內適用的企業所得稅稅率為15%。中國財政部發出2020年23號通知將稅務優惠期延至2030年12月31日。

Pursuant to the laws and regulations of the Cayman Islands, the Group is not subject to any income tax in the Cayman Islands as there is no income tax imposed in such jurisdiction.

根據開曼群島法律及法規，由於於相關司法權區並無徵收所得稅，故本集團毋須繳納任何開曼群島所得稅。

No provision for taxation in Hong Kong has been made as the Group’s income neither arises in, nor is derived from, Hong Kong.

由於本集團的收入並非產自或源自香港，故並無就香港稅項作出撥備。

* English name is for identification purpose only.

* 英文名稱僅供識別



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9. INCOME TAX EXPENSES (CONTINUED)

The income tax expense for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Profit before tax	除稅前溢利	4,302	4,376
Tax at the applicable income tax rate of 25%	按適用稅率25%繳納的稅項	1,075	1,094
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	284	600
Effect of different tax rates of subsidiaries operating in other jurisdictions	其他司法權區經營附屬公司不同稅率的影響	202	250
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	2,253	110
Utilisation of tax losses not recognised	動用未確認稅項虧損	(48)	(64)
Under (over)-provision in prior year	過往年度撥備不足(超額撥備)	73	(440)
Income tax expenses	所得稅開支	3,839	1,550

Details of deferred taxation are set out in Note 16.

9. 所得稅開支(續)

本年度的所得稅開支可與根據綜合損益及其他全面收益表內的除稅前溢利對賬如下：

有關遞延稅項的詳情載於附註16。

10. PROFIT FOR THE YEAR

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Profit for the year has been arrived at after charging:	年內溢利乃經扣除以下各項得出：		
Staff costs	員工成本		
Directors' and chief executive's emoluments (Note 11)	董事及主要行政人員的酬金(附註11)	1,803	2,445
Other staff:	其他員工：		
– Salaries and other allowances	– 薪金及其他津貼	6,118	7,337
– Performance related bonuses (Note)	– 表現掛鈎花紅(附註)	1,143	2,171
– Retirement benefits scheme contributions (excluding directors and chief executive)	– 退休福利計劃供款(不包括董事及主要行政人員)	2,293	1,615
Total staff costs	總員工成本	11,357	13,568
Amortisation of intangible assets	無形資產攤銷	6	5
Depreciation of property and equipment	物業及設備折舊	1,385	1,434
Total depreciation and amortisation	折舊及攤銷總額	1,391	1,439
Auditors' remuneration	核數師薪酬	1,100	1,000
Cost of revenue recognised relating to short-term leases	有關短期租約確認的收益成本	41,099	30,126

Notes: Performance related bonuses are determined by the management of the Company based on the Group's performance, performance of the relevant individual within the Group and comparable market statistics.

附註：表現掛鈎花紅乃由本公司管理層基於本集團表現、相關個人於本集團的表現及可資比較市場數據釐定。

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11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Details of the emoluments paid or payable to the individuals (2020: including emoluments for services as senior management of the Group entities prior to becoming the directors of the Company) for the year, are as follows:

For the year ended 31 December 2021

		Salaries and other allowances	Retirement benefits scheme contributions	Total
	Fees	薪金及 其他津貼	退休福利 計劃供款	總計
	袍金 RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Executive directors:	執行董事：			
Ms. Wang Xin (Chairlady) (note (ii))	王欣女士(主席)(附註(ii))	-	223	56
Mr. Feng Xing (Chief executive)	馮興先生(行政總裁)	-	103	82
Mr. Leng Xuejun	冷學軍先生	-	408	82
Ms. Li Na (note (ii))	李娜女士(附註(ii))	-	411	82
		-	1,145	302
				1,447
Independent non-executive directors	獨立非執行董事			
Mr. Li Xue	李雪先生	89	-	-
Mr. Wu Ke (note (iii))	吳科先生(附註(iii))	89	-	-
Mr. How Sze Ming	侯思明先生	178	-	-
		356	-	-
		356	1,145	302
Total	總計	356	1,145	302
				1,803

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11. 董事及主要行政人員酬金

本年度，向個人支付或應付的酬金(2020年：包括成為本公司董事之前作為本集團高級管理人員提供服務的酬金)詳情如下：

For the year ended 31 December 2020

		Salaries and other allowances	Performance related bonuses	Retirement benefits scheme contributions	Total
	Fees	薪金及津貼	表現掛鈎 花紅	退休福利 計劃供款	總計
	袍金 RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Executive directors:	執行董事：				
Ms. Li Na (Chairlady)	李娜女士(主席)	-	520	-	46
Mr. Feng Xing (Chief executive)	馮興先生(行政總裁)	-	663	-	46
Mr. Leng Xuejun	冷學軍先生	-	411	100	46
Ms. Wang Xin	王欣女士	-	234	-	23
		-	1,828	100	161
					2,089
Independent non-executive directors	獨立非執行董事				
Mr. Li Xue	李雪先生	89	-	-	-
Mr. Zhao Gang (note (iv))	趙剛先生(附註(iv))	89	-	-	-
Mr. How Sze Ming	侯思明先生	178	-	-	-
		356	-	-	-
		356	1,828	100	161
Total	總計	356	1,828	100	161
					2,445

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11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

Notes:

- (i) Performance related bonuses are determined by the remuneration committee of the Company based on the Group's performance, performance of the relevant individual within the Group and comparable market statistics.
- (ii) Ms. Wang Xin is the sister of Ms. Wang, the Controlling Shareholder. Ms. Wang Xin was appointed and Ms. Li Na resigned as Chairlady of the board of directors of the Company on 14 December 2021.
- (iii) Mr. Wu Ke was appointed as an independent non-executive director of the Company on 1 January 2021.
- (iv) Mr. Zhao Gang resigned as an independent non-executive director of the Company on 31 December 2020.

Mr. Feng Xing is also the chief executive of the Company and his emoluments disclosed above include those for services rendered by him as an chief executive.

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

During the years ended 31 December 2021 and 2020, there was no arrangement under which a director or the chief executive of the Company waived or agreed to waive any remuneration.

During the years ended 31 December 2021 and 2020, no emoluments were paid by the Group as an inducement to join or upon joining the Group or as compensation for lost of office.

12. EMPLOYEES' EMOLUMENTS

The five highest paid employees of the Group during the year ended 31 December 2021 included two (2020: three) directors including the chief executive of the Company, details of whose emoluments are set out in Note 11 above. Details of the emoluments for the remaining three (2020: two) individuals for the year are as follows:

Salaries and other allowances	薪金及津貼
Performance related bonuses (note (i))	表現掛鈎花紅(附註(i))
Retirement benefits scheme contributions	退休福利計劃供款

During the years ended 31 December 2021 and 2020, no emoluments were paid to the five highest paid employees by the Group as an inducement to join or upon joining the Group or as compensation for lost of office.

11. 董事及主要行政人員酬金(續)

附註：

- (i) 表現掛鈎花紅乃由本公司薪酬委員會基於本集團表現、相關個人於本集團的表現及可資比較市場數據釐定。
- (ii) 王欣女士為控股股東王女士的姊／妹。於2021年12月14日，王欣女士辭任本公司董事會主席，而李娜女士獲委任為董事會主席。
- (iii) 吳科先生於2021年1月1日獲委任為本公司獨立非執行董事。
- (iv) 趙剛先生於2020年12月31日辭任為本公司獨立非執行董事。

馮興先生亦為本公司行政總裁，其上文所披露的酬金包括其作為行政總裁所提供服務的酬金。

上文呈列執行董事的酬金乃彼等就管理本公司及本集團事務而提供服務所獲得的酬金。

上文所列獨立非執行董事的酬金為彼等作為本公司董事的服務酬金。

截至2021年及2020年12月31日止年度，概無本公司董事或主要行政人員放棄或同意放棄任何薪酬的安排。

截至2021年及2020年12月31日止年度，本集團並無支付任何酬金，作為邀請加入或加入本集團後的獎勵或作為離職補償。

12. 僱員薪酬

於截至2021年12月31日止年度，本集團五位最高薪酬僱員包括二名董事(2020年：三名)，包括本公司主要行政人員，其薪酬詳情載於上文附註11。本年度其餘三名(2020年：兩名)人士的薪酬詳情如下：

2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
1,019	648
162	323
246	93
1,427	1,064

截至2021年及2020年12月31日止年度，本集團並無向五位最高薪酬僱員支付任何酬金，作為邀請加入或加入本集團後的獎勵或作為離職補償。

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12. EMPLOYEES' EMOLUMENTS (CONTINUED)

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

Nil to HK\$1,000,000 (equivalent to approximately RMB889,000 (2020: RMB889,000))	零至1,000,000港元(約等於人民幣889,000元(2020年: 人民幣889,000元))
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Note:

(i) Performance related bonuses are determined by the management of the Company based on the Group's performance, performance of the relevant individual within the Group and comparable market statistics.

12. 僱員薪酬(續)

薪酬為以下範疇的非本公司董事的最高薪酬僱員人數如下:

2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
3	2

附註:

(i) 表現掛鉤花紅乃由本公司管理層基於本集團表現、相關個人於本集團的表現及可資比較市場數據而釐定。

13. DIVIDENDS

No dividend was paid or proposed during the year ended 31 December 2021 (2020: nil), nor has any dividend been proposed since the end of the reporting period.

13. 股息

截至2021年12月31日止年度，概無派付或建議派付股息(2020年: 無)，自報告期末起亦無建議派付任何股息。

14. EARNINGS PER SHARE

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

14. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利根據以下數據計算得出:

Earnings for the purpose of basic and diluted earnings per share representing profit for the year attributable to owners of the Company	計算每股基本及攤薄盈利的盈利 (為本公司擁有人應佔年內溢利)
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2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
445	2,844

Number of shares

股份數目

Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share	計算每股基本及攤薄盈利的 普通股加權平均數
----------------------------------------------------------------------------------------------------	--------------------------

2021 2021年 '000	2020 2020年 '000
400,000	400,000

Diluted earnings per share were the same as the basic earnings per share as there was no diluted potential ordinary shares in existence during the years ended 31 December 2021 and 2020.

由於於截至2021年及2020年12月31日止年度並無潛在攤薄普通股，故每股攤薄盈利等於每股基本盈利。



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15. PROPERTY AND EQUIPMENT

15. 物業及設備

		Right-of-use assets 使用權資產 RMB'000 人民幣千元	Leasehold improvements 租賃裝修項目 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Office equipment 辦公室設備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
COST						
	成本					
At 1 January 2020	於2020年1月1日	4,885	648	5,717	1,227	12,477
Early termination of a lease (Note i)	提前終止租約(附註i)	(2,489)	-	-	-	(2,489)
Write-off	撇銷	(68)	(443)	-	-	(511)
Additions	添置	-	24	-	-	24
At 31 December 2020 and 2021	於2020年及2021年 12月31日	2,328	229	5,717	1,227	9,501
ACCUMULATED DEPRECIATION						
	累計折舊					
At 1 January 2020	於2020年1月1日	814	72	5,276	1,081	7,243
Provided for the year	年內撥備	1,164	177	47	46	1,434
Early termination of a lease (Note i)	提前終止租約(附註i)	(746)	-	-	-	(746)
Eliminated on write-off	撇銷時對銷	(68)	(176)	-	-	(244)
At 31 December 2020	於2020年12月31日	1,164	73	5,323	1,127	7,687
Provided for the year	年內撥備	1,164	128	47	46	1,385
At 31 December 2021	於2021年12月31日	2,328	201	5,370	1,173	9,072
CARRYING VALUES						
	賬面值					
31 December 2021	於2021年12月31日	-	28	347	54	429
31 December 2020	於2020年12月31日	1,164	156	394	100	1,814

Notes:

(i) On 9 June 2020, the Group signed a supplementary contract with the lessor, and the current lease contract with original expiry date on 30 June 2022 would be early terminated on 20 June 2020. The compensation of breach of contract amounted to approximately RMB144,000 as disclosed in Note 6(iii). The lease had been terminated on 20 June 2020.

