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

(incorporated in the Cayman Islands with limited liability)

Stock code : 8280

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2021
ANNUAL REPORT

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

CONTENTS

CORPORATE INFORMATION	2
CHAIRMAN STATEMENT	3
FINANCIAL HIGHLIGHTS	4
MANAGEMENT DISCUSSIONS AND ANALYSIS	5
BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT	12
CORPORATE GOVERNANCE REPORT	17
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT	28
REPORT OF THE DIRECTORS	36
INDEPENDENT AUDITOR'S REPORT	48
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	53
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	54
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	56
CONSOLIDATED STATEMENT OF CASH FLOWS	58
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	60
FIVE-YEAR FINANCIAL SUMMARY	142

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. ZHENG Fushuang *(Chairman and Chief Executive Officer)*
Mr. PANG Gang *(President) (appointed on 2 February 2021)*
Mr. LIU Baodong *(resigned as President on 2 February 2021)*

Independent Non-executive Directors

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

COMPANY SECRETARY

Mr. AU Wai Keung

AUTHORISED REPRESENTATIVES

Mr. ZHENG Fushuang
Mr. AU Wai Keung

COMPLIANCE OFFICER

Mr. LIU Baodong

AUDIT COMMITTEE

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

REMUNERATION COMMITTEE

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

NOMINATION COMMITTEE

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

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN PRC

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

GEM STOCK CODE

8280

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

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

HONG KONG SHARE REGISTRAR

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

PRINCIPAL BANKERS

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

AUDITOR

Grant Thornton Hong Kong Limited

LEGAL ADVISORS

As to Hong Kong Law
King & Wood Mallesons

As to Cayman Islands Law
Maples and Calder

COMPANY'S WEBSITE

www.cdv.com *(information of this website does not form part of this annual report)*

CHAIRMAN STATEMENT

On behalf of the board (the "**Board**") of China Digital Video Holdings Limited (the "**Company**" or "**we**"), I am pleased to report to our valued shareholders and investors the results of the Company and its subsidiaries (collectively referred to as the "**Group**") for the financial year ended 31 December 2021 (the "**2021 Annual Period**").

OVERVIEW

Business Review

During the 2021 Annual Period, we recorded a revenue of approximately RMB249.7 million, which represents a decrease of 20.0% from the revenue of RMB312.0 million for the year ended 31 December 2020 (the "**2020 Annual Period**"). We recorded a loss of RMB102.8 million for the 2021 Annual Period as compared to a loss of RMB69.1 million for the 2020 Annual Period.

Future Prospects

As the leading digital video technology solution and service company in the TV broadcasting in China, we will actively adapt to the market development and technological progress. We plan to continue to develop and invest in innovative products and businesses by leveraging our core digital video technology. We will continuously consolidate and expand existing technology, market and brand advantage and endeavor to optimize and improve the efficiency of existing products and reduce costs. We will also proactively seek potential business opportunities that will broaden our sources of income and enhance value to the shareholders.

Appreciation

I would like to take this opportunity to express my heartfelt gratitude to the fellow members of the Board, and on behalf of the Board, the management and entire staff of the Group for their diligent work and contribution in the past year. Last but not least, I would like to extend my sincerest appreciation to the investors and shareholders of the Company for their continuing confidence in and support for the Group over the years. In 2022, the business portfolio of the Group will continue to be optimised and rationalised to provide the Company's future development and business growth with a motive force. We will devote our best efforts to generate encouraging returns for our supportive shareholders.

Zheng Fushuang
Chairman

10 May 2022

FINANCIAL HIGHLIGHTS

Our revenue decreased by 20.0% to RMB249.7 million for the 2021 Annual Period from RMB312.0 million for the 2020 Annual Period.

We recorded a loss of RMB102.8 million for the 2021 Annual Period as compared to a loss of RMB69.1 million for the 2020 Annual Period.

Our Directors did not recommend the payment of dividend for the 2021 Annual Period (2020: nil).

MANAGEMENT DISCUSSIONS AND ANALYSIS

BUSINESS REVIEW

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

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

FINANCIAL REVIEW

We recorded a revenue of RMB249.7 million for the 2021 Annual Period, representing a decrease of 20.0% from RMB312.0 million for the 2020 Annual Period. We recorded a loss of RMB102.8 million in the 2021 Annual Period as compared to a loss of RMB69.1 million in the 2020 Annual Period.

Revenue

We derived revenue primarily from (i) sale of solutions; (ii) provision of services; and (iii) sale of products.

Our revenue decreased by 20.0% to RMB249.7 million for the 2021 Annual Period from RMB312.0 million for the 2020 Annual Period. The decrease was mainly due to the slowdown of TV stations in upgrading their programmes as a result of the impact of internet video media.

Cost of Sales

Our cost of sales decreased by 21.0% to RMB204.0 million for the 2021 Annual Period from RMB258.2 million for the 2020 Annual Period, as a result of the decrease in revenue.

Gross Profit and Gross Profit Margin

Our gross profit represents revenue less cost of sales. Our gross profit decreased by 15.2% to RMB45.6 million for the 2021 Annual Period from RMB53.8 million for the 2020 Annual Period, primarily due to the decrease in revenue as explained in the paragraph headed "Revenue". Our gross profit margin increased to 18.3% for the 2021 Annual Period from 17.2% for the 2020 Annual Period due to higher gross margins of service contracts.

MANAGEMENT DISCUSSIONS AND ANALYSIS

Other Income

Our other income decreased by 50.8% to RMB30.5 million for the 2021 Annual Period from RMB62.0 million for the 2020 Annual Period, primarily due to the decrease of software tax rebates and government grants as compared with the corresponding period of last year.

Selling and Marketing Expenses

Our selling and marketing expenses increased by 53.4% to RMB66.9 million for the 2021 Annual Period as compared to RMB43.6 million for 2020 Annual Period, primarily due to higher travel and business development expenses for sales staff due to easing of pandemic restriction and control measures in the 2021 Annual Period.

Administrative Expenses

Our administrative expenses increased by 13% to RMB33.9 million for the 2021 Annual Period as compared to RMB30.0 million for the 2020 Annual Period, primarily due to the reduction of social insurance reliefs which were available in the 2020 Annual Period.

Research and Development Expenses

Our research and development expenses decreased by 28.7% to RMB31.1 million for the 2021 Annual Period as compared to RMB43.6 million for the 2020 Annual Period, primarily due to the increase in capitalisation of research and development expenditures.

Finance Costs

Our finance costs increased by 8.7% to RMB11.2 million for the 2021 Annual Period from RMB10.3 million for the 2020 Annual Period, primarily due to the increase in the average number of days of bank and other borrowings during the 2021 Annual Period.

Net Impairment Loss on Trade and Other Receivables and Contract Assets

Our net impairment loss on trade and other receivables and contract assets decreased to RMB7.6 million for the 2021 Annual Period from RMB49.1 million for the 2020 Annual Period. The decrease was primarily due to the decrease in the balances of our trade receivables.

Loss before Income Tax

As a result of the foregoing factors, we recorded a loss before income tax of RMB102.8 million and RMB61.6 million for the 2021 Annual Period and the 2020 Annual Period, respectively.

Income Tax Expense

We did not record income tax expense for the 2021 Annual Period (2020: RMB 7.5 million due to the reversal of deductible temporary difference) due to the Group had no taxable profit.

Loss for the Year

As a result of the foregoing factors, we recorded a loss of RMB102.8 million for the 2021 Annual Period as compared to a loss of RMB69.1 million for the 2020 Annual Period.

Other Comprehensive Expense

We recorded other comprehensive expense of RMB4.1 million for the 2021 Annual Period as compared to other comprehensive expense of RMB11.0 million for the 2020 Annual Period, primarily due to the exchange difference arising on the translation of foreign operation.

Loss attributable to Equity Holders

We had loss attributable to equity holders of RMB105.0 million for the 2021 Annual Period as compared to loss attributable to equity holders of RMB71.1 million for the 2020 Annual Period.

Dividend

The Directors did not recommend the payment of a final dividend for the 2021 Annual Period (2020: nil).

ANALYSIS ON AUDITED CONSOLIDATED STATEMENT OF FINANCIAL POSITION ITEMS

Non-current Assets

As at 31 December 2021, our non-current assets amounted to RMB158.9 million (as compared to RMB194.7 million as at 31 December 2020), primarily consisting of intangible assets of RMB86.6 million (as compared to RMB111.0 million as at 31 December 2020), property, plant and equipment of RMB34.9 million (as compared to RMB40.6 million as at 31 December 2020) and interests in associates of RMB29.9 million (as compared to RMB34.0 million as at 31 December 2020). Our intangible assets mainly represent our intellectual properties, patents, trademarks and licenses related to our products and all direct costs incurred in the development of software products. Our interests in associates represent our interests in associates, namely, Beijing Yue Ying Technology Co., Ltd. (北京悦影科技有限公司), Beijing Meicam Network Technology Co, Ltd. (北京美攝網絡科技有限公司), Xin'aote (Fujian) Culture Technology Co., Ltd. (新奧特 (福建) 文化科技有限公司) and Beijing Xin'aote Smart Sport Innovation Development Co., Ltd. (北京新奧特智慧體育創新發展有限公司).

Current Assets

As at 31 December 2021, our current assets amounted to RMB494.1 million (as compared to RMB653.4 million as at 31 December 2020), primarily consisting of trade and other receivables of RMB381.1 million (as compared to RMB364.5 million as at 31 December 2020), bank balances and cash of RMB31.2 million (as compared to RMB125.6 million as at 31 December 2020) and contract assets of RMB45.2 million (as compared to RMB58.5 million as at 31 December 2020).

MANAGEMENT DISCUSSIONS AND ANALYSIS

Current Liabilities

As at 31 December 2021, our current liabilities amounted to RMB373.6 million (as compared to RMB473.6 million as at 31 December 2020), primarily consisting of trade and other payables of RMB253.6 million (as compared to RMB243.8 million as at 31 December 2020), interest-bearing bank and other borrowings of RMB91.9 million (as compared to RMB196.8 million as at 31 December 2020) and contract liabilities of RMB13.4 million (as compared to RMB18.5 million as at 31 December 2020). Contract liabilities of the Group mainly arose from the advance payments made by customers while the underlying products or services were yet to be provided.

Non-current Liabilities

As at 31 December 2021, our non-current liabilities, consisting of lease liability and non-current portion of the bank borrowing, amounted to RMB40.3 million (As at 31 December 2020: RMB28.4 million).

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 December 2021, the current assets of the Group amounted to RMB494.1 million, including RMB381.1 million in trade and other receivables and RMB31.2 million in bank balances and cash. Current liabilities of the Group amounted to RMB373.6 million, of which RMB253.6 million were trade and other payables and RMB91.9 million were interest-bearing bank and other borrowings. As at 31 December 2021, the interest-bearing bank and other borrowings were denominated in Renminbi bearing fixed and floating interest rates.

The gearing ratio of the Group (calculated as total bank and other borrowings divided by total equity) was 46.7% as at 31 December 2021 (as compared to 56.8% as at 31 December 2020).

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

COMMITMENTS

As at 31 December 2021, we had short-term lease commitments in respect of rented office and various residential properties of RMB0.5 million (As at 31 December 2020: RMB0.4 million).

MATERIAL ACQUISITION AND DISPOSAL

We had no material acquisition and disposal of subsidiaries and affiliated companies during the 2021 Annual Period.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS AND EXPECTED SOURCE OF FUNDING

We do not have plans for material investments or acquisition of capital assets.

FOREIGN CURRENCY RISK

Our subsidiaries mainly operate in the PRC and the majority of our transactions are settled in Renminbi except for certain bank balances which are denominated in U.S. dollars. Foreign currency risk arises when commercial transactions and recognized assets and liabilities are denominated in a currency that is not either the Company's or our subsidiaries' functional currency. As at 31 December 2021, we did not have significant foreign currency risk from our operations. During the 2021 Annual Period, we did not enter into any arrangements to hedge against any fluctuation in foreign currency.

CHARGE ON ASSETS

As at 31 December 2021, we had restricted and pledged deposits of RMB2.1 million (2020: RMB52.6 million) held in banks for the purpose of contract related deposits or payments, guarantees issued for trade finance facilities and security of bank borrowings.

HUMAN RESOURCES

As at 31 December 2021, we had 530 full-time employees and 40 dispatched workers (2020: 619 full-time employees and 36 dispatched workers). The remuneration package of the employees includes salary, sales commission, bonus and other cash subsidies. For the 2021 Annual Period and the 2020 Annual Period, the remuneration expense, including both capitalized and expensed, was approximately RMB92.3 million and RMB103.6 million, respectively. In general, employees' salaries are determined based on individual performance, qualification, position and seniority. We place strong emphasis on recruiting skilled personnel. We typically recruit talents from universities and technical schools and conduct annual reviews to assess our employees' performance and determine their salary, bonus and promotion. We also place a strong emphasis on providing training to our employees in order to enhance their technical and product knowledge as well as comprehension of industry quality standards.

CONTINGENT LIABILITIES

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

OUTLOOK

Our long-term objective is to become a leading integrated digital video technology, service and media company in China. To achieve this goal, we will continue to (a) gain market share by offering solutions based on latest industry trends and expanding customer base; (b) create recurring and high margin revenue streams by further strengthening and developing our service business; (c) further develop and invest in innovative products and businesses; and (d) selectively pursue strategic investments and acquisitions.

MANAGEMENT DISCUSSIONS AND ANALYSIS

Gain market share by offering solutions based on latest industry trends and expanding customer base

We expect that the next phase of system expansions and upgrades in the post-production market will be driven by (i) transition to a cloud computing platform for digital video content delivery; (ii) media convergence; (iii) continuing upgrades to high definition standard; and (iv) upgrades to a 4K ultra-high definition standard. We plan to capture the opportunities presented by these industry trends through:

- adding new functions to our customized solutions to meet the diverse and growing business requirements and technological sophistication of our customer base;
- assisting our existing customers in system expansions and upgrades to capture a larger portion of their incremental technological capital expenditures as new projects emerge; and
- leveraging existing customer relationships and cross-selling to departments within existing customers who do not currently use our products.

In addition, leveraging our core strengths in high-end post-production technology, we will seek to penetrate the mid-tier market of professional users by developing products that meet their demands.

Create recurring and high margin revenue streams by further strengthening and developing our service business

We plan to increase revenue streams generated from our service business, which represents recurring revenue, by focusing on high margin areas. To that end, we plan to transition our CreaStudio multi-camera recording and editing service from primarily recording and editing video footages for entertainment TV shows to jointly producing and operating entertainment media contents together with media rights holders using the footage captured by our CreaStudio systems, which we believe can generate consistent and high margin revenue. As part of the joint production, we plan to enter into agreements with the relevant media rights holders regarding the use of their media contents. We also strive to further enhance the quality and capabilities of our other services and to further develop new services that generate recurring and high profit margin.

Further develop and invest in innovative products and businesses

We plan to continue to develop and invest in innovative products and businesses by leveraging our core digital video technology. We intend to apply our key technology to the platforms of telecom operators by strengthening the cooperation with telecom operators. In particular, we will seek cooperation with the first-tier telecom operator such as China Mobile and China Unicom.

Selectively pursue strategic investments and acquisitions

We believe that the TV broadcasting post-production industry in China today is fragmented and ripe for consolidation. We intend to continue to actively explore strategic investment and acquisition opportunities to increase the depth and breadth of our portfolio of solutions, services and products in order to maintain our market leadership. The suitable opportunities we intend to pursue include:

- cutting-edge digital video technology in international markets to further enhance our core technology, as well as technology that will help us capture key industry trends, such as big data, cloud computing and 4K ultra-high definition standard;
- smaller domestic competitors with attractive niche customer base to further expand our customer reach; and
- investment opportunities in which we have a significant stake and are able to leverage our core technology.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Zheng Fushuang (鄭福雙), aged 56, is the founder of the Group. He is the chairman of the Board, the chief executive officer of the Group and an executive Director. He is also the chairman of the nomination committee of the Company. He is primarily responsible for the overall corporate strategies and management of the Group. Mr. Zheng was appointed to the Board on 8 January 2008.

Mr. Zheng has been the chairman of the board of China Digital Video (Beijing) Limited (新奧特(北京)視頻技術有限公司) ("**CDV WFOE**"), our principal operating PRC subsidiary since December 2008. Prior to that, Mr. Zheng was the chairman of Xin'aote Electronic (北京市海淀區新奧特電子技術公司) from December 1990 to November 2005, where he was mainly responsible for the overall management of the company. Before the incorporation of Xin'aote Electronic (北京市海淀區新奧特電子技術公司), Mr. Zheng worked in Beijing Liming Electronic Technology Company Limited (北京黎明電子技術公司) as a general staff who provided technical support to the company from October 1988 to June 1989 and worked in Beijing Aote Electronic Company Limited (北京奧特電子公司) as a manager in the application technology department from January 1990 to November 1990.

Mr. Zheng has over 20 years of experiences in the digital video technology industry. He has received various honors, including the "May Fourth Medal" in Beijing (北京市"五四獎章") in April 2004, "The Bauhinia Cup Outstanding Entrepreneur Award" (香港金紫荊花杯傑出企業家獎) in December 2002, the "Best Technology Entrepreneur of Private Enterprise" in China (中國優秀民營科技企業家) in November 2002 and October 2004, and the "Broadcasting Science and Technology Award" (廣播電視科學技術大獎) in January 2010. He was the member of the 6th and the 10th Chinese People's Political Consultative Conference in Beijing in December 1998 and December 2002, respectively.

Mr. Zheng is affiliated with certain social organizations, including as a deputy director of Energy and Resources of Democratic construction committee (民建中央能源與資源環境委員會) and a member of the GAPPRFT Professional Committee of Science and Television Technology (國家廣電總局科技委電視專業委員會).

Mr. Zheng graduated from the National University of Defense Technology (國防科技大學) with a bachelor's degree in radar and electromagnetic countermeasure in July 1985. Mr. Zheng graduated from the Institute of Electronics, Chinese Academy of Sciences (中國科學院電子學研究所) with a master's degree in engineering in December 1988. Mr. Zheng was awarded an executive master's degree in business administration from Peking University (北京大學) in January 2005.

Since 2006, Mr. Zheng has been the executive director of Peking University Resources (Holdings) Company Limited (北大資源(控股)有限公司), a company listed on the Stock Exchange (stock code: 0618) which is principally engaged in real estate development and commercial real estate operations.

