



# 環球數碼

## Global Digital Creations Holdings Limited

### 環球數碼創意控股有限公司\*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號: 8271)



# 2021

## THIRD QUARTERLY REPORT

### 第三季度業績報告

\*For identification purpose only 僅供識別

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

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

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

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

### 香港聯合交易所有限公司（「聯交所」）GEM 的特色

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

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

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本報告的資料乃遵照《聯交所的 GEM 證券上市規則》（「GEM 上市規則」）而刊載，旨在提供有關環球數碼創意控股有限公司（「本公司」）的資料；本公司的董事（「董事」）願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

## CONTENTS

## 目錄

|  |                             |    |
|--|-----------------------------|----|
| CORPORATE INFORMATION  | 公司資料                        | 3  |
| THIRD QUARTERLY RESULTS  | 第三季度業績                      | 6  |
| UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME   | 未經審核簡明綜合全面收入報表              | 6  |
| MANAGEMENT DISCUSSION AND ANALYSIS   | 管理層論述與分析                    | 19 |
| INTERIM DIVIDEND   | 中期股息                        | 31 |
| PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES  | 購買、出售或贖回本公司之上市證券            | 31 |
| DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES | 董事及最高行政人員於股份、相關股份及債權證之權益及淡倉 | 31 |
| DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES  | 董事購買股份或債權證之權利               | 32 |
| SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES        | 主要股東於股份、相關股份及債權證之權益及淡倉      | 33 |
| SHARE OPTION SCHEME  | 購股權計劃                       | 34 |
| DIRECTORS' INTERESTS IN COMPETING BUSINESSES   | 董事於競爭業務之權益                  | 34 |
| COMPLIANCE WITH CORPORATE GOVERNANCE CODE  | 遵守企業管治守則                    | 35 |
| COMPLIANCE WITH CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS                             | 遵守董事進行證券交易之行為守則             | 35 |
| AUDIT COMMITTEE  | 審核委員會                       | 35 |
| APPRECIATION   | 致謝                          | 36 |

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Xu Liang (Chairman)  
(appointed as Chairman on 30 June 2021)

Mr. Wang Hongpeng (Managing Director)

Mr. Xiao Yong

Ms. Cheng Xiaoyu (Chairman)  
(resigned on 30 June 2021)

#### Non-executive Director

Mr. Chen Zheng (Deputy Chairman)

#### Independent Non-executive Directors

Prof. Japhet Sebastian Law

Mr. Lam Yiu Kin

Mr. Zheng Xiaodong

Mr. Li Yao

(appointed on 29 March 2021)

#### EXECUTIVE COMMITTEE

Mr. Xu Liang (Chairman)  
(appointed as Chairman on 30 June 2021)

Mr. Wang Hongpeng

Mr. Xiao Yong

Ms. Cheng Xiaoyu (Chairman)  
(resigned on 30 June 2021)

#### AUDIT COMMITTEE

Mr. Lam Yiu Kin (Chairman)

Prof. Japhet Sebastian Law

Mr. Zheng Xiaodong

#### NOMINATION COMMITTEE

Mr. Xu Liang (Chairman)  
(appointed as Chairman on 30 June 2021)

Prof. Japhet Sebastian Law

Mr. Lam Yiu Kin

Mr. Zheng Xiaodong

Ms. Cheng Xiaoyu (Chairman)  
(resigned on 30 June 2021)

## 公司資料

### 董事會

#### 執行董事

徐量先生(主席)  
(於二零二一年六月三十日獲委任  
為主席)

王宏鵬先生(董事總經理)

肖勇先生

程晓宇女士(主席)  
(於二零二一年六月三十日辭任)

#### 非執行董事

陳征先生(副主席)

#### 獨立非執行董事

羅文鈺教授

林耀堅先生

鄭曉東先生

李堯先生

(於二零二一年三月二十九日獲委任)

#### 執行委員會

徐量先生(主席)  
(於二零二一年六月三十日獲委任  
為主席)

王宏鵬先生

肖勇先生

程晓宇女士(主席)  
(於二零二一年六月三十日辭任)

#### 審核委員會

林耀堅先生(主席)

羅文鈺教授

鄭曉東先生

#### 提名委員會

徐量先生(主席)  
(於二零二一年六月三十日獲委任  
為主席)

羅文鈺教授

林耀堅先生

鄭曉東先生

程晓宇女士(主席)  
(於二零二一年六月三十日辭任)

## CORPORATE INFORMATION *(Continued)*

### REMUNERATION COMMITTEE

Prof. Japhet Sebastian Law *(Chairman)*

Mr. Xu Liang *(Vice Chairman)*

*(appointed as Vice Chairman on 30 June 2021)*

Mr. Lam Yiu Kin

Mr. Zheng Xiaodong

Ms. Cheng Xiaoyu *(Vice Chairman)*

*(resigned on 30 June 2021)*

### AUTHORISED REPRESENTATIVES

Mr. Xu Liang

*(appointed on 30 June 2021)*

Mr. Shang Yuxiong

Ms. Cheng Xiaoyu

*(resigned on 30 June 2021)*

### COMPLIANCE OFFICER

Mr. Xu Liang

*(appointed on 30 June 2021)*

Ms. Cheng Xiaoyu

*(resigned on 30 June 2021)*

### COMPANY SECRETARY

Mr. Shang Yuxiong

### AUDITOR

PricewaterhouseCoopers

*Certified Public Accountants and*

*Registered PIE Auditor*

### BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services

(Bermuda) Limited

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

## 公司資料(續)

### 薪酬委員會

羅文鈺教授(主席)

徐 量先生(副主席)

(於二零二一年六月三十日獲委任  
為副主席)

林耀堅先生

鄭曉東先生

程曉宇女士(副主席)

(於二零二一年六月三十日辭任)

### 授權代表

徐 量先生

(於二零二一年六月三十日獲委任)

商宇雄先生

程曉宇女士

(於二零二一年六月三十日辭任)

### 監察主任

徐 量先生

(於二零二一年六月三十日獲委任)

程曉宇女士

(於二零二一年六月三十日辭任)

### 公司秘書

商宇雄先生

### 核數師

羅兵咸永道會計師事務所

執業會計師及

註冊公眾利益實體核數師

### 百慕達主要股份過戶登記處

Conyers Corporate Services

(Bermuda) Limited

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

## **CORPORATE INFORMATION** *(Continued)*

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

Tricor Standard Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### **REGISTERED OFFICE**

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### **HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

Unit 1606, 16/F, K. Wah Centre  
191 Java Road  
North Point  
Hong Kong

### **STOCK CODE**

8271

### **WEBSITE**

[www.gdc-world.com](http://www.gdc-world.com)

## **公司資料** *(續)*

### **香港股份過戶登記分處**

卓佳標準有限公司  
香港  
皇后大道東 183 號  
合和中心 54 樓

### **註冊辦事處**

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### **總辦事處及香港主要營業地點**

香港  
北角  
渣華道 191 號  
嘉華國際中心 16 樓 1606 室

### **股份代號**

8271

### **網址**

[www.gdc-world.com](http://www.gdc-world.com)

## THIRD QUARTERLY RESULTS

The board of Directors (the “Board”) of Global Digital Creations Holdings Limited (the “Company”) hereby reports the unaudited condensed consolidated financial results of the Company and its subsidiaries (the “Group”) for the three months and nine months ended 30 September 2021 with comparative figures for the corresponding periods in the year 2020.

## 第三季度業績

環球數碼創意控股有限公司(「本公司」)之董事會(「董事會」)謹此報告本公司及其附屬公司(「本集團」)截至二零二一年九月三十日止三個月及九個月之未經審核簡明綜合財務業績，連同二零二零年同期之比較數字。

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 未經審核簡明綜合全面收入報表

|   |                      | Note<br>附註 | (Unaudited)<br>(未經審核)                                 |                                  | (Unaudited)<br>(未經審核)                                |                                  |
|---|----------------------|------------|---|----------------------------------|--|----------------------------------|
|   |                      |            | Three months ended<br>30 September<br>截至九月三十日止<br>三個月 | 2020<br>二零二零年                    | Nine months ended<br>30 September<br>截至九月三十日止<br>九個月 | 2020<br>二零二零年                    |
|   |                      |            | 2021<br>二零二一年<br>HK\$'000<br>千港元                      | 2020<br>二零二零年<br>HK\$'000<br>千港元 | 2021<br>二零二一年<br>HK\$'000<br>千港元                     | 2020<br>二零二零年<br>HK\$'000<br>千港元 |
| <b>Continuing operations</b>                            | <b>持續經營業務</b>        |            |   |                                  |  |                                  |
| Revenue   | 收益                   | 3          | 20,360  | 18,416                           | 65,377   | 58,821                           |
| Cost of sales   | 銷售成本                 |            | (15,983)  | (8,943)                          | (34,848)   | (31,420)                         |
| <b>Gross profit</b>                                     | <b>毛利</b>            |            | <b>4,377</b>  | 9,473                            | <b>30,529</b>  | 27,401                           |
| Other income  | 其他收入                 | 4          | 12,183  | 1,948                            | 17,637   | 7,197                            |
| Distribution and selling expenses                       | 分銷及銷售開支              |            | (544)   | (568)                            | (10,769)   | (3,100)                          |
| Administrative expenses                                 | 行政開支                 |            | (8,851)   | (9,015)                          | (28,637)   | (26,532)                         |
| Other gains/(losses), net                               | 其他收益/(虧損)，淨額         | 5          | 51  | (17)                             | (24)   | (118)                            |
| <b>Operating profit</b>                                 | <b>經營溢利</b>          |            | <b>7,216</b>  | 1,821                            | <b>8,736</b>   | 4,848                            |
| Finance cost  | 融資成本                 |            | (1)   | (14)                             | (6)  | (56)                             |
| <b>Profit before income tax</b>                         | <b>除所得稅前溢利</b>       |            | <b>7,215</b>  | 1,807                            | <b>8,730</b>   | 4,792                            |
| Income tax expense                                      | 所得稅開支                | 6          | (1,783)   | (492)                            | (2,480)  | (1,145)                          |
| <b>Profit for the period from continuing operations</b> | <b>期內來自持續經營業務之溢利</b> |            | <b>5,432</b>  | 1,315                            | <b>6,250</b>   | 3,647                            |