附註:

(i) 於2020年6月9日，本集團與出租人簽訂補充合約，原屆滿日期為2022年6月30日的現時租賃合約於2020年6月20日提早終止。違反合約的賠償約為人民幣144,000元(於附註6(iii)披露)。該租約已於2020年6月20日終止。

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15. PROPERTY AND EQUIPMENT (CONTINUED)

The above items of property and equipment are depreciated over their estimated useful lives, after taking into account the estimated residual values, on a straight-line basis at the following useful lives:

Right-of-use assets	over the lease term
Leasehold improvements	over the lease term
Motor vehicles	5 years
Office equipment	3-5 years

As at 31 December 2020, right-of-use assets represented leased buildings whose carrying amounts is approximately RMB1,164,000 (31 December 2021: nil). These leases are generally ranged from 3 to 5 years.

The depreciation by classes of rights-of-use assets are set out as below:

Depreciation recognised in profit or loss	於損益確認的折舊
– Leased buildings	– 租賃樓宇

The Group's lease agreements did not contain any contingent rent nor any extension, or early termination option or purchase option for lease.

The Group regularly entered into short-term leases for advertising light boxes in car shelters and billboards. As at 31 December 2021, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed in Note 10.

15. 物業及設備(續)

上述物業及設備項目經計及估計剩餘價值後按以下可使用年期以直線法於彼等的可使用年期內折舊：

使用權資產	整個租賃期
租賃裝修項目	整個租賃期
汽車	5年
辦公室設備	3至5年

於2020年12月31日，使用權資產為賬面值約人民幣1,164,000元(2021年12月31日：無)的租賃樓宇。該等租賃通常介乎3至5年。

按使用權資產類別劃分的折舊載列如下：

2021	2020
2021年	2020年
RMB'000	RMB'000
人民幣千元	人民幣千元
1,164	1,164

本集團租賃協議不包含任何或有租金或任何延期或提前終止選擇權或購買選擇權。

本集團定期訂立候車亭廣告燈箱及廣告牌的短期租賃。於2021年12月31日，短期租賃組合類似於在附註10中披露短期租賃費用的短期租賃組合。

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16. DEFERRED TAXATION

The followings are the major deferred tax assets recognised and movements thereon during the current and prior years:

At 1 January 2020	於2020年1月1日
Credit (charge) to profit or loss (note 9)	計入(扣除自)損益(附註9)
At 31 December 2020	於2020年12月31日
Charge to profit or loss (note 9)	扣除自損益(附註9)
At 31 December 2021	於2021年12月31日

Under the EIT Law, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to approximately RMB102,813,000 (31 December 2020: RMB104,850,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

As at 31 December 2021, the Group has unused tax losses of approximately RMB9,301,000 (2020: RMB481,000), available for offset against future profits. No deferred tax asset has been recognised in respect of such losses (2020: nil), due to the unpredictability of future profit streams. The unrecognised tax losses will be expired as follow:

2025	2025年
2026	2026年

16. 遞延稅項

以下為本年度及過往年度確認的主要遞延稅項資產及其變動：

ECL provision	Timing differences in relation to lease arrangements	Total
預期信貸虧損撥備	租賃安排相關的 時間差異	總計
RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
2,781	8	2,789
3,507	(5)	3,502
6,288	3	6,291
(2,746)	(3)	(2,749)
3,542	-	3,542

根據企業所得稅法，自2008年1月1日起，國內附屬公司從溢利中宣派股息須繳納預扣稅。由於本集團能控制撥回暫時差額之時間且暫時差額很可能不會於可預見將來撥回，因此並無就中國附屬公司之累計溢利人民幣102,813,000元(2020年12月31日：人民幣104,850,000元)應佔暫時差額於綜合財務報表作出遞延稅項撥備。

於2021年12月31日，本集團有未動用稅項虧損約人民幣9,301,000元(2020年：人民幣481,000元)可供用於抵銷未來溢利。由於未來溢利流不可預測，故概無就有關虧損確認遞延稅項資產(2020年：無)。未確認稅項虧損將於以下日期屆滿：

2021	2020
2021年	2020年
RMB'000	RMB'000
人民幣千元	人民幣千元
189	481
9,112	-
9,301	481

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17. TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES

17. 貿易應收款項、預付款項及其他應收款項

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Trade receivables – contracts with customers	貿易應收款項 — 與客戶合約	306,721	340,323
Less: loss allowance for ECL	減：預期信貸虧損的虧損撥備	(13,109)	(21,338)
		293,612	318,985
Receivable from a supplier (Note (i))	來自供應商的應收款項(附註(i))	4,238	–
Receivable from Investment A (Note (ii))	來自投資A的應收款項(附註(ii))	750	750
Rental and other deposits	租金及其他按金	3,061	2,603
Others (Note (iii))	其他(附註(iii))	3,654	7,325
		11,703	10,678
Less: allowance for credit losses	減：信貸虧損撥備	(575)	(390)
		11,128	10,288
Deductible value-added tax	可扣減增值稅	4,293	4,167
Prepayments to suppliers (Note(iv))	支付予供應商的預付款項(附註(iv))	32,067	9,854
		36,360	14,021
Total trade receivables, prepayments and other receivables	貿易應收款項、預付款項及其他應收款項總額	341,100	343,294
Less: long-term deposits	減：長期按金	–	(152)
Analysed as current assets	分析為流動資產	341,100	343,142

Notes:

- (i) As at 31 December 2020, a prepayment for acquisition of a script of RMB7,100,000 was made by the Group to a drama series production company. Details are set out in note 18. As a result of the postponement of provision of draft script, the Group and the supplier entered into a termination agreement, the supplier promised to terminate and refund the whole amount of the prepayment to the Group. Accordingly, the drama series production in progress was derecognised and a receivable from a supplier was being recognised at the gross carrying amount of approximately RMB7,100,000 (2020: nil), net of ECL impairment of nil (2020: nil) as at 31 December 2021. Settlement of RMB2,862,000 was received during the year ended 31 December 2021. The remaining balance of the receivable from the supplier, net of loss allowance for ECL impairment of RMB127,000, is RMB4,111,000 (2020: nil) as at 31 December 2021, and the gross amount of RMB4,238,000 is settled subsequent to the end of the reporting period.

附註：

- (i) 於2020年12月31日，本集團就收購劇本向電視劇製作公司支付預付款項人民幣7,100,000元。詳情載於附註18。由於延期提供劇本草稿，本集團與供應商訂立終止協議，供應商承諾終止並向本集團償還全部預付款項。因此，於2021年12月31日，製作中電視劇終止確認及來自供應商的應收款項賬面總值約人民幣7,100,000元(2020年：無)(扣除預期信貸虧損減值零(2020年：無))。截至2021年12月31日止年度收到清償款項人民幣2,862,000元。於2021年12月31日，來自供應商的應收款項在扣除預期信貸虧損減值撥備人民幣127,000元後的餘額為人民幣4,111,000元(2020年：無)，總金額為人民幣4,238,000元，於報告期末後結清。



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17. TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES (CONTINUED)

Notes: (Continued)

(ii) As at 31 December 2018, the Group invested in a film (the "Investment A") with fair value of RMB1,050,000, which entitled the Group to share certain percentage of income to be generated from the film based on the proportion of investment amounts as specified in respective investment agreement. The directors of the Company designated the investment as FVTPL on initial recognition.

On 28 December 2019, a supplemental agreement in respect of Investment A was signed which modified the investment into a 15% annual fixed return rate investment. Out of the aggregate amount of principal and interest receivable of RMB1,365,000, an amount of RMB444,000 was settled in 2019 and the remaining principal and interest receivable in aggregate of RMB921,000 would be repaid on or before 30 April 2020. In view that there is a significant modification of the contractual cash flows of the investment, the financial asset at FVTPL with fair value of RMB879,000 was derecognised and an other receivable was recognised accordingly as at 31 December 2019. A gain of RMB264,000 was recognised from the derecognition during the year ended 31 December 2019.

During the year ended 31 December 2020, an amount of RMB129,000 was settled. The gross carrying amount of the receivable from Investment A was RMB750,000 (2020: RMB750,000), net of ECL allowance of RMB23,000 (2020: RMB18,000), as at 31 December 2021. ECL impairment of RMB5,000 (2020: Reversal of ECL impairment of RMB11,000) had been recognised for the year ended 31 December 2021.

(iii) As at 31 December 2020, balance of approximately RMB4,000,000 (2021: nil) was prepayments to two suppliers in relation to provision of advertising services. The Group and the suppliers mutually agreed to terminate the contract. Accordingly, the prepayments were derecognised and receivables from the two suppliers were being recognised at the gross carrying amount of approximately RMB4,000,000, net of ECL impairment of nil as at 31 December 2020. The balance is fully settled during the year ended 31 December 2021.

(iv) The prepayments were made to the suppliers for the supplying of provision of advertising services to the Group.

The Group generally determines the credit period granted to customers with reference to the financial position, credit record, duration of business relationship and the types of services the Group provides. Credit and payment terms may vary for different customers and projects. The Group generally issues billings to customers after performance of advertising services according to the terms set out in the relevant contracts.

For TV advertising services, the Group generally provides credit periods ranging from 15 to 90 days (2020: 15 to 90 days) after issued billings to customers.

For online advertising services, the Group generally provides credit periods of 90 days (2020: ranging from 15 to 90 days) after issued billings to customers.

For outdoor advertising services, the Group generally sets the contract terms by instalments within the contract period.

For other advertising services, the Group generally demands payment by instalments or in full prior to services being provided.

17. 貿易應收款項、預付款項及其他應收款項(續)

附註：(續)

(ii) 於2018年12月31日，本集團投資一部電影(「投資A」)，公允值為人民幣1,050,000元，使本集團有權根據各投資協議的規定按投資金額比例分享電影產生的一定百分比收入。董事指定該投資為於初始確認時按公允值計入損益。

於2019年12月28日，就投資A簽訂一份補充協議，將投資修改為15%固定年回報率投資。於本金總額及應收利息人民幣1,365,000元中，人民幣444,000元已於2019年結清及餘下本金及應收利息總額人民幣921,000元將於2020年4月30日或之前償付。鑑於投資的合約現金流量有大幅變動，按公允值計入損益且其公允值為人民幣879,000元的金融資產終止確認並因此於2019年12月31日確認其他應收款項。於截至2019年12月31日止年度，自終止確認確認收益人民幣264,000元。

於截至2020年12月31日止年度，已結清款項人民幣129,000元。於2021年12月31日，應收投資A賬面總值為人民幣750,000元(2020年：人民幣750,000元)，扣除預期信貸虧損撥備人民幣23,000元(2020年：人民幣18,000元)。截至2021年12月31日止年度，已確認撥回預期信貸虧損減值人民幣5,000元(2020年：撥回預期信貸虧損撥備人民幣11,000元)。

(iii) 於2020年12月31日，結餘約人民幣4,000,000元(2020年：零)為就提供廣告服務支付兩名供應商的預付款項。本集團及供應商相互協定終止合約。因此，預付款項已終止確認，並自兩名供應商確認賬面總值約人民幣4,000,000元的應收款項，扣除於2020年12月31日預期信貸虧損減值零。結餘已於截至2021年12月31日止年度悉數結清。

(iv) 預付款項乃為就向本集團提供廣告服務而支付供應商的款項。

本集團一般參照財務狀況、信貸記錄、業務關係年期及本集團提供的服務類型釐定授予客戶的信貸期。不同客戶及項目的信貸及支付條款可能各異。本集團一般於根據相關合約所載的條款履行廣告服務後向客戶出具賬單。

就電視廣告服務而言，本集團一般於向客戶發出賬單後提供介乎15至90天的信貸期(2020年：15至90天)。

就數字廣告服務而言，本集團一般於向客戶發出賬單後提供90天的信貸期(2020年：介乎15至90天)。

就戶外廣告服務而言，本集團一般於合約期內分期設定合約條款。

就其他廣告服務而言，本集團一般要求分期付款或於提供服務前全數支付。

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17. TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES (CONTINUED)

The following is an aged analysis of trade receivables net of allowance for credit losses presented based on the date of billing, which approximates the respective revenue recognition dates, at the end of the reporting period:

0 – 30 days	0至30天
31 – 90 days	31至90天
91 – 180 days	91至180天
181 – 360 days	181至360天
Over 365 days	360天以上
Total	總計

As at 31 December 2021, included in the Group's trade receivables balance are debtors with aggregate net carrying amount of approximately RMB293,612,000 (31 December 2020: RMB202,520,000), which are past due as at the reporting date. Out of the past due balances, RMB128,376,000 (2020: RMB142,014,000), has been past due over 90 days and within two years and is not considered as in default because there is no significant change in credit quality and the amounts are still considered recoverable. The remaining past due balances of RMB165,236,000 (2020: RMB60,506,000) have been past due less than 90 days. The Group does not hold any collateral over these balances or charge any interest thereon.