Save as disclosed above, Mr. Zheng did not hold directorship in any listed public company in the last three years.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

Mr. Pang Gang (龐剛), aged 42, is an executive Director. He has approximately 20 years of experience in the broadcasting industry. He is currently a director of CDV WFOE, a director of ZhengQi (Beijing) Video Technology Co., Ltd. (北京正奇聯訊科技有限公司), a wholly-owned subsidiary of the Company, the chairman of Xin' aote Group Co. Ltd. (北京新奧特集團有限公司), the vice-chairman of Beijing International Cloud Broadcasting Technology Co., Ltd. (北京國際雲轉播科技有限公司) and the supervisor of Beijing United Ultra High-Definition Video Technology Collaboration Center Co., Ltd. (北京中聯合超高清協同技術中心有限公司). He had previously served as the general manager of Xin' aote Silicon Valley Video Technology Co., Ltd. (新奧特矽谷視頻技術有限公司) and the executive president of CDV WFOE. Mr. Pang was appointed to the Board on 2 February 2021.

Mr. Pang obtained a bachelor' s degree in engineering at Anshan Normal University (鞍山師範學院), and a master's degree in engineering at Beijing University of Posts and Telecommunications (北京郵電大學). He was awarded the"Outstanding Individual Award in Science and Technology Innovation* (科技創新優秀個人獎)" in the 2019 CRTA Science and Technology Innovation Awards.

Mr. Pang did not hold directorship in any listed public company in the last three years.

Mr. Liu Baodong (劉保東), aged 58, is an executive Director. He is primarily responsible for the overall management and operation of the Group. Mr. Liu was appointed to the Board on 16 February 2007 and is a member of the remuneration committee of the Company.

From 2004 to 2008, Mr. Liu was the general manager of Xin'aote Silicon Valley Video Technology Co., Ltd., a predecessor company of the Group, where he was responsible for the overall management and operation of the company.

Mr. Liu worked at Sanycom Technology Co., Ltd. (三一通訊技術有限公司) (principally engaged in the communication equipment manufacturing) as the deputy general manager and later the general manager from 2001 to 2004. During the period from 1999 to 2001, Mr. Liu was the project manager and product manager of Nortel Networks Holdings (Canada) (北電網路集團(加拿大)), a multinational telecommunications and data networking equipment manufacturer. Prior to that, Mr. Liu spent two years serving as a senior engineer and project manager for Motorola (Canada) (principally engaged in inventing, building and delivering mobile devices) from 1997 to 1999.

Mr. Liu graduated from Northwestern Polytechnic University (西北工業大學) with a bachelor's degree in automation control in July 1983 and was awarded a master's degree and a Ph.D. degree in applied computer science from University of Brussels (Vrije Universiteit Brussel) (比利時布魯塞爾大學) in September 1996. He also received a master's degree of business administration from China Europe International Business School (中歐國際工商學院) in September 2007.

Mr. Liu did not hold directorship in any listed public company in the last three years.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Li Wanshou, aged 58, is an independent non-executive Director of the Company. He was appointed to the Board on 28 June 2018. He is a member of the audit committee, the remuneration committee and the nomination committee of the Company.

Dr. Li is currently the founder and chairman of the board of Synergetic Innovation Fund Management Co., Limited (協同創新基金管理有限公司). Dr. Li has over 18 years' experience in the venture capital industry. He was the former president of Shenzhen Capital Group Co., Limited (深圳市創新投資集團有限公司). Dr. Li obtained his doctoral degree in economics from the Chinese Academy of Social Sciences Graduate School (中國社會科學院研究生院) and another doctoral degree in management from Xi'an Jiaotong University (西安交通大學). He also obtained a master's degree in sociology from Sun Yat-Sen University (中山大學) and a bachelor's degree in philosophy from Wuhan University (武漢大學). Dr. Li obtained a number of honors and awards including "Outstanding Achievement Award" issued by the National Development and Reform Commission, 2009-2011 China's top ten venture capitalists issued by Zero2IPO Partners, the Forbes China best venture capitalists, and "the venture capitalists most deserved to be presented to the whole world" jointly issued by the Russian global partner BBS and the National Development and Reform Commission. Dr. Li also serves as the honorary president of Chinese Equity Investors Alliance, the vice director of Huaxia New Supply-side Economics Research Institute, the vice director of China Centre for Promotion of SME Development, the vice director of China Overseas-Educated Scholars Development Foundation, the director of the Equity Investment Center of Sun Yat-Sen University and the Enterprise Tutor of Newhuadu Business School. Dr. Li is also a visiting professor of each of the Chinese Academy of Social Sciences Graduate School, the graduate school of Tsinghua University and the graduate school of Wuhan University. Dr. Li has served as an independent director of Inner Mongolia North Hauler Joint Stock Co., Limited, which is listed on the Shanghai Stock Exchange (stock code: 600262) since 2017.

Saved as disclosed above, Dr. Li did not hold any directorships in any public listed companies in the last three years.

Mr. Frank Christiaens, aged 55, is an independent non-executive Director of the Company. He was appointed to the Board on 28 January 2011. He is the chairman of remuneration committee, and a member of the audit committee of the Company.

Mr. Christiaens is currently a partner at UpperStage.Capital (Canada), a Private Equity firm focused on impact (ESG) investments in North America. Previously, Mr. Christiaens was the chief executive officer of CLEARink Displays Corporation (USA), a company developing reflective displays, and before that he was a partner at XPCP Management Corporation (Canada), an early-stage Venture Capital firm. From May 2002 to December 2009, Mr. Christiaens was based out of Shanghai as the president for Greater China for Barco N.V. (NYSE Euronext Brussels: BAR), a provider of professional display products. From March 1996 to August 2000, Mr. Christiaens was based out of Singapore as the Asia-Pacific vice-president for the internet focused business division at Alcatel (now part of Nokia), a telecommunications equipment manufacturer.

In July 1990, Mr. Christiaens graduated from the University of Leuven (Belgium) with bachelor's and master's degrees in electronics engineering, and he wrote his thesis on image processing and artificial intelligence at the Imperial College of London. After that, Mr. Christiaens obtained a master's degree in business administration from Vlerick School of Business (Belgium) in July 1992.

Mr. Christiaens did not hold directorship in any listed public company in the last three years.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

Ms. Cao Qian (曹茜), aged 58, is an independent non-executive Director of the Company. She was appointed to the Board on 23 May 2016. She is the chairlady of the audit committee and a member of nomination committee.

Ms. Cao has extensive experience in auditing, accounting and financial management. Ms. Cao has been appointed as the vice general manager of the supervision and examination department of China Travel Service Ltd (中國旅行社總社監察審計部) which is principally engaged in tourism development, since February 2015. From April 2014 to February 2015, Ms. Cao was the general manager of China Travel Services Meetings, Incentives, Conferences & Exhibitions Services Co., Ltd (中旅國際會議展覽有限公司), a company specialized in providing professional services to business travellers, meeting planners and exhibition organizations. Ms. Cao also served as the vice president of China Travel Service Head Office Co., Ltd (中國旅行社總社(北京)有限公司) from December 2009 to April 2014. In addition to these positions, Ms. Cao was the certified public accountant of Jingdu Public Accounting Firm (京都會計事務所) (an accounting firm in China) from early 1994 to April 1998.

Ms. Cao graduated from the Central University of Finance & Economics (中央財經大學) with a bachelor's degree in finance and revenue in July 1986, and received an executive master' degree of business administration from Peking University Guanghua School of Management (北京大學光華管理學院) in January 2005. Ms. Cao is a certified public accountant in the PRC.

Ms. Cao has been an independent non-executive director of Peking University Resources (Holdings) Company Limited (北大資源(控股) 有限公司), a company listed on the Stock Exchange (stock code: 0618), from 31 March 2005 to 10 June 2016.

Save as disclosed above, Ms. Cao did not hold directorships in any listed public companies in the last three years.

Save as disclosed in this section, each of our Directors confirmed that he/she does not have any relationship with other Directors, senior management or controlling shareholders of the Company and none of the Directors is involved in the events mentioned in Rule 17.50(2) of the GEM Listing Rules.

SENIOR MANAGEMENT

Mr. Zheng Fushuang (鄭福雙), aged 56, is the founder of the Group. He is the chairman of the Board, the chief executive officer of the Group and an executive Director. His biographical details are set out under the paragraph headed "Executive Directors" above.

Mr. Pang Gang (龐剛), aged 42, is an executive Director and the president of the Group. His biographical details are set out under the paragraph headed "Executive Directors" above.

Mr. Liu Baodong (劉保東), aged 58, is an executive Director. His biographical details are set out under the paragraph headed "Executive Directors" above.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

Mr. Sun Jichuan (孫季川), aged 53, is the vice president and chief technology officer of the Company. Mr. Sun joined CDV WFOE, as a vice president and the chief technology officer in March 2008. Prior to joining the Group, Mr. Sun was a deputy general manager of Xin'aote Video, the predecessor company of the Group, from January 2005 to January 2008, where he was mainly responsible for the overall management and operation. Mr. Sun was a senior software designer of both Canada Matrox Electronic Systems Ltd (加拿大Matrox 電子系統公司) (principally engaged in designing software and hardware solutions for graphics, video, and imaging/machine vision applications) from October 2000 to December 2004 and the Research and Development Centre, Canon Australia Pty Ltd (澳大利亞佳能研發中心) (offering digital cameras speedlites, printers, faxes, scanners, video cameras, and related accessories) from September 1999 to June 2000. He was a senior software engineer in Xin'aote Electronic (北京市海淀區新奧特電子技術公司) from September 1992 to May 1997.

Mr. Sun graduated from National University of Defense Technology (國防科技大學) with a bachelor's degree in image display and identification in June 1989. Mr. Sun received his master's degree in signal and information processing from the Institute of Electronics, Chinese Academy of Science (中國科學院電子學研究所) in June 1992.

Mr. Sun did not hold directorships in any listed public companies in the last three years.

COMPANY SECRETARY

Mr. Au Wai Keung (區偉強), aged 50, is the company secretary of the Company. He was appointed as a joint company secretary on 21 August 2015 and as a company secretary on 24 September 2019. Mr. Au has extensive experience in corporate secretarial practice and has achieved various professional qualifications, including a fellow member of the Hong Kong Institute of Certified Public Accountants (香港會計師公會) in May 2015 and a fellow member of The Institute of Chartered Accountants in England and Wales (英格蘭及威爾士特許會計師協會) in August 2018. Mr. Au is currently the director of Arion & Associates Limited (亞利安會計事務所有限公司). He is now also the company secretary of Honworld Group Limited (老恒和釀造有限公司) (stock code: 2226), China Shengmu Organic Milk Limited (中國聖牧有機奶業有限公司) (stock code: 1432), Xin Point Holdings Limited (信邦控股有限公司) (stock code: 1571) and SDM Education Group Holdings Limited (formerly known as SDM Group Holdings Limited)(stock code: 8363).

Mr. Au received a bachelor's degree in social science from the Chinese University of Hong Kong (香港中文大學) in December 1993 and a master's degree in business administration from the City University of Hong Kong (香港城市大學) in November 1999.

Mr. Au did not hold directorship in any listed public company in the last three years.

CORPORATE GOVERNANCE REPORT

INTRODUCTION

We are committed to achieving and maintaining high standards of corporate governance, as the Board believes that good and effective corporate governance practices are key to obtaining and maintaining the trust of the shareholders of the Company and other stakeholders, and are essential for encouraging accountability and transparency so as to sustain the success of the Group and to create long-term value for the shareholders of the Company.

CORPORATE GOVERNANCE PRACTICE

The Company has applied the principles and code provisions in the Corporate Governance Code (the "**Code**") as set out in Appendix 15 to the GEM Listing Rules and in force during the 2021 Annual Period as its corporate governance practices.

In the opinion of the Board, save as disclosed below, the Company has complied with the Code from 1 January 2021 and up to the date of this annual report.

BOARD OF DIRECTORS

The Board supervises the management of the business and affairs of the Company and ensures that it is managed in the best interests of the shareholders of the Company as a whole while taking into account the interest of other stakeholders. The Board is primarily responsible for formulating the business strategy, reviewing and monitoring the business performance of the Group, approving the financial statements and annual budgets as well as directing and supervising the management of the Company. Execution of operational matters and the powers thereof are delegated to the management by the Board with clear directions. The Board is regularly provided with management update reports, which give a balanced and understandable assessment of the performance, position, recent development and prospect of the Group in sufficient details.

The Board is also responsible for the corporate governance functions under code provision D.3.1 of the Code. The Board has reviewed and discussed the corporate governance policy of the Group and is satisfied with its effectiveness.

Composition

The composition of the Board as at the date of this Corporate Governance Report is set out as follows:

Executive Directors

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

Independent non-executive Directors

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

CORPORATE GOVERNANCE REPORT

BOARD DIVERSITY POLICY

The Group adopted a board diversity policy (the "**Board Diversity Policy**"). A summary of this policy, together with the measurable objectives set for implementing this policy, and the progress made towards achieving those objectives are disclosed as below.

Summary of Board Diversity Policy

The Company recognized and embraced the benefits of having a diverse Board to the quality of its performance. The Board Diversity Policy aimed to set out the approach to achieve diversity on the Board. In designing the Board's composition, Board diversity has been considered from a number of measurable aspects including gender, age, ethnicity, knowledge and length of services. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard to the benefits of diversity on the Board.

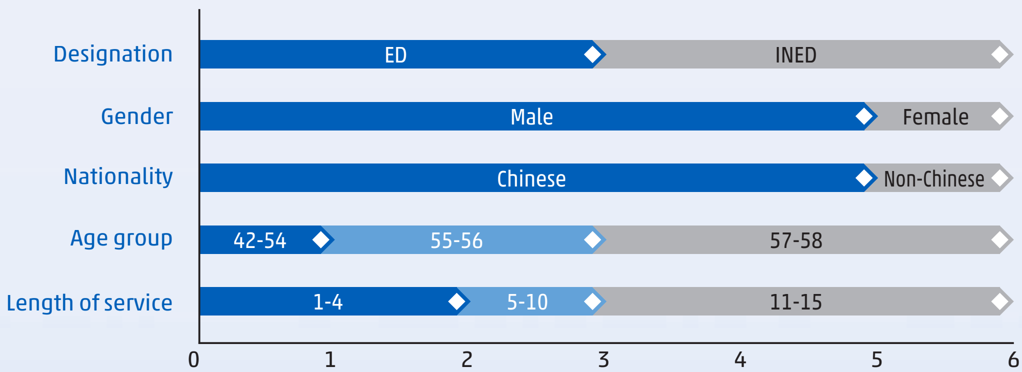
Measurable Objectives

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, nationality, professional experience, skills, knowledge and length of services. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

Implementation and Monitoring

The Nomination Committee reviews the Board's composition under diversified perspectives, and monitors the implementation of the Board Diversity Policy annually.

As at the date of this report, the Board's composition under diversified perspectives was summarized as follows:



ED : Executive Director
INED : Independent Non-executive Director

The Nomination Committee has reviewed the Board Diversity Policy to ensure its effectiveness and considered that the Group achieved the Board Diversity Policy.

Biographical details of the Directors are set out in the section headed "Biographical Details of the Directors and Senior Management" in this annual report. There is no relationship (including financial, business, family or other material/relevant relationship(s)) among members of the Board.

CHAIRMAN AND CHIEF EXECUTIVE

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

Mr. ZHENG Fushuang was appointed as the chief executive officer of the Company (the "**Chief Executive Officer**") with effect from 3 April 2018 and Mr. ZHENG Fushuang now serves as both the Chairman and the Chief Executive Officer. Such practice deviates from code provision A.2.1 of the Corporate Governance Code. The Board believes that vesting the roles of both the Chairman and the Chief Executive Officer in the same person can facilitate the execution of the Group's business strategies and boost the effectiveness of its operation. The Board is comprised of three executive Directors and three independent non-executive Directors, which is appropriately structured to ensure that there is a balance of power to provide sufficient checks to protect the interests of the Company and its shareholders. Therefore, the Board considers that the deviation from code provision A.2.1 of the Corporate Governance Code is appropriate in such circumstance. Save as disclosed above, in the opinion of the Directors, the Company has complied with all the code provisions set out in the Corporate Governance Code from 1 January 2021 up to the date of this annual report.

TERMS OF APPOINTMENT AND RE-ELECTION OF DIRECTORS

The Company has executed an appointment letter with Dr. LI Wanshou for a period of three years commencing from 28 June 2021, and an appointment letter with each of Mr. Frank CHRISTIAENS and Ms. CAO Qian for a period of three years commencing from 22 May 2019. Each of Mr. ZHENG Fushuang and Mr. LIU Baodong has entered into a service contract with the Company for a period of three years commencing from 22 May 2019, which may be terminated by not less than three months' notice in writing served by either party on the other. Mr. PANG Gang has entered into a service contract with the Company for a period of three years commencing from 2 February 2021, which may be terminated by not less than three months' notice in writing served by either party on the other.

In accordance with the Company's articles of association (the "**Articles of Association**"), Dr. LI Wanshou and Ms. CAO Qian shall retire from office by rotation at the 2022 annual general meeting and, being eligible, offer themselves for re-election.

CONFIRMATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each independent non-executive Director an annual confirmation of his/her independence, and the Company considers all the independent non-executive Directors' independence in accordance with each and the various guidelines set out in Rule 5.09 of the GEM Listing Rules.

CORPORATE GOVERNANCE REPORT

Mr. Frank CHRISTIAENS, one of the independent non-executive Directors, has served as a member of the Board for more than nine years. While this could be relevant to the assessment of independence, the Board is of the view that the independence of Mr. Frank CHRISTIAENS cannot be solely determined by his period of service in the Company. In assessing his independence, the Board has considered his character and judgement with reference to his contribution to the Board. Over the years, Mr. Frank CHRISTIAENS has provided valuable insights to the Board with his experience, expertise and knowledge, and the Company has benefited from his contribution and commitment. The Board is therefore of the view that Mr. Frank CHRISTIAENS meets the independence criteria set out in Rule 5.09 of the GEM Listing Rules and that he is able to continue to fulfil his role as an independent non-executive Director. Save as disclosed hereinabove, none of the independent non-executive Directors has served in the Board for more than nine years.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings regarding Directors' securities transactions as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Among other things, the Company periodically issues notices to the Directors reminding them of the general prohibition on dealing in the Company's listed securities during the blackout periods before the publication of announcements of financial results of the Group.

Having made specific enquiry with all Directors, all Directors confirmed that they have complied with the required standards of dealings from 1 January 2021 and up to the date of this annual report.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Company has arranged appropriate insurance coverage in respect of legal action against the Directors and senior management of the Group in the course of execution of their duties in good faith. The insurance coverage is reviewed on an annual basis.

DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

Every Director keeps abreast of responsibilities as a director of the Company and of the conduct, business activities and development of the Company.