**UNAUDITED CONDENSED CONSOLIDATED  
STATEMENT OF COMPREHENSIVE INCOME**

(Continued)

**未經審核簡明綜合全面收入報  
表(續)**

|  |                                    | Note<br>附註 | (Unaudited)<br>(未經審核)                                 |                                  | (Unaudited)<br>(未經審核)            |  |
|--|------------------------------------|------------|---|----------------------------------|----------------------------------|--|
|  |                                    |            | Three months ended<br>30 September<br>截至九月三十日止<br>三個月 | 2021<br>二零二一年<br>HK\$'000<br>千港元 | 2020<br>二零二零年<br>HK\$'000<br>千港元 | Nine months ended<br>30 September<br>截至九月三十日止<br>九個月 |
| <b>Discontinued operation</b><br>(Loss)/profit for the period from<br>discontinued operation | 已終止經營業務<br>期內來自已終止經營<br>業務之(虧損)/溢利 | 7          | <b>(1,498)</b>  | (3,215)                          | <b>(13,903)</b>                  | 2,730  |
| <b>Profit/(loss) for the period</b>  | 期內溢利/(虧損)                          |            | <b>3,934</b>  | (1,900)                          | <b>(7,653)</b>                   | 6,377  |
| <b>Other comprehensive income<br/>for the period</b>   | 期內其他全面收入                           |            |   |                                  |                                  |  |
| <b>Item that will not be<br/>reclassified to profit or<br/>loss:</b>                         | 將不會重新分類予損益<br>之項目：                 |            |   |                                  |                                  |  |
| Exchange differences on<br>translation to presentation<br>currency                           | 換算為呈報貨幣所產生<br>之匯兌差額                |            | <b>865</b>  | 10,073                           | <b>4,535</b>                     | 5,999  |
| Other comprehensive income<br>for the period   | 期內其他全面收入                           |            | <b>865</b>  | 10,073                           | <b>4,535</b>                     | 5,999  |
| <b>Total comprehensive income/<br/>(loss) for the period</b>                                 | 期內全面收入/<br>(虧損)總額                  |            | <b>4,799</b>  | 8,173                            | <b>(3,118)</b>                   | 12,376   |
| <b>Profit/(loss) for the period<br/>attributable to:</b>                                     | 以下人士應佔期內<br>溢利/(虧損)：               |            |   |                                  |                                  |  |
| Owners of the Company  | 本公司持有人                             |            |   |                                  |                                  |  |
| – Continuing operations  | – 持續經營業務                           |            | <b>5,432</b>  | 1,315                            | <b>6,250</b>                     | 3,647  |
| – Discontinued operation   | – 已終止經營業務                          |            | <b>(1,019)</b>  | (2,186)                          | <b>(9,454)</b>                   | 1,857  |
|  |                                    |            | <b>4,413</b>  | (871)                            | <b>(3,204)</b>                   | 5,504  |



**UNAUDITED CONDENSED CONSOLIDATED  
STATEMENT OF COMPREHENSIVE INCOME**

(Continued)

**未經審核簡明綜合全面收入報  
表(續)**

|   |                                  | (Unaudited)<br>(未經審核)                                 |                                  | (Unaudited)<br>(未經審核)                                |                                  |
|---|----------------------------------|---|----------------------------------|--|----------------------------------|
|   |                                  | Three months ended<br>30 September<br>截至九月三十日止<br>三個月 |                                  | Nine months ended<br>30 September<br>截至九月三十日止<br>九個月 |                                  |
|   | Note<br>附註                       | 2021<br>二零二一年<br>HK\$'000<br>千港元                      | 2020<br>二零二零年<br>HK\$'000<br>千港元 | 2021<br>二零二一年<br>HK\$'000<br>千港元                     | 2020<br>二零二零年<br>HK\$'000<br>千港元 |
| Non-controlling interests   | 非控股權益                            |   |                                  |  |                                  |
| – Continuing operations   | – 持續經營業務                         | –   | –                                | –  | –                                |
| – Discontinued operation  | – 已終止經營業務                        | (479)   | (1,029)                          | (4,449)  | 873                              |
|   |                                  | (479)   | (1,029)                          | (4,449)  | 873                              |
|   |                                  | <b>3,934</b>  | <b>(1,900)</b>                   | <b>(7,653)</b>                                       | <b>6,377</b>                     |
| <b>Total comprehensive income/<br/>(loss) for the period<br/>attributable to:</b> | <b>以下人士應佔期內<br/>全面收入/(虧損)總額:</b> |   |                                  |  |                                  |
| Owners of the Company   | 本公司持有人                           |   |                                  |  |                                  |
| – Continuing operations   | – 持續經營業務                         | 7,343   | 26,080                           | 16,816   | 17,549                           |
| – Discontinued operation  | – 已終止經營業務                        | (1,730)   | (12,177)                         | (13,555)   | (3,518)                          |
|   |                                  | 5,613   | 13,903                           | 3,261  | 14,031                           |
| Non-controlling interests   | 非控股權益                            | (814)   | (5,730)                          | (6,379)  | (1,655)                          |
|   |                                  | 4,799   | 8,173                            | (3,118)  | 12,376                           |
|   |                                  | <b>HK cents</b>                                       | <b>HK cents</b>                  | <b>HK cents</b>                                      | <b>HK cents</b>                  |
|   |                                  | <b>港仙</b>   | <b>港仙</b>                        | <b>港仙</b>  | <b>港仙</b>                        |
| <b>Earnings/(loss) per share<br/>attributable to owners of<br/>the Company</b>    | <b>本公司持有人應佔<br/>每股盈利/(虧損)</b>    |   |                                  |  |                                  |
| Basic and diluted earnings/<br>(loss) per share                                   | 每股基本及攤薄盈利/<br>(虧損)               |   |                                  |  |                                  |
| – Continuing operations   | – 持續經營業務                         | 8   | 0.36                             | 0.41   | 0.24                             |
| – Discontinued operation  | – 已終止經營業務                        | 8   | (0.07)                           | (0.63)   | 0.12                             |
|   |                                  | 0.29  | (0.05)                           | (0.22)   | 0.36                             |

**NOTES:****1. BASIS OF PREPARATION**

The unaudited condensed consolidated statement of comprehensive income have been prepared in accordance with applicable disclosure requirements of Chapter 18 of the GEM Listing Rules.

**2. PRINCIPAL ACCOUNTING POLICIES**

The unaudited condensed consolidated statement of comprehensive income have been prepared on the historical cost basis except for certain properties and financial instruments, which are measured at fair values, as appropriate.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the unaudited condensed consolidated statement of comprehensive income for the nine months ended 30 September 2021 are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2020.

The Group has applied, for the first time, certain new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) that are mandatorily effective for the current reporting period for the preparation of the Group’s unaudited condensed consolidated statement of comprehensive income.

**附註：****1. 編製基準**

未經審核簡明綜合全面收入報表乃遵照GEM上市規則第18章之適用披露規定而編製。

**2. 主要會計政策**

除若干按公允值計量之物業及金融工具(倘適用)外，未經審核簡明綜合全面收入報表乃按歷史成本基準編製。

除因應用新增及經修訂香港財務報告準則而導致的會計政策變動外，截至二零二一年九月三十日止九個月之未經審核簡明綜合全面收入報表所依循之會計政策及計算方法與編製本集團截至二零二零年十二月三十一日止年度之年度財務報告所採用者一致。

本集團已首次採用若干由香港會計師公會所頒佈在本報告期內強制生效之新增及經修訂香港財務報告準則以編製本集團未經審核簡明綜合全面收入報表。

**3. REVENUE**

An analysis of the Group's revenue from continuing operations is as follows:

**3. 收益**

本集團來自持續經營業務之收益分析如下：

|   |                             | <b>(Unaudited)</b><br>(未經審核)  |          | <b>(Unaudited)</b><br>(未經審核)                                       |          |
|---|-----------------------------|---|----------|--|----------|
|   |                             | <b>Three months ended</b><br><b>30 September</b><br>截至九月三十日止<br>三個月 |          | <b>Nine months ended</b><br><b>30 September</b><br>截至九月三十日止<br>九個月 |          |
|   |                             | <b>2021</b>   | 2020     | <b>2021</b>  | 2020     |
|   |                             | 二零二一年   | 二零二零年    | 二零二一年  | 二零二零年    |
|   |                             | <b>HK\$'000</b>   | HK\$'000 | <b>HK\$'000</b>  | HK\$'000 |
|   |                             | 千港元   | 千港元      | 千港元  | 千港元      |
| Revenue from computer graphic ("CG") production | 來自電腦圖像<br>(「電腦圖像」)<br>製作之收益 | <b>79</b>   | 2,759    | <b>2,545</b>   | 12,617   |
| Revenue from television programmes and movies   | 來自電視節目及<br>電影之收益            | <b>4,143</b>  | 465      | <b>15,766</b>  | 3,492    |
| Management services fee                         | 管理服務費                       | <b>4,149</b>  | 3,986    | <b>11,115</b>  | 9,638    |
| Rental income                                   | 租金收入                        | <b>11,989</b>   | 11,206   | <b>35,951</b>  | 33,074   |
|   |                             | <b>20,360</b>   | 18,416   | <b>65,377</b>  | 58,821   |