Details of impairment assessment of trade and other receivables are set out in Note 29.

18. DRAMA SERIES PRODUCTION IN PROGRESS

Drama series production in progress represents a prepayment for acquisition of a script made by the Group to a drama series production company. During the year ended 31 December 2021, the Group and the supplier entered into a supplementary agreement with the supplier promised to repay whole amount of the prepayment to the Group. Accordingly, the drama series production in progress was derecognised and a receivable from a supplier. Details are set out in Note 17(i).

17. 貿易應收款項、預付款項及其他應收款項(續)

以下為根據賬單日期(與收益確認日期相近)呈列於報告期末經扣除信貸虧損撥備的貿易應收款項的賬齡分析：

2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
139,483	132,041
25,754	32,437
37,794	7,902
72,787	105,416
17,794	41,189
293,612	318,985

於2021年12月31日，賬面值淨值總額為約人民幣293,612,000元(2020年12月31日：人民幣202,520,000元)的應收款項計入本集團貿易應收款項結餘，於報告日期已逾期。在該等逾期結餘中，人民幣128,376,000元(2020年：人民幣142,014,000元)已逾期超過90天及於兩年內，但並未視為違約，原因是信貸質素並無重大變動且金額被認為仍可收回。剩餘逾期結餘人民幣165,236,000元(2020年：人民幣60,506,000元)已逾期不足90天。本集團並無就該等結餘持有任何抵押品或收取任何利息。

貿易及其他應收款項的減值評估詳情載於附註29。

18. 製作中電視劇

製作中電視劇指本集團就收購劇本向電視劇製作公司支付的預付款項。截至2021年12月31日止年度，本集團及供應商訂立補充協議，據此供應商承諾向本集團償還全部預付款項。因此，製作中電視劇終止確認及確認來自供應商的應收款項。詳情在附註17(i)。



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19. CONTRACT ASSETS

Current	流動
Contract assets	合約資產

Upon entering into a service contract with customer, the Group obtains rights to receive consideration from the customer and assumes performance obligations to perform advertising service to customers. The service contract is an asset if the measure of remaining conditional rights to consideration exceeds the satisfied performance obligations. Contract asset is recognised over the period of the contract in which the service is performed representing the Group's rights to receive consideration for the service performed because the rights are conditioned on the Group's future performance of remaining advertising service. The contract assets are transferred to trade receivables when the rights become unconditional, i.e. advertising services performed are verified by an independent third party with relevant qualifications and experience and confirmed by customers.

As at 31 December 2021, the gross carrying amount of contract assets is approximately RMB23,960,000 (2020: RMB21,233,000), net of accumulated loss allowance for ECL of approximately RMB488,000 (2020: RMB154,000).

Details of impairment assessment for the year are set out in Note 29.

20. LOAN RECEIVABLE

On 31 October 2017, Beijing Ruicheng entered into a contract with an independent third party, pursuant to which Beijing Ruicheng invested RMB13,000,000 in an internet drama and was entitled to share certain percentage of income to be generated from the internet drama distribution based on the proportion of investment amount. The directors of the Company designated the investment as FVTPL on initial recognition.

On 21 December 2018, a supplemental agreement was signed which entitled Beijing Ruicheng to a fixed rate of return of 18% for the period from 1 January 2019 to 31 December 2020. In view that there is significant modification of the contractual cash flows of the investment as of 21 December 2018, the financial asset at FVTPL with a carrying amount of RMB13,000,000 was derecognised and a loan receivable, was recognised accordingly. The loan receivable was subsequently measured at amortised cost because the Group's business model was to hold the financial asset in order to collect contractual cash flow, and the cash flow of the investment met the IFRS 9 criteria as solely payment of principal and interest on the principal amount outstanding. No gain or loss is recognised from the derecognition.

19. 合約資產

2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
23,472	21,079

於與客戶訂立服務合約後，本集團獲得自客戶收取代價的權利，並承擔向客戶履行廣告服務的履約責任。倘餘下的有條件代價權利計量超過已履行的履約責任，則服務合約為資產。合約資產於履行服務的合約期內確認，代表本集團就履行服務收取代價的權利，乃由於有關權利須待本集團於日後履行餘下的廣告服務後方可作實。當權利成為無條件（即於擁有相關資格及經驗的獨立第三方驗證已履行的廣告服務並由客戶確認後），合約資產轉移至貿易應收款項。

於2021年12月31日，合約資產賬面總值約為人民幣23,960,000元（2020年：人民幣21,233,000元），累計預期信貸虧損的虧損撥備淨額約為人民幣488,000元（2020年：人民幣154,000元）。

有關本年度減值評估的詳情載於附註29。

20. 應收貸款

於2017年10月31日，北京瑞誠與一名獨立第三方訂立一份合約，據此，北京瑞誠於一部網絡劇投資人民幣13,000,000元，並有權基於投資金額比例按一定百分比分享該網絡劇分派將產生的收入。本公司董事指定該投資初始確認為按公允值計入損益。

於2018年12月21日，補充協議簽立，使北京瑞誠有權自2019年1月1日至2020年12月31日享有18%的固定回報率。鑑於截至2018年12月21日投資的合約現金流量有大幅變動，按公允值計入損益且其賬面值為人民幣13,000,000元的金融資產終止確認，並因而確認應收貸款。該筆應收貸款其後按攤銷成本計量，乃由於本集團的業務模式為持有金融資產以收取合約現金流量，而投資的現金流量符合國際財務報告準則第9號的準則，僅作為尚未支付本金的本金及利息付款。並無終止確認的收益或虧損獲確認。

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20. LOAN RECEIVABLE (CONTINUED)

As at 31 December 2020, the gross carrying amount of loan receivable is approximately RMB13,000,000 (2021: nil), net of accumulated ECL impairment of RMB3,274,000 (2021: nil). The loan receivable was fully settled during the year ended 31 December 2021.

Details of impairment assessment for the year are set out in Note 29.

21. BANK BALANCES AND CASH/SHORT-TERM BANK DEPOSIT

Bank balances carry interest at market rates which range from 0.30% to 1.10% (2020: 0.30% to 1.10%).

Short-term bank deposit represented the fixed bank deposits carry interest at 1.75% per annum as at 31 December 2020 with original maturity of more than 3 months but within 12 months.

22. TRADE AND OTHER PAYABLES

Trade payables	貿易應付款項
Staff cost payables	應付員工成本
Other tax payables	其他應付稅項
Listing expenses payables	應付上市開支
Interest payable	應付利息
Accrued expenses	應計開支

The following is an aged analysis of trade payables based on the date of billing as at the end of each reporting period:

0 – 30 days	0至30天
31 – 90 days	31至90天
Over 90 days	90天以上

The Group is granted a credit period from 5 to 60 days from its suppliers, unless prepayment to suppliers is specified on the contract. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

20. 應收貸款(續)

於2020年12月31日，賬面總值約為人民幣13,000,000元(2021年：無)的應收貸款已逾期，扣除累計預期信貸虧損減值人民幣3,274,000元(2021年：無)。應收貸款於截至2021年12月31日止年度已悉數結清。

年內減值評估詳情載於附註29。

21. 銀行結餘及現金／短期銀行存款

銀行結餘分別按介乎0.30%至1.10%(2020年：0.30%至1.10%)的市場利率計息。

短期銀行存款指於2020年12月31日按年利率1.75%計息的固定銀行存款，初始到期日為超過3個月但於12個月內。

22. 貿易及其他應付款項

2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
32,203	35,838
2,281	2,529
1,118	2,785
817	1,937
1,222	1,420
1,366	1,751
39,007	46,260

於各報告期末，以下為於各報告期末按賬單日期的貿易應付款項的賬齡分析如下：

2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
11,237	13,554
17,352	6,438
3,614	15,846
32,203	35,838

本集團獲其供應商授予信貸期為5至60天，除非合約另有指定向供應商預付款項。本集團已制定財務風險管理政策，以確保所有應付款項均在信貸期限內結清。



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23. CONTRACT LIABILITIES

23. 合約負債

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Current	流動		
Contract liabilities	合約負債	16,612	2,001

Contract liabilities are recognised when the Company receives an amount from customers before services are provided, this will give rise to contract liabilities at the beginning of a contract, until the revenue recognised on the relevant contract exceeds the amount received. The Company typically receives a deposit range from 20% to 50% of total consideration from certain customers when they enter into the contracts with the Company.

合約負債於本公司提供服務前收取客戶款項時確認，此舉將導致合約開始時產生合約負債，直至相關合約的確認收益超越該款項為止。本公司一般於若干客戶與本公司訂立合約時自客戶收取總代價的介乎20%至50%的按金。

Revenue recognised during each reporting period included the whole amount of contract liabilities at the beginning of the respective reporting period. There was no revenue recognised during the year that related to performance obligations that were satisfied in prior years.

於各報告期確認的收益包括於各報告期初合約負債的全部金額。年內並無確認與過往年度已履行的履約責任相關的收益。

24. BANK AND OTHER BORROWINGS

24. 銀行及其他借款

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Bank borrowings	銀行借款		
– unsecured (Note (i))	– 無抵押(附註(i))	61,000	70,000
Other borrowings	其他借款		
– unsecured (Note (ii))	– 無抵押(附註(ii))	54,984	55,511
		115,984	125,511
Carrying amounts repayable (based on scheduled repayment dates set out in the borrowing agreements):	應償還賬面值(根據借款協議中所載計劃還款日期)：		
Within one year	一年內	115,984	75,511
After one year but within two years	一年後但於兩年內	–	50,000
		115,984	125,511
Amounts shown under current liabilities	流動負債下所示金額	115,984	75,511
Amounts shown under non-current liabilities	非流動負債下所示金額	–	50,000
		115,984	125,511

Notes:

(i) The bank loans were guaranteed by six (31 December 2020: four) third party guarantors, who charged the Group an upfront guarantee fees range from 1.30% to 2.08% (2020: from 1.70% to 2.00%) of the corresponding loan principal amounts. The effective interest rates (which are also equal to contracted interest rates) of these bank loans range from 3.85% to 6.50% (31 December 2020: from 7.15% to 7.92%) per annum as at 31 December 2021.