The Directors are aware of the requirement under code provision A.6.5 of the Code regarding continuous professional development. The Company encourages and supports all Directors (including the Directors whose term of office falls within the 2021 Annual Period), namely Mr. ZHENG Fushuang, Mr. PANG Gang, Mr. LIU Baodong, Dr. LI Wanshou, Mr. Frank CHRISTIAENS and Ms. CAO Qian, to receive training and encourages their continuous professional development, so as to develop and keep abreast of their knowledge and skills better and serve the Company more efficiently. The Company offers training opportunities for all the Directors from time to time.

During the 2021 Annual Period, all Directors have participated in continuing professional development by attending training courses organised by the Company and reading relevant materials on topics related to corporate governance and regulatory matters.

BOARD COMMITTEE

The Board has established three Board committees, namely, the remuneration committee (the "**Remuneration Committee**"), the nomination committee (the "**Nomination Committee**") and the audit committee (the "**Audit Committee**"), for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference, which are posted on the GEM's website www.hkgem.com and the Company's website at www.cdv.com. All the Board committees should report to the Board on their decisions or recommendations made.

The practices, procedures and arrangements in conducting meetings of Board committees are in line with, so far as practicable, those of the board meetings set out above.

All Board committees are provided with sufficient resources to perform their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstance, at the Company's expense.

The Board is responsible for performing the corporate governance duties set out in the Code which included developing and reviewing the Company's policies and practices on corporate governance, training and continuous professional development of Directors, and reviewing the Company's compliance with the code provisions in the Code and disclosures in this annual report.

Remuneration Committee

The Remuneration Committee was established on 23 May 2016. The chairman of the Remuneration Committee is Mr. Frank CHRISTIAENS, our independent non-executive Director, and other members include Dr. LI Wanshou, our independent non-executive Director and Mr. LIU Baodong, our executive Director. The written terms of reference of the Remuneration Committee are posted on the GEM website and the Company's website.

The Remuneration Committee has been charged with the responsibility of making recommendations to the Board on the appropriate policy and structures for all aspects of Directors' and senior management's remuneration. The Remuneration Committee considers factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration. The Remuneration Committee has reviewed the remuneration packages and emoluments of Directors and senior management and considered that they are fair and reasonable during the 2021 Annual Period.

Nomination Committee

The Nomination Committee was established on 23 May 2016. The chairman of the Nomination Committee is Mr. ZHENG Fushuang, our chairman and executive Director, and other members include Dr. LI Wanshou and Ms. CAO Qian, our independent non-executive Directors. The written terms of reference of the Nomination Committee are posted on the GEM website and on the Company's website.

The primary duties of the Nomination Committee are to review and assess the composition of the Board and the independence of the independent non-executive Directors and make recommendations to the Board on appointment of new directors of the Company and develop and formulate relevant procedures for the nomination and appointment of Directors. In recommending candidates for appointment to the Board, the Nomination Committee considers candidates on merit against objective criteria and with due regards to the benefits of diversity on the Board.

CORPORATE GOVERNANCE REPORT

In designing the Board's composition, Board diversity has been considered from a number of perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a director. The Company will also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision is based on merit and contribution that the selected candidates will bring to the Board.

The Nomination Committee shall assess whether any vacancy on the Board has been created or is expected on a regular basis or as required. In the selection and nomination for new Directors, the Nomination Committee identifies the key attributes that an incoming Director should have, based on attributes of the existing Board and the requirements of the Group. The Nomination Committee utilizes various methods for identifying potential candidates, including recommendations from the members of the Board, management, and professional search firms. All potential candidates are evaluated by the Nomination Committee based on their qualifications. The potential candidates will go through a shortlisting process. Interviews are then set up with the shortlisted candidates for the Nomination Committee to assess them before a decision is made. New Directors are appointed by way of a board resolution, after the Nomination Committee has approved their nominations.

During the 2021 Annual Period, the Nomination Committee reviewed the policy and procedure for the nomination and appointment of new Directors, reviewed the Board's nomination policy and diversity policy and the measurable objectives that the Board has set for implementing such policy and assessed the independence of the independent non-executive Directors.

Audit Committee

The Audit Committee was established on 23 May 2016. The chairlady of the Audit Committee is Ms. CAO Qian, our independent non-executive Director, and other members are Dr. LI Wanshou and Mr. Frank CHRISTIAENS, our independent non-executive Directors. The written terms of reference of the Audit Committee are posted on the GEM website and on the Company's website.

The primary duties of the Audit Committee are mainly to review the financial information and reporting process, internal control procedures and risk management system, effectiveness of the internal audit function, audit plan and relationship with external auditor and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The Company has complied with Rule 5.28 of the GEM Listing Rules in that at least one of the members of the Audit Committee (which must comprise a minimum of three members and must be chaired by an independent non-executive Director) is an independent non-executive Director who possesses appropriate professional qualifications or accounting related financial management expertise.

The Group's consolidated financial statements for the 2021 Annual Period have been reviewed by the Audit Committee, and the Audit Committee is of the opinion that such results complied with the applicable standards, the GEM Listing Rules and other applicable legal requirements and that adequate disclosures had been made.

ATTENDANCE RECORDS OF MEETINGS

In 2021, the Board held 6 meetings at which the operating results of the Company were considered and discussed. In 2021, the Audit Committee, the Remuneration Committee and the Nomination Committee held 4, 1 and 1 meeting(s), respectively.

Members	Meetings attended/meetings held during the year ended 31 December 2021				
	Board	Audit Committee	Remuneration Committee	Nomination Committee	2021 Annual General Meeting and Extraordinary General Meeting
Executive Directors					
Mr. ZHENG Fushuang	6/6	–	–	1/1	2/2
Mr. PANG Gang (appointed on 2 February 2021)	5/5	–	–	–	2/2
Mr. LIU Baodong	6/6	–	1/1	–	0/2
Mr. XU Da (resigned on 2 February 2021)	1/1	–	–	–	0/0
Independent non-executive Directors					
Dr. LI Wanshou	4/6	4/4	1/1	1/1	0/2
Mr. Frank CHRISTIAENS	5/6	4/4	1/1	–	2/2
Ms. CAO Qian	6/6	4/4	–	1/1	2/2

The notice of the forthcoming annual general meeting and related circular will be despatched to the shareholders in due course.

REMUNERATION POLICY FOR DIRECTORS AND SENIOR MANAGEMENT MEMBERS

The remunerations of the Directors and senior management members are determined based on their working experience, industry expertise, education background and skills as well as the Group's own performance and operating results with reference to the remuneration policies of other companies in our industry and prevailing market rates. Directors and employees also participate in performance incentive arrangements relating to the performance of the Group and individuals.

Particulars regarding key management personnel, including amounts paid to the Directors as required to be disclosed pursuant to Chapter 18 and Appendix 15 of the GEM Listing Rules are set out in note 33(g) to the consolidated financial statements in this annual report.

CORPORATE GOVERNANCE REPORT

During the 2021 Annual Period, the annual remuneration of the members of the senior management is set out below:

	Number of individuals	
	2021	2020
Nil - HK$1,000,000	**3**	2
HK$1,000,001 - HK$1,500,000	**2**	2

COMPANY SECRETARY

Mr. AU Wai Keung ("**Mr. Au**") is the company secretary of the Company. Mr. Au has informed the Company that his training covering corporate governance and accounting matters satisfied the requirements under Rule 5.15 of the GEM Listing Rules during the 2021 Annual Period. The Company considers that the training of Mr. Au is in compliance with the requirements under Rule 5.15 of the GEM Listing Rules during the 2021 Annual Period.

Mr. Au's primary contact person at the Company is Mr. Zheng Fushuang, an executive Director.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of consolidated financial statements that give a true and fair view in accordance with the International Financial Reporting Standards issued by the International Accounting Standards Board and the disclosure requirements of the Hong Kong Companies Ordinance and the GEM Listing Rules. The Directors have selected appropriate accounting policies and applied them consistently; made judgements and estimates that are prudent and reasonable, and have prepared the consolidated financial statements on a going concern basis. The Directors' responsibilities for the preparation of the financial statements and the auditors' responsibilities are set out in the Auditors' Report in this annual report.

INDEPENDENT AUDITOR'S REMUNERATION

Grant Thornton Hong Kong Limited ("**Grant Thornton**") is appointed as the external auditor of the Company. For the 2021 Annual Period, the emoluments paid or payable for the audit and non-audit services provided by Grant Thornton were as follows:

	Amount (RMB)
Audit services	**1,050,000**
Non-audit services (note)	**140,000**

Note: Apart from the provision of annual audit services, Grant Thornton has also provided review services on the interim financial report of the Company for the six months ended 30 June 2021.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board recognises that constant changes taking place in the business environment call for periodic reviews of the system of risk management and internal controls. Well-managed internal controls enable effective and efficient operations, ensure the reliability of internal and external reporting and assist in the compliance with applicable laws and regulations.

The Board recognises that it has overall responsibility for the Group's system of risk management and internal controls and for reviewing its effectiveness. Pursuant to the Group's framework, senior management is primarily responsible for designing and implementing the policies and procedures of risk management internal controls, while the Board and the Audit Committee oversee the actions of senior management and review the effectiveness of the controls previously established on an annual basis in respect of the financial year.

The Company's internal audit function is performed by our finance department, which reports directly to the Chief Executive Officer and has direct access to the chairman of the Audit Committee. Our finance department has unrestricted access to review all aspects of the Group's business activities. The tasks of finance department in respect of its internal audit functions include; (i) review and report on internal and operational controls; (ii) follow-up on the suggestions made by external auditor; and (iii) special review of areas of concern identified by senior management. Throughout the 2021 Annual Period, our finance department continually monitors various operational aspects of the Group's business activities and issues monthly compliance reports to senior management covering those activities. The Company considers the risk management and internal control systems are effective and adequate.

The Company's employees are expected to conduct themselves with honesty, integrity and respect. Each core business division has its own operating manual which specifically outlines the respective division's operating procedures. Failure to comply with these standards or procedures may result in disciplinary action, including dismissal from employment.

CORPORATE GOVERNANCE FUNCTIONS

The Board has adopted the corporate governance functions with written terms of reference to assist the Board to perform the corporate governance functions of the Group. The main responsibility of the Board to perform the corporate governance functions includes:

- To formulate and review the Company's corporate governance policy and practices;
- To review and oversee the training and continuous professional development of the Directors and senior management;
- To review and oversee the policy and practices of the Company in the compliance of law and regulatory requirements;
- To formulate, review and oversee the Codes of Conduct for employees and Directors and Compliance Manual (if any); and
- To review the Company's compliance of the Corporate Governance Code and make disclosure in the Corporate Governance Report.

During the 2021 Annual Period, the Board had fulfilled the duties mentioned above.

CORPORATE GOVERNANCE REPORT

SIGNIFICANT CHANGES IN CONSTITUTIONAL DOCUMENTS

There had been no changes in the constitutional documents of the Company during the 2021 Annual Period.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company has adopted a shareholder communication policy with the objective of ensuring that the shareholders of the Company and potential investors are provided with ready, equal and timely access to balanced and understandable information about the Company.

The Company has established several channels to communicate with the shareholders as follows:

(i) corporate communications such as annual reports, interim reports, quarterly reports and circulars are issued in printed form and are available on the GEM website at www.hkgem.com and the Company's website at www.cdv.com;

(ii) periodic announcements are made through the Stock Exchange and published on the respective websites of the Stock Exchange and the Company;

(iii) corporate information is made available on the Company's website;

(iv) annual and extraordinary general meetings provide a forum for the shareholders to make comments and exchange views with the Directors and senior management; and

(v) the Hong Kong share registrar of the Company serves the shareholders in respect of share registration, dividend payments and related matters.

The Company keeps on promoting investor relations and enhancing communication with the existing shareholders and potential investors. It welcomes suggestions from investors, shareholders and the public. Enquires to the Board or the Company may be sent by post to the Company Secretary, Mr. AU Wai Keung, at the Company's principal place of business in Hong Kong as follows:

The Company Secretary
China Digital Video Holdings Limited
Unit 1303, 13/F
Hua Fu Commercial Building
111 Queen's Road West
Hong Kong

SHAREHOLDERS' RIGHTS

As one of the measures to safeguard shareholders' interest and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors, for shareholders' consideration and voting. All resolutions put forward at shareholders' meeting will be voted by poll pursuant to the GEM Listing Rules and the poll voting results will be posted on the GEM website and the Company's website after the relevant shareholders' meeting.

Extraordinary general meeting may be convened by the Board on requisition of shareholders holding not less than one-tenth of the paid up capital of the Company or by such shareholders who made the requisition (the "**Requisitionists**") (as the case may be) pursuant to the Articles of Association. Such requisition must state the object of business to be transacted at the meeting and must be signed by the Requisitionists and deposited at the registered office of the Company or the Company's principal place of business in Hong Kong. Shareholders should follow the requirements and procedures as set out in such article for convening an extraordinary general meeting. Shareholders may put forward proposals with general meeting of the Company by sending the same to the Company at the principal office of the Company in Hong Kong. Shareholders and investors may send written enquiries or requests to the Company (including requests for putting forward proposals at shareholders' meetings) as follows:

Address: China Digital Video Technical Plaza, No. 131 West Fourth Ring Road N, Haidian District, Beijing, PRC
(For the attention of the investor relationship officer)
Phone: (86 10) 8285 2269/(86 10) 8285 3141
Email: ir@cdv.com

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

1. INTRODUCTION

The Group believes that sustainable development is an integral part of its business and the objective which the Group has been seeking to achieve. The Group strives to be a good corporate citizen by carrying out its business in a socially responsible way. The Group aims at creating long-term values for its stakeholders and contributing to make the world a better place. The Group believes that taking adequate and effective measures to fully carry out the environmental, social and governance ("**ESG**") requirements is necessary for the Group to improve its sustainable development capability. As a socially responsible corporate citizen, the Group is committed to integrating the management policies and strategies of sustainable development into all aspects of its operations. The Board takes the overall responsibility for providing direction and overseeing the development and implementation of the Group's ESG strategies. This ESG Report (the "**ESG Report**") outlines the Group's commitments and strategies to sustainable development and highlights its performance in material areas which the Group considers critical.

a. Reporting Standard & Scope

This ESG Report has been prepared with reference to Appendix 20 of the GEM Listing Rules. This ESG Report covers the ESG impacts, policies and initiatives for the period from 1 January 2021 to 31 December 2021 (the "**Reporting Period**").

The following entities were selected to be included in this ESG Report due to their significant contributions to the Group, thus making them an ideal proxy for the Group's overall business:

- China Digital Video (Beijing) Limited
- Zhengqi (Beijing) Video Technology Co., Ltd
- Xin'aote Totem Technology Co., Ltd.

Additional ESG performance information including financial data and corporate governance structures can be found in other sections of this annual report.

b. Materiality Assessment

In order to provide a concise, balanced and clear view of the Group's ESG performance, this ESG Report focuses only on the sustainability issues that are material to the Group, as well as highlighting the successes and challenges faced over the Reporting Period.

2. EMPLOYMENT AND LABOUR PRACTICES

The Group values its employees as its greatest asset and believes that human capital is the cornerstone of its operations. By investing in the workplace and in enhancing the skills and qualities of its employees, mutual progression and growth can be achieved.

During the Reporting Period, the Group was not aware of any non-compliance with laws and regulations that have a significant impact to the Group relating to employment and labour practices. The Group did not identify any incidents that have a significant impact to the Group relating to the use of child or forced labour.

2. EMPLOYMENT AND LABOUR PRACTICES – *continued*

a. Healthy and Safe Working Environment

The Group places great emphasis on the occupational health and safety conditions of its employees. The Group abides by the relevant occupational health and safety laws and regulations, including the Law on Work Safety of the PRC, and proactively implements national, provincial and municipal government's requirements on work safety. During the Reporting Period, the Group was not aware of any non-compliance with laws and regulations that have a significant impact to the Group relating to occupational health and workplace safety. There was no work-related fatality or lost day due to work injury during the Reporting Period. The Group seeks to eliminate any potential occupational hazards and health risks by raising the safety awareness of employees.

As employees are the most important asset and resource of the Group, the primary goal is to provide a safe and healthy working environment for the employees under reasonable and practicable conditions. The Group is committed to achieving this goal by implementing the following measures:

1. Establishing and maintaining a high standard of healthy and safe environment in each workplace;

2. Providing and maintaining in all workplaces under the Group's control a working environment which is safe and poses no threat to health;

3. Ensuring that all devices and working systems are safe and pose no threat to health;

4. Ensuring that the use, processing, storage and transportation of all items and materials are safe and pose no threat to health;

5. Providing employees with appropriate information, training and supervision when necessary to ensure the health and safety of all employees at work;

6. Providing easy accesses to workplaces which are safe and pose no threat to health;

7. Avoiding overcrowded workplaces;

8. Providing sufficient sanitation facilities and washrooms at workplaces;

9. Providing sufficient drinking water at workplaces;

10. Providing good maintenance for all floors, walls, ceilings, windows and skylights to avoid cracking risk;

11. Conducting assessments for promotion;

12. Providing sufficient first-aid kits at workplaces;

13. Ensuring effective transmission, discussion and consultation of health and safety-related matters; and

14. Supervising the implementation of safety measures.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

2. EMPLOYMENT AND LABOUR PRACTICES – *continued*

b. Equal Employment

The Group strives to provide a harmonious, fair and equitable working environment that is conductive to the development and well-being of its employees and where all employees are treated equally and no discrimination or harassment in workplace is tolerated. In recruiting its employees, the Group abides by the relevant laws and regulations, including the Labor Law of the PRC, the Labor Contract Law of the PRC and the Implementation Regulations for the Labor Contract Law of the PRC. Equitable policies and guidelines have been established to ensure there are equal opportunities for employment and career advancement and the Group does not tolerate any form of discrimination based on the employee's sex, age, marriage status, race, religious belief or other factors irrelevant to the job. Fair and structured recruitment guidelines are also in place for talent acquisition. In general, employees' salaries are determined based on individual performance, qualification, position and seniority.