## 4. OTHER INCOME

|                              |               | 4. 其他收入   |          |  |          |
|------------------------------|---------------|---|----------|--|----------|
|                              |               | (Unaudited)<br>(未經審核)                                 |          | (Unaudited)<br>(未經審核)                                |          |
|                              |               | Three months ended<br>30 September<br>截至九月三十日止<br>三個月 |          | Nine months ended<br>30 September<br>截至九月三十日止<br>九個月 |          |
|                              |               | 2021  | 2020     | 2021   | 2020     |
|                              |               | 二零二一年   | 二零二零年    | 二零二一年  | 二零二零年    |
|                              |               | HK\$'000  | HK\$'000 | HK\$'000   | HK\$'000 |
|                              |               | 千港元   | 千港元      | 千港元  | 千港元      |
| <b>Continuing operations</b> | <b>持續經營業務</b> |   |          |  |          |
| Government grants            | 政府補助          | 9,813   | 632      | 11,364   | 2,890    |
| Interest income              | 利息收入          | 2,296   | 1,273    | 6,119  | 4,141    |
| Others                       | 其他            | 74  | 43       | 154  | 166      |
|                              |               | <b>12,183</b>   | 1,948    | <b>17,637</b>  | 7,197    |

## 5. OTHER GAINS/(LOSSES), NET

|   |                  | 5. 其他收益/(虧損), 淨額                                      |          |  |          |
|---|------------------|---|----------|--|----------|
|   |                  | (Unaudited)<br>(未經審核)                                 |          | (Unaudited)<br>(未經審核)                                |          |
|   |                  | Three months ended<br>30 September<br>截至九月三十日止<br>三個月 |          | Nine months ended<br>30 September<br>截至九月三十日止<br>九個月 |          |
|   |                  | 2021  | 2020     | 2021   | 2020     |
|   |                  | 二零二一年   | 二零二零年    | 二零二一年  | 二零二零年    |
|   |                  | HK\$'000  | HK\$'000 | HK\$'000   | HK\$'000 |
|   |                  | 千港元   | 千港元      | 千港元  | 千港元      |
| <b>Continuing operations</b>                            | <b>持續經營業務</b>    |   |          |  |          |
| Gain on disposal of<br>property, plant and<br>equipment | 出售物業、廠房及<br>設備收益 | 70  | 49       | 70   | 10       |
| Others  | 其他               | (19)  | (66)     | (94)   | (128)    |
|   |                  | <b>51</b>   | (17)     | <b>(24)</b>  | (118)    |

## 6. INCOME TAX EXPENSE

## 6. 所得稅開支

|                                   |               | (Unaudited)<br>(未經審核)                                 |          | (Unaudited)<br>(未經審核)                                |          |
|-----------------------------------|---------------|---|----------|--|----------|
|                                   |               | Three months ended<br>30 September<br>截至九月三十日止<br>三個月 |          | Nine months ended<br>30 September<br>截至九月三十日止<br>九個月 |          |
|                                   |               | 2021  | 2020     | 2021   | 2020     |
|                                   |               | 二零二一年   | 二零二零年    | 二零二一年  | 二零二零年    |
|                                   |               | HK\$'000  | HK\$'000 | HK\$'000   | HK\$'000 |
|                                   |               | 千港元   | 千港元      | 千港元  | 千港元      |
| <b>Continuing operations</b>      | <b>持續經營業務</b> |   |          |  |          |
| PRC Corporate Income              | 中國之企業         |   |          |  |          |
| Tax ("CIT"):                      | 所得稅(「企業所得稅」): |   |          |  |          |
| Current tax                       | 即期稅項          | 2,217   | 101      | 2,659  | 1,207    |
| Overprovision<br>in prior periods | 以前期間之<br>超額撥備 | -   | -        | (1)  | (18)     |
|                                   |               | 2,217   | 101      | 2,658  | 1,189    |
| Deferred tax                      | 遞延稅項          | (434)   | 391      | (178)  | (44)     |
|                                   |               | 1,783   | 492      | 2,480  | 1,145    |

Notes:

附註:

- a. No Hong Kong profits tax has been provided as there is no assessable profit arising in Hong Kong for the period (nine months ended 30 September 2020: Nil).

- a. 由於本期內香港並無產生應課稅溢利，故並無計提香港利得稅(截至二零二零年九月三十日止九個月：無)。

**6. INCOME TAX EXPENSE** (Continued)

Notes: (Continued)

- b. The PRC CIT represents taxation charged on assessable profits for the period at the rates of taxation prevailing in the cities in Mainland China (“Mainland China” for the purpose of this report, refer to the mainland of the People’s Republic of China (“PRC”) and does not include Hong Kong, Macau and Taiwan) in which the Group operates. The tax rate applicable to the subsidiaries in Mainland China is 25%, except for two subsidiaries (nine months ended 30 September 2020: one subsidiary) of the Group in Mainland China which were approved as High and New Technology Enterprise and accordingly, it is subject to a reduced preferential CIT rate of 15% for a 3-year period according to the applicable CIT Law. Moreover, two subsidiaries (nine months ended 30 September 2020: one subsidiary) were qualified for the local government tax concession scheme to enjoy a preferential tax rate for the period.
- c. According to relevant laws and regulations promulgated by the State Tax Bureau of the PRC that was effective from 2018 onwards, enterprises engaging in research and development activities are entitled to claim 175% of their research and development expenses so incurred as tax deductible expenses when determining their assessable profits for that period (“Super Deduction”). The Group has made its best estimate for the Super Deduction to be claimed for the Group’s entities in ascertaining their assessable profits for the nine months ended 30 September 2021 and 2020.

**6. 所得稅開支** (續)

附註：(續)

- b. 中國企業所得稅指按本集團經營所在之中國內地(「中國內地」，就本報告而言，指中華人民共和國(「中國」)內地，並不包括香港、澳門及台灣)城市現行稅率對期內應課稅溢利徵收之稅項。適用於中國內地附屬公司(於中國內地獲認定為高新技術企業的本集團兩間(截至二零二一年九月三十日止九個月：一間)附屬公司除外)的稅率為25%，因此，根據適用企業所得稅法，其於三年期間可按優惠企業所得稅減免稅率15%繳稅。此外，兩間(截至二零二一年九月三十日止九個月：一間)附屬公司符合地方政府稅收減免計劃資格可享受期內的優惠稅率。
- c. 根據中國國家稅務總局所頒佈相關法律法規，自二零一八年起，從事研發活動之企業在釐定當年應課稅溢利時，有權要求將其所產生研發開支之175%用作可抵扣稅項開支(「加計扣除」)。本集團已就本集團實體可要求的加計扣除做出其最佳估價，以確定截至二零二一年及二零二零年九月三十日止九個月的應課稅溢利。

**7. DISCONTINUED OPERATION**

In prior years, the Group was involved in the culture, entertainment and related commercial property investment operation through a non-wholly owned subsidiary of the Group. As a result of the full impairment of the investment property of Phase I of 珠影文化產業園 (the "Cultural Park"), the Cultural Park operation was classified as discontinued operation with effect from 1 December 2018. Certain costs continued to be incurred during the nine months ended 30 September 2021 as the matters as set out in "MANAGEMENT DISCUSSION AND ANALYSIS – LITIGATIONS" remain unsolved.

The results of the discontinued operation for the three months and nine months ended 30 September 2021 and 2020 were as follows:

**7. 已終止經營業務**

於過往年度，本集團主要透過本集團一間非全資附屬公司參與文化、娛樂及相關商業物業投資之營運。鑑於對珠影文化產業園（「文化產業園」）第一期之投資物業作全額減值，故文化產業園營運已由二零一八年十二月一日起獲歸類為已終止經營業務。由於披露於「管理層論述與分析 – 訴訟」一節中的事宜還未解決，截至二零二一年九月三十日止九個月仍繼續產生若干成本。

已終止經營業務之截至二零二一年及二零二零年九月三十日止三個月及九個月之業績如下：

|   |                            | <b>(Unaudited)</b><br>(未經審核) |          | <b>(Unaudited)</b><br>(未經審核) |          |
|---|----------------------------|------------------------------|----------|------------------------------|----------|
|   |                            | <b>Three months ended</b>    |          | <b>Nine months ended</b>     |          |
|   |                            | <b>30 September</b>          |          | <b>30 September</b>          |          |
|   |                            | 截至九月三十日止                     |          | 截至九月三十日止                     |          |
|   |                            | 三個月                          |          | 九個月                          |          |
|   |                            | <b>2021</b>                  | 2020     | <b>2021</b>                  | 2020     |
|   |                            | 二零二一年                        | 二零二零年    | 二零二一年                        | 二零二零年    |
|   |                            | <b>HK\$'000</b>              | HK\$'000 | <b>HK\$'000</b>              | HK\$'000 |
|   |                            | 千港元                          | 千港元      | 千港元                          | 千港元      |
| Other income  | 其他收入                       | -                            | 61       | <b>340</b>                   | 61       |
| Other loss, net   | 其他虧損，淨額                    | -                            | -        | -                            | (3)      |
| Administrative expenses<br>(Provision for)/reversal of<br>rental and settlement<br>expenses | 行政開支<br>租金及結算開支<br>(撥備)/回撥 | <b>(697)</b>                 | (1,800)  | <b>(9,562)</b>               | (6,611)  |
|   |                            | <b>(2,028)</b>               | (1,440)  | <b>(5,856)</b>               | 9,337    |
| (Loss)/profit before<br>income tax  | 除所得稅前(虧損)/<br>溢利           | <b>(2,725)</b>               | (3,179)  | <b>(15,078)</b>              | 2,784    |
| Income tax credit/(expense)   | 所得稅抵免/(開支)                 | <b>1,227</b>                 | (36)     | <b>1,175</b>                 | (54)     |
| (Loss)/profit for the period<br>from discontinued<br>operation                              | 期內來自已終止經營業務之<br>(虧損)/溢利    | <b>(1,498)</b>               | (3,215)  | <b>(13,903)</b>              | 2,730    |