附註：

(i) 該等銀行借款由六名(2020年12月31日：四名)第三方擔保人擔保，其按相關貸款本金額的1.30%至2.08%(2020年：1.70%至2.00%)收取本集團預付擔保費用。於2021年12月31日，該等銀行貸款的實際年利率(亦等於合約利率)為介乎3.85%至6.50%(2020年12月31日：介乎7.15%至7.92%)。

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24. BANK AND OTHER BORROWINGS (CONTINUED)

Notes: (Continued)

(ii) During the year ended 31 December 2020, the Group borrowed additional loans of HKD11,000,000 (equivalent to approximately RMB9,511,000) from an independent third party for capital injection in its subsidiary and HKD4,626,000 (equivalent to approximately RMB4,000,000) was settled before 31 December 2020. The loan bears a fixed interest rate of 12% per annum and the remaining balance will be repayable on 23 October 2021. As at 31 December 2020, the outstanding balances of these loans amounted to HKD6,374,000 (equivalent to approximately RMB5,511,000) (2021: nil). The loans have been settled during the year ended 31 December 2021.

During the year ended 31 December 2020, the Group borrowed another loan of RMB50,000,000 with a repayable term of two years of which RMB20,000,000 is repayable on 16 March 2022 and RMB30,000,000 is repayable on 16 September 2022, and guaranteed by the controlling shareholder of the Company. The loan bears a fixed interest rate of 6.50% per annum.

During the year ended 31 December 2021, the Group borrowed another loan of approximately RMB4,984,000 (2020: nil) from its shareholder with a repayable term of unsecured, non-interest bearing and repayable on demand.

The loan agreements do not impose any covenants.

25. SHARE CAPITAL

Ordinary shares of HK\$0.01 each

Authorised:

At 31 December 2020 and 2021

Issued and fully paid:

At 31 December 2020 and 2021

每股面值0.01港元的普通股

法定

於2020年及2021年12月31日

已發行及繳足：

於2020年及2021年12月31日的結餘

Presented as

呈列為

The holders of ordinary shares are entitled to receive dividends declared from time to time and are entitled to one vote per share at general meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

24. 銀行及其他借款(續)

附註：(續)

(ii) 於截至2020年12月31日止年度，本集團為其附屬公司注資向一名獨立第三方借入額外貸款11,000,000港元(相當於約人民幣9,511,000元)及4,626,000港元(約等於人民幣4,000,000元)已於2020年12月31日之前結清。該貸款按固定年利率12%計息並將於2021年10月23日償還。於2020年12月31日，該等貸款未償還結餘為6,374,000港元(相當於約人民幣5,511,000元)(2021年：無)。貸款已於截至2021年12月31日止年度提前結清。

截至2020年12月31日止年度，本集團借入還款期為兩年的另一筆貸款人民幣50,000,000元及應於2022年3月16日償還的貸款人民幣20,000,000元及應於2022年9月16日償還的貸款人民幣30,000,000元，並由本公司控股股東擔保。貸款按固定年利率6.50%計息。

於截至2021年12月31日止年度，本集團向其股東借入額外貸款約人民幣4,984,000元(2020年：無)，償還條款為無抵押、免息及按要求償還。

貸款協議不施加任何契約。

25. 股本

Number of shares	Share capital
股份數目	股本
'000	HK\$'000
	港元

2,000,000

20,000

'000

HK\$'000

400,000

4,000

As at
31 December 2021
and 2020
於2021年及
2020年
12月31日
RMB'000
人民幣千元

3,578

普通股持有人有權收取不時宣派的股息，且每一股份對應於本公司股東大會上的一票表決權。所有普通股就本公司之剩餘資產而言享有同等地位。



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26. RETIREMENT BENEFITS SCHEMES

The PRC employees of the Group are members of a state-managed retirement benefit plan operated by the government of the PRC. The PRC subsidiaries of the Company are required to contribute a specified percentage of payroll costs to the retirement benefit plan to fund the employee benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions. The total expense recognised in profit or loss of approximately RMB2,595,000 (2020: RMB1,776,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plan.

27. LEASE LIABILITIES

The Group leases properties to operate its business. These leases are generally ranged from 3 to 5 years. Lease terms are negotiated on an individual basis and contain different payment terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purpose.

The Group also leases advertising light boxes in car shelters and billboards with contract terms of less than one year. These leases are short-term and the Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

The exposure of the Group's lease liabilities are as follows:

Analysed for reporting purposes as:

Current liabilities
Non-current liabilities

就呈報目的分析為：

流動負債
非流動負債

Lease liabilities payables:

Within one year
Within a period of more than one year but not exceeding two years

Less: Amount due for settlement within 12 months (shown under current liabilities)

Amount due for settlement after 12 months

應付租賃負債：

一年內
一年以上但不超過兩年之期內

減：12個月內到期結算的金額
(於流動負債項下列示)

12個月後到期結算的金額

26. 退休福利計劃

本集團的中國僱員為中國政府運作的國家管理退休福利計劃的成員。本公司的中國附屬公司須向該退休福利計劃供付工資成本的指定百分比，以就僱員福利撥付資金。本集團就退休福利計劃的唯一責任為作出指定供款。於損益確認的開支總額約人民幣2,595,000元(2020年：人民幣1,776,000元)指本集團應按計劃規則指定的比率向該等計劃繳交的供款。

27. 租賃負債

本集團租賃物業以經營其業務。該等租賃通常按3至5年作出。租賃條款按個別基準磋商，並包含不同的付款條款及條件。租賃協議不施加任何契約，但租賃資產不得用作借貸的抵押品。

本集團亦以不足一年的租賃合約條款租賃候車亭廣告燈箱及廣告牌。該等租賃為短期租賃，而本集團已選擇不確認該等租賃為使用權資產及租賃負債。

本集團承擔的租賃負債如下：

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
	307	867
	-	307
	307	1,174
	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
	307	867
	-	307
	307	1,174
	(307)	(867)
	-	307

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27. LEASE LIABILITIES (CONTINUED)

During the year ended 31 December 2020, the Group had signed supplementary contract with the lessor to terminate lease contract, details are set out in note 15.

Lease liabilities of the Group were measured at the present value of the lease payments that are not yet paid using its incremental borrowing rate. All leases are entered at fixed prices. The Group does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the Group's treasury function. During the year ended 31 December 2021, the interest expense on lease liabilities of approximately RMB10,000 (2020: RMB120,000) is recognised.

The total cash outflows for leases amounted to approximately RMB41,976,000 (2020: RMB31,275,000) for the year ended 31 December 2021, including total cash outflow for short-term leases amounted to RMB41,099,000 (2020: RMB30,126,000) for the year ended 31 December 2021.

28. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising the return to equity holders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged during the year.

The capital structure of the Group consists of net debt, which includes bank and other borrowings and lease liabilities, net of short-term bank deposit, bank balances and cash, and equity attributable to owners of the Group, comprising share capital and reserves.

The directors of the Company reviews the capital structure on a continuous basis taking into account the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through new share issues as well as the issue of new debts or the redemption of existing debts.

29. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

Financial assets

Financial assets at amortised cost
(including cash and cash equivalents)

金融資產

按攤銷成本計量的金融資產
(包括現金及現金等價物)

Financial liabilities

Financial liabilities at amortised cost

金融負債

按攤銷成本計量的金融負債

27. 租賃負債(續)

於截至2020年12月31日止年度，本集團已與出租人訂立補充合約，已終止租賃合約，詳情載於附註15。

本集團租賃負債以增量借款利率按尚未支付的租賃付款的現值計量。所有租賃均按固定價格訂立。本集團並無就其租賃負債面臨重大流動性風險。租賃負債由本集團的財政職能監察。於截至2021年12月31日止年度，已確認租賃負債利息開支約人民幣10,000元(2020年：人民幣120,000元)。

於截至2021年12月31日止年度，租賃現金流出總額為人民幣41,976,000元(2020年：人民幣31,275,000元)，包括截至2021年12月31日止年度的短期租賃現金流出總額約人民幣41,099,000元(2020年：人民幣30,126,000元)。

28. 資本風險管理

本集團管理其資本，以確保其將能夠持續經營，同時通過優化債務及權益平衡最大化權益持有人回報。本集團的整體策略年內保持不變。

本集團的資本架構由債務淨額(包括銀行及其他借款及租賃負債(扣除短期銀行存款、銀行結餘及現金))及本集團擁有人應佔權益(包括股本及儲備)組成。

本公司董事計及資本成本及與各類資本相關的風險持續檢討資本架構。基於本公司董事的建議，本集團將通過發行新股及發行新債務或贖回現有債務平衡其整體資本架構。

29. 金融工具

(a) 金融工具類型

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Financial assets		
Financial assets at amortised cost (including cash and cash equivalents)	340,436	357,071
Financial liabilities		
Financial liabilities at amortised cost	153,873	168,986

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29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

Sensitivity analysis

The Group is mainly exposed to HKD and USD.

The sensitivity analysis below has been determined based on the exposure to foreign currency rates and includes only outstanding foreign currency denominated monetary items and adjusted their transaction at year end for a 5% (2020: 5%) change in foreign currency rates. The sensitivity analysis includes bank balances and cash, other borrowing and other payables. A 5% (2020: 5%) increase or decrease is used when reporting foreign currency rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign currency rates.

If 5% weakening/strengthening of USD and HKD against RMB, the Group's post tax profit for the year ended 31 December 2021 would decrease/increase by approximately RMB5,000 (2020: increase/decrease by approximately RMB239,000).

(ii) Interest rate risk

The Group's fair value interest rate risk relates primarily to certain fixed-rate other receivables, loan receivables, short-term deposit, bank and other borrowings and lease liabilities. The Group's policy is to manage its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook so as to minimise the fair value interest rate risk. The Group's cash flow interest rate risk relates primarily to bank balances which carry prevailing market interest rates. The management considers that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant, accordingly, no sensitivity analysis is provided. It is the Group's policy to keep its bank balances at floating rate of interests so as to minimise the fair value interest rate risk.

29. 金融工具(續)

(b) 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

本集團主要面臨港元及美元風險。

下文的敏感度分析乃基於外幣匯率風險釐定，且僅包括以外幣計值的尚未支付貨幣項目，並以5% (2020年：5%) 的外幣匯率變動於年末作交易調整。敏感度分析包括銀行結餘及現金、其他借款及其他應付款項。向主要管理人員內部匯報外幣匯率風險時，採用5% (2020年：5%) 的增減，代表管理層對外幣匯率的合理可能變動作出的評估。

倘美元及港元兌人民幣匯率下跌/上升5%，則本集團截至2021年12月31日止年度除稅後溢利將減少/增加約人民幣5,000元 (2020年：增加/減少約人民幣239,000元)。

(ii) 利率風險

本集團公允值利率風險主要與若干其他固定利率應收款項、應收貸款、短期存款、銀行及其他借款及租賃負債相關。本集團的政策是根據利率水平及前景評估任何利率變動所產生的潛在影響，以管理其利率風險，從而將公允值利率風險降至最低。本集團現金流量利率風險主要與按現行市場利率計量的銀行結餘相關。管理層認為，浮息銀行結餘產生的現金流量利率風險屬不重大，因此，並無提供敏感度分析。本集團政策是保持銀行結餘為浮動利率，從而將公允值利率風險降至最低。



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29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

As at 31 December 2021, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge 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 Group's credit risk exposures are primarily attributable to long-term deposit, trade receivables contract assets, short-term bank deposit, bank balances, amounts due from related parties, other receivables and loan receivable. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout the reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating
- external credit rating
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- actual or expected significant changes in the operating results of the borrower
- significant increase in credit risk on other financial instruments of the borrower
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower.

In response to the COVID-19 pandemic, the Group monitors closely the economic environment and where appropriate, takes actions to limit its exposure to customers that are severely impacted.