Total workforce by gender, age group and employment type

		Number of employees
Gender	Male	**409**
	Female	**155**
Age	Below 30	**125**
	30-50	**398**
	Over 50	**41**
Employment type	Full-time	**524**
	Dispatched	**40**

Employee turnover rate by gender and age group

		Turnover rate (both full-time and part-time employees)
Gender	Male	**75%**
	Female	**25%**
Age	Below 30	**49%**
	30-50	**45%**
	Over 50	**6%**

2. EMPLOYMENT AND LABOUR PRACTICES – *continued*

c. Development and Training

The professional skills and capabilities of the Group's employees are vital to its long-term success. We always encourage our staff to take ample training so that they can excel at their professional field and gain momentum in their career path. Customised training programmes were arranged for staff members at different levels and from across its divisions. Orientation training and mentoring were offered to new joiners to help them adapt to the new working environment.

d. Labour Standards

The Group strictly prohibits the use of child and forced labour in the Group, and is totally committed to creating a work environment which respects human rights. On the basis of strictly abiding by the Labor Law of the PRC, the Law of Protection of Minors of the PRC and the Provisions on Prohibition Against the Use of Child Labor of the PRC, the Group has established reasonable employment rules to eliminate child labor and forced labor. The Group strictly complies with the relevant regulations of the following anti-discrimination ordinances. In the process of annual appraisal, the Group decides the level of salary increase and promotion opportunities based solely on the work performance, experience and skills of employees. In addition to having well-established recruitment processes requiring background checks on candidates (including examining identity card to ensure applicants are aged 18 or over) and formalised reporting procedures to address any exceptions found, the Group also performs regular reviews and inspections to detect the existence of any child or forced labour in its operations. During the Reporting Period, the Group was not aware of any non-compliance in relation to labour standards law and regulations.

e. Anti-corruption

The Group upholds high standards of business ethics and has strict anti-corruption policies that employees at all levels have to follow to rule out any incidents of bribery, extortion, fraud or money laundering. The Group has anti-corruption rules which the employees must strictly adhere to. Acceptance of any form of benefits from suppliers by staff members is strictly forbidden. During the Reporting Period, the Group fully complied with all local regulations related to the prohibition of bribery, extortion, fraud, money laundering and corruption, including the Anti-unfair Competition Law of the PRC, the Anti-money Laundering Law of the PRC and the Interim Provisions on Prohibiting Commercial Bribery. During the Reporting Period, there were no legal cases regarding corrupt practices brought against the Group or its employees.

f. Whistleblowing System

The Group has established a whistleblowing system whereby employees could report genuine concern about suspected misconduct, suspicious transactions or irregularities regarding financial and compliance matters in strict confidence. The Group also conducts training from time to time to ensure that its employees understand these policies and procedures.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

3. ENVIRONMENTAL PROTECTION

Although the daily business of the Group does not have significant adverse effects on the environment or natural resources, the Group seeks to achieve energy efficiency and effective waste management to minimise negative environmental impacts arising from its business operations.

The Group has taken steps to make employees aware of the necessity of reducing consumption of resources such as paper, water and fuel. Staff are also encouraged to reduce energy consumption and carbon emissions by using energy-efficient electrical appliances. The Group remains committed to providing a safe, healthy and environmentally friendly working environment in compliance with all applicable legal requirements. It also promotes environmental awareness externally, to its business partners and customers and supports corporate social responsibility initiatives in relation to environmental protection and sustainability in general. To minimise pollution and harmful emissions, the Group plans to adopt environmental policy and review the same on a regular basis or as required to ensure its relevancy and effectiveness.

During the Reporting Period, the Group did not experience any cases of non-compliance relating to environmental laws and regulations in the PRC. The Group has complied with all relevant environmental protection laws and regulations, including the Environmental Protection Law of the PRC, the Water Pollution Control Law of the PRC and the Energy Conservation Law of the PRC.

a. Emissions

Air pollutants and GHG emissions

During the Reporting Period, air pollutants were generated from the Group's vehicle usage. The Group will continue to consider using a more environment-friendly fuel type, such as electricity or other biomass sources, in the near future to reduce carbon footprint. During the Reporting Period, the Group's vehicle usage produced 8.44 tonnes of carbon emissions.

The Group believes that its continuous efforts in reducing petrol consumption will reduce its level of GHG emissions. As the Group's emissions are not material to its business operations, the Group has not yet set any emission targets.

Waste management

During the Reporting Period, the Group generated minimal non-hazardous waste, mainly including domestic waste and paper waste. No hazardous waste was produced by the Group during the Reporting Period. As hazardous and non-hazardous wastes are not material to its business operations, the Group has not yet set any reduction targets.

To reduce the usage of paper, the Group's staff generally use double-sided printing. The Group is now considering making use of recycled materials, from both internal and external sources, to produce corporate stationery for internal use and documents published for external consumption, as well as items from non-paper sources, where feasible.

3. ENVIRONMENTAL PROTECTION – *continued*

a. Emissions – *continued*

Waste management *– continued*

As the Group's principal activities involve office administration, the Group's environmental protection work mainly focuses on energy-saving at office and environment-friendly protection. The Group also encouraged its staff and business partners to consume resources in a responsible manner and reduce waste in daily life.

The Group works towards a goal of reducing its energy consumption in the course of its business operation. A number of energy conservation measures such as light zoning and maintaining the indoor temperature between 25° C and 26° C are in place. Energy saving reminder notices are posted at the office, where digital timers have also been installed to ensure more efficient use of energy.

b. Use of Resources

During the Reporting Period, the Group's total electricity consumption was 584,053 Kwh.

c. Water Management

The Group's water consumption during the Reporting Period was mainly water used in the offices.

The Group conducts checks and maintenance on water pipes to avoid any water leakage or other issues in the water supply system on a regular basis. As water consumption is not material to its business operations, the Group has not yet set any water efficiency targets.

During the Reporting Period, the Group did not experience any issue in sourcing water.

Packaging material

As a service provider, the Group did not use any packaging material for finished products during the Reporting Period.

Climate change

The Group has identified and assessed the risks of climate change and developed measures to safeguard the safety of its employees, including strictly complying with the relevant extreme weather guidelines issued by the PRC government. The Group has emergency guidelines and measures to reduce damage arising from natural disasters.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

4. OPERATING PRACTICES

a. Product Responsibility

The Group strives to achieve a high level of customer satisfaction by providing customers with high-quality products and services. The Group has dedicated staff who monitor and control quality, time and cost to ensure effective planning, design and construction from inception to completion. Feedback and suggestions from customers are sought to actively improve the Group's product and service offerings. Designated hotlines have been established and mechanisms are in place to address any complaints. Any complaint will be thoroughly investigated, and a formal written reply will be issued via email which sets out how the complaint will be resolved. During the Reporting Period, there was no material complaint on the Group's products and/or services. The Group treats each and every complaint seriously and attempts to prevent complaints of a similar nature from arising again. During the Reporting Period, there was no reported incident of non-compliance with laws and regulations governing health and safety or the labeling of products and services.

The Group is always committed to providing high-quality products and/or services to its customers. Its business team maintains close communication with its existing and potential customers. Whenever needed, the Group provides tailor-made integrated value-adding solutions based upon its customers' needs and wants whilst adhering to high-level safety, safeguarding and environmental protection requirements.

The Group firmly believes that the "honest and faithful" principle is a vital condition for the long-term development of the Group, therefore when producing and installing advertising signs, the Group strictly conforms to the national laws, regulations and other provisions. In the production of advertising signs, the Group firmly complies with the Advertising Law of the PRC, to avoid spreading false and fake information and to accurately, clearly and truthfully present information such as its service content, forms, quality and prices. For advertising release, the Group strictly abides by "Provisions on the Registration Administration of Outdoor Advertisements" and "Regulations on the Administration of City Appearance and Sanitation", and applies for registrations and approvals according to the laws.

Intellectual Property Rights

The Group respects and protects intellectual property rights. When designing advertising signs and labels, the Group abides by the Copyright Law of the PRC to prevent infringement of intellectual property rights of others.

The Group currently operates under its core brand "CDV". The Group has taken active steps to protect its trademarks and other intellectual property rights by making the necessary filings and registrations. To enhance the employees' awareness of preserving such intellectual property rights, the Group has implemented a set of internal intellectual property management rules in its employees' manual. The Group's employment contracts with employees also contain confidentiality provisions with respect to handling of its confidential information.

Data Protection

The Group properly manages and protects the data of its customers to ensure their privacy and confidentiality. All personal data are neatly secured and archived. The Group has policies in relation to the collection, disclosure, usage, retention, and storage of data to ensure data integrity and safety.

4. OPERATING PRACTICES – *continued*

b. Relationship with Suppliers

The Group has maintained strict control over the quality offered by the suppliers and vendors. The Group evaluates the performance of its major suppliers and vendors in terms of quality, cost, and delivery time and after-sales services. The Group strives to cultivate a mutually beneficial and trusting relationship with its suppliers so that it is able to deliver products and services of the highest standard in an efficient manner.

In view of the increasing environmental concerns in society, the Group is aware of the importance in identifying and managing environmental and social risks of its supply chain. The Group has embedded environmental and social consideration in the procurement process.

During the Reporting Period, the Group engaged approximately 335 suppliers in the PRC.

5. COMMUNITY CARE

The Group seeks to have positive impacts on local communities by focusing its efforts on environmental protection and community care. It also explores opportunities to give back to the community by supporting charitable or community events and by encouraging community engagement.

REPORT OF THE DIRECTORS

The Board presents the annual report together with the audited consolidated financial statements of the Group for the 2021 Annual Period.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of a full range of solutions, services and products to TV broadcasters and other digital video contents. There were no material changes in the nature of the Group's principal activities during the year.

PERFORMANCE OF THE GROUP'S BUSINESS

Further discussion and analysis of these activities, including a discussion of the principal risks and uncertainties facing the Group and key performance indicator in the Group's business, can be found in the section headed "Management Discussions and Analysis" in this annual report. These discussions form part of this report of the Directors.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this annual report, based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company maintained the amount of public float as required under the GEM Listing Rules.

RESULTS AND APPROPRIATIONS

The results of the Group for the 2021 Annual Period are set out in the consolidated statement of comprehensive income on page 53 of this annual report.

The Board did not recommend the payment of any dividend for the 2021 Annual Period (2020: nil).

POLICY ON PAYMENT OF DIVIDENDS

The Company has adopted a policy on payment of dividends (the "**Dividend Policy**"), which establishes an appropriate procedure on declaring and recommending the dividend payment of the Company. The Company will declare and/or recommend the payment of dividends to the Shareholders after considering the Company's ability to pay dividends, which will depend upon, among other things, its operational results, cash flow situation, financial conditions, general business conditions and strategies.

The Board has complete discretion on whether to pay a dividend, subject to the Shareholders' approval, where applicable. Even if the Board decides to recommend and pay dividends, the form, frequency and amount will depend upon the operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors affecting the Group. The Board may also consider declaring special dividends from time to time, in addition to the interim and/or final dividends.

The Company shall review and reassess the Dividend Policy and its effectiveness on a regular basis or as required.

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

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

EVENT AFTER THE REPORTING PERIOD

Except as disclosed in note 36 to the consolidated financial statements, there is no event after the reporting period which would have a material impact on the Group's consolidated financial position.

DISTRIBUTABLE RESERVES OF THE COMPANY

As at 31 December 2021, the Company has reserves available for distribution to the shareholders amounted to RMB237,699,000 (2020: RMB296,689,000) calculated under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the 2021 Annual Period.

MAJOR CUSTOMERS AND SUPPLIERS

We provide our solutions, services and products to TV broadcasters, new media operators and other digital video content providers. Based on our customers' needs, we design the hardware specifications of the servers and workstations for our solutions, services and products and perform most of the system integration in-house. We procure memory modules, network equipment and third-party software from well-known third-party suppliers.

The percentage of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

Purchases	
– the largest supplier	16.9%
– five largest suppliers in aggregate	50.8%

Sales	
– the largest customer	10.0%
– five largest customers in aggregate	31.3%

None of the Directors, their associates or any shareholders of the Company (which to the knowledge of the Directors own more than 5% of the Company's share capital) has an interest in the major customers.

None of the Directors, their associates or any shareholders of the Company (which to the knowledge of the Directors own more than 5% of the Company's share capital) has an interest in the major suppliers.

REPORT OF THE DIRECTORS

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

As at 31 December 2021, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the "**SFO**")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange, were as follows:

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

Name of shareholder	Capacity	Number of shares or underlying shares	Approximate percentage of interest in the Company
Mr. Zheng Fushuang	Founder of a discretionary trust [1]	214,278,278	33.99%
Mr. Liu Baodong	Beneficial owner [2]	17,118,669	2.72%
Mr. Pang Gang	Beneficial owner [3]	405,000	0.06%
Mr. Frank Christiaens	Beneficial owner [3]	300,000	0.05%
Ms. Cao Qian	Beneficial owner [3]	300,000	0.05%

Notes:

1. Mr. Zheng Fushuang is the settlor and a beneficiary of Future Success Trust. Future Success Trust holds the entire issued share capital of ZFS Holdings Limited, which in turn holds the entire issued share capital of Wing Success Holdings Limited, the controlling shareholder of the Company. Therefore, Mr. Zheng Fushuang is deemed to be interested in the Shares held by Wing Success Holdings Limited.

2. Mr. Liu Baodong held 14,118,669 shares and the remaining interest is the options representing 3,000,000 underlying shares upon fully exercise of such options.

3. Interests in options granted pursuant to the Share Option Scheme.

Save as disclosed above, as at 31 December 2021, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange.

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

As at 31 December 2021, so far as was known to the Directors, the following persons (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or who were directly or indirectly interested in 10% or more of the number of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

Long positions in the shares of the Company

Name of shareholder	Capacity	Number of shares held	Approximate percentage of interest in the Company
Mr. Zheng Fushuang	Founder of a discretionary trust[1]	214,278,278	33.99%
Wickhams Cay Trust Company Limited	Trust and interest of controlled corporation[2]	214,278,278	33.99%
ZFS Holdings Limited	Interest of controlled corporation[2]	214,278,278	33.99%
Wing Success Holdings Limited	Legal owner and beneficial owner[2]	214,278,278	33.99%
Eagle Eyes Investment Limited	Interest of controlled corporation[3]	98,098,000	15.56%
New Horizon Capital III, L.P.	Interest of controlled corporation[3]	98,098,000	15.56%
New Horizon Capital Partners III, L.P.	Interest of controlled corporation[3]	98,098,000	15.56%
Carvillo Success Limited	Legal owner and beneficial owner[3]	98,098,000	15.56%

Notes:

1. Mr. Zheng Fushuang is the settlor and a beneficiary of Future Success Trust. Future Success Trust holds the entire issued share capital of ZFS Holdings Limited, which in turn holds the entire issued share capital of Wing Success Holdings Limited, the controlling shareholder of the Company. Therefore, Mr. Zheng Fushuang is deemed to be interested in the Shares held by Wing Success Holdings Limited.

2. Wickhams Cay Trust Company Limited is the trustee of Future Success Trust and holds the entire issued share capital of ZFS Holdings Limited which in turn holds the entire issued share capital of Wing Success Holdings Limited. Therefore, Wickhams Cay Trust Company Limited and ZFS Holdings Limited are each deemed under the SFO to be interested in the Shares held by Wing Success Holdings Limited.

3. New Horizon Capital Partners III Ltd is the controlling shareholder of New Horizon Capital III, L.P., who in turn is a controlling shareholder of Eagle Eyes Investment Limited, which holds 80% interest in Carvillo Success Limited. Therefore, New Horizon Capital Partners III Ltd, New Horizon Capital III, L.P. and Eagle Eyes Investment Limited are deemed to be interested in the Shares held by Carvillo Success Limited. On 31 January 2022, the Company was informed that the ownership of Carvillo Success Limited has been transferred by Eagle Eyes Investment Limited to Power Side Limited.

REPORT OF THE DIRECTORS

Save as disclosed above, as at 31 December 2021, the Directors were not aware of any other person (other than the Directors and chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or who was directly or indirectly interested in 10% or more of the number of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

PRE-IPO SHARE OPTION SCHEME

The Company has adopted the Pre-IPO Share Option Scheme on 20 December 2010, the principal terms and conditions of the Pre-IPO share option scheme were disclosed in the section headed "D. Pre-IPO Share Option Scheme" in appendix IV to the Prospectus. No further options were granted under the Pre-IPO Share Option Scheme during the 2021 Annual Period.

Outstanding Share Options

From 1 January 2021 to 31 December 2021, 12,391,385 share options lapsed and had been cancelled. As at 31 December 2021, there were no share options outstanding. Save as set out above, no other share options have been or would be granted by us after the Listing pursuant to the Pre-IPO Share Option Scheme.

Grantees	Date of grant	Exercisable period	Exercise price per share (US$)	Number of Shares represented by options at 1 January 2021	Number of share options exercised during the period	Number of share options lapsed during the period	Number of unvested option	Number of vested options	Number of Shares represented by options at 31 December 2021	Approximate percentage of issued share capital of the Company
Other participants	01/01/2011	01/01/2015-31/12/2021	1.16	3,574,727	–	3,574,727	–	–	–	–
	01/10/2015	01/10/2016-31/12/2021	0.00001	8,816,658	–	8,816,658	–	–	–	–
Total				12,391,385	–	12,391,385	–	–	–	–

SHARE OPTION SCHEME

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

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

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

The amount of HK$1.00 is payable as consideration for each grant of options under the Share Option Scheme, upon acceptance of such grant. The subscription price in respect of Shares upon exercise of options under the Share Option Scheme shall be such price as determined by the Board in its absolute discretion at the time of the grant of the relevant option (and shall be stated in the letter containing the offer of the grant of the option), but in any case the subscription price shall not be less than the higher of (a) the closing price of the Shares as stated in the daily quotation sheet of the Stock Exchange on the date of grant, which must be a business day; (b) the average closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange for the five (5) business days immediately preceding the date of grant; and (c) the nominal value of a Share.

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

REPORT OF THE DIRECTORS

The following details the options granted (the "**Granted Options**") pursuant to the Share Option Scheme but not yet exercised as at 31 December 2021. No options were cancelled, lapsed or exercised during the year ended 31 December 2021.

Grantee	Date of grant	Number of share options outstanding as at 1 January 2021	Closing Price per Share immediately prior to the date of grant	Exercise Price per Share	Exercise Period	Number of options granted during the year ended 31 December 2021	Number of options exercised during the year ended 31 December 2021	Number of options lapsed during the year ended 31 December 2021	Number of options cancelled during the year ended 31 December 2021	Number of options outstanding as at 31 December 2021	Approximate percentage of shareholding upon exercise of share options
Executive Directors											
LIU Baodong	24 May 2017	3,000,000	HK$1.31	HK$1.33	24 May 2017 to 17 May 2027	–	–	–	–	3,000,000	0.48%
Pang Gang	24 May 2017	405,000	HK$1.31	HK$1.33	24 May 2017 to 17 May 2027	–	–	–	–	405,000	0.06%
Independent non-executive Directors											
Frank CHRISTIAENS	24 May 2017	300,000	HK$1.31	HK$1.33	24 May 2017 to 17 May 2027	–	–	–	–	300,000	0.05%
CAO Qian	24 May 2017	300,000	HK$1.31	HK$1.33	24 May 2017 to 17 May 2027	–	–	–	–	300,000	0.05%
Other participants of the Share Option Scheme	24 May 2017	57,477,700	HK$1.31	HK$1.33	24 May 2017 to 17 May 2027	–	–	–	–	57,477,700	9.12%
Total		61,482,700				–	–	–	–	61,482,700	9.76%

SHARE AWARD SCHEME

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

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

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

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

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

During the year ended 31 December 2021, the Company neither issued new shares nor arranged any funds to be paid to the Trustee for the purchasing of shares of the Company from the market.