## 8. EARNINGS/(LOSS) PER SHARE

|  |                   | 8. 每股盈利/(虧損)  |                  |  |                  |
|--|-------------------|---|------------------|--|------------------|
|  |                   | (Unaudited)<br>(未經審核)                                 |                  | (Unaudited)<br>(未經審核)                                |                  |
|  |                   | Three months ended<br>30 September<br>截至九月三十日止<br>三個月 |                  | Nine months ended<br>30 September<br>截至九月三十日止<br>九個月 |                  |
|  |                   | 2021  | 2020             | 2021   | 2020             |
|  |                   | 二零二一年   | 二零二零年            | 二零二一年  | 二零二零年            |
|  |                   | HK\$'000  | HK\$'000         | HK\$'000   | HK\$'000         |
|  |                   | 千港元   | 千港元              | 千港元  | 千港元              |
| Profit/(loss) attributable to owners of the Company: | 本公司持有人應佔之溢利/(虧損)： |   |                  |  |                  |
| - Continuing operations                              | - 持續經營業務          | 5,432   | 1,315            | 6,250  | 3,647            |
| - Discontinued operation                             | - 已終止經營業務         | (1,019)   | (2,186)          | (9,454)  | 1,857            |
|  |                   | 4,413   | (871)            | (3,204)  | 5,504            |
|  |                   |   |                  |  |                  |
|  |                   | (Unaudited)<br>(未經審核)                                 |                  | (Unaudited)<br>(未經審核)                                |                  |
|  |                   | Three months ended<br>30 September<br>截至九月三十日止<br>三個月 |                  | Nine months ended<br>30 September<br>截至九月三十日止<br>九個月 |                  |
|  |                   | 2021  | 2020             | 2021   | 2020             |
|  |                   | 二零二一年   | 二零二零年            | 二零二一年  | 二零二零年            |
|  |                   | No. of<br>shares                                      | No. of<br>shares | No. of<br>shares                                     | No. of<br>shares |
|  |                   | '000  | '000             | '000   | '000             |
|  |                   | 千股  | 千股               | 千股   | 千股               |
| Weighted average number of ordinary shares in issue  | 已發行普通股加權平均數       | 1,510,036   | 1,513,880        | 1,510,036  | 1,515,905        |



## 8. EARNINGS/(LOSS) PER SHARE (Continued)

|   |                   | 8. 每股盈利／(虧損)(續)                                       |                |  |                |
|---|-------------------|---|----------------|--|----------------|
|   |                   | (Unaudited)<br>(未經審核)                                 |                | (Unaudited)<br>(未經審核)                                |                |
|   |                   | Three months ended<br>30 September<br>截至九月三十日止<br>三個月 |                | Nine months ended<br>30 September<br>截至九月三十日止<br>九個月 |                |
|   |                   | 2021<br>二零二一年   | 2020<br>二零二零年  | 2021<br>二零二一年  | 2020<br>二零二零年  |
|   |                   | HK cents<br>港仙  | HK cents<br>港仙 | HK cents<br>港仙                                       | HK cents<br>港仙 |
| Basic and diluted earnings/(loss) per share       | 每股基本與攤薄盈利／(虧損)    |   |                |  |                |
| – Continuing operations                           | – 持續經營業務          | <b>0.36</b>   | 0.09           | <b>0.41</b>  | 0.24           |
| – Discontinued operation                          | – 已終止經營業務         | <b>(0.07)</b>   | (0.14)         | <b>(0.63)</b>  | 0.12           |
| Total basic and diluted earnings/(loss) per share | 每股基本與攤薄之盈利／(虧損)總額 | <b>0.29</b>   | (0.05)         | <b>(0.22)</b>  | 0.36           |

Basic earnings/(loss) per share is calculated by dividing the profit/(loss) attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period excluding ordinary shares repurchased by the Company.

Diluted earnings/(loss) per share is the same as basic earnings/(loss) per share as there were no potential dilutive ordinary shares outstanding during the nine months ended 30 September 2021 (nine months ended 30 September 2020: same).

每股基本盈利／(虧損)的計算方法是將本公司持有人應佔溢利／(虧損)除以於期內已發行普通股之加權平均數(不包括公司回購普通股)。

鑑於截至二零二一年九月三十日止九個月沒有已發行的潛在攤薄普通股(截至二零二零年九月三十日止九個月：相同)，故每股攤薄之盈利／(虧損)與每股基本盈利／(虧損)相同。

## 9. UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 9. 未經審核簡明綜合權益變動表

|   |                    | Attributable to owners of the Company<br>本公司持有人應佔 |                       |                              |                             |                   |                              |                  |                 |                   |           |                           |          |
|---|--------------------|---|-----------------------|------------------------------|-----------------------------|-------------------|------------------------------|------------------|-----------------|-------------------|-----------|---------------------------|----------|
|   |                    | Share capital                                     | Share premium reserve | Capital contribution reserve | Contributed surplus reserve | Statutory reserve | Property revaluation reserve | Exchange reserve | Special reserve | Retained earnings | Sub-total | Non-controlling interests | Total    |
|   |                    | 股份  | 溢價賬                   | 資本                           | 總入                          | 法定儲備              | 物業重估                         | 匯兌儲備             | 特別儲備            | 保留盈利              | 小計        | 非控股                       | 合計       |
|   |                    | 股本  | 溢價儲備                  | 實繳儲備                         | 盈餘儲備                        | 法定儲備              | 溢價儲備                         | 匯兌儲備             | 特別儲備            | 保留盈利              | 小計        | 權益                        | 權益       |
|   |                    | HK\$'000  | HK\$'000              | HK\$'000                     | HK\$'000                    | HK\$'000          | HK\$'000                     | HK\$'000         | HK\$'000        | HK\$'000          | HK\$'000  | HK\$'000                  | HK\$'000 |
|   |                    | 千港元   | 千港元                   | 千港元                          | 千港元                         | 千港元               | 千港元                          | 千港元              | 千港元             | 千港元               | 千港元       | 千港元                       | 千港元      |
| At 1 January 2021 (audited)                         | 於二零二一年一月一日 (經審核)   | 15,100  | 75,116                | 445                          | 245,881                     | 9,804             | 45,787                       | (5,192)          | (1,953)         | 82,180            | 467,168   | (134,066)                 | 333,100  |
| Comprehensive income                                | 全面收入               | -   | -                     | -                            | -                           | -                 | -                            | -                | -               | (3,204)           | (3,204)   | (4,449)                   | (7,653)  |
| Loss for the period                                 | 期內虧損               | -   | -                     | -                            | -                           | -                 | -                            | -                | -               | (3,204)           | (3,204)   | (4,449)                   | (7,653)  |
| Other comprehensive income/(loss)                   | 其他全面收入/(虧損)        | -   | -                     | -                            | -                           | -                 | -                            | -                | -               | -                 | -         | (1,930)                   | (1,930)  |
| Currency translation differences                    | 貨幣換算差額             | -   | -                     | -                            | -                           | -                 | -                            | 6,465            | -               | -                 | 6,465     | (1,930)                   | 4,535    |
| Other comprehensive income/(loss) for the period    | 期內其他全面收入/(虧損)      | -   | -                     | -                            | -                           | -                 | -                            | 6,465            | -               | -                 | 6,465     | (1,930)                   | 4,535    |
| Total comprehensive income/(loss) for the period    | 期內全面收入/(虧損)總額      | -   | -                     | -                            | -                           | -                 | -                            | 6,465            | -               | (3,204)           | 3,261     | (6,379)                   | (3,118)  |
| Transactions with owners                            | 與持有人進行之交易          | -   | -                     | -                            | -                           | -                 | -                            | -                | 19,813          | -                 | 19,813    | 359                       | 20,172   |
| Partial disposal of equity interest in a subsidiary | 出售一間附屬公司之部分權益      | -   | -                     | -                            | -                           | -                 | -                            | -                | 19,813          | -                 | 19,813    | 359                       | 20,172   |
| Total transactions with owners                      | 與持有人進行之交易總額        | -   | -                     | -                            | -                           | -                 | -                            | -                | 19,813          | -                 | 19,813    | 359                       | 20,172   |
| At 30 September 2021 (unaudited)                    | 於二零二一年九月三十日 (未經審核) | 15,100  | 75,116                | 445                          | 245,881                     | 9,804             | 45,787                       | 1,273            | 17,860          | 78,976            | 490,242   | (140,088)                 | 350,154  |