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估

於2021年12月31日，本集團因交易對手方未能履行義務而導致本集團蒙受財務損失的最大信貸風險來自綜合財務狀況表所載各項已確認金融資產的賬面值。本集團面臨的信貸風險主要來自長期按金、貿易應收款項、合約資產、短期銀行存款、銀行結餘、應收關聯方款項、其他應收款項及應收貸款。本集團並無持有任何抵押品或其他信用增級措施以保障其金融資產有關的信貸風險。

本集團在資產的初始確認時考慮違約的可能性，也評估在每項資產存續的報告期間信貸風險是否會持續顯著增加。在評估信貸風險是否顯著增加時本集團將報告日時資產發生違約的風險與初始確認時發生違約的風險進行比較，同時也考慮可獲得的合理及支持性前瞻資訊。尤其納入以下指標：

- 內部信貸評級；
- 外部信貸評級；
- 預期對借款人履行責任的能力導致造成重大變動的業務、金融或經濟狀況的實際或預期重大不利變動；
- 借款人的經營業績預期或實際出現重大變動；
- 借款人其他金融工具的信貸風險大幅增加
- 預期借款人表現及行為出現重大變動，包括借款人於本集團的付款狀態變動及借款人的經營業績變動。

為應對COVID-19疫情，本集團密切監察經濟環境，並在適當情況下採取措施以減少其對受到嚴重影響的客戶之影響。

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29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Trade receivables and contract assets arising from contracts with customers

In order to minimise the credit risk, the Group has delegated a team responsible for determination of credit limits and credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. The Group only accepts bills issued or guaranteed by reputable PRC banks if trade receivables are settled by bills and therefore the management of the Group considers the credit risk arising from the endorsed bills is insignificant. In addition, the Group performs impairment assessment under ECL model upon application of IFRS 9 on trade receivables and contract assets.

For trade receivables and contract assets, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The management of the Group estimates the lifetime ECL of trade receivables and contract assets by using a provision matrix, after considering credit risk characteristics based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information.

In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

客戶合約產生的貿易應收款項及合約資產

為盡量降低信貸風險，本集團已委派專門團隊負責確定信貸限額及信貸審批及其他監控程序，以確保採取跟進行動收回逾期債務。倘貿易應收款項以票據結算，本集團僅接納由信譽良好的中國銀行發行或擔保的票據，因此本集團管理層認為已背書票據所產生的信貸風險屬微不足道。此外，本集團於應用國際財務報告準則第9號時，根據預期信貸虧損模式對貿易應收款項及合約資產進行減值評估。

就貿易應收款項及合約資產而言，本集團已應用國際財務報告準則第9號的簡化方法按全期預期信貸虧損計量虧損撥備。考慮按過往觀察所得違約率除以應收賬款預期年期的信貸風險特徵，前瞻性資料作出調整後，本集團管理層使用撥備矩陣估計貿易應收款項及合約資產的全期預期信貸虧損。

就此而言，本公司董事認為，本集團信貸風險已大幅下降。

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29. FINANCIAL INSTRUMENTS (CONTINUED)

29. 金融工具(續)

(b) Financial risk management objectives and policies (Continued)

(b) 財務風險管理目標及政策(續)

Credit risk and impairment assessment (Continued)

信貸風險及減值評估(續)

Trade receivables and contract assets arising from contracts with customers (Continued)

客戶合約產生的貿易應收款項及合約資產(續)

As part of the Group's credit risk management, trade receivables and contract assets have been grouped based on the following credit risk characteristics:

作為本集團信貸風險管理的一部分，貿易應收款項及合約資產已按以下信貸風險特徵分類：

Category 類別	Description 描述	Basis for recognising ECL 確認預期信貸虧損的基準
Class A A類	Indicates the exposure at default ("EAD") is still current does not have any past-due amounts 表明違約風險(「違約風險」)仍然存在並無任何預期金額	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)
Class B B類	The major portion of the EAD has been past due for less than 60 days. 違約風險主要部分已逾期不超過60天。	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)
Class C C類	The major portion of the EAD has been past due for less than 1 year. The risk of non-payment increases as the time period is longer than normal expected payment process. 違約風險主要部分已逾期不超過一年。隨著時間超過正常預期付款流程，無法付款風險增加。	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)
Class D D類	Indicates the past due aging of the debtor exceeding at least 1 year. It indicates that the recovery of complete payments is likely to be difficult. 表明債務人的逾期賬齡超過至少一年。其表明可能難以收回全部付款。	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)
Class E E類	Financial assets are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred 當發生一項或多項對該資產的估計未來現金流量產生不利影響的事件時，金融資產被評估為信貸減損	Lifetime ECL (credit-impaired) 全期預期信貸虧損(信貸減值)
Class F F類	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據表明債務人面臨嚴重的財務困難，而本集團沒有現實的複蘇前景	Amount is written off 金額已撇銷

The Group's concentration of credit risk by geographical locations is mainly in the PRC, which accounted for 100% (31 December 2020: 100%) of the total trade receivable as at 31 December 2021.

按地理位置劃分，本集團的主要信貸風險主要集中於中國，佔於2021年12月31日貿易應收款項總額的100% (2020年12月31日：100%)。

The Group has concentration of credit risk as 35.20% (2020: 29.59%) and 88.25% (2020: 49.98%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively.

由於貿易應收款項總額的35.20% (2020年：29.59%)及88.25% (2020年：49.98%)分別來自應收本集團最大客戶及五大客戶款項，故本集團有集中信貸風險。

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29. FINANCIAL INSTRUMENTS (CONTINUED)

29. 金融工具(續)

(b) Financial risk management objectives and policies (Continued)

(b) 財務風險管理目標及政策(續)

Credit risk and impairment assessment (Continued)

信貸風險及減值評估(續)

Trade receivables and contract assets arising from contracts with customers (Continued)

客戶合約產生的貿易應收款項及合約資產(續)

The Group's current credit risk grading framework of loan receivable, bank balances, other receivables and amounts due from related parties comprises the following categories:

本集團應收貸款、銀行結餘、其他應收款項及應收關聯方款項的當前信貸風險評級框架包括以下類別：

Category 類別	Description 描述	Basis for recognising ECL 確認預期信貸虧損的基準
Performing 履行	For financial assets where there has low risk of default or has not been a significant increase in credit risk since initial recognition and that are not credit impaired (refer to as Stage 1) 就違約風險較低或自初始確認後信貸風險並未顯著上升且並無信貸減值的金融資產(稱為第1階段)	12m ECL 12個月預期信貸虧損
Doubtful 呆賬	For financial assets where there has been a significant increase in credit risk since initial recognition but that are not credit impaired (refer to as Stage 2) 就自初始確認後信貸風險顯著上升但並無信貸減值的金融資產(稱為第2階段)	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)
Default 違約	Financial assets are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred (refer to as Stage 3) 當發生會對金融資產估計未來現金流量造成不利影響的一項或多項事件，則有關金融資產被評定為信貸減值(稱為第3階段)	Lifetime ECL (credit-impaired) 全期預期信貸虧損(信貸減值)
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人面臨嚴重財務困境，而本集團並無收回款項的現實前景	Amount is written off 金額已撇銷

Loan receivable

For loan receivable, the Group has applied the general approach in IFRS 9 to measure the loss allowance. The measurement of loss allowance for ECL is Lifetime ECL (not credit-impaired) as at 31 December 2020 since there was a significant increase in credit risk. The Group actively monitors the outstanding amounts owed by the debtor and identifies any credit risks in a timely manner in order to reduce the risk of a credit related loss.

應收貸款

就應收貸款而言，本集團已應用國際財務報告準則第9號的一般方法。預期信貸虧損的虧損撥備計量於2020年12月31日為全期預期信貸虧損(無信貸減值)，乃由於信貸虧損大幅增加。本集團積極監察各債務人所欠的未償還款項，並及時識別任何信貸風險，以降低信貸相關損失的風險。

The Group has concentration of credit risk as the whole amount of loan receivable is due from the producer of an internet drama as set out in note 20.

如附註20所載，由於應收貸款全部金額為應收一部網劇製片人的款項，本集團有集中信貸風險。



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29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Bank balances and short-term bank deposit

Credit risk on bank balances and short-term bank deposit is limited because the counterparties are reputable banks with good credit ratings assigned by international credit agencies. The Group assessed 12m ECL for bank balances and short-term bank deposit by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. The 12m ECL on bank balances and short-term bank deposit is considered to be insignificant.

The Group has concentration of credit risk as approximately 55.96% and nil (2020: 52.02% and 100%) of the Group's bank balances and short-term bank deposit is placed with a bank at 31 December 2021.

Other receivables, amounts due from related parties and long term deposit

The directors of the Company make periodic individual assessment on the recoverability of other receivables, amounts due from related parties and long term deposit based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. 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 12m ECL on amounts due from related parties is considered as insignificant for the year ended 31 December 2021 and 2020 as the counterparties involved are considered with limited credit risk and the ECL involved is not material. The disclosure of loss allowance recognised for other receivables was made below in this note for the years ended 31 December 2021 and 2020.

The Group has concentration of credit risk as approximately 36.21% (2020: 51.80%) of the Group's other receivables is due from a counterparty at 31 December 2021.

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

銀行結餘及短期銀行存款

由於對手方為具有國際信貸評級機構給予較佳信貸評級的信譽良好的銀行，故銀行結餘及短期銀行存款的信貸風險有限。本集團參考有關違約可能性及虧損導致違反外部信用評級機構公佈的有關信貸評級等級資料，對銀行結餘及短期銀行存款進行12個月預期信貸虧損評估。銀行結餘及短期銀行存款的12個月預期信貸虧損被認為並不重大。

於2021年12月31日，本集團約55.96%及零的銀行結餘及短期銀行存款存放於一家銀行，故本集團有集中信貸風險(2020年：52.02%及100%)。

其他應收款項、應收關聯方款項及長期按金

本公司董事根據過往償付記錄、過往經驗以及合理且具理據支持的前瞻性定量及定性資料，對其他應收款項、應收關聯方款項及長期按金的可收回性進行定期個別評估。本集團計量虧損撥備等於12個月預期信貸虧損，除非自初始確認起信貸風險大幅增加，則本集團確認全期信貸虧損。

於截至2021及2020年12月31日止年度，應收關聯方款項12個月預期信貸虧損不重大，乃由於相關對手方被視為具有有限信貸風險及相關預期信貸虧損不屬重大。截至2021及2020年12月31日止年度就其他應收款項確認的虧損撥備於本附註下文披露。

於2021年12月31日，本集團約36.21%的其他應收款項來自應收一名對手方款項，故本集團有集中信貸風險(2020年：51.80%)。

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29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Other receivables, amounts due from related parties and long term deposit (Continued)

As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases. The tables below detail the credit risk exposures of the Group's financial assets and contract assets, which are subject to ECL assessment:

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

其他應收款項、應收關聯方款項及長期按金(續)

因本集團的過往信貸虧損經驗沒有顯示不同客戶分部有重大差異的虧損型態，故按逾期狀態計算的虧損撥備並無在本集團不同客戶群間進一步區分。下表詳列本集團金融資產及合約資產之信貸風險，該等風險須進行預期信貸虧損評估：

	Credit risk characteristic	12m or lifetime ECL	Average loss rate	Gross carrying amount as at 31 December 2021 於2021年12月31日的賬面總值 RMB'000 人民幣千元	Total ECL 預期信貸虧損總額 RMB'000 人民幣千元	Net carrying amount as at 31 December 2021 於2021年12月31日的賬面淨值 RMB'000 人民幣千元
Trade receivables (Note 17) 貿易應收款項(附註17)						
	Class B B類	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	1.4%	100,545	1,420	99,125
	Class C C類	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	2.2%	153,603	3,404	150,199
	Class D D類	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	15.8%	52,573	8,285	44,288
				306,721	13,109	293,612
Contract assets (Note 19) 合約資產(附註19)						
	Class A A類	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	2.0%	23,960	488	23,472
Other receivables (Note 17) 其他應收款項(附註17)						
	Performing 履行	12m ECL (not credit-impaired) 12個月預期信貸虧損(無信貸減值)	2.4%	10,653	252	10,401
	Doubtful 呆賬	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	3.1%	750	23	727
	Default 違約	Lifetime ECL (credit-impaired) 全期預期信貸虧損(信貸減值)	100.0%	300	300	-
				11,703	575	11,128