COMPETING BUSINESSES

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

NON-COMPETITION DEED

Mr. Zheng and Wing Success Holdings Limited (the "**Covenantors**") entered into a deed of non-competition on 23 May 2016 in favour of the Company and its subsidiaries (the "**Non-competition Deed**").

Pursuant to which each of the Covenantors has irrevocably, jointly and severally undertaken to the Company that he or it would not, and that his or its associates (except any member of the Group, Beijing Hermit Culture & Media Co., Ltd., Beijing Yueying Technology Co, Ltd. and CDW (Beijing) Yun Duan Technology Co., Ltd. (the "**Group Companies**")) would not, during the restricted period set out below, directly or indirectly, either by corporate, partnership, joint venture on his or its own account or in conjunction with or on behalf of any person, firm or company, among other things, carry on, participate or be interested or engaged in or acquire or hold (in each case whether as a shareholder, partner, agent or otherwise) any business which is or may be in competition with our existing core business of research, development and sales of post-production digital video technology products, solutions and services (the "**Restricted Business**"). Details of the major terms of the Non-competition Deed was disclosed in the section headed "Relationship with Controlling Shareholders" of the Prospectus. Our Independent Board Committee has reviewed that we complied with the Non-competition Deed during the 2021 Annual Period.

PRE-EMPTIVE RIGHTS

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

EQUITY-LINKED AGREEMENTS

Save for the Pre-IPO Share Option Scheme, Share Option Scheme and the Share Award Scheme as set out in this annual report, no equity-linked agreements were entered into by the Group, or existed during the 2021 Annual Period.

REPORT OF THE DIRECTORS

PERMITTED INDEMNITY PROVISION

Under the Articles of Association, the Directors shall be indemnified and secured harmless out of the assets of the Company from and against all losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices, provided that this indemnity shall not extend to any matter in respect of fraud or dishonesty which may be attached to any of them. Such permitted indemnity provision is currently in force and was in force throughout the 2021 Annual Period.

ENVIRONMENTAL POLICY AND PERFORMANCE

Our environmental policy is set out in the section headed "Environmental, Social and Governance Report – Environmental Protection" in this annual report.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Board and the management are aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the 2021 Annual Period, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

DONATIONS

During the 2021 Annual Period, the Group did not make any charitable or other donations.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group recognizes that employees, customers and suppliers and business associates are key stakeholders to the Group's success. It strives to achieve corporate sustainability through engaging its employees, providing quality products and services to its customers, collaborating with business partners (including suppliers and contractors) to deliver quality products and services and supporting our community.

DIRECTORS AND SENIOR MANAGEMENT

The Directors and senior management of the Company during the 2021 Annual Period and up to the date of this annual report were:

Executive Directors

Mr. ZHENG Fushuang *(Chairman and Chief Executive Officer)*
Mr. PANG Gang *(President) (appointed on 2 February 2021)*
Mr. LIU Baodong
Mr. XU Da *(resigned on 2 February 2021)*

Independent non-executive Directors

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

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

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

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting has an unexpired service contract with the Company and/or any of its subsidiaries, which is not determinable by the employing company within one year without payment of compensation, other than statutory compensation.

CONTROLLING SHAREHOLDER AND DIRECTORS' MATERIAL INTEREST IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company's subsidiaries, fellow subsidiaries or its parent companies was a party and in which a Director or controlling shareholder had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during 2021 Annual Period.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

Throughout 2021, the Company complied with all code provisions and, where appropriate, adopted the recommended best practices set out in the Corporate Governance Code as contained in Appendix 15 of the GEM Listing Rules and in force during the year, with the following exception:

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

FIVE-YEAR FINANCIAL HIGHLIGHTS

A summary of the results, assets and liabilities of the Group for the last five financial years is set out in the section headed "Five-Year Financial Summary" of this annual report.

FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSET

There was no specific plan for material investment or capital asset as at 31 December 2021.

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

There were no material acquisitions or disposals of subsidiaries, associates and joint ventures of the Group during the 2021 Annual Period.

REPORT OF THE DIRECTORS

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

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

CONNECTED TRANSACTIONS

The related party transactions entered into by the Group during the 2021 Annual Period are set out in note 33 to the consolidated financial statements. Save as disclosed below, the Directors consider that these significant related party transactions did not fall under the definition of "connected transactions" or "continuing connected transactions" (as the case may be) in Chapter 20 of the GEM Listing Rules which are required to comply with any of the reporting, announcement or independent shareholders' approval requirements under the GEM Listing Rules.

Non-exempt Continuing Connected Transactions

On 30 November 2018, CDV WFOE (as the tenant), an indirect wholly-owned subsidiary of the Company, and China Digital Video Investment Group Co., Ltd. (新奧特投資集團有限公司) ("**CDV Investment**") (as the landlord) entered into a property lease agreement for a term of three years commencing from 1 January 2019 and ending 31 December 2021 (the "**New Property Lease Agreement**"), pursuant to which CDV WFOE shall lease certain office and warehouse premises from CDV Investment.

During the 2021 Annual Period, the rental fee paid under the New Property Lease Agreement amounted to RMB10.8 million (2020: RMB11.4 million).

On 30 November 2018, CDV WFOE (as the supplier) and Xin'aote Group Co. Ltd. (北京新奧特集團有限公司) ("**Xin'aote Group**") (as the customer) entered into a framework agreement (the "**New Supply Framework Agreement**") for a term of three years commencing from 1 January 2019 and ending 31 December 2021, pursuant to which Xin'aote Group shall purchase the solutions, products and services from CDV WFOE on an exclusive basis.

During the 2021 Annual Period, the revenue recognised under the New Supply Framework Agreement amounted to RMB9.1 million (2020: RMB15.3 million).

As at the date of this report, CDV Investment was 95% owned by Mr. Zheng, and Xin'aote Group was 79% and 20% owned by CDV Investment and Mr. Pang, respectively. As such, both CDV Investment and Xin'aote Group are connected persons of the Company, and the New Property Lease Agreement, the New Supply Framework Agreement and the transactions contemplated thereunder constitute connected transactions of the Company under the GEM Listing Rules.

The Directors, including the independent non-executive Directors, consider that all the continuing connected transactions disclosed above are conducted on normal commercial terms and are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole and are conducted in the ordinary and usual course of the business. The Directors, including the independent non-executive Directors, are also of the view that the annual caps of all the continuing connected transactions above are fair and reasonable. The Company confirms that the Company has complied with the disclosure requirements under Chapter 20 of the GEM Listing Rules in respect of the continuing connected transactions disclosed above.

The Company's auditor has been engaged by the Company to report on the non-exempt continuing connected transactions mentioned above. The auditor has issued a letter to the Board confirming, among other things, that nothing has come to their attention that causes them to believe that such transactions:-

(a) have not been approved by the Board;

(b) were not, in all material respects, in accordance with the pricing policies of the Group if the transactions involve the provision of goods or services by the Group;

(c) were not entered into, in all material respects, in accordance with the relevant agreement governing the transactions; and

(d) have exceeded the cap.

A copy of this letter has been provided by the Company to the Stock Exchange.

AUDIT COMMITTEE AND REVIEW OF ANNUAL RESULTS

The Audit Committee has reviewed the consolidated financial statements for the 2021 Annual Period and is of the opinion that the consolidated financial statements of the Group for the 2021 Annual Period complies with the applicable accounting standards and the GEM Listing Rules and that adequate disclosures have been made.

SUBSEQUENT EVENTS TO THE REPORTING PERIOD

On 31 January 2022, the Company was being informed by Carvillo Success Limited ("**Carvillo**"), a substantial shareholder of the Company, that there was a change of the ultimate beneficial owner of Carvillo. Based on the information available to the Company, prior to the change in the shareholding structure of Carvillo, Carvillo was owned as to 80% by Eagle Eyes Investment Limited. After the transfer, Carvillo is wholly owned by Power Side Limited, which is ultimately owned by Mr. LI Peng. Further details of which were set out in the announcement of the Company dated 31 January 2022.

On 15 March 2022, China Digital Video (Beijing) Limited (a wholly-owned subsidiary of the Company), Beijing Yuweihao Technology Center (Limited Partnership) and Beijing Ruijiting Technology Center (Limited Partnership) entered into an articles of association of joint venture, pursuant to which the parties thereto agreed to establish a joint venture (Tuteng Shijie (Guangzhou) Digital Technology Limited Company) (the "**Joint Venture**") with the agreed scope of business of the Joint Venture, being information systems integration service, digital cultural creative content application service, digital content production service and transmission of audio-visual programs through information networks, and regulate their respective rights and obligations in the Joint Venture. Further details of which were set out in the announcement of the Company dated 15 March 2022.

Save as disclosed, there has been no event after the reporting period which would have a material impact on the Group's consolidated financial position.

By order of the Board

China Digital Video Holdings Limited
Zheng Fushuang
Chairman

10 May 2022

INDEPENDENT AUDITOR'S REPORT

Grant Thornton
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To the members of China Digital Video Holdings Limited
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China Digital Video Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 53 to 141, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 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 (the "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 International Standards on Auditing ("ISAs"). 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 International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (the "IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

Key audit matters identified in our audit are summarised as follows:

Impairment assessment of intangible assets

Refer to notes 2.19, 3.1(d) and 13 to the consolidated financial statements.

Key audit matter	How the matter was addressed in our audit
As at 31 December 2021, the Group has intangible assets of RMB86,627,000. The Group's assessment of impairment of these intangible assets requires estimate of the cash flow forecasts associated with the cash generating units (the "CGUs"). We identified the impairment assessment of intangible assets as key audit matter due to its significance to the consolidated financial statements and the level of subjectivity associated with the assumptions used in estimating the value in use of the CGUs, including cash flow forecasts, sales growth rates, operating margins and the discount rate.	Our audit procedures in relation to the impairment assessment of intangible assets included: – reviewing the cash flow forecasts of the CGUs prepared by the management of the Group; – discussing with the management of the Group to understand the management's basis for determining the assumptions of cash flow forecasts; – evaluating the reasonableness of key assumptions (including sales growth rates, operating margins and discount rate) of the cash flow forecasts based on our knowledge of the business and industry and taking into account the historical financial information; and – testing the management's sensitivity calculations by applying our own sensitivity analysis to the cash flow forecasts and discount rate to ascertain the extent to which reasonable adverse changes would, either individually or in aggregate, require an impairment on the intangible assets.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS – *continued*

Expected credit loss allowance on trade and other receivables and contract assets

Refer to notes 2.10, 3.1(a), 20 and 21 to the consolidated financial statements.

Key audit matter	How the matter was addressed in our audit
As at 31 December 2021, the Group had trade and other receivables and contract assets amounting to RMB323,979,000 and RMB45,179,000, respectively, which fall within the scope of the expected credit loss (the "ECL") model. The Group determines the ECL allowance on trade and other receivables and contract assets based on the Group's past history, existing market conditions and forward-looking information. We identified the ECL allowance on trade and other receivables and contract assets as a key audit matter due to its significance to the consolidated financial statements and considerable amounts of judgement and estimation being applied in the assessment of ECL rates used in the ECL model. These judgements and estimations include but not limited to the debtors' repayment history and creditworthiness, historical loss rates, and forward-looking macroeconomic factors.	Our audit procedures in relation to the ECL allowance on included: – understanding the management's ECL policy in respect of trade and other receivables and contract assets; – reviewing the repayment history of the debtors; – reviewing, on a sample basis, the accuracy of the ageing of the trade receivables; – assessing the management's judgement on significant increase in credit risk; – reviewing the historical loss rates and forward-looking macroeconomic factors in estimating the ECL rates; and – checking, on a sample basis, the accuracy of the ECL allowance in accordance with the ECL rate applied by the Group.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all the information included in the 2021 annual report of the Company, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF DIRECTORS OF THE COMPANY 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.

The directors of the Company assisted by the audit committee are responsible for overseeing the Group's financial reporting process.

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. We report our opinion solely to you, as a body, 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 ISAs 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 ISAs, 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.

INDEPENDENT AUDITOR'S REPORT

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS – *continued*

- 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.

- 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 the audit committee, 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 the 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 the 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.

Grant Thornton Hong Kong Limited
Certified Public Accountants
11th Floor, Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong

10 May 2022

Lam Kam Fung
Practising Certificate No.: P07822

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	2021 RMB'000	2020 RMB'000
Revenue	4	**249,655**	312,040
Cost of sales		**(204,017)**	(258,231)
Gross profit		**45,638**	53,809
Other income	5	**30,460**	61,951
Selling and marketing expenses		**(66,886)**	(43,577)
Administrative expenses		**(33,939)**	(29,975)
Research and development expenses		**(31,058)**	(43,569)
Finance costs	6	**(11,175)**	(10,289)
Net impairment loss on trade and other receivables and contract assets		**(7,560)**	(49,095)
Impairment loss on intangible assets	13	**(24,175)**	(3,100)
Share of result of a joint venture	16	**–**	(387)
Share of results of associates	17	**(4,070)**	2,603
Loss before income tax		**(102,765)**	(61,629)
Income tax expense	7	**–**	(7,466)
Loss for the year	8	**(102,765)**	(69,095)
Other comprehensive expense			
Item that may be subsequently reclassified to profit or loss:			
Exchange difference arising on the translation of a foreign operation		**(4,111)**	(11,009)
Total comprehensive expense for the year		**(106,876)**	(80,104)
(Loss)/Profit for the year attributable to:			
Equity holders of the Company		**(104,972)**	(71,060)
Non-controlling interests		**2,207**	1,965
		(102,765)	(69,095)
Total comprehensive (expense)/income for the year attributable to:			
Equity holders of the Company		**(109,083)**	(82,069)
Non-controlling interests		**2,207**	1,965
		(106,876)	(80,104)
LOSS PER SHARE (expressed in RMB cents per share)	9		
Basic		**(16.98)**	(11.49)
Diluted		**(16.98)**	(11.49)

The notes on pages 60 to 141 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2021

	Notes	2021 RMB'000	2020 RMB'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	12	**34,893**	40,590
Intangible assets	13	**86,627**	110,996
Goodwill	14	**–**	–
Interest in a joint venture	16	**–**	–
Interests in associates	17	**29,898**	33,968
Financial assets at fair value through profit or loss ("FVTPL")	18	**7,472**	9,191
		158,890	194,745
Current assets			
Inventories	19	**34,518**	52,225
Trade and other receivables	20	**381,105**	364,502
Contract assets	21	**45,179**	58,530
Restricted bank deposits	22	**2,070**	372
Pledged bank deposits	22	**–**	52,199
Bank balances and cash	22	**31,192**	125,594
		494,064	653,422
Current liabilities			
Trade and other payables	23	**253,572**	243,831
Contract liabilities	21	**13,418**	18,509
Interest-bearing borrowings	24	**91,862**	196,810
Income tax liabilities		**6,982**	6,985
Lease liability	26	**7,807**	7,429
		373,641	473,564
Net current assets		**120,423**	179,858
Total assets less current liabilities		**279,313**	374,063
Non-current liabilities			
Interest-bearing borrowing	24	**19,800**	–
Lease liability	26	**20,546**	28,353
		40,346	28,353
Net assets		**238,967**	346,250

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2021

	Notes	2021 RMB'000	2020 RMB'000
EQUITY			
Share capital	27	**43**	43
Reserves	28	**234,012**	343,095
Equity attributable to equity holders of the Company		**234,055**	343,138
Non-controlling interests		**4,912**	3,112
Total equity		**238,967**	346,250

Zheng Fushuang
Director

Pang Gang
Director

The notes on pages 60 to 141 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2021

	Equity attributable to equity holders of the Company										
	Share capital RMB'000	Treasury shares* RMB'000	Share premium* RMB'000	Statutory reserve* RMB'000	Translation reserve* RMB'000	Share option reserve* RMB'000	Other reserve* RMB'000	Accumulated losses* RMB'000	Sub-total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
Balance at 1 January 2020	43	(1)	600,213	28,982	2,876	47,914	31,278	(286,098)	425,207	1,147	426,354
Comprehensive (expense)/income for the year											
Loss for the year	–	–	–	–	–	–	–	(71,060)	(71,060)	1,965	(69,095)
Other comprehensive expense for the year											
Item that may be subsequently reclassified to profit or loss:											
Exchange difference arising on translation of a foreign operation	–	–	–	–	(11,009)	–	–	–	(11,009)	–	(11,009)
Total comprehensive (expense)/ income for the year	–	–	–	–	(11,009)	–	–	(71,060)	(82,069)	1,965	(80,104)
Transactions with owners											
Transfer upon forfeiture/lapse of share options and share awards (note 29)	–	–	–	–	–	(78)	–	78	–	–	–
Appropriation for statutory reserve	–	–	–	682	–	–	–	(682)	–	–	–
Total transactions with owners	–	–	–	682	–	(78)	–	(604)	–	–	–
Balance at 31 December 2020	43	(1)	600,213	29,664	(8,133)	47,836	31,278	(357,762)	343,138	3,112	346,250

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2021

	Equity attributable to equity holders of the Company										
	Share capital RMB'000	Treasury shares* RMB'000	Share premium* RMB'000	Statutory reserve* RMB'000	Translation reserve* RMB'000	Share option reserve* RMB'000	Other reserve* RMB'000	Accumulated losses* RMB'000	Sub-total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
Balance at 1 January 2021	43	(1)	600,213	29,664	(8,133)	47,836	31,278	(357,762)	343,138	3,112	346,250
Comprehensive (expense)/income for the year											
Loss for the year	–	–	–	–	–	–	–	(104,972)	(104,972)	2,207	(102,765)
Other comprehensive expense for the year											
Item that may be subsequently reclassified to profit or loss:											
Exchange difference arising on translation of a foreign operation	–	–	–	–	(4,111)	–	–	–	(4,111)	–	(4,111)
Total comprehensive (expense)/income for the year	–	–	–	–	(4,111)	–	–	(104,972)	(109,083)	2,207	(106,876)
Transactions with owners											
Transfer upon forfeiture/lapse of share options (note 29)	–	–	–	–	–	(20,671)	–	20,671	–	–	–
Disposal of a non-wholly owned subsidiary (note 15(a))	–	–	–	–	–	–	–	–	–	(407)	(407)
Appropriation for statutory reserve	–	–	–	551	–	–	–	(551)	–	–	–
Total transactions with owners	–	–	–	551	–	(20,671)	–	20,120	–	(407)	(407)
Balance at 31 December 2021	43	(1)	600,213	30,215	(12,244)	27,165	31,278	(442,614)	234,055	4,912	238,967

* These reserves comprise the Group's reserves of RMB234,012,000 (2020: RMB343,095,000) in the consolidated statement of financial position as at 31 December 2021.