## 9. 未經審核簡明綜合權益變動表 (續)

## 9. UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

Attributable to owners of the Company

本公司持有人應佔

|   | Share capital |          | Share premium reserve |          | Capital contribution reserve |          | Statutory reserve |          | Property revaluation reserve |          | Exchange reserve |           | Special reserve |          | Treasury share reserve |          | Retained earnings |          | Non-controlling interests |          | Total    |
|---|---------------|----------|-----------------------|----------|------------------------------|----------|-------------------|----------|------------------------------|----------|------------------|-----------|-----------------|----------|------------------------|----------|-------------------|----------|---------------------------|----------|----------|
|   | 股本            | 溢價儲備     | 資本儲備                  | 實收儲備     | 盈餘儲備                         | 法定儲備     | 物業重估儲備            | 匯兌儲備     | 特別儲備                         | 股份儲備     | 小計               | 非控股權益     | 合計              |          |                        |          |                   |          |                           |          |          |
|   | HK\$'000      | HK\$'000 | HK\$'000              | HK\$'000 | HK\$'000                     | HK\$'000 | HK\$'000          | HK\$'000 | HK\$'000                     | HK\$'000 | HK\$'000         | HK\$'000  | HK\$'000        | HK\$'000 | HK\$'000               | HK\$'000 | HK\$'000          | HK\$'000 | HK\$'000                  | HK\$'000 | HK\$'000 |
|   | 千港元           | 千港元      | 千港元                   | 千港元      | 千港元                          | 千港元      | 千港元               | 千港元      | 千港元                          | 千港元      | 千港元              | 千港元       | 千港元             | 千港元      | 千港元                    | 千港元      | 千港元               | 千港元      | 千港元                       | 千港元      | 千港元      |
| At 1 January 2020 (audited)                       | 15,177        | 75,799   | 445                   | 245,881  | 8,120                        | 45,787   | (81,395)          | (1,953)  | (13)                         | 76,461   | 434,309          | (125,578) | 308,731         |          |                        |          |                   |          |                           |          |          |
| Comprehensive income                              |               |          |                       |          |                              |          |                   |          |                              |          |                  |           |                 |          |                        |          |                   |          |                           |          |          |
| Profit for the period                             | -             | -        | -                     | -        | -                            | -        | -                 | -        | -                            | 5,504    | 5,504            | 873       | 6,377           |          |                        |          |                   |          |                           |          |          |
| Other comprehensive income/ (loss)                |               |          |                       |          |                              |          |                   |          |                              |          |                  |           |                 |          |                        |          |                   |          |                           |          |          |
| Currency translation differences                  | -             | -        | -                     | -        | -                            | -        | 8,527             | -        | -                            | -        | 8,527            | (2,528)   | 5,999           |          |                        |          |                   |          |                           |          |          |
| Other comprehensive income/ (loss) for the period | -             | -        | -                     | -        | -                            | -        | 8,527             | -        | -                            | -        | 8,527            | (2,528)   | 5,999           |          |                        |          |                   |          |                           |          |          |
| Total comprehensive income/ (loss) for the period | -             | -        | -                     | -        | -                            | -        | 8,527             | -        | -                            | 5,504    | 14,031           | (1,655)   | 12,376          |          |                        |          |                   |          |                           |          |          |
| Transactions with owners                          |               |          |                       |          |                              |          |                   |          |                              |          |                  |           |                 |          |                        |          |                   |          |                           |          |          |
| Repurchase of treasury shares                     | -             | -        | -                     | -        | -                            | -        | -                 | -        | -                            | -        | (748)            | -         | (748)           |          |                        |          |                   |          |                           |          |          |
| Cancellation of treasury shares                   | (76)          | (680)    | -                     | -        | -                            | -        | -                 | -        | -                            | -        | 756              | -         | -               |          |                        |          |                   |          |                           |          |          |
| Total transactions with owners                    | (76)          | (680)    | -                     | -        | -                            | -        | -                 | -        | -                            | -        | 8                | -         | (748)           |          |                        |          |                   |          |                           |          |          |
| At 30 September 2020 (unaudited)                  | 15,101        | 75,119   | 445                   | 245,881  | 8,120                        | 45,787   | (22,868)          | (1,953)  | (5)                          | 81,965   | 447,392          | (127,233) | 320,359         |          |                        |          |                   |          |                           |          |          |

## MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層論述與分析

### FINANCIAL REVIEW

For the nine months ended 30 September 2021 (the "Period"), revenue from the continuing operations for the Period amounted to HK\$65,377,000, representing an increase of HK\$6,556,000 as compared with HK\$58,821,000 for the corresponding period of 2020. Revenue of the new cultural space division increased by HK\$4,354,000 as compared to the corresponding period of last year, and revenue of the CG creation and production division increased by HK\$2,202,000 as compared to the corresponding period of last year.

Cost of sales from the continuing operations for the Period amounted to HK\$34,848,000, representing an increase of HK\$3,428,000 as compared with HK\$31,420,000 for the corresponding period of 2020. The cost of sales for the Period was proportional to the change in revenue.

Other income from the continuing operations for the Period amounted to HK\$17,637,000, representing an increase of HK\$10,440,000 as compared with HK\$7,197,000 for the corresponding period of 2020, which was mainly due to the increase in government grants and interest income of HK\$8,474,000 and HK\$1,978,000, respectively.

Distribution and selling expenses from the continuing operations for the Period amounted to HK\$10,769,000, representing an increase of HK\$7,669,000 as compared with HK\$3,100,000 for the corresponding period of 2020, which was mainly attributable to the increase in marketing expenses arising from distribution of an animated film.

Administrative expenses from the continuing operations for the Period amounted to HK\$28,637,000, representing an increase of HK\$2,105,000 as compared with HK\$26,532,000 for the corresponding period of last year, which was mainly attributable to the increase in staff costs.

### 財務回顧

截至二零二一年九月三十日止九個月（「本期間」）之來自持續經營業務之收益為65,377,000港元，與二零二零年同期58,821,000港元比較，增加6,556,000港元，文化新空間分部收益同比增加4,354,000港元，而電腦圖像創作及製作分部收益同比增加2,202,000港元。

本期間來自持續經營業務之銷售成本為34,848,000港元，較二零二零年同期31,420,000港元增加3,428,000港元。本期間銷售成本與收益變動幅度一致。

本期間來自持續經營業務之其他收入17,637,000港元，與截至二零二零年同期7,197,000港元比較，增加10,440,000港元，主要由於政府補助和利息收入分別增加8,474,000港元及1,978,000港元所致。

本期間來自持續經營業務之分銷及銷售開支為10,769,000港元，與二零二零年同期3,100,000港元比較，增加7,669,000港元，主要是於發行動畫電影所產生的市場推廣開支增加所致。

本期間來自持續經營業務之行政開支為28,637,000港元，與去年同期26,532,000港元比較，增加2,105,000港元，主要是員工成本增加所致。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

## 管理層論述與分析(續)

### FINANCIAL REVIEW (Continued)

Finance costs from continuing operations for the Period amounted to HK\$6,000 (nine months ended 30 September 2020: HK\$56,000). The Group does not have any loans and such finance costs for the Period arose from interest expense of the lease liabilities recognised under HKFRS 16.

Profit recorded from the continuing operations for the Period amounted to HK\$6,250,000, representing an increase of HK\$2,603,000 as compared to the profit of HK\$3,647,000 for the corresponding period of last year.

Loss recorded from the discontinued operation for the Period amounted to HK\$13,903,000, representing a decrease of HK\$16,633,000 as compared to the profit recorded of HK\$2,730,000 for the corresponding period of last year, which was mainly attributable to: 1) the reversal of provision for rental and settlement payables generated in relation to the litigations of the Pearl River Film Cultural Park for the nine months ended 30 September 2020, while there was no similar reversal for the Period; and 2) the increase of litigation expenses and payment of employee severance compensation for the Period.

### 財務回顧(續)

本期間來自持續經營業務之融資成本為6,000港元(截至二零二零年九月三十日止九個月:56,000港元)，本集團並沒有任何借貸，而本期間之融資成本是根據香港財務報告準則第16號確認之租賃負債之利息支出。

本期間持續經營業務錄得溢利6,250,000港元，與去年同期溢利3,647,000港元比較，上升了2,603,000港元。

本期間已終止經營業務錄得虧損13,903,000港元，與去年同期錄得溢利2,730,000港元比較，減少16,633,000港元，主要由於1)截至二零二零年九月三十日止九個月因珠影文化產業園之訴訟而對應付租金及結算款撥備作出回撥，而本期間沒有類似回撥，以及2)本期間訴訟開支增加及支付員工離職補償。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### BUSINESS REVIEW AND OUTLOOK

#### CG Creation and Production

The revenue of the CG creation and production division of the Group was mainly generated from the undertaking and production services of animated films and digital virtual characters, box office receipts of original and co-production animated films, copyrights of animated films and animated television series, and product design and authorization businesses derived from the IP of animation.

As to animated film and television business, the projects for the Period were mainly derived from Mainland China. The Group mainly undertook the 3D animation content of a virtual character, Ai Ling\* (艾靈), from the Artificial Intelligence Laboratory (AI Lab) of a leading enterprise, the press conference for digital virtual characters, and the animated video content of a column "Shunliu's Talk on Party History" (順溜講黨史) which is in cooperation with Guangming Net. Co-produced the Yangtze River-themed IP animated film "Finless Porpoise: Dance in the Wind" (江豚：風時舞) with Jiangxi Cultural Performance Group\* (江西省文演集團) and Jiangxi Hukou Cultural Tourism Group\* (江西湖口文旅集團), the Group is responsible for the full production, promotion and distribution of the animated film. Out of the two original animation projects, one of which the newly produced with new characters and stories and ocean-themed animated film "Journey to the Center of the Deep Ocean" was officially released during the Dragon Boat Festival on 12 June. Among the screening districts nationwide, due to the prevention and control measures against COVID-19 in Guangdong Province, the number of theatres opened was limited and thereby affected the box office, yet the film ranked No. 1 in the domestic animated film box office on the day of screening on 1 June. Another original animated film under planning is an ocean-themed animated film "Around the World in 80 Days", which is undergoing pre-story and art design development.