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29. FINANCIAL INSTRUMENTS (CONTINUED)

29. 金融工具(續)

(b) Financial risk management objectives and policies (Continued)

(b) 財務風險管理目標及政策(續)

Credit risk and impairment assessment (Continued)

信貸風險及減值評估(續)

	Credit risk characteristic	12m or lifetime ECL	Average loss rate	Gross carrying amount as at 31 December 2020 於2020年12月31日的賬面總值 RMB'000 人民幣千元	Total ECL 預期信貸虧損總額 RMB'000 人民幣千元	Net carrying amount as at 31 December 2020 於2020年12月31日的賬面淨值 RMB'000 人民幣千元
Trade receivables (Note 17) 貿易應收款項(附註17)						
	Class A A類	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	0.8%	86,988	682	86,306
	Class B B類	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	3.2%	117,586	3,789	113,797
	Class C C類	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	10.8%	113,977	12,348	101,629
	Class D D類	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	20.8%	21,772	4,519	17,253
				340,323	21,338	318,985
Loan receivable (Note 20) 應收貸款(附註20)						
	Doubtful 呆賬	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	25.2%	13,000	3,274	9,726
Contract assets (Note 19) 合約資產(附註19)						
	Class A A類	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	0.7%	21,233	154	21,079
Other receivables (Note 17) 其他應收款項(附註17)						
	Performing 履行	12m ECL (not credit-impaired) 12個月預期信貸虧損(無信貸減值)	0.7%	9,628	72	9,556
	Doubtful 呆賬	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	2.4%	750	18	732
	Default 違約	Lifetime ECL (credit-impaired) 全期預期信貸虧損(信貸減值)	100.0%	300	300	-
				10,678	390	10,288

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29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The following tables show the movements in lifetime ECL that has been recognised for trade receivables under the simplified approach:

As at 1 January 2020	於2020年1月1日
Impairment losses recognised	已確認減值虧損
As at 31 December 2020	於2020年12月31日
Impairment losses reversed	已確認減值虧損
As at 31 December 2021	於2021年12月31日

The significant decrease in impairment loss during the year ended 31 December 2021 is mainly attributable to improved settlement record in 2021 related to the customers with credit risk characteristic of Class C and D.

The following tables show the movements in lifetime ECL that has been recognised for contract assets under the simplified approach:

As at 1 January 2020	於2020年1月1日
Impairment losses recognised	已確認減值虧損
As at 31 December 2020	於2020年12月31日
Impairment losses recognised	已確認減值虧損
As at 31 December 2021	於2021年12月31日

The increase in impairment loss during the year ended 31 December 2021 is mainly attributable to shift of customer base with higher credit risk characteristic in 2021.

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

下表列示已按簡化法就貿易應收款項確認的全期預期信貸虧損變動。

Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (無信貸減值) RMB'000 人民幣千元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
7,703	–	7,703
13,635	–	13,635
21,338	–	21,338
(8,229)	–	(8,229)
13,109	–	13,109

截至2021年12月31日止年度，減值虧損大幅減少主要是由於具有C類及D類信貸風險特徵的客戶於2021年的償付記錄有所改善。

下表載列根據簡化法就合約資產確認的全期預期信貸虧損之變動：

Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (無信貸減值) RMB'000 人民幣千元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
38	–	38
116	–	116
154	–	154
334	–	334
488	–	488

截至2021年12月31日止年度，減值虧損增加主要是由於2021年具有較高信貸風險特徵的客戶群間轉移所致。



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29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The following table shows the movement in loss allowances that has been recognised for loan receivable:

As at 1 January 2020	於2020年1月1日
Transfer to Lifetime ECL (not credit-impaired) (note (i))	轉至全期預期信貸虧損 (無信貸減值) (附註(i))
Impairment losses recognised	已確認減值虧損
As at 31 December 2020	於2020年12月31日
Impairment losses reversed	已確認減值虧損
As at 31 December 2021	於2021年12月31日

Notes:

- (i) The loan receivable with gross carrying amount of RMB13,000,000 for which the counterparty failed to make demanded repayments on time, the Group determined that the loan receivable became doubtful and measured the loan receivable from 12m ECL with 3.2% loss rate as at 31 December 2019 to Lifetime ECL (not credit-impaired) with 25.2% loss rate as at 31 December 2020.
- (ii) During the year ended 31 December 2021, ECL on loan receivable of approximately RMB3,274,000 has been reversed since the gross amount of the loan receivable has fully settled.

29. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表列示已就應收貸款確認的虧損撥備變動：

12m ECL	Lifetime ECL (not credit-impaired)	Lifetime ECL (credit-impaired)	Total
12個月 預期信貸虧損	全期預期 信貸虧損 (無信貸減值)	全期預期 信貸虧損 (信貸減值)	總計
RMB'000	RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元	人民幣千元
421	-	-	421
(421)	421	-	-
-	2,853	-	2,853
-	3,274	-	3,274
-	(3,274)	-	(3,274)
-	-	-	-

附註：

- (i) 交易對手方未能及時按還款要求產生應收貸款賬面總值人民幣13,000,000元，本集團釐定，應收貸款成為呆賬，應收貸款計量由虧損率為3.2%的2019年12月31日12個月預期信貸虧損變更為虧損率為25.2%的2020年12月31日全期信貸虧損(無信貸減值)。
- (ii) 於截至2021年12月31日止年度，應收貸款總額約人民幣3,274,000元的預期信貸虧損已撥回，因應收貸款總額已悉數結清。

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29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The following table shows of the movement in loss allowances that has been recognised for other receivables:

As at 1 January 2020	於2020年1月1日
Impairment losses recognised	已確認減值虧損
Impairment losses reversed (note)	已撥回減值虧損(附註)
As at 31 December 2020	於2020年12月31日
Impairment losses recognised	已確認減值虧損
As at 31 December 2021	於2021年12月31日

Note: Loss allowance for ECL in respect of other receivables of approximately RMB2,614,000 (2021: nil) has been reversed for the year ended 31 December 2020 as the respective gross amount of receivable from a supplier, Investment A and Investment B of approximately RMB30,048,000, RMB129,000 and RMB19,530,000 respectively were settled during the year ended 31 December 2020.

Liquidity risk

In management of liquidity risk, the Group's management monitors and maintains a reasonable level of bank balances and cash which deemed adequate by the management to finance the Group's operations and mitigate the impacts of fluctuations in cash flows. The Group relies on the cash generated from operating activities and bank and other borrowings as the main source of liquidity.

In preparing the consolidated financial statements, the directors of the Company have given careful consideration to the future liquidity of the Group. While recognising that the Group has relatively low level of bank balances and cash of approximately RMB34,865,000 compared to bank and borrowings which is repayable within one year of approximately RMB115,984,000 as at 31 December 2021.

Up to the date of these consolidated financial statements were authorised for issue, The directors of the Company are satisfied that the Group will have sufficient financial resources to meet its financial obligations as they fall due for the foreseeable future, after taking into consideration of the measures as stated in note 1.

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

下表列示已就其他應收款項確認的虧損撥備變動：

12m ECL	Lifetime ECL (not credit-impaired)	Lifetime ECL (credit-impaired)	Total
12個月預期信貸虧損	全期預期信貸虧損(無信貸減值)	全期預期信貸虧損(信貸減值)	總計
RMB'000	RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元	人民幣千元
660	2,003	300	2,963
41	-	-	41
(629)	(1,985)	-	(2,614)
72	18	300	390
180	5	-	185
252	23	300	575

附註：其他應收款項預期信貸虧損的虧損撥備約人民幣2,614,000元(2021年：零)已於截至2020年12月31日止年度撥回，乃由於應收供應商、投資A及投資B各自款項總額分別約人民幣30,048,000元、人民幣129,000元及人民幣19,530,000元已於截至2020年12月31日止年度結清。

流動資金風險

管控流動資金風險時，本集團管理層監察並維持管理層視為足夠的合理水平的銀行結餘及現金以為本集團的營運提供資金及減輕現金流量波動的衝擊。本集團倚賴經營活動產生的現金以及銀行及其他借款作為流動資金的主要來源。

於編製綜合財務報表時，本公司董事已仔細考慮本集團未來流動資金。較截至2021年12月31日須於一年內償還的銀行借款約人民幣115,984,000元相比，本集團銀行結餘及現金維持較低水平約人民幣34,865,000元。

截至該等綜合財務報表獲授權刊發日期，本公司董事在考慮附註1所載措施後信納，本集團將擁有充足財務資源履行其於可見未來到期的財務義務。



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29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

		Less than 1 month	1-3 months	4-12 months	Total undiscounted cash flows	Carrying amount
		於一個月內	一至三個月	四個月至 十二個月	未貼現現金 流量總額	賬面值
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 31 December 2021	於2021年12月31日					
Financial liabilities	金融負債					
Trade and other payables	貿易及其他應付款項	37,889	-	-	37,889	37,889
Bank borrowings	銀行借款	2,090	20,810	40,567	63,467	61,000
Other borrowings	其他借款	-	20,000	38,234	58,234	54,984
Total	總計	39,979	40,810	78,801	159,590	153,873
Lease liabilities	租賃負債	96	194	19	309	307

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險(續)

下表詳列本集團金融負債的餘下合約年期。該表乃按本集團可被要求付款的最早日期的金融負債未貼現現金流量編製。

		Less than 1 month	1-3 months	4-12 months	Over 1 year and less than 5 years	Total undiscounted cash flows	Carrying amount
		於一個月內	一至三個月	四個月至 十二個月	超過一年及 少於五年	未貼現現金 流量總額	賬面值
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 31 December 2020	於2020年12月31日						
Financial liabilities	金融負債						
Trade and other payables	貿易及其他應付款項	43,100	125	250	-	43,475	43,475
Bank borrowings	銀行借款	-	853	71,236	-	72,089	70,000
Other borrowings	其他借款	-	1,625	1,625	59,309	62,559	55,511
Total	總計	43,100	2,603	73,111	59,309	178,123	168,986
Lease liabilities	租賃負債	-	288	617	309	1,214	1,174



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29. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the management establishes the appropriate valuation techniques and inputs for fair value measurement.

The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of certain types of financial instruments.

Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis

The carrying amount of other borrowing as set out in note 24 was approximate to its fair values as the discounting effect is insignificant.

The directors of the Company consider that the carrying amounts of other current financial assets and financial liabilities measured at amortised cost in the consolidated financial statements approximate their fair values due to their short-term maturities.

29. 金融工具(續)

(c) 金融工具的公允值計量

本附註提供有關本集團如何釐定各類金融資產公允值的資料。

於估計一項資產或負債的公允值時，本集團採用可獲取的市場可觀察數據。倘無法獲得第一級輸入數據，則管理層選用適當的估值技術及輸入數據計量公允值。

本集團所選用的估值技術包括並非基於可觀察市場數據的輸入數據，以估計若干類型金融工具的公允值。

並非以經常性基準按公允值計量的金融資產及金融負債的公允值

附註24所載其他借款的賬面值與其公允值相若，乃由於折讓影響並不重大。

本公司董事認為，綜合財務報表中按攤銷成本計量的其他流動金融資產及金融負債之賬面值與其公允值相若，乃由於其短期期限。



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30. 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 flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

		Transaction costs attributable to issue of new ordinary shares payables	Lease liabilities	Bank and other borrowings	Total
		發行新普通股應佔交易成本 應付款項 RMB'000 人民幣千元	租賃負債 RMB'000 人民幣千元	銀行及其他借款 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2020	於2020年1月1日	1,375	4,101	98,349	103,825
Decrease in deferred listing expenses	遞延上市開支減少	(1,375)	-	-	(1,375)
Finance costs	融資成本	-	120	-	120
Financing cash flow	融資現金流量	-	(1,149)	27,162	26,013
Early termination of a lease	提前終止租約	-	(1,898)	-	(1,898)
At 31 December 2020	於2020年12月31日	-	1,174	125,511	126,685
Finance costs	融資成本	-	10	-	10
Financing cash flow	融資現金流量	-	(877)	(9,527)	(10,404)
At 31 December 2021	於2021年12月31日	-	307	115,984	116,291

31. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 December 2021, the drama series production in progress was derecognised and a receivable from a supplier was being recognised at the gross carrying amount of approximately RMB7,100,000. Further details are set out in note 17(i).