The notes on pages 60 to 141 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	2021 RMB'000	2020 RMB'000
Cash flows from operating activities			
Loss before income tax		**(102,765)**	(61,629)
Adjustments for:			
Depreciation of property, plant and equipment		**9,435**	5,439
Amortisation of intangible assets		**36,838**	34,857
Interest income		**(9,226)**	(13,088)
Finance costs		**11,175**	10,289
Net impairment loss on trade and other receivables and contract assets		**7,560**	49,095
Allowance for inventories		**–**	3,736
Gain on disposal of property, plant and equipment		**(7)**	–
Impairment loss on intangible assets		**24,175**	3,100
Bad debts recovered		**(1,184)**	–
Gain on disposal of a subsidiary	15(a)	**(151)**	–
Fair value loss/(gain) on financial assets at FVTPL		**1,719**	(4,256)
Dividend income from financial assets at FVTPL		**(3,340)**	–
Share of results of associates	17	**4,070**	(2,603)
Share of result of a joint venture	16	**–**	387
Write-off of property, plant and equipment		**–**	25
Gain on deemed disposal of partial interest in an associate		**–**	(14,036)
Operating cash flows before working capital changes		**(21,701)**	11,316
Decrease in inventories		**17,210**	4,896
Decrease in trade and other receivables		**32,921**	13,331
Decrease in contract assets		**11,354**	19,284
Decrease in trade and other payables		**(10,950)**	(18,335)
(Decrease)/Increase in contract liabilities		**(5,091)**	1,469
Net cash from operating activities		**23,743**	31,961

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	2021 RMB'000	2020 RMB'000
Cash flows from investing activities			
Interest received		7,266	11,331
Purchase of property, plant and equipment		(4,288)	(719)
Proceeds from disposal of property, plant and equipment		557	–
Addition in development costs through internal development		(18,945)	(9,938)
Purchase of intangible assets		(17,699)	–
Dividend income from financial assets at FVTPL		3,340	–
Net cash outflows from disposal of a subsidiary		(54)	–
Increase in amounts due from joint ventures		(2,551)	(290)
Decrease/(Increase) in amounts due from related parties		2,057	(822)
Decrease in amounts due from associates		96	3,834
Repayment of loan to an associate		–	400
Increase in loan and interest receivables		(51,681)	(41,594)
Placement of time deposits with original maturities exceeding three months		(8,500)	(8,500)
Release of time deposits with original maturities exceeding three months		8,500	100,000
(Increase)/Decrease in restricted bank deposits		(1,698)	1,801
Decrease in pledged bank deposits		47,803	61,341
Net cash (used in)/from investing activities		(35,797)	116,844
Cash flows from financing activities			
Interest paid	32	(9,564)	(10,598)
Increase in amounts due to related parties	32	20,063	7,065
Increase in amounts due to associates	32	1,360	1,053
Decrease in amount due to joint ventures	32	–	(1,050)
Bank borrowings raised	32	115,683	138,000
Repayment of bank borrowings	32	(190,683)	(180,200)
Other borrowings raised	32	1,030	11,950
Repayment of other borrowings	32	(11,178)	(7,882)
Payment of lease liability	32	(7,429)	(4,167)
Interest paid for lease liability	32	(1,611)	(1,107)
Net cash used in financing activities		(82,329)	(46,936)
Net (decrease)/increase in cash and cash equivalents		(94,383)	101,869
Cash and cash equivalents at the beginning of the year		117,094	15,229
Effect of foreign exchange rate changes		(19)	(4)
Cash and cash equivalents at the end of the year	22	22,692	117,094

The notes on pages 60 to 141 are an integral part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

1. GENERAL INFORMATION

China Digital Video Holdings Limited (the "Company") was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands. The address of the Company's principal place of business in Hong Kong is Unit 1303, 13/F, Hua Fu Commercial Building, 111 Queen's Road West, Hong Kong. The Company's shares were listed on the GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 27 June 2016.

The Company is an investment holding company and its subsidiaries (together with the Company collectively referred to as the "Group") are principally engaged in research, development and sales of video-related and broadcasting equipment and software and provision of related technical services in the People's Republic of China (the "PRC").

In the opinion of the directors of the Company, the immediate holding company and the ultimate holding company of the Company is Wing Success Holdings Limited, a company incorporated in the British Virgin Islands, while the ultimate beneficial owner of the Company is Mr. Zheng Fushuang ("Mr. Zheng"), the executive director of the Company.

These consolidated financial statements are presented in Renminbi ("RMB"), unless otherwise stated.

These consolidated financial statements for the year ended 31 December 2021 were approved for issue by the board of directors (the "Board") on 10 May 2022.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

These consolidated financial statements of the Group has been prepared in accordance with International Financial Reporting Standards ("IFRSs") which include all applicable individual IFRSs, International Accounting Standards ("IASs") and interpretations issued by the International Accounting Standards Board. The consolidated financial statements also comply with the disclosure requirements of the Hong Kong Companies Ordinance and include the applicable disclosure requirements of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules").

The consolidated financial statements have been prepared under the historical cost convention, except for financial assets at FVTPL, which are measured at fair value. The measurement bases are fully described in the accounting policies below.

The preparation of consolidated financial statements in conformity with IFRSs requires the use of certain critical accounting estimates and assumptions. It also requires management to exercise its judgements in the process of applying the accounting policies of the Group. Although these estimates are based on management's best knowledge and judgements of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgements or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 3 below.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.1 Basis of preparation – *continued*

2.1.1 Adoption of new and amended IFRSs

(a) New and amended standards adopted by the Group

In the current year, the Group has applied for the first time the following amended IFRSs, which are effective for the Group's consolidated financial statements for the annual period beginning on 1 January 2021 and relevant to the Group:

Amendments to IFRS 16	Covid-19-Related Rent Concessions
Amendments to IFRS 9, IAS 39 and IFRS 7, IFRS 4 and IFRS 16	Interest Rate Benchmark Reform – Phase 2

The adoption of the above amended IFRSs had no material impact on how the consolidated results and consolidated financial position of the Group for the current and prior periods have been prepared and presented.

(b) Issued but not yet effective IFRSs

At the date of authorisation of these consolidated financial statements, certain new and amended IFRSs have been published but are not yet effective, and have not been adopted early by the Group.

IFRS 17	Insurance Contracts and related amendments[2]
Amendments to IFRS 3	Reference to the Conceptual Framework[1]
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]
Amendments to IFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021[4]
Amendments to IAS 1	Classification of Liabilities as Current or Non-current[2]
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies[2]
Amendments to IFRS 8	Definition of Accounting Estimates[2]
Amendments to IFRS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction[2]
Amendments to IAS 16	Property, Plant and Equipment – Proceeds before Intended Use[1]
Amendments to IAS 37	Onerous Contracts – Cost of Fulfilling a Contract[1]
Amendments to IFRSs	Annual Improvements to IFRS Standards 2018-2020[1]

1 Effective for annual periods beginning on or after 1 January 2022
2 Effective for annual periods beginning on or after 1 January 2023
3 Effective date not yet determined
4 Effective for annual periods beginning on or after 1 April 2021

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.1 Basis of preparation – *continued*

2.1.1 Adoption of new and amended IFRSs – continued

The directors of the Company anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning on or after the effective date of the pronouncement. The adoption of new and amended IFRSs are not expected to have a material impact on the Group's consolidated financial statements.

2.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 December each year.

Subsidiaries are entities (including structured entities) controlled by the Group. The Group controls an entity when the Group is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power over the entity, only substantive rights relating to the entity (held by the Group and others) are considered.

The Group includes the income and expenses of subsidiaries in the consolidated financial statements from the date it gains control until the date when the Group ceases to control the subsidiary.

Intra-group transactions, balances and unrealised gains and losses on transactions between group companies are eliminated in preparing the consolidated financial statements. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Non-controlling interests represent the equity on a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at their proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from the equity attributable to the equity holders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income or expense for the year between non-controlling interests and the equity holders of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received; and (ii) the previous carrying amount of the assets (including goodwill, if any) and liabilities of the subsidiary and any non-controlling interests.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.2 Basis of consolidation – *continued*

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss. Cost also includes direct attributable costs of investment.

The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the end of the reporting period. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

2.3 Associates and joint ventures

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

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions relating about relevant activities require the unanimous consent of the parties sharing control.

In consolidated financial statements, an investment in an associate or a joint venture is initially recognised at cost and subsequently accounted for using the equity method. Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate or joint venture recognised at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment. The cost of acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed and equity instruments issued by the Group, plus any costs directly attributable to the investment. Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss in the determination of the Group's share of the associate or joint venture's profit or loss in the period in which the investment is acquired.

Under the equity method, the Group's interest in the associate or joint venture is carried at cost and adjusted for the post-acquisition changes in the Group's share of the associate or joint venture's net assets less any identified impairment loss. The profit or loss for the year includes the Group's share of the post-acquisition, post-tax results of the associate or joint venture for the year, including any impairment loss on the investment in associate or joint venture recognised for the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.3 Associates and joint ventures – *continued*

Unrealised gains on transactions between the Group and its associate and joint venture are eliminated to the extent of the Group's interest in the associate or joint venture. Where unrealised losses on assets sales between the Group and its associate or joint venture are reversed on equity accounting, the underlying asset is also tested for impairment from the Group's perspective. Where the associate or joint venture uses accounting policies other than those of the Group for like transactions and events in similar circumstances, adjustments are made, where necessary, to conform the associate or joint venture's accounting policies to those of the Group when the associate or joint venture's financial statements are used by the Group in applying the equity method.

When the Group's share of losses in an associate or a joint venture equals or exceeds its interest in the associate or joint venture, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. For this purpose, the Group's interest in the associate or joint venture is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate or joint venture.

After the application of equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in its associate or joint venture. At the end of each reporting period, the Group determines whether there is any objective evidence that the investment in associate or joint venture is impaired. If such indications are identified, the Group calculates the amount of impairment as being the difference between the recoverable amount (i.e. higher of value in use and fair value less costs of disposal) of the associate or joint venture and its carrying amount. In determining the value in use of the investment, the Group estimates its share of the present value of the estimated future cash flows expected to be generated by the associate or joint venture, including cash flows arising from the operations of the associate or joint venture and the proceeds on ultimate disposal of the investment.

The Group discontinues the use of equity method from the date when it ceases to have significant influence over an associate or joint control over a joint venture. The difference between (i) the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture; and (ii) the carrying amount of the investment at the date the equity method was discontinued, is recognised in the profit or loss. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would have been required if the associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by the investee would be reclassified to profit or loss on the disposal of the related assets or liabilities, the entity reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-makers (the "CODM") (i.e. executive directors of the Company), who are responsible for allocating resources and assessing performance of the operating segments.

2.5 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The functional currency of the Company is United States dollars ("USD"). The Company's primary subsidiaries were established in the PRC and these subsidiaries considered RMB as their functional currency. As the development and operation of the Group during the years are mainly within the PRC, the Group determined to present the consolidated financial statements in RMB, unless otherwise stated.

(b) Transactions and balances

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the end of the reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the end of the reporting period retranslation of monetary assets and liabilities are recognised in profit or loss.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated (i.e. only translated using the exchange rates at the transaction date).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.5 Foreign currency translation – *continued*

(c) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;

- income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and

- all resulting currency translation differences are recognised in other comprehensive income and accumulated in "translation reserve" in equity.

2.6 Property, plant and equipment

Property, plant and equipment (other than cost of right-of-use assets as described in note 2.14) is stated at historical cost less accumulated depreciation and impairment loss, if any. Cost includes expenditures that are directly attributable to the acquisition of the asset.

Subsequent costs are included in the asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other costs, such as repairs and maintenance, are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is provided to write off the cost less their residual values over their estimated useful lives, using the straight-line method, as follows:

Leasehold improvement	Shorter of remaining term of the lease and the estimated useful lives of the assets
Computer equipment	3-5 years
Furniture and office equipment	5 years
Motor vehicle	10 years

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.6 Property, plant and equipment – *continued*

Accounting policy for depreciation of right-of-use assets is set out in note 2.14.

The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gain or loss on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

2.7 Goodwill

Set out below are the accounting policies on goodwill arising on acquisition of a subsidiary. Accounting for goodwill arising on acquisition of interest in an associate or a joint venture is set out in note 2.3.

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured at the excess of the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquire, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the Group's interest in the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see note 2.19).

2.8 Intangible assets (other than goodwill)

(a) Video-related and broadcasting intellectual properties, patents, trademarks and licenses

Separately acquired video-related and broadcasting intellectual properties, patents, trademarks and licenses are initially recorded at cost and include internally generated intangible assets (i.e. capitalised development costs as detailed in note 2.8(b)) that are available-for-use. Video-related and broadcasting intellectual properties, patents, trademarks and licenses acquired in a business combination are recognised at fair value at the acquisition date. These intangible assets have a finite useful life and are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is calculated on a straight-line basis over the shorter of their license periods or estimate useful lives (ranged from 2 to 5 years).

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring the software for their intended use. These costs are amortised over their estimated useful lives of 1 to 10 years.

The assets' amortisation methods and useful lives are reviewed and adjusted, if appropriate, at the end of each reporting period.

Intangible assets are tested for impairment as described in note 2.19.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.8 Intangible assets (other than goodwill) – *continued*

(b) Research and development costs

Costs associated with research activities are expensed in profit or loss as they occur. Costs that are directly attributable to development activities are recognised as intangible assets provided they meet the following recognition requirements:

(i) demonstration of technical feasibility of the prospective product for internal use or sale;

(ii) there is intention to complete the intangible asset and use or sell it;

(iii) the Group's ability to use or sell the intangible asset is demonstrated;

(iv) the intangible asset will generate probable economic benefits through internal use or sale;

(v) sufficient technical, financial and other resources are available for completion; and

(vi) the expenditure attributable to the intangible asset can be reliably measured.

Direct costs include employee costs incurred on development activities along with an appropriate portion of relevant overheads. The costs of development of internally generated software, products or knowhow that meet the above recognition criteria are recognised as intangible assets. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Capitalised development costs are recorded as intangible assets and are transferred to "Video-related and broadcasting intellectual properties, patents, trademarks and licenses" (note 2.8(a)) once the asset is available for use. Amortisation commences when the intangible assets are available for use and are calculated on a straight-line basis over its estimated useful lives (ranged from 2 to 5 years).

All other development costs are expensed as incurred.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.9 Financial instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all of its risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Financial assets

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with IFRS 15 Revenue from Contracts with Customers, all financial assets are initially measured at fair value, in case of a financial asset not at FVTPL, plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

Financial assets are classified into the following categories:

– amortised cost; or

– FVTPL.

The classification is determined by both:

– the entity's business model for managing the financial asset; and

– the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs or interest income, except for the expected credit loss ("ECL") of trade and other receivables which is presented as "net impairment loss on trade and other receivables and contract assets" in the consolidated statement of comprehensive income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.9 Financial instruments – *continued*

Financial assets – *continued*

Subsequent measurement of financial assets

Debt investments

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

– they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and

– the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Interest income from these financial assets is included in "other income" in profit or loss. Discounting is omitted where the effect of discounting is immaterial. The Group's restricted bank deposits, pledged bank deposits, bank balances and cash and trade and other receivables fall into this category of financial assets.

Equity instruments

An investment in equity securities are classified as measured at FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment, the Group makes an election to designate the investment as measured at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective.

Dividends from investment in equity instrument are recognised in profit or loss when the Group's right to receive the dividends is established. Dividends are included in the "other income" in the consolidated statement of comprehensive income.

The equity instruments at FVTPL are not subject to impairment assessment. Changes in the fair value of financial assets at FVTPL are recognised in "other income" in the consolidated statement of comprehensive income.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.9 Financial instruments – *continued*

Financial liabilities

Classification and measurement of financial liabilities

The Group's financial liabilities include borrowings, trade and other payables and lease liability.

Financial liabilities (other than lease liability) are initially measured at fair value, and, where applicable, adjusted for transaction costs.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within "finance costs" or "other income" in the consolidated statement of comprehensive income.

Accounting policies of lease liability are set out in note 2.14.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the end of the reporting period.

Trade and other payables

Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.10 Impairment of financial assets and contract assets

IFRS 9's impairment requirements use forward-looking information to recognise ECL – the "ECL model". Instruments within the scope included loans and other debt-type financial assets measured at amortised cost, trade receivables and contract assets recognised and measured under IFRS 15.

The Group considers a broader range of information when assessing credit risk and measuring ECL, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

– financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ("Stage 1"); and

– financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ("Stage 2").

"Stage 3" would cover financial assets that have objective evidence of impairment at the end of the reporting period.

"12-month ECL" are recognised for the Stage 1 category while "lifetime ECL" are recognised for the Stage 2 category.

Measurement of the ECL is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

<u>Trade receivables and contract assets</u>

For trade receivables and contract assets, the Group applies the simplified approach for individual customers with significant outstanding balances and other customers under provision matrix in calculating ECL and recognises a loss allowance based on lifetime ECL at the end of each reporting period. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial assets. In calculating the ECL for other customers, the Group has established a provision matrix that is based on its historical credit loss experience and external indicators, adjusted for forward-looking factors specific to the debtors and the economic environment.

To measure the ECL under provision matrix, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the ECL rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.10 Impairment of financial assets and contract assets – *continued*

Other financial assets measured at amortised cost

The Group measures the ECL allowance for other receivables equal to 12-month ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of default occurring since initial recognition.

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial assets at the end of the reporting period with the risk of default occurring on the financial assets at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;

- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

- existing or forecasted adverse changes in regulatory, business, financial, economic conditions, or technological environment that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations; and

- an actual or expected significant deterioration in the operating results of the debtor.

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.

Despite the aforegoing, 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 end of each reporting period. A debt instrument is determined to have low credit risk if it has a low risk of default, the borrower has strong capacity to meet its contractual cash flow obligations in the near term and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfill its contractual cash flow obligations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.10 Impairment of financial assets and contract assets – *continued*

Other financial assets measured at amortised cost *– continued*

For internal credit risk management, the Group considers an event of default occurs when (i) 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 collateral held by the Group); or (ii) the financial asset is 90 days past due (unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate).

Detailed analysis of the ECL assessment of trade receivables, contract assets and other financial assets measured at amortised cost are set out in note 34(d).