\* For identification purpose only

## 管理層論述與分析(續)

### 業務回顧及展望

#### 電腦圖像創作及製作

本集團電腦圖像創作及製作分部的收益，主要來自動畫電影及數字虛擬人承製服務、原創和合拍動畫電影票房、動畫電影和電視片版權及動畫IP衍生產品設計和授權等業務。

在動畫影視業務方面，本期間內項目主要來自於國內。主要承製了頭部企業的人工智能實驗室AI Lab數字虛擬人艾靈的3D動畫內容、數字虛擬人發布會以及與光明網合作的《順溜講黨史》欄目動畫視頻內容。與江西省文演集團、江西湖口文旅集團合拍長江主題IP動畫電影《江豚：風時舞》，本集團負責動畫電影全片製作和宣傳發行。原創動畫項目2個：以全新角色和故事創作的海洋主題動畫電影《地心遊記》於六月十二日端午節檔期正式上映。全國上映區域中廣東省受新冠疫情防控，影院開放數量受限而影響了票房，但仍在六月一日點映當日獲得國產動畫電影票房第一名；另外一部在策劃中的原創動畫電影為海洋主題動畫電影《環遊地球80天》，正進行前期故事和美術設計開發。

## MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

### BUSINESS REVIEW AND OUTLOOK *(Continued)*

#### **CG Creation and Production** *(Continued)*

Product operation business derived from the IP of animation for authorization field has been fully expanded as well as created touring product lines and launched products in areas such as art display, entertainment, interactive experience, books and popular science education, which have been promoted throughout the country with over 10 first-tier cities negotiated. With a current focus on developing authorization business in apparel and food categories, fashion jewelry and accessories are designed and developed in Chinese style to cater for young consumers. The ocean-themed IP has obtained cooperation intention from toy dealers and video broadcast platforms, planning to cooperate in the development of new smart toy products with animated images.

#### **New Cultural Space**

GDC Building in Shenzhen continued to attract high-quality animated film and television, high technology and cultural and creative enterprises, which led to the use of digital vision as core and the extension to industrial ecosystems such as networks, games, virtual interactions and artificial intelligence. Foshan Digital Animation Industry Base\* (佛山數碼動漫產業基地) has strived to be turned into Digital Animation Incubation Base\* (數字動漫孵化基地) and a base of Live Streaming for Virtual Marketing\* (虛擬人直播帶貨基地). With the utilization of its self-developed digital technology cloud platform for cloud data and information processing to provide professional operation and management services for the parks, the division has continued to enhance the digital technology management system as well as to improve the ancillary facilities and services.

\* For identification purpose only

## 管理層論述與分析 *(續)*

### 業務回顧及展望 *(續)*

#### **電腦圖像創作及製作** *(續)*

動畫IP衍生產品運營業務，在授權領域全方位鋪開，新打造巡展產品線，推出了美術陳列、遊藝、互動體驗、圖書和科普教育等產品，在全國推進落地，已洽談的合作方達十多個一線城市。目前重點發展服裝和食品類別的授權業務，面向年青消費人群，設計開發中國國風時尚潮品珠寶首飾。海洋主題IP獲得玩具商和視頻播出平台合作意向，計劃以動畫形象合作開發新型智能玩具產品。

#### **文化新空間**

深圳環球數碼大廈繼續吸引優質的動漫影視、高科技、文創企業入駐，形成以數字視覺為核心並延展到網路、遊戲、虛擬互動、人工智能等的產業生態群。佛山數碼動漫產業基地致力打造「數字動漫孵化基地」和「虛擬人直播帶貨基地」。利用自主研发的雲端數據信息處理數字技術雲平台，提供專業化的園區運營管理服務，分部持續提升數字科技管理體系，完善配套設施和服務。

## MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

### BUSINESS REVIEW AND OUTLOOK *(Continued)*

#### ***New Cultural Space*** *(Continued)*

Following the inception of Wuhou Sports Park project in Chengdu, the base and industrial model are used by the Group to conduct the expansion and deployment in areas such as education integrated complex, sports integrated complex, virtual museums and other business fields by leveraging on the cutting-edge technology in terms of original IP and interactive experience. Currently, local government bodies and organizations of certain cities across the country have expressed their cooperation intent on business in relation to the integration of culture and technology and the creation of a new cultural space. In Beijing, the Group planned to participate in Shougang Park project\* (首鋼園項目), with an aim of turning it into the first travel destination with digital science fiction experience in the country.

#### ***Technology Research and Development***

The Group rapidly upgraded and innovated the production process according to the development trend of industry technology, and continued to enhance application and research and development in game engines and real-time computing. The Group also improved the automatic filing management and optimized the process, and further commercialized the Company's own IP — CG Aline cloud platform system.

## 管理層論述與分析 *(續)*

### 業務回顧及展望 *(續)*

#### ***文化新空間*** *(續)*

隨著成都武侯體育公園項目落地，本集團借助原創IP和互動體驗的前沿技術，以基地和產業模式加快在教育綜合體、體育綜合體、虛擬博物館等業務領域上進行拓展佈局。目前，若干國內城市的當地政府和其他機構在以文化與科技相結合及打造文化新空間的業務上表達了合作意向。在北京，本集團計劃參與首鋼園項目，把首鋼園打造成國內首個數字科幻體驗的旅遊目的地。

#### ***技術研發***

本集團針對行業技術發展趨勢迅速進行製作流程升級革新，持續加強在遊戲引擎、實時渲染的應用研發。完善文件自動化管理及優化流程，對公司自有知識產權的CG Aline雲平台系統進一步產品化。

\* For identification purpose only



## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### BUSINESS REVIEW AND OUTLOOK (Continued)

#### Technology Research and Development (Continued)

The Group conducted development in high simulation real-time computing, semi-automatic control system, whole artificial intelligence control system and real-time clothing hair dynamics system\* (實時衣物毛髮動態動力學系統). Leveraging on the cutting-edge technology of the above digital vision, the Group developed customized service for virtual character scenario application. Meanwhile, the Group planned to expand the commercial application products with digital virtual character IP matrix, artificial intelligence and big data as core elements, and implemented strategic layout in areas such as Live Streaming for Virtual Marketing\* (虛擬人直播帶貨), financial service field and local digital spokesperson. The development of e-sports live broadcast technology solution for digital virtual characters has been completed, and the technology has been tested and upgraded on the main local live broadcast platforms.

#### Government Awards

As to government awards, four original works of the Group were selected and received Shenzhen cultural industry special funding projects\* (深圳市文化產業專項資助項目), specifically the animated film "20000 Leagues under the Sea", the animated film "Space Pals", the animated television series "Eagle Boy 2" and the animated film "Soldier Shunliu: The Hero Battle". As to intellectual property rights, the Group obtained 18 computer software copyright certificates during the Period.

## 管理層論述與分析(續)

### 業務回顧及展望(續)

#### 技術研發(續)

本集團進行高仿真實時渲染、半自動控制系統、全人工智能控制系統及實時衣物毛髮動態動力學系統的開發。借助以上數字視覺前沿技術，開發虛擬人場景應用定制服務。同時，規劃拓展以數字虛擬人IP矩陣、人工智慧和大数据為核心元素的商業應用產品，在虛擬人直播帶貨、金融服務領域、地方數字代言人等領域佈局。已開發完成數字虛擬人的電競直播技術方案，在國內主要直播平台進行技術測試和升級。

#### 政府獎項

在政府獎項方面，本集團4部原創作品入選並獲得深圳市文化產業專項資助項目，具體為：動畫電影《海底兩萬里》、動畫電影《外星寶貝計劃》、電視動畫《雄鷹小子2》及動畫電影《士兵順溜：兵王爭鋒》。在知識財產權方面，本集團於本期間內獲得18項計算機軟件著作權證書。

\* For identification purpose only

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### BUSINESS REVIEW AND OUTLOOK (Continued)

#### Outlook

As to animated film and television business, multiple theme series such as oceans, Yangtze River stories, Chinese mythology, and science fictions will be developed in the future. Besides, undertaking service business will further expand the animated films, web dramas, game promos and game animation production projects, which provides high-quality and stable production services for first-tier enterprises in the industry.

Following the inception of Wuhou Sports Park project in Chengdu, the Group will take the cultural and creative industry as the leading factor, relying on its multi-format and comprehensive operation and management service capabilities, to fully leverage its own advantages, and to build and operate the project through cultural empowerment, and ultimately create an integrated cultural, sports and entertainment park with IP characteristics.

The Group studies and analyses the local and international culture and technology trends, strives for cooperation with organisations that own cutting-edge technologies and project resources to vigorously promote businesses such as animated film and television, new cultural space and digital virtual characters, and to build and shape products that combine culture and technology.

## 管理層論述與分析(續)

### 業務回顧及展望(續)

#### 展望

動畫影視業務後續將開發海洋探索、長江故事、中國神話、科幻未來多個主題系列。承製服務業務，將進一步拓展動畫電影、網絡番劇、遊戲宣傳片和遊戲動畫製作項目，面向行業一線企業提供高品質和穩定的製作服務產能。

隨著成都武侯體育公園項目落地，本集團將以文化創意產業為主導，依托多業態及綜合運營管理服務能力，發揮自身優勢、通過文化賦能對項目進行整體打造和運營，最終將其打造成具有IP特色的文體娛樂綜合型公園。

本集團研究分析國內和國際文化與技術潮流趨勢，爭取與擁有前沿技術和項目資源的機構合作，大力拓展動畫影視、文化新空間、數字虛擬人等業務，打造文化與科技結合的產品。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### LITIGATIONS

Details of the business disputes between 廣東環球數碼創意產業有限公司 (“Guangdong GDC”), a non-wholly owned subsidiary of the Company, and 珠江電影製片有限公司 (“Pearl River Film Production”) in respect of the Pearl River Film Cultural Park and litigations resulted therefrom were reported in the preceding financial year and the first and the second quarter of this year. Updates are as follows:

1. In April 2019, Pearl River Film Production filed an action with the People’s Court of Haizhu District of Guangzhou City of the PRC (中國廣州市海珠區人民法院) (the “People’s Court of Haizhu District”), requiring Guangdong GDC to return the entire Pearl River Film Cultural Park and its facilities and related documents.