During the years ended 31 December 2020, the Group early terminated a lease contract, the respective right-of-use assets and lease liabilities are derecognised accordingly. Further details of the early termination of lease contracts are set out in notes 15 and 27.

During the years ended 31 December 2020, some of lease contracts expired, the respective right-of-use assets are derecognised accordingly. Further details of the expired lease contracts are set out in note 15.

During the year ended 31 December 2020, transaction costs attributable to issue of new ordinary share payables of approximately RMB1,375,000 (2021: nil) was set off with the respective prepayment by the same amount.

During the year ended 31 December 2020, trade receivable backed by bills of RMB38,000,000 (2021: nil) was set off with trade payable by the same amount.

30. 融資活動所產生負債的對賬

下表載列本集團融資活動所產生負債之變動詳情，包括現金及非現金變動。融資活動所產生的負債為現金流量已經或其未來現金流量將會於本集團綜合現金流量表分類為融資活動的現金流量的負債。

31. 主要非現金交易

於截至2021年12月31日止年度，製作中電視劇終止確認及來自供應商的應收款項賬面總值約人民幣7,100,000元確認。進一步詳情載於附註17(i)。

於截至2020年12月31日止年度，本集團提前終止租賃合約，各使用權資產及租賃負債因此終止確認。有關提前終止租賃合約的詳情載於附註15及27。

於截至2020年12月31日止年度，若干租賃合約已到期，各使用權資產因此終止確認。有關到期租賃合約的進一步詳情載於附註15。

截至2020年12月31日止年度，發行新普通股應佔交易成本應付款項約人民幣1,375,000元(2021年：無)與等額預付款項抵銷。

截至2020年12月31日止年度，票據質押的貿易應收款項人民幣38,000,000元(2021年：無)與等額貿易應付款項抵銷。

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32. RELATED PARTY TRANSACTIONS

Other than as disclosed elsewhere in these consolidated financial statements, during the year, the Group entered into the following transactions with related parties:

(a) Name and relationship

Name	Relationship
Ms. Wang Qingdao Economic and Technological Development Zone Chaoqun Culture Co., Ltd.* 青島經濟技術開發區超群文化有限公司 (“Qingdao Chaoqun”)	Controlling Shareholder A company controlled by Ms. Wang
Beijing Ruicheng Jiaye Public Relations Consulting Co., Ltd.* 北京瑞誠嘉業公關顧問有限公司 (“Beijing Ruicheng Jiaye”)	A company controlled by Ms. Wang
Beijing Yuehe Management Consulting Co., Ltd.* 北京悅和管理諮詢有限公司 (“Beijing Yuehe”)	A company controlled by Ms. Wang

(b) Related party balances

Amounts due from related parties:

32. 關聯方交易

除該等綜合財務報表其他部分所披露者外，於年內，本集團與關聯方訂立以下交易：

(a) 姓名及關係

姓名	關係
王女士 青島經濟技術開發區超群文化有限公司	控股股東 由王女士控制的公司
北京瑞誠嘉業公關顧問有限公司	由王女士控制的公司
北京悅和管理諮詢有限公司	由王女士控制的公司

(b) 關聯方結餘

應收關聯方款項：

		Maximum amount outstanding during the year 年內最高未償還款項			
		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Qingdao Chaoqun	青島超群	650	2,719	650	170
Beijing Ruicheng Jiaye	北京瑞誠嘉業	100	100	100	100
Beijing Yuehe	北京悅和	81	30	81	30
Total	總計			831	300

These amounts were non-trade nature, unsecured, interest free and repayable on demand.

The Group measures the loss allowance for amounts due from related parties at an amount equal to 12-month ECL. The directors of the Company considered that the amounts due from related parties to be low credit risk and no recent history of default, and thus no impairment losses recognised during the years ended 31 December 2021 and 2020.

* English name is for identification purpose only

該等款項為非貿易性質、無抵押、免息及須按要要求償還。

本集團按等於12個月預期信貸虧損的金額計量應收關聯方款項的虧損撥備。本公司董事認為，應收關聯方款項為低信貸風險，且近期並無違約歷史，因此於截至2021年及2020年12月31日止年度並無確認減值虧損。

* 英文名僅供識別



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32. RELATED PARTY TRANSACTIONS (CONTINUED)

(c) Remuneration of key management personnel of the Group

The emoluments of key management during the reporting period are as follows:

Salaries and allowances	薪資及津貼
Performance related bonuses	表現掛鈎花紅
Retirement benefits scheme contributions	退休福利計劃供款

The remuneration of directors of the Company and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

32. 關聯方交易(續)

(c) 本集團主要管理人員之薪酬

本集團主要管理人員於報告期間的薪酬如下：

2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
1,145	1,828
-	100
302	161
1,447	2,089

本公司董事及主要行政人員的薪酬由薪酬委員會參考個人表現及市場趨勢後釐定。

33. PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below:

Name of subsidiary 附屬公司名稱	Place of establishment and operation 成立及營運地點	Issued and fully paid/ registered share capital 已發行及繳足/登記股本	Percentage of equity interest and voting power attributable to the Company 本公司應佔股權百分比及投票權				Principal activities 主要活動
			2021 2021年		2020 2020年		
			Direct 直接 %	Indirect 間接 %	Direct 直接 %	Indirect 間接 %	
Ruicheng BVI 瑞誠英屬維京群島	BVI 英屬維京群島	USD0.01 0.01美元	100	-	100	-	Investment holding 投資控股
Ruicheng HK 瑞誠香港	Hong Kong 香港	HKD100 100港元	-	100	-	100	Investment holding 投資控股
Qingdao Ruicheng Jiaye (Note (i)) 青島瑞誠嘉業(附註(i))	The PRC 中國	RMB170,368,520 人民幣170,368,520元	-	100	-	100	Provision of advertising services 提供廣告服務
Beijing Ruicheng (Note (ii)) 北京瑞誠(附註(ii))	The PRC 中國	RMB169,992,000.00 人民幣169,992,000.00元	-	100	-	100	Provision of advertising services 提供廣告服務
上海凱倫廣告有限公司 Shanghai Kailun Advertising Co., Ltd.* (Note (ii)) 上海凱倫廣告有限公司(附註(ii))	The PRC 中國	RMB5,000,000 人民幣5,000,000元	-	100	-	100	Provision of advertising services 提供廣告服務
Xizang Wanmei (Note (ii)) 西藏萬美(附註(ii))	The PRC 中國	RMB5,000,000 人民幣5,000,000元	-	100	-	100	Provision of advertising services 提供廣告服務
領育(北京)文化傳媒有限公司 Lingyu (Beijing) Cultural Media Co., Ltd.* (Note (ii)) 領育(北京)文化傳媒有限公司(附註(ii))	The PRC 中國	RMB1,000,000 人民幣1,000,000元	-	88	-	88	Provision of advertising services 提供廣告服務

33. 本公司附屬公司詳情

於報告期末本公司直接及間接持有的附屬公司詳情載列如下：

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33. PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

Notes:

- (i) The entity was established in the PRC as a sino-foreign investment enterprise.
- (ii) The entity was established in the PRC as a company with limited liability

None of the subsidiaries had issued any debt securities at the end of both years or at any time during both years.

* English name is for identification purpose only

33. 本公司附屬公司詳情(續)

附註：

- (i) 該實體於中國成立為一間中外合資企業。
- (ii) 該實體為於中國註冊成立的有限公司。

於兩個年度末或兩個年度內任何時間，概無附屬公司已發行任何債務證券。

* 英文名稱僅供識別。

34. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

34. 財務狀況表及本公司的儲備

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
	Note 附註		
Non-current asset			
Investment in a subsidiary		94,665	94,665
Current assets			
Prepayments		130	129
Amount due from a subsidiary	(a)	5,731	1,150
Bank balances and cash		51	43
		5,912	1,322
Total assets		100,577	95,987
Capital and reserves			
Share capital		3,578	3,578
Reserves		84,988	87,571
Total equity		88,566	91,149
Current liabilities			
Other borrowing		4,984	-
Other payables		1,334	1,176
Amounts due to subsidiaries	(a)	5,693	3,662
		12,011	4,838
Total equity and liabilities		100,577	95,987

Note:

- (a) The amount(s) are unsecured, non-interest bearing and repayable on demand.

附註：

- (a) 該款項為無擔保，不計息及須按的要求償還。



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34. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (CONTINUED)

Movement in the Company's reserves

At 1 January 2020	於2020年1月1日
Loss and total comprehensive expense for the year	年內虧損及全面開支總額
At 31 December 2020	於2020年12月31日
Loss and total comprehensive expense for the year	年內虧損及全面開支總額
At 31 December 2021	於2021年12月31日

Note: Capital reserve represents waiver of listing expense paid by a subsidiary of the Company.

34. 財務狀況表及本公司的儲備(續)

本公司儲備的變動

Share premium 股份溢價 RMB'000 人民幣千元	Capital reserve 資本儲備 RMB'000 人民幣千元 (Note) (附註)	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
89,940	23,114	(22,858)	90,196
-	-	(2,625)	(2,625)
89,940	23,114	(25,483)	87,571
-	-	(2,583)	(2,583)
89,940	23,114	(28,066)	84,988

附註：資本儲備指豁免本公司一間附屬公司已付的上市開支。



Five Years Financial Summary

五年財務概要

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Results	業績					
Revenue	收益	441,051	446,993	845,820	783,364	660,612
Gross Profit	毛利	17,299	40,299	106,828	95,611	83,365
Finance costs	融資成本	(11,872)	(8,519)	(7,576)	(6,043)	(1,803)
Profit before tax	除稅前溢利	4,302	4,376	56,134	62,469	51,355
Income tax expense	所得稅開支	(3,839)	(1,550)	(19,830)	(15,846)	(13,615)
Profit for the year from continuing operations	來自持續經營業務的 年內溢利	463	2,826	36,304	46,623	37,740
Attributable to:	下列各項應佔：					
Equity shareholders of the Company	本公司權益股東	445	2,844	36,282	46,149	37,740
Non-controlling interests	非控股權益	18	(18)	22	-	-
Profit for the year	年內溢利	463	2,826	36,304	46,149	37,740
Assets and liabilities	資產及負債					
Property and equipment	物業及設備	429	1,814	5,234	5,493	50,873
Other intangible assets	其他無形資產	27	33	38	43	39
Goodwill	商譽	-	-	-	-	60
Deferred tax assets	遞延稅項資產	3,542	6,291	2,789	638	131
Trade receivables, prepayments and other receivables	貿易應收款項、預付款項及 其他應收款項	341,100	343,142	443,700	208,515	182,759
Net current assets/(liabilities)	流動資產/(負債)淨值	213,788	259,340	208,597	65,101	82,276
Total assets less current liabilities	資產總值減流動負債	217,786	267,630	216,961	90,726	148,280
Net assets	淨資產	217,786	217,323	214,497	87,931	135,042
Capital and reserves	資本及儲備	217,644	217,199	214,355	87,811	135,042
Share capital	股本	3,578	3,578	3,578	80,800	80,000
Reserves	儲備	214,066	213,621	210,777	7,011	55,042
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔 權益總額	217,644	217,199	214,355	87,811	135,042
Non-controlling interests	非控股權益	142	124	142	120	-
Total equity	權益總額	217,786	217,323	214,497	87,931	135,042
Earnings per share	每股盈利					
From continuing and discontinued operations – Basic (RMB)	來自持續及已終止經營業務 — 基本(人民幣)	0.11	0.01	0.12	0.16	0.14
From continuing operations – Basic (RMB)	來自持續經營業務 — 基本(人民幣)	0.11	0.01	0.12	0.16	0.13