2.11 Inventories

Inventories are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and applicable variable selling expenses. Cost, which comprises all costs of purchase and, where applicable, cost of conversion and other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the weighted average method.

2.12 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and short-term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2.13 Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for the ECL in accordance with the policy set out in note 2.10 and are reclassified to receivables when the right to the consideration has become unconditional.

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.14 Leases

Definition of a lease and the Group as a lessee

At inception of a contract, the Group considers whether a contract is, or contains a lease. A lease is defined as "a contract, or part of a contract, that conveys the right to use an identified asset (the underlying asset) for a period of time in exchange for consideration". To apply this definition, the Group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group;
- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assesses whether it has the right to direct "how and for what purpose" the asset is used throughout the period of use.

For contracts that contain a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices.

Measurement and recognition of leases as a lessee

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability on the consolidated statement of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the underlying asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any lease incentives received).

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term unless the Group is reasonably certain to obtain ownership at the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicator exists.

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.14 Leases – *continued*

Definition of a lease and the Group as a lessee – *continued*

Measurement and recognition of leases as a lessee – *continued*

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable payments based on an index or rate, and amounts expected to be payable under a residual value guarantee. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payment of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

Subsequent to initial measurement, the liability will be reduced for lease payments made and increased for interest cost on the lease liability. It is remeasured to reflect any reassessment or lease modification, or if there are changes in in-substance fixed payments.

When the lease is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Group has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these leases are recognised as an expense in profit or loss on a straight-line basis over the lease term. Short-term leases are leases with a lease term of 12 month or less.

On the consolidated statement of financial position, right-of-use assets have been included in "property, plant and equipment", the same line as it presents the underlying assets of the same nature that it owns.

Refundable rental deposits paid are accounted for 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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.15 Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Group, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

2.16 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

2.17 Revenue recognition

The Group's revenue includes, separately or in combination, the sale of application solution services with equipments, the provision of consultancy services, professional services, maintenance services, customer support services, extended warranty and other services.

To determine whether to recognise revenue, the Group follows a 5-step process:

1. Identifying the contract with a customer

2. Identifying the performance obligations

3. Determining the transaction price

4. Allocating the transaction price to the performance obligations

5. Recognising revenue when/as performance obligation(s) are satisfied

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.17 Revenue recognition – *continued*

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

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

(a) Solutions sales

Revenue from solution sales contracts are recognised at a point in time when the control of the goods is transferred to the customers and the relevant installation and integration services are fully performed.

The Group generally provides for warranties for repairs to any defects and does not provide extended warranties in its solution contract with customers. As such, some existing warranties in a solution contract are considered as assurance-type warranties under IFRS 15, which are accounted for under IAS 37. Retention receivables, prior to expiration of retention period, are classified as contract assets. The relevant amount of contract asset is reclassified to trade receivables when the retention period expires.

(b) Services

Services, being service-type warranties under IFRS 15, maintenance and other professional services, are provided in the form of fixed-price contracts. Sales are recognised over time by straight-line basis in the period the services are provided.

(c) Sales of products

Sale of products, including software and hardware equipments, are recognised when or as the Group transfers control of the assets to the customer and there is no unfulfilled obligation that could affect the customer's acceptance of products.

(d) Dividend income

Dividend income is recognised when the right to receive payment is established.

(e) Interest income

Interest income is recognised on a time proportion basis using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of ECL allowance) of the asset.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.18 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants are deferred and recognised in profit or loss over the period necessary to match them with the costs that the grants are intended to compensate.

Government grants relating to the purchase of assets are included in other payables as deferred government grants in the consolidated statement of financial position and are recognised in profit or loss on a straight-line basis over the expected lives of the related assets.

Government grants relating to income is presented in gross under "other income" in the consolidated statement of comprehensive income.

2.19 Impairment of non-financial assets (other than contract assets)

(i) Goodwill arising on acquisition of a subsidiary; (ii) property, plant and equipment (including right-of-use asset); (iii) intangible assets; (iv) interests in a joint venture and associates; and (v) the Company's interests in subsidiaries are subject to impairment testing.

Goodwill and intangible assets not yet available for use are tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions 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 assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Corporate assets are allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified. Goodwill in particular is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose and is not larger than an operating segment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.19 Impairment of non-financial assets (other than contract assets) – *continued*

Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost of disposal, or value in use, if determinable.

An impairment loss on goodwill is not reversed in subsequent periods. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

2.20 Employee benefits

(a) Retirement benefit

Retirement benefits to employees are provided through defined contribution plans.

The group entities established in the PRC make monthly contributions to a state-sponsored defined contribution scheme for the local staff. The contributions are made at a specific percentage on the standard salary pursuant to laws of the PRC and relevant regulation issued by local social security authorities.

Contributions are recognised as an expense in profit or loss as employees rendered services during the year. The Group's obligations under these plans are limited to the fixed percentage contributions payable.

(b) Short-term employee benefits

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

(c) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises costs for any related restructuring.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.20 Employee benefits – *continued*

(d) Bonus entitlements

The expected cost of bonus payments is recognised as a liability when the Group has a present contractual or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made. Liabilities for bonus are expected to be settled within twelve months and are measured at the amounts expected to be paid when they are settled.

(e) Equity-settled share-based compensation transactions

The Group operates a number of equity-settled, share-based compensation plans (including share option schemes and share award scheme), under which the entity receives services from employees as consideration for equity instruments (including share options and awarded shares) of the Group. The fair value of the services received in exchange for the grant of the equity instruments is recognised as expense.

In terms of share options and awarded shares, the total amount to be expensed is determined by reference to the fair value of the equity instruments granted including any market performance conditions; excluding the impact of any service and non-market performance vesting conditions; and including the impact of any non-vesting conditions.

Non-market performance and service conditions are included in assumptions about the number of share options and awarded shares that are expected to vest. The total expense is recognised over the vesting period over which all of the specified vesting conditions are to be satisfied.

At the end of each reporting period, the Group revises its estimates of the number of options and shares that are expected to vest based on the non-marketing performance and service conditions. The Group recognises the impact of the revision to original estimates, if any, in the profit or loss, with a corresponding adjustment to equity.

When the share options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium. After the vesting date, when the vested share options are later forfeited or are still not exercised at the expiry date, the amount previously recognised in "share option reserve" will be transferred to "accumulated losses".

(f) Share-based payment transactions among group entities

The grant by the Company of share options and awarded shares over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity in the separate financial statements of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.21 Borrowing costs

Borrowing costs are expensed when incurred.

2.22 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the end of the reporting period. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

Deferred tax is calculated using the liability method on temporary differences at the end of the reporting period between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, associates and joint ventures, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the end of the reporting period.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity.

Current tax assets and current tax liabilities are presented in net if, and only if,

(a) the Group has the legally enforceable right to set off the recognised amounts; and

(b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.22 Accounting for income taxes – *continued*

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

(a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

(b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:

(i) the same taxable entity; or

(ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2.23 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders or board of directors, where appropriate.

2.24 Related parties

For the purpose of these consolidated financial statements, a party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or of a parent of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.24 Related parties – *continued*

(b) the party is an entity and if any of the following conditions applies:

(i) the entity and the Group are members of the same group.

(ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) the entity and the Group are joint ventures of the same third party.

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

(vi) the entity is controlled or jointly controlled by a person identified in (a).

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

3.1 Estimation uncertainties

The Group makes accounting estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom be equal to the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS – *continued*

3.1 Estimation uncertainties – *continued*

(a) ECL allowance on trade and other receivables and contract assets

The Group makes ECL allowances on trade and other receivables and contract assets based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the ECL calculation, based on the Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period as set out in note 2.10. As at 31 December 2021, the carrying amounts of trade and other receivables and contract assets were RMB323,979,000 (2020: RMB282,625,000) (net of ECL allowance of RMB124,724,000 (2020: RMB158,775,000)) and RMB45,179,000 (2020: RMB58,530,000) (net of ECL allowance of RMB6,047,000 (2020: RMB4,050,000)), respectively. Net impairment loss on trade and other receivables and contract assets of RMB7,560,000 (2020: RMB49,095,000) has been recognised during the year ended 31 December 2021.

When the actual future cash flows are different from expected, such difference will impact the carrying amount of trade and other receivables and contract assets and ECL allowance in the periods in which such estimate has been changed.

(b) Allowance for inventories

The management of the Group reviews the condition of inventories at the end of each reporting period, and makes allowance for inventories that are identified as obsolete, slow-moving or no longer recoverable or suitable for use for production or maintenance. The Group carries out the inventory review on a product-by-product basis and makes allowances by reference to the latest market prices and current market conditions. If the market condition was to deteriorate, resulting in a lower net realisable value for such inventories, additional allowances may be required. As at 31 December 2021, the carrying amount of inventories was RMB34,518,000 (2020: RMB52,225,000) (net of allowance for inventories of RMB26,597,000 (2020: RMB26,597,000)). The Group has not recognised any allowance for inventories (2020: RMB3,736,000) for the year ended 31 December 2021.

(c) Capitalisation of development costs

Development costs are capitalised in accordance with the accounting policy for research and development costs in note 2.8(b). Determining the amounts to be capitalised requires management of the Group to make assumptions regarding the expected future cash generation of the assets, discount rates to be applied and the expected period of benefits. As at 31 December 2021, the carrying amount of capitalised development cost included in intangible assets was RMB17,002,000 (2020: RMB9,420,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS – *continued*

3.1 Estimation uncertainties – *continued*

(d) Depreciation, amortisation and impairment assessment of property, plant and equipment and intangible assets

Property, plant and equipment and intangible assets with finite useful lives are depreciated or amortised on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual value, if any. The Group reviews the estimated useful lives and residual value of the assets regularly in order to determine the amount of depreciation and amortisation expense to be recorded during each reporting period. The useful lives are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation and amortisation expense for future periods may be adjusted if there are significant changes from previous estimates.

Property, plant and equipment and intangible assets with finite useful lives are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, while intangible assets not yet available for use are reviewed for impairment at least annually, irrespective of whether there is any indication that they are impaired. When such a decline occurs, the carrying amount will be reduced to recoverable amounts. The recoverable amounts of the assets have been determined based on the higher of fair value less cost of disposal and value in use. These calculations require the use of judgement and estimates. As at 31 December 2021, the carrying amounts of property, plant and equipment and intangible assets were RMB34,893,000 (2020: RMB40,590,000) and RMB86,627,000 (2020: RMB110,996,000), respectively. No impairment has been recognised for the property, plant and equipment for the years ended 31 December 2021 and 2020, while impairment loss on intangible assets of RMB24,175,000 (2020: RMB3,100,000) has been recognised during the year ended 31 December 2021.

(e) Current and deferred income taxes

As detailed in note 7, the Group is subject to income taxes in several jurisdictions. There are many transactions and events for which the ultimate tax determination is uncertain during the ordinary course of business. Significant judgement is required from the Group in determining the provision for income taxes in each of these jurisdictions. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. As at 31 December 2021, the Group had income tax liabilities of RMB6,982,000 (2020: RMB6,985,000). The details of the deferred taxation are set out in note 25.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS – *continued*

3.1 Estimation uncertainties – *continued*

(f) Impairment assessment of interests in associates

The management of the Group determined whether interests in associates are impaired by reference to an estimation on (i) identification of indication of possible impairment; and (ii) if there is indication of impairment, the recoverable amount. Impairment loss would be identified if the recoverable amount is less than its carrying amount. The determination of the recoverable amount of the Group's interests in associates requires the Group to estimate the future cash flows expected to arise from the associates and a suitable discount rate including the risk adjustment in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2021, the carrying amount of interests in associates was RMB29,898,000 (2020: RMB33,968,000). No impairment has been recognised during the years ended 31 December 2021 and 2020.

(g) Fair value determination of financial assets at FVTPL

For the determination of the fair value of financial assets at FVTPL as at 31 December 2021, the management of the Group use their judgements and estimates in the underlying assumptions and data for the fair value determination of financial assets at FVTPL. The management of the Group and the independent valuer exercise judgements and estimates in selecting suitable valuation technique and unobservable input used with reference to the available market sources. Where the actual inputs are varied, a material variance on the fair value of financial assets at FVTPL may arise. As at 31 December 2021, the fair value of financial assets at FVTPL was RMB7,472,000 (2020: RMB9,191,000).

3.2 Critical judgements in applying the entity's accounting policies

(a) Classification of an unlisted equity investment

As detailed in note 18, the Group held 27.27% (2020: 27.27%) equity interest in a private equity fund as at 31 December 2021. The Group classified such equity interest as financial assets at FVTPL, because the directors of the Company considered that the Group has no contractual right to appoint representative in the investment committee and concluded that the Group is not in a position to control or exercise any significant influence over the financial and operating policies of the private equity fund or to participate in their operations.

(b) Classification of Beijing Jingqi Chuangzhi Technology Co., Ltd (北京精奇創智科技有限公司) ("Beijing Jingqi")

As detailed in note 16, the Group held 38.25% (2020: 38.25%) equity interest in Beijing Jingqi and classified Beijing Jingqi as the joint venture of the Group because the appointment of the sole director of Beijing Jingqi require unanimous consent from the Group and the second largest investor of Beijing Jingqi sharing the control.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

4. REVENUE AND SEGMENT INFORMATION

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

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

	2021 RMB'000	2020 RMB'000
Solutions	120,495	213,630
Services	70,202	60,303
Products	58,958	38,107
	249,655	312,040

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

	2021 RMB'000	2020 RMB'000
At a point in time	179,453	251,737
Over time	70,202	60,303
	249,655	312,040

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

4. REVENUE AND SEGMENT INFORMATION – *continued*

Geographical information

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

Information about major customers

During the year ended 31 December 2021, RMB25,089,000 (2020: nil) or 10% (2020: nil) of the Group's revenue are generated from a single customer.

5. OTHER INCOME

	2021 RMB'000	2020 RMB'000
Other revenue		
Interest income	9,226	13,088
Value-added tax ("VAT") refunds (note (a))	6,940	10,962
	16,166	24,050
Other net income		
Bad debts recovered	1,184	–
Dividend income from financial assets at FVTPL	3,340	–
Fair value (loss)/gain on financial assets at FVTPL	(1,719)	4,256
Gain on deemed disposal of partial interest in an associate (note 17(d))	–	14,036
Gain on disposal of property, plant and equipment	7	–
Government grants (note (b))	7,725	10,561
Gain on disposal of a subsidiary (note 15(a))	151	–
Net foreign exchange gains	2,926	7,288
Reversal of accruals	–	1,234
Others	680	526
	14,294	37,901
	30,460	61,951

Notes:

(a) Companies which develop their own software products and have the software products registered with the relevant authorities in the PRC are entitled to a refund of VAT equivalent to the excess over 3% of the sales invoice amount paid in the month when output VAT exceeds input VAT during the years ended 31 December 2021 and 2020.

(b) Government grants for the years ended 31 December 2021 and 2020 mainly relate to cash subsidies in respect of operating and developing activities and such cash subsidies are received from the governments. The government grants are either unconditional grants or grants with conditions having been satisfied.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

6. FINANCE COSTS

	2021 RMB'000	2020 RMB'000
Interest charges on:		
– interest-bearing borrowings	**9,564**	9,182
– lease liability	**1,611**	1,107
	11,175	10,289

7. INCOME TAX EXPENSE

	2021 RMB'000	2020 RMB'000
Current tax - PRC Enterprise Income Tax ("EIT")		
– current year	**–**	1,800
Deferred income tax (note 25)	**–**	5,666
	–	7,466

Notes:

(a) Hong Kong Profits Tax

Hong Kong Profits Tax rate is calculated at 16.5% (2020: 16.5%) of the estimated assessable profit for the year. During the years ended 31 December 2021 and 2020, no provision for Hong Kong Profits Tax has been made since no assessable profits has been generated by the Group.

(b) PRC EIT

Under the Law of the PRC on EIT (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards, except for certain subsidiaries which obtained the "High and New Technology Enterprise" qualification with preferential tax rate of 15% (2020: 15%).

(c) PRC withholding tax

According to the relevant laws and regulations in the PRC, the Group is also liable to a 10% withholding tax on dividends to be distributed from the Group's foreign-owned enterprises in the PRC in respect of its profits generated from 1 January 2008.

Under the Arrangement between the Mainland China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income and its relevant regulations, dividends paid by a PRC resident enterprise to its direct holding company in Hong Kong will be subject to withholding tax at a reduced rate of 5% (if the Hong Kong investor is the "beneficial owner" and owns directly at least 25% of the equity interest of the PRC resident enterprise for the past twelve months before the dividends distribution).

The Group is not subject to tax under other jurisdictions during the years ended 31 December 2021 and 2020.

7. INCOME TAX EXPENSE – *continued*

The income tax expense can be reconciled to the loss before income tax per the consolidated statement of comprehensive income as follows:

	2021 RMB'000	2020 RMB'000
Loss before income tax	(102,765)	(61,629)
Tax on loss before income tax, calculated at the rates applicable to profits in the tax jurisdictions concerned	(24,529)	(11,023)
Tax effect on non-deductible expenses	3,786	10,437
Tax effect on preferential tax rates applicable to certain subsidiaries	9,577	5,252
Tax effect on tax loss and deductible temporary differences not recognised	15,626	10,376
Tax effect on the Super Deduction (as defined below) in research and development activities	(4,460)	(7,576)
Income tax expense	–	7,466

According to relevant laws and regulations in the PRC, enterprises engaging in research and development activities are entitled to claim 175% (2020: 175%) of the research and development expenses so incurred as tax deductible expenses when determining their assessable profits for that year (the "Super Deduction"). The Group has made its best estimate for the Super Deduction to be claimed in ascertaining their assessable profits for years ended 31 December 2021 and 2020.

Details of the deferred income tax are set out in note 25.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

8. LOSS FOR THE YEAR

Loss for the year has been arrived at after charging:

	2021 RMB'000	2020 RMB'000
Employee benefit expenses (including directors' emoluments disclosed in note 11)		
Salaries, bonus and allowances	66,602	89,844
Retirement benefit scheme contributions (note)	25,433	12,712
Severance payments	264	1,004
	92,299	103,560
Other items		
Auditor's remuneration	1,050	965
Depreciation of property, plant and equipment		
– owned assets	1,445	778
– right-of-use assets – office premise	7,990	4,661
Amortisation of intangible assets	36,838	34,857
Write-off of property, plant and equipment	–	25
Cost of inventories recognised an expense	144,409	164,417
Allowance for inventories	–	3,736
Lease charges for short-term leases	1,302	7,713

Note: As at 31 December 2021, the Group had no forfeited contributions available to reduce its contributions to the pension schemes in future years (2020: nil).