On 24 September 2020, the decision for the trial of first instance made by the People’s Court of Haizhu District was in favour of Pearl River Film Production. Guangdong GDC filed an appeal with the Intermediate People’s Court of Guangzhou City of Guangdong Province of the PRC (中國廣東省廣州市中級人民法院) (the “Guangzhou Intermediate People’s Court”) accordingly. The appeal case was proceeded by the Guangzhou Intermediate People’s Court on 14 January 2021.

On 8 February 2021, the Guangzhou Intermediate People’s Court made the final judgment in which the original judgment was upheld. The Group sought legal advice in this respect and was advised to deal with the judgment in accordance with the requirements under the relevant laws. Subsequent to the execution of judgment by Pearl River Film Production and Guangdong GDC in April 2021, Guangdong GDC has applied to the Higher People’s Court of Guangdong Province of the PRC (中國廣東省高級人民法院) (the “Guangdong Higher People’s Court”) for setting aside of the Intermediate Court Civil Judgment, initiated a re-trial of the legal proceedings against Pearl River Film Production and received the Notice of Acceptance to Civil Re-trial Petitions (民事申請再審案件受理通知書) from the Guangdong Higher People’s Court dated 31 May 2021.

## 管理層論述與分析(續)

### 訴訟

本公司一間非全資附屬公司廣東環球數碼創意產業有限公司(「廣東環球數碼」)與珠江電影製片有限公司(「珠影製片」)就珠影文化產業園之商業糾紛而引發的訴訟，已於上一個財政年度以及本年度第一及第二季詳細闡述，現就最新進展彙報如下：

1. 二零一九年四月，珠影製片入稟中國廣州市海珠區人民法院(「海珠區人民法院」)要求廣東環球數碼歸還全部珠影文化產業園及其配套設施以及相關資料。

海珠區人民法院於二零二零年九月二十四日一審判決珠影製片勝訴，廣東環球數碼其後向中國廣東省廣州市中級人民法院(「廣州中級人民法院」)提出上訴，廣州中級人民法院於二零二一年一月十四日開庭審理該上訴申請。

廣州中級人民法院於二零二一年二月八日作出終審判決，維持一審判決。本集團就此判決尋求了法律意見，建議按相關法律的規定去處理。珠影製片及廣東環球數碼在二零二一年四月進行判決執行後，廣東環球數碼向中國廣東省高級人民法院(「廣東高級人民法院」)申請撤銷《中院民事判決書》，就案件針對珠影製片提起再審，並收到廣東高級人民法院日期為二零二一年五月三十一日的《民事申請再審案件受理通知書》。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### LITIGATIONS (Continued)

#### 1. (Continued)

On 13 October 2021, the Company received a civil judgment (民事裁定書) (the “High Court Civil Judgment”) from the Guangdong Higher People’s Court, pursuant to which Guangdong GDC’s claim against the return of the Pearl River Film Cultural Park, the re-trial petitions of Guangdong GDC and the application to set aside the Intermediate Court Civil Judgment have been rejected. The High Court Civil Judgment is final.

As the Group had already derecognised the Pearl River Film Cultural Park as an investment property of the Group since 1 December 2018, the Board does not consider the judgment to have any material impact on the financial position and cash flow of the Group.

2. In April 2019, Pearl River Film Production filed an action with the Guangzhou Intermediate People’s Court, requiring Guangdong GDC to pay the property occupation fee of the Pearl River Film Cultural Park and related interest for the period between 23 March 2016 and 22 March 2019 (which Pearl River Film Production estimated to be in the amounts of RMB148,745,800 and RMB9,593,000 for the property occupation fee and the related interest as of 22 March 2019, respectively).

## 管理層論述與分析(續)

### 訴訟(續)

#### 1. (續)

二零二一年十月十三日，本公司收到廣東高級人民法院作出的《民事裁定書》（「《高院民事裁定書》」）。根據《高院民事裁定書》所示，廣東高級人民法院駁回廣東環球數碼對歸還珠影文化產業園案件的再審申請及駁回廣東環球數碼關於撤銷《中院民事判決書》的申請。《高院民事裁定書》為終審判決。

本集團自二零一八年十二月一日起取消確認珠影文化產業園為本集團之投資物業，董事會認為該判決的執行對本集團之財務狀況及現金流量不會構成任何重大影響。

2. 二零一九年四月，珠影製片入稟廣州中級人民法院要求廣東環球數碼支付二零一六年三月二十三日至二零一九年三月二十二日期間的珠影文化產業園之場地和物業使用費及相關利息（珠影製片估計截至二零一九年三月二十二日場地和物業使用費及相關利息分別為人民幣148,745,800元及人民幣9,593,000元）。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

## 管理層論述與分析(續)

### LITIGATIONS (Continued)

### 訴訟(續)

#### 2. (Continued)

#### 2. (續)

On 30 December 2019, the decision for the trial of first instance was made by the Guangzhou Intermediate People's Court. According to the judgment, Guangdong GDC was required to pay the property occupation fee of the Pearl River Film Cultural Park and related interest for the period between 23 March 2016 and 11 September 2019 (RMB41,656,989 and RMB3,813,331, respectively).

廣州中級人民法院於二零一九年十二月三十日作出了一審判決，判廣東環球數碼需支付二零一六年三月二十三日至二零一九年九月十一日期間的珠影文化產業園之場地和物業使用費人民幣41,656,989元及相關利息人民幣3,813,331元。

Each of Pearl River Film Production and Guangdong GDC filed an appeal with the Guangdong Higher People's Court. The appeal case was proceeded by the Guangdong Higher People's Court on 8 December 2020.

珠影製片與廣東環球數碼先、後向廣東高級人民法院提出上訴，廣東高級人民法院已在二零二零年十二月八日開庭審理該上訴申請。

On 16 April 2021, a civil judgment from the Guangdong Higher People's Court dated 30 March 2021 was handed down to Guangdong GDC. According to the civil judgment, the judgment from the Guangzhou Intermediate People's Court was set aside and the case shall be returned to the Guangzhou Intermediate People's Court for re-trial.

於二零二一年四月十六日，一份日期為二零二一年三月三十日由廣東高級人民法院作出的《民事判決書》送達廣東環球數碼。根據該《民事判決書》所示，廣州中級人民法院的判決被撤銷及此案件被發回廣州中級人民法院重審。

3. In April 2019, Pearl River Film Production filed an action with the People's Court of Haizhu District, requiring Guangdong GDC and 廣州高尚商業經營管理有限公司 ("Gaoshang Property Management") to pay the property occupation fee of the car park of the Pearl River Film Cultural Park in an amount of RMB26,457,900 and related interest for the period between 1 August 2015 and 21 June 2018 (which Pearl River Film Production estimated to be in the amount of RMB2,520,062 for the interest as of 27 March 2019).

3. 二零一九年四月，珠影製片入稟海珠區人民法院要求廣東環球數碼及廣州高尚商業經營管理有限公司(「高尚物業管理」)支付二零一五年八月一日至二零一八年六月二十一日期間的珠影文化產業園停車場之場地和物業使用費人民幣26,457,900元及相關利息(珠影製片估計截至二零一九年三月二十七日利息為人民幣2,520,062元)。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### LITIGATIONS (Continued)

#### 3. (Continued)

On 30 April 2020, the decision for the trial of first instance was made by the People's Court of Haizhu District. According to the judgment, Guangdong GDC and Gaoshang Property Management were required to pay the property occupation fee of the car park of the Pearl River Film Cultural Park in the amount of RMB3,854,363 and related interest for the period between 1 August 2015 and 21 June 2018.

Each of Pearl River Film Production as well as Guangdong GDC and Gaoshang Property Management filed an appeal with the Guangzhou Intermediate People's Court. The Guangzhou Intermediate People's Court made the final judgment on 27 September 2020 in which the original judgment was upheld. The judgment was enforced by both parties in November 2020 and the frozen bank accounts of Gaoshang Property Management were released. The case proceedings were concluded.

Subsequently, Guangdong GDC and Gaoshang Property Management received the Notice of Respondence to Civil Re-trial Petitions (民事申請再審案件應訴通知書) from the Guangdong Higher People's Court dated 8 March 2021, in which Pearl River Film Production has applied for setting aside of the abovementioned final judgment, and initiated a re-trial of the legal proceedings.

## 管理層論述與分析(續)

### 訴訟(續)

#### 3. (續)

海珠區人民法院於二零二零年四月三十日作出一審判決，廣東環球數碼及高尚物業管理需向珠影製片支付二零一五年八月一日至二零一八年六月二十一日期間的珠影文化產業園停車場之場地 and 物業使用費人民幣3,854,363元及相關利息。

珠影製片與廣東環球數碼及高尚物業管理先、後上訴至廣州中級人民法院，廣州中級人民法院於二零二零年九月二十七日作出終審判決，維持一審判決。雙方已在二零二零年十一月完成執行並結案，高尚物業管理被凍結的銀行帳戶獲得解封。案件程序已完結。

隨後，廣東環球數碼及高尚物業管理收到廣東高級人民法院日期為二零二一年三月八日的《民事申請再審案件應訴通知書》，當中珠影製片申請撤銷上述終審判決並提起再審。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

## 管理層論述與分析(續)

### LITIGATIONS (Continued)

4. In April 2021, Guangdong GDC as the plaintiff has initiated legal proceedings against Pearl River Film Production as the defendant, claiming for the (i) return of capital contribution invested in the construction for the Pearl River Film Cultural Park and the related interests in the amount of approximately RMB240,000,000 and RMB54,900,000, respectively, and (ii) compensation on losses of RMB20,000,000 borne by Guangdong GDC arising from the said investment due to breach of contract by Pearl River Film Production. It was set out in the Notification of Acceptance that the Guangzhou Intermediate People's Court has accepted the filing of such civil action.