Glossary

技術詞彙

ABBREVIATIONS 縮寫

“affiliate(s)” 「聯屬人士」	any person(s), directly or indirectly, controlling, controlled by or under direct or indirect common control with another person(s) 直接或間接控制另一人士或受另一人士控制的任何人士，或與另一人士受到直接或間接共同控制的任何人士
“AGM” 「股東週年大會」	the forthcoming annual general meeting for the year 2022 of the Company 本公司2022年應屆股東週年大會
“Articles” or “Articles of Association” 「細則」或「組織章程細則」	the amended and restated articles of association of our Company conditionally adopted on 22 October 2019 which became effective upon the date on which our Shares are listed and Shares first commence dealing on the Main Board being 12 November 2019, as amended, supplemented or otherwise modified from time to time 本公司於2019年10月22日有條件採納的經修訂及重列組織章程細則，經不時修訂、補充或以其他方式修改，並於股份上市及股份首次於主板買賣日期(即2019年11月12日)生效
“Audit Committee” 「審核委員會」	the audit committee under the Board 董事會轄下審核委員會
“Beijing Lingyu” 「北京領育」	Lingyu (Beijing) Cultural Media Co., Ltd.* (領育(北京)文化傳媒有限公司), a limited liability company established in the PRC on 29 October 2018 and an indirect wholly-owned subsidiary of our Company, and a wholly-owned subsidiary of Beijing Ruicheng as at the Latest Practicable Date 領育(北京)文化傳媒有限公司，於2018年10月29日於中國成立的有限責任公司，為本公司的間接全資附屬公司，於最後實際可行日期，為北京瑞誠全資附屬公司
“Beijing Ruicheng” 「北京瑞誠」	Beijing Ruicheng Advertising Co., Ltd.* (北京瑞誠廣告有限公司) (formerly known as Beijing Ruicheng Advertising Co., Ltd.* (北京瑞誠廣告股份有限公司)), a limited liability company established in the PRC on 9 April 2003 and an indirect wholly-owned subsidiary of our Company 北京瑞誠廣告有限公司(前稱北京瑞誠廣告股份有限公司)，於2003年4月9日於中國成立的有限責任公司，為本公司的間接全資附屬公司
“Board” 「董事會」	board of directors of the Company 本公司董事會
“BVI” 「英屬維京群島」	the British Virgin Islands 英屬維京群島
“CG Code” 「企業管治守則」	the Corporate Governance Code as set out in Appendix 14 of the Listing Rules 上市規則附錄14所載的企業管治守則
“China” or “PRC” 「中國」	the People’s Republic of China, but for the purposes of this annual report and for geographical reference only (unless otherwise indicated), excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan 中華人民共和國，僅就本年報及僅就地域參考而言，不包括香港、中國澳門特別行政區及台灣
“Company” or “we” or “our Company” or “the Company” 「本公司」	Ruicheng (China) Media Group Limited (瑞誠(中國)傳媒集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 15 January 2019 瑞誠(中國)傳媒集團有限公司，於2019年1月15日於開曼群島註冊成立的獲豁免有限公司
“Controlling Shareholders” 「控股股東」	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refer to Ms. Wang and Yingheng 具有上市規則所賦予之涵義，除文義另有所指外，指王女士及盈恒



Glossary

技術詞彙

“Director(s)” 「董事」	director(s) of the Company 本公司的董事
“Global Offering” 「全球發售」	the Hong Kong Public Offer and the International Placing (as defined in the Prospectus) 香港公开发售及國際配售(定義見招股章程)
“Group”, “the Group”, “we”, “our”, “us” or “Ruicheng” 「本集團」或「我們」或「瑞誠」	our Company and our subsidiaries at the relevant time or, where the context refers to any time prior to our Company becoming the holding company of our present subsidiaries, such subsidiaries and the business carried on by such subsidiaries or (as the case may be) our predecessors, and “we”, “our” or “us” shall be construed accordingly 本公司及其附屬公司於有關時間，或如文義所指於本公司成為其現有附屬公司的控股公司前任何時間，則指該等附屬公司以及該等附屬公司或(視乎情況而定)我們的前身公司所經營的業務，而「我們」或「我們的」亦作相應詮釋
“HK\$” or “HKD” 「港元」	Hong Kong dollars, the lawful currency of Hong Kong 香港法定貨幣港元
“Hong Kong” 「香港」	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“IFRS” 「國際財務報告準則」	International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by the IASB and the International Accounting Standards and interpretation issued by the International Accounting Standards Committee 國際財務報告準則，包括國際會計準則理事會頒佈的準則、修訂及詮釋，以及國際會計準則委員會發佈的國際會計準則及詮釋
“Independent Non-executive Directors” 「獨立非執行董事」	the independent non-executive Directors of the Company 本公司的獨立非執行董事
“Independent Third Party(ies)” 「獨立第三方」	an individual(s) or a company(ies) who or which is/are independent of and not connected with (within the meaning of the Listing Rules) any Directors, chief executive or substantial Shareholders (within the meaning of the Listing Rules), of our Company, our subsidiaries or any of their respective associates 獨立於本公司、其附屬公司或彼等任何各自聯繫人之任何董事、主要行政人員或主要股東(定義見上市規則)且與彼等概無任何關連(定義見上市規則)之人士或公司
“Jing Gen” 「經亘」	Jing Gen Holdings Limited (經亘控股有限公司), a company with limited liability incorporated in the BVI on 19 December 2018 and is owned as to approximately 52.43%, 18.65%, 21.96% and 6.96% by Mr. Leng Xuejun, Ms. Lin Zi, employees of Beijing Ruicheng and an Independent Third Party, respectively 經亘控股有限公司，於2018年12月19日於英屬維京群島註冊成立的有限責任公司，分別由冷學軍先生、林姿女士、北京瑞誠僱員及一名獨立第三方擁有52.43%、18.65%、21.96%及6.96%
“Jujia” 「巨佳」	Jujia Co., Ltd (巨佳有限公司), a company with limited liability incorporated in the BVI on 19 December 2018 and is wholly-owned by Ms. Li Na 巨佳有限公司，於2018年12月19日於英屬維京群島註冊成立的有限責任公司，由李娜女士全資擁有
“Listing Date” 「上市日期」	the date on which our Shares are listed and Shares first commence dealing on the Main Board, being 12 November 2019 股份於主板上市及股份首次買賣之日期，即2019年11月12日
“Listing Rules” 「上市規則」	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time 香港聯合交易所有限公司證券上市規則(經不時修訂)



Glossary

技術詞彙

“Model Code” 「標準守則」	Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules 上市規則附錄10所載上市發行人董事進行證券交易的標準守則
“Ms. Wang” 「王女士」	Ms. Wang Lei (王蕾), one of our Controlling Shareholders 王蕾女士，為我們的控股股東之一
“Nomination Committee” 「提名委員會」	the nomination committee under the Board 董事會轄下提名委員會
“Prospectus” 「招股章程」	the prospectus of the Company dated 31 October 2019 in connection with the Hong Kong public offering of the Company 本公司日期為2019年10月31日有關本公司在香港公開發售的招股章程
“Qingdao Ruicheng Jiaye” 「青島瑞誠嘉業」	Qingdao Ruicheng Jiaye Advertising Co., Ltd.* (青島瑞誠嘉業廣告有限公司), a limited liability company established in the PRC on 7 December 2018, and an indirectly wholly-owned subsidiary of our Company 青島瑞誠嘉業廣告有限公司，於2018年12月7日於中國成立的有限責任公司，為本公司的間接全資附屬公司
“Remuneration Committee” 「薪酬委員會」	the remuneration committee under the Board 董事會轄下薪酬委員會
“Renminbi” or “RMB” 「人民幣」	the lawful currency of the PRC 中國法定貨幣人民幣
“Reporting Period” 「報告期」	the year ended 31 December 2021 截至2021年12月31日止年度
“Ruichengdemaο” 「瑞誠德茂」	Ruichengdemaο Co., Ltd (瑞誠德茂有限公司), a company with limited liability incorporated in the BVI on 19 December 2018 and is owned as to approximately 83.33% by Mr. Feng Xing and 16.67% by Ms. Liu Yang, respectively 瑞誠德茂有限公司，於2018年12月19日於英屬維京群島註冊成立的有限責任公司，由馮興先生及劉陽女士分別擁有約83.33%及16.67%
“Ruichengtianhe” 「瑞誠天禾」	Ruichengtianhe Co., Ltd (瑞誠天禾有限公司), a company with limited liability incorporated in the BVI on 19 December 2018 and is owned as to approximately 32.17% by Ms. Wang Zeli and 67.83% by Independent Third Parties, respectively 瑞誠天禾有限公司，於2018年12月19日於英屬維京群島註冊成立的有限責任公司，由王澤麗女士及獨立第三方分別擁有約32.17%及67.83%
“Ruicheng BVI” 「瑞誠英屬維京群島」	Ruicheng Media Co., Ltd (瑞誠傳媒有限公司), a company with limited liability incorporated in the BVI on 28 January 2019 and a direct wholly-owned subsidiary of our Company 瑞誠傳媒有限公司，於2019年1月28日於英屬維京群島註冊成立的有限責任公司，為本公司直接全資附屬公司
“Ruicheng HK” 「瑞誠香港」	Ruicheng (Hong Kong) Media Co., Limited (瑞誠(香港)傳媒有限公司), a limited company incorporated in Hong Kong on 21 February 2019 and an indirectly wholly-owned subsidiary of our Company 瑞誠(香港)傳媒有限公司，於2019年2月21日於香港註冊成立的有限公司，為本公司間接全資附屬公司
“SFC” 「證券及期貨條例」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time 香港法例第571章證券及期貨條例(經不時修訂、補充或以其他方式修改)



Glossary

技術詞彙

“Shanghai Kailun” 「上海凱倫」	Shanghai Kailun Advertising Co., Ltd.* (上海凱倫廣告有限公司), a limited liability company established in the PRC on 17 June 2010 and an indirect wholly-owned subsidiary of our Company 上海凱倫廣告有限公司，於2010年6月17日於中國成立的有限責任公司，且為本公司間接全資附屬公司
Share(s) 「股份」	ordinary share(s) with nominal value of HK\$0.01 each in the share capital of our Company 本公司股本中每股面值0.01港元的普通股
“Shareholder(s)” 「股東」	holder(s) of the Shares 股份持有人
“Share Option Scheme” 「購股權計劃」	the share option scheme conditionally adopted by our Company on 22 October 2019, the principal terms of which are summarised in the section headed “D. Share Option Scheme” in Appendix IV to the Prospectus 本公司於2019年10月22日有條件採納的購股權計劃，其主要條款概述於招股章程附錄四「D.購股權計劃」一節
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Yingheng” 「盈恒」	Yingheng Co., Ltd (盈恒有限公司), a company with limited liability incorporated in the BVI on 19 December 2018 and is wholly-owned by Ms. Wang, and one of our Controlling Shareholders 盈恒有限公司，於2018年12月19日於英屬維京群島註冊成立的有限責任公司，由王女士及本公司其中一名控股股東全資擁有
“Youyi” 「優壹」	Youyi Co., Ltd (優壹有限公司), a company with limited liability incorporated in the BVI on 19 December 2018 and is owned as to approximately 53.38% by Ms. Wang Xin and 46.62% by Mr. Wang Pingpin, respectively 優壹有限公司，於2018年12月19日在英屬維京群島註冊成立的有限責任公司，由王欣女士及王平頻先生分別擁有約53.38%及46.62%
“%” 「%」	per cent. 百分比



Ruicheng (China) Media Group Limited

瑞誠(中國)傳媒集團有限公司