Due to the impact of COVID-19, a number of policies including the relief of the social insurance have been promulgated by the government from February to December 2020 to expedite resumption of economic activities, which resulted in the relief of certain contributions to retirement benefit scheme contributions during the year ended 31 December 2020 (2021: nil).

9. LOSS PER SHARE

(a) Basic loss per share

Basic loss per share is calculated based on the loss attributable to equity holders of the Company of RMB104,972,000 (2020: RMB71,060,000) and the weighted average number of shares of 618,332,000 shares (2020: 618,332,000 shares) of the Company outstanding during the year, excluding the treasury shares held by the Company (note 27).

(b) Diluted loss per share

For the years ended 31 December 2021 and 2020, the Company has two categories of potential dilutive ordinary shares, which are the 2010 Share Option Plan and the 2017 Share Option Scheme (as defined in note 29). The diluted loss per share for the years ended 31 December 2021 and 2020 is the same as the basic loss per share as all the potential ordinary shares are anti-dilutive.

10. DIVIDENDS

No dividend was paid or proposed during the year ended 31 December 2021, nor has any dividend been proposed since the end of the reporting period (2020: nil).

11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

(a) Directors' Emoluments

Directors' and chief executive's emoluments, disclosed pursuant to the GEM Listing Rules, section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulations, are as below:

Name of director	Fees	Salaries, allowances and benefits in kind	Retirement benefit scheme contributions	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Year ended 31 December 2021				
Executive directors:				
Mr. Zheng (note (i))	576	–	–	576
Mr. Liu Baodong	836	–	84	920
Mr. Pang Gang (note (ii))	720	–	107	827
Mr. Xu Da (note (iii))	–	–	–	–
Independent non-executive directors:				
Ms. Cao Qian	193	–	–	193
Mr. Frank Christiaens	193	–	–	193
Dr. Li Wanshou	193	–	–	193
	2,711	–	191	2,902
Year ended 31 December 2020				
Executive directors:				
Mr. Zheng (note(i))	604	–	–	604
Mr. Liu Baodong	863	–	32	895
Mr. Xu Da (note (iii))	–	–	–	–
Independent non-executive directors:				
Ms. Cao Qian	203	–	–	203
Mr. Frank Christiaens	203	–	–	203
Dr. Li Wanshou	203	–	–	203
	2,076	–	32	2,108

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS – *continued*

(a) Directors' Emoluments – *continued*

Notes:

(i) Mr. Zheng is also the chief executive of the Company and his emoluments disclosed above include those for services rendered by him as the chief executive.

(ii) Mr. Pang Gang was appointed as an executive director of the Company on 2 February 2021.

(iii) Mr. Xu Da resigned as an executive director of the Company on 2 February 2021.

No emoluments were paid by the Group to any directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office during the year ended 31 December 2021 (2020: nil).

There were no arrangements under which a director of the Company waived or agreed to waive any emoluments during the years ended 31 December 2021 and 2020.

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included two (2020: one) directors whose emoluments are reflected in the analysis presented above. The emoluments payable/paid to the remaining three (2020: four) individuals during the year are as follows:

	2021 **RMB'000**	2020 RMB'000
Salaries and other emoluments	**1,995**	2,973
Retirement benefit scheme contributions	**321**	238
	2,316	3,211

The emoluments fell within the following bands:

	2021	2020
	Number of individuals	
Emolument bands:		
Less than HK$1,000,000, equivalent to RMB828,000 (2020: RMB866,000)	**2**	3
HK$1,000,001, equivalent to RMB828,000 (2020: RMB866,000), – HK$2,000,000, equivalent to RMB1,656,000 (2020: RMB1,732,000)	**1**	1

No emoluments were paid by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the years ended 31 December 2021 and 2020.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

12. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvement RMB'000	Computer equipment RMB'000	Furniture and office equipment RMB'000	Motor vehicle RMB'000	Office premise RMB'000	Total RMB'000
At 1 January 2020						
Cost	11,822	40,157	1,760	2,585	–	56,324
Accumulated depreciation	(11,797)	(40,039)	(1,737)	(2,116)	–	(55,689)
Net book amount	25	118	23	469	–	635
Year ended 31 December 2020						
Opening net book amount	25	118	23	469	–	635
Additions	4,751	711	8	–	39,949	45,419
Write-off	(25)	–	–	–	–	(25)
Depreciation	(554)	(80)	(17)	(127)	(4,661)	(5,439)
Closing net book amount	4,197	749	14	342	35,288	40,590
At 31 December 2020 and 1 January 2021						
Cost	5,356	26,407	1,701	2,585	39,949	75,998
Accumulated depreciation	(1,159)	(25,658)	(1,687)	(2,243)	(4,661)	(35,408)
Net book amount	4,197	749	14	342	35,288	40,590
Year ended 31 December 2021						
Opening net book amount	**4,197**	**749**	**14**	**342**	**35,288**	**40,590**
Additions	**–**	**3,670**	**18**	**600**	**–**	**4,288**
Disposals	**–**	**(550)**	**–**	**–**	**–**	**(550)**
Depreciation	**(950)**	**(298)**	**(1)**	**(196)**	**(7,990)**	**(9,435)**
Closing net book amount	**3,247**	**3,571**	**31**	**746**	**27,298**	**34,893**
At 31 December 2021						
Cost	**5,356**	**28,763**	**1,715**	**3,185**	**39,949**	**78,968**
Accumulated depreciation	**(2,109)**	**(25,192)**	**(1,684)**	**(2,439)**	**(12,651)**	**(44,075)**
Net book amount	**3,247**	**3,571**	**31**	**746**	**27,298**	**34,893**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

12. PROPERTY, PLANT AND EQUIPMENT – *continued*

Depreciation charges recognised are analysed as follows:

	2021 RMB'000	2020 RMB'000
Selling and marketing expenses	5,330	2,422
Administrative expenses	758	452
Research and development expenses	3,347	2,565
	9,435	5,439

As at 31 December 2021 and 2020, included in the net book amount of property, plant and equipment is right-of-use asset as follows:

	2021 RMB'000	2020 RMB'000
Office premise	27,298	35,288

The addition to right-of-use asset included in property, plant and equipment amounted to RMB39,949,000 (2021: nil) for the year ended 31 December 2020. The details in relation to this lease are set out in note 26.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

13. INTANGIBLE ASSETS

	Video-related and broadcasting intellectual properties, patents, trademarks and licenses RMB'000	Development costs RMB'000	Total RMB'000
At 1 January 2020			
Cost	268,722	13,865	282,587
Accumulated amortisation	(118,842)	–	(118,842)
Accumulated impairment	(24,730)	–	(24,730)
Net book amount	125,150	13,865	139,015
Year ended 31 December 2020			
Opening net book amount	125,150	13,865	139,015
Additions	–	9,938	9,938
Transfers	14,383	(14,383)	–
Amortisation	(34,857)	–	(34,857)
Impairment loss	(3,100)	–	(3,100)
Closing net book amount	101,576	9,420	110,996
At 31 December 2020 and 1 January 2021			
Cost	283,105	9,420	292,525
Accumulated amortisation	(153,699)	–	(153,699)
Accumulated impairment	(27,830)	–	(27,830)
Net book amount	101,576	9,420	110,996
Year ended 31 December 2021			
Opening net book amount	**101,576**	**9,420**	**110,996**
Additions	**17,699**	**18,945**	**36,644**
Transfers	**11,363**	**(11,363)**	**–**
Amortisation	**(36,838)**	**–**	**(36,838)**
Impairment loss	**(24,175)**	**–**	**(24,175)**
Closing net book amount	**69,625**	**17,002**	**86,627**
At 31 December 2021			
Cost	**312,167**	**17,002**	**329,169**
Accumulated amortisation	**(190,537)**	**–**	**(190,537)**
Accumulated impairment	**(52,005)**	**–**	**(52,005)**
Net book amount	**69,625**	**17,002**	**86,627**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

13. INTANGIBLE ASSETS – *continued*

The development costs represented all direct costs incurred in the development of software products. Amortisation charges recognised are analysed as follows:

	2021 RMB'000	2020 RMB'000
Cost of sales	**36,209**	34,645
Selling and marketing expenses	**35**	35
Administrative expenses	**37**	37
Research and development expenses	**557**	140
	36,838	34,857

During the year ended 31 December 2021, due to the increased market competition resulting in the decrease in revenue of the Group, the directors of the Company conducted an impairment review on the video-related and broadcasting intellectual properties, patents, trademarks and licenses. The recoverable amount of these intangible assets, determined based on the value in use calculations, was RMB69,625,000 (2020: RMB101,576,000). The value in use calculations was based on the cash flows projections covering the useful lives of the intangible assets, and pre-tax discount rate of 32.2% (2020: 31.8%). The directors of the Company are not currently aware of any other probable changes that would necessitate changes in its key estimates.

Based on the above-mentioned recoverable amount, impairment loss of RMB24,175,000 (2020: RMB3,100,000) has been recognised during the year ended 31 December 2021.

14. GOODWILL

The net carrying amount of goodwill can be analysed as follows:

	2021 RMB'000	2020 RMB'000
At the beginning and end of the year		
Gross book amount	**74,220**	74,220
Accumulated impairment	**(74,220)**	(74,220)
Net book amount	**–**	–

The gross carrying amount of the goodwill, together with the acquired intangible assets, resulted from the acquisition of ZhengQi (Beijing) Video Technology Co., Ltd. (北京正奇聯訊科技有限公司) ("Beijing Zhengqi") by the Group during the year ended 31 December 2013. Such goodwill, together with the acquired intangible assets, has been fully impaired as at 31 December 2021 and 2020.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

15. SUBSIDIARIES

Particulars of the Company's principal subsidiaries, each of which is a limited liability company, as at 31 December 2021 and 2020, were as follows:

Name of company	Country/Place of establishment	Issued and paid-up capital	Equity interest held	Principal activities and place of operation
Directly held by the Company				
China Digital Video (Beijing) Limited[1] (新奥特 (北京) 視頻技術有限公司) ("CDV WFOE")	The PRC	United States dollars ("US$") 50,000,000 (2020: US$50,000,000)	100% (2020: 100%)	Research, development and sales of video-related and broadcasting equipment and software and provision of related technical service in the PRC
Indirectly held by the Company				
Beijing Zhengqi[2]	The PRC	RMB20,000,000 (2020: RMB20,000,000)	100% (2020: 100%)	Research, development and sales of video-related and broadcasting equipment and software and provision of related technical service in the PRC
Beijing ZhengQi Network Technology Co., Ltd.[2] (北京正奇網訊科技有限公司)	The PRC	RMB8,000,000 (2020: RMB8,000,000)	100% (2020: 100%)	Research, development and sales of video-related and broadcasting equipment and software and provision of related technical service in the PRC
Xin'aote Totem Technology Co., Ltd.[2] (新奧特圖騰科技有限公司) ("Totem Technology")	The PRC	RMB450,000 (2020: nil)	60%* (2020: 60%*)	Research, development and sales of video-related and broadcasting equipment and software and provision of related technical service in the PRC
Guangdong Xin'aote Video Technology Company Limited[2] (廣東新奧特視頻技術有限公司) ("Guangdong Xin'aote")	The PRC	N/A (2020: RMB10,000,000)	Nil (note (a)) (2020: 80%*)	Research, development and sales of video-related and broadcasting equipment and software and provision of related technical service in the PRC
Beijing Tianmei Global Technology Company Limited[2] (北京天美環球科技有限公司) ("Tianmei Technology")	The PRC	RMB1,000,000 (2020: RMB1,000,000)	100%# (2020: 100%)	Investment holding

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

15. SUBSIDIARIES – *continued*

[1] Registered as a wholly foreign-owned enterprise under the PRC law

[2] Registered as a limited liability company under the PRC law

* The directors of the Company considered that the non-controlling interests in these subsidiaries during the years ended 31 December 2021 and 2020 were not material to the Group and thus no separate financial information of these non-wholly owned subsidiaries are presented.

Obtained control through contractual arrangements (note (b)).

The English name of certain subsidiaries represented management's best effort at translating the Chinese name of these companies as no English name has been registered.

Notes:

(a) On 26 April 2021, the Group entered into the equity transfer agreement in which the 80% equity interest held by the Group has been transferred to an independent third party at a cash consideration of RMB15,000. Such transfer has been completed on 27 April 2021, and Guangdong Xin'aote ceased to be a subsidiary of the Group immediately after the transfer. Gain on disposal of a subsidiary of RMB151,000 has been recognised in other income (note 5), with the decrease of non-controlling interest of RMB407,000.

(b) Pursuant to the applicable PRC laws and regulations, foreign investors are prohibited from holding equity interest in an entity conducting radio and television program production business. In order to enable investments to be made into the restricted businesses, CDV WFOE entered into a series of contractual arrangements (the "Contractual Arrangements") with Tianmei Technology and its owner, which enable CDV WFOE and the Group to:

- exercise effective financial and operational control over Tianmei Technology;

- exercise equity holder's voting right of Tianmei Technology;

- receive substantially all of the economic interest returns generated by Tianmei Technology in consideration for the business support, technical and consulting services provided by CDV WFOE, at CDV WFOE's discretion;

- obtain an irrevocable and exclusive right to purchase all or part of equity interest in and/or assets of Tianmei Technology from its owner at a minimum purchase price permitted under the PRC laws and regulations; and

- obtain a pledge over the entire equity interest of Tianmei Technology from its owner as collateral security for all of Tianmei Technology's payments due to CDV WFOE and to secure performance of Tianmei Technology's obligations under the Contractual Arrangements.

The details of the Contractual Arrangements are set out in the announcement issued by the Company dated 13 June 2018.

The Group does not have any equity interest in Tianmei Technology. However, as a result of the Contractual Arrangements, the Group has rights to variable returns from its involvement with Tianmei Technology and has the ability to affect those returns through its power over Tianmei Technology and is considered to have control Tianmei Technology. Consequently, the directors of the Company consider Tianmei Technology as consolidated structured entity under IFRSs. The Group has consolidated the financial position and results of Tianmei Technology in the Group's consolidated financial statements.

Nevertheless, the Contractual Arrangements may not be as effective as direct legal ownership in providing the Group with direct control over Tianmei Technology and uncertainties presented by the PRC legal system could impede the Group's beneficiary rights of the results, assets and liabilities of Tianmei Technology. The directors of the Company, based on the advice of its legal counsel, consider that the Contractual Arrangements are in compliance with relevant PRC laws and regulations and are legally enforceable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

16. INTEREST IN A JOINT VENTURE

	2021 RMB'000	2020 RMB'000
At 1 January	–	387
Share of result of a joint venture	–	(387)
At 31 December	–	–

At the end of the reporting period, the Group had interest in the following joint venture, which is an unlisted corporate entity whose quoted market price is not available and considered not material to the Group:

Name of company	Country/ Place of establishment	Registered/ Paid in capital	Equity interest held by the Group 2021	Equity interest held by the Group 2020	Principal activities and place of operation
Beijing Jingqi (note)	The PRC	RMB4,000,000 (2020: RMB4,000,000)	38.25%	38.25%	Research, development and sales of video-related and broadcasting equipment and software and provision of related technical service in the PRC

Note: During the year ended 31 December 2018, the Group has established Beijing Jingqi with other investors and obtained 38.25% equity interest in Beijing Jingqi. The Group has classified Beijing Jingqi as a joint venture of the Group because the appointment of the sole director of Beijing Jingqi requires unanimous consent from the Group and the second largest investor of Beijing Jingqi sharing the control.

The share of loss of Beijing Jingqi for the year ended 31 December 2020 amounted to RMB387,000 (2021: nil), while the remaining share of losses have been discontinued to be recognised. The amounts of unrecognised share of loss of Beijing Jingqi, extracted from the management accounts of Beijing Jingqi, both for the years and cumulatively, are as follows:

	2021 RMB'000	2020 RMB'000
Unrecognised share of loss of Beijing Jingqi for the year	1,007	679
Accumulated unrecognised share of loss of Beijing Jingqi	1,686	679

During the year ended 31 December 2020, the Group disposed of 40% equity interest in CDV (Beijing) Yun Duan Technology Co., Ltd (新奧特(北京)雲端科技有限公司) with nil consideration. No gain or loss was recognised for the year ended 31 December 2020.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

17. INTERESTS IN ASSOCIATES

	2021 RMB'000	2020 RMB'000
At 1 January	**33,968**	17,329
Share of results of associates	**(4,070)**	2,603
Gain on deemed disposal of partial interests in an associate (note (d))	**–**	14,036
At 31 December	**29,898**	33,968
Share of net assets	**22,392**	26,462
Goodwill	**7,506**	7,506
	29,898	33,968

As at 31 December 2021 and 2020, the Group had interests in the following associates, all of which are unlisted corporate entities whose quoted market price is not available:

Name of company	Country/ Place of establishment	Registered/ Paid in capital	Equity interest held by the Group 2021	Equity interest held by the Group 2020	Principal activities and place of operation
Beijing Yue Ying Technology Co., Ltd (北京悅影科技有限公司) ("Beijing Yueying") (note (c))	The PRC	RMB11,363,636 (2020: RMB11,363,636)	**29.92%**	29.92%	Development and provision of video related application in the PRC
Beijing Meicam Network Technology Co., Ltd (北京美攝網絡科技有限公司) ("Beijing Meicam") (note (d))	The PRC	RMB33,561,000 (2020: RMB33,561,000)	**29.80%**	29.80%	Mobile application development and operation in the PRC
Beijing Xin'aote Smart Sport Innovation Development Co., Ltd. (北京新奧特智慧體育創新發展有限公司) ("Smart Sport") (note (a))	The PRC	RMB12,000,000 (2020: RMB12,000,000)	**33.33%**	33.33%	Research, development and sales of video-related and broadcasting equipment and software and provision of related technical service in the PRC
Xin'aote (Fujian) Culture Technology Co., Ltd. (新奧特(福建)文化科技有限公司) ("Xin'aote Fujian Culture") (note (b))	The PRC	RMB10,000,000 (2020: RMB10,000,000)	**49.00%**	49.00%	Development of software and provision of information system integration service in the PRC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

17. INTERESTS IN ASSOCIATES – *continued*

Notes:

(a) The share of profit of Smart Sport amounted to RMB864,000 (2020: loss of RMB792,000) for the year ended 31 December 2021.

(b) As at 31 December 2021, the Group has not paid up the share capital of RMB4,900,000 (2020: RMB4,900,000) to Xin'aote Fujian Culture (note 31.2). The unrecognised share of loss of Xin'aote Fujian Culture for the year ended 31 December 2021 was immaterial (2020: RMB554,000), while the accumulated unrecognised share of loss of Xin'aote Fujian Culture was RMB1,230,000 (2020: RMB1,230,000) as at