Should there be any significant update, the Company will make timely disclosure on the respective websites of the Stock Exchange and the Company.

### 訴訟(續)

4. 於二零二一年四月，廣東環球數碼(作為原告人)向珠影製片(作為被告人)提出訴訟，要求申索(i)投資於珠影文化產業園的建設資金及相關利息分別約為人民幣240,000,000元及人民幣54,900,000元；及(ii)上述投資因珠影製片違約而導致廣東環球數碼損失之賠償人民幣20,000,000元。根據接納通知所載述，廣州中級人民法院已接納有關民事訴訟之提請。

如有任何重大更新，本公司會及時在聯交所網站及本公司網站作出披露。

## INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the nine months ended 30 September 2021 (nine months ended 30 September 2020: Nil).

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities (whether on the Stock Exchange or otherwise) during the nine months ended 30 September 2021.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2021, the interests and short positions of the Directors and chief executives of the Company or any of their respective associates in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

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

| Name of Director<br>董事姓名   | Capacity in which interests are held<br>持有權益之身份 | Number of Shares/underlying Shares held in the Company<br>持有本公司股份/相關股份數目 |  |                        | Approximate percentage of total issued share capital of the Company<br>估本公司已發行股本總數之概約百分比 |
|----------------------------|---|--|--|------------------------|--|
|                            |   | Interests  |  | Total interests<br>總權益 |  |
|                            |   | Interests in Shares<br>於股份之權益  | under equity derivatives<br>於股本衍生工具之權益 |                        |  |
| Mr. Chen Zheng<br>陳征先生     | Beneficial owner<br>實益擁有人                       | 185,988,200  | -                                      | 185,988,200            | 12.32%   |
| Mr. Wang Hongpeng<br>王宏鵬先生 | Beneficial owner<br>實益擁有人                       | 1,868,000  | -                                      | 1,868,000              | 0.12%  |
| Mr. Xiao Yong<br>肖勇先生      | Beneficial owner<br>實益擁有人                       | 380,000  | -                                      | 380,000                | 0.03%  |

## 中期股息

董事會不建議派付截至二零二一年九月三十日止九個月之中期股息(二零二零年九月三十日止九個月：無)。

## 購買、出售或贖回本公司之上市證券

於截至二零二一年九月三十日止九個月內，本公司或其任何附屬公司概無在聯交所或任何其他證券交易所購買、出售或贖回本公司之任何上市證券。

## 董事及最高行政人員於股份、相關股份及債權證之權益及淡倉

於二零二一年九月三十日，董事及本公司最高行政人員或任何彼等各自之聯繫人士於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中，擁有須登記入本公司根據證券及期貨條例第352條規定須存置之登記冊內，或根據GEM上市規則第5.46至5.67條而須知會本公司及聯交所之權益及淡倉如下：

於本公司普通股(「股份」)及相關股份之好倉



## **DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES** *(Continued)*

Save as disclosed above, as at 30 September 2021, none of the Directors, chief executives of the Company or their respective associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise, notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

## **DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES**

Save as disclosed in the section headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" above, at no time during the nine months ended 30 September 2021 was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or their respective spouse or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

## **董事及最高行政人員於股份、相關股份及債權證之權益及淡倉** *(續)*

除上文所披露外，於二零二一年九月三十日，概無董事、本公司最高行政人員或彼等各自之聯繫人士於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份或債權證中，擁有須登記入本公司根據證券及期貨條例第352條須存置之登記冊內，或根據GEM上市規則第5.46至5.67條而須知會本公司及聯交所之權益或淡倉。

## **董事購買股份或債權證之權利**

除上文「董事及最高行政人員於股份、相關股份及債權證之權益及淡倉」一節所披露外，截至二零二一年九月三十日止九個月任何時間內，本公司或其任何附屬公司概無參與訂立任何安排，使董事或彼等各自之配偶或未滿十八歲子女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得利益。

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2021, the following persons or corporations, other than the Directors or chief executives of the Company as disclosed above, had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

### Long positions in the Shares of the Company

| Name of shareholder  | Capacity in which interests are held            | Number of Shares held in the Company | Approximate percentage of total issued share capital of the Company<br>佔本公司已發行股本總數之概約百分比 |
|--|---|--------------------------------------|--|
| 股東名稱   | 持有權益之身份   | 所持本公司股份數目                            |  |
| Shougang Group Co., Ltd.<br>("Shougang Group")<br>首鋼集團有限公司<br>(「首鋼集團」)                     | Interests of controlled corporations<br>受控法團之權益 | 619,168,023<br>(Note)<br>(附註)        | 41.00%   |
| Shougang Holding (Hong Kong) Limited<br>("Shougang Hong Kong")<br>首鋼控股(香港)有限公司<br>(「香港首控」) | Interests of controlled corporations<br>受控法團之權益 | 619,168,023<br>(Note)<br>(附註)        | 41.00%   |
| Upper Nice Assets Ltd. ("Upper Nice")  | Beneficial owner<br>實益擁有人                       | 619,168,023<br>(Note)<br>(附註)        | 41.00%   |

Note: Upper Nice is a wholly-owned subsidiary of Shougang Hong Kong which is in turn wholly-owned by Shougang Group. Accordingly, all these corporations are deemed to be interested in the share capital of the Company which Upper Nice is interested under the SFO.

## 主要股東於股份、相關股份及債權證之權益及淡倉

於二零二一年九月三十日，以下人士或法團(上文所披露之董事或本公司最高行政人員除外)於本公司股份或相關股份擁有須登記入本公司根據證券及期貨條例第336條存置之登記冊內之權益或淡倉：

### 於本公司股份之好倉

附註：Upper Nice為香港首控(由首鋼集團全資擁有)之全資附屬公司。因此，根據證券及期貨條例，所有該等公司均被視為持有Upper Nice所持有之本公司股本中相同權益。

## **SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES**

*(Continued)*

Save as disclosed above, as at 30 September 2021, the Company has not been notified of any other person or corporations (other than the Directors and chief executives of the Company) who had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

## **SHARE OPTION SCHEME**

On 18 June 2013, the share option scheme of the Company (the "Share Option Scheme") which complies with the requirements of Chapter 23 of the GEM Listing Rules was adopted by the shareholders of the Company. No share option was granted under the Share Option Scheme since its adoption. The Share Option Scheme shall be valid and effective for a period of 10 years.

## **DIRECTORS' INTERESTS IN COMPETING BUSINESSES**

During the nine months ended 30 September 2021, none of the Directors had an interest in a business (other than those businesses where the Director was appointed as a director to represent the interests of the Company and/or any member of the Group) which is considered to compete or is likely to compete, either directly or indirectly, with businesses of the Group.

## **主要股東於股份、相關股份及 債權證之權益及淡倉(續)**

除上文所披露外，於二零二一年九月三十日，本公司並無獲通知有任何其他人士或法團(董事或本公司最高行政人員除外)於本公司股份及相關股份擁有須登記入本公司根據證券及期貨條例第336條存置之登記冊內之權益或淡倉。

## **購股權計劃**

於二零一三年六月十八日，本公司股東採納一份符合GEM上市規則第23章規定之本公司購股權計劃(「購股權計劃」)。自採納日期起，概無購股權根據購股權計劃獲授出。購股權計劃有效期為十年。

## **董事於競爭業務之權益**

於截至二零二一年九月三十日止九個月內，概無董事於被視為與本集團業務構成直接或間接競爭或可能構成競爭的業務(並不包括董事獲委任為有關公司之董事以代表本公司及/或本集團任何成員公司權益之業務)中持有權益。

## COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company has complied with all the code provisions of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules throughout the nine months ended 30 September 2021.

## COMPLIANCE WITH CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries with the Directors, all Directors confirmed that they have complied with such code of conduct and the required standard of dealings regarding securities transactions by the Directors throughout the nine months ended 30 September 2021.

## AUDIT COMMITTEE

The Group's third quarterly results for the nine months ended 30 September 2021 were unaudited. The Company's audit committee together with the management have reviewed the unaudited third quarterly results of the Group for the nine months ended 30 September 2021.

## 遵守企業管治守則

於截至二零二一年九月三十日止九個月內，本公司一直遵守GEM上市規則附錄15所載的企業管治守則之所有守則條文。

## 遵守董事進行證券交易之行為守則

本公司已採納一套有關董事進行證券交易之行為守則，其條款之嚴謹程度不遜於GEM上市規則第5.48至5.67條所規定之交易必守標準。在向所有董事作出特定查詢後，所有董事確認截至二零二一年九月三十日止九個月內已遵守規定之交易必守標準及董事進行證券交易之行為守則。

## 審核委員會

本集團截至二零二一年九月三十日止九個月之第三季度業績未經審核。本公司審核委員會與管理層已審閱本集團截至二零二一年九月三十日止九個月之未經審核第三季度業績。

## APPRECIATION

On behalf of the Board, I would like to extend our sincere gratitude to our shareholders, business partners and clients for their utmost support to the Group. I would also like to take this opportunity to extend my gratitude and appreciations to management members and all of the staff of the Group for their hard work and dedication throughout the Period.

By Order of the Board

**Xu Liang**

*Chairman*

Hong Kong, 5 November 2021

## 致謝

本人謹代表董事會對各股東、業務夥伴及客戶繼續鼎力支持致以衷心謝意；同時，本人藉此機會，對本集團之管理層及全體員工於本期間之努力及齊心協力深表感謝及讚賞。

承董事會命

**徐量**

*主席*

香港，二零二一年十一月五日



環球數碼

Global Digital Creations Holdings Limited

環球數碼創意控股有限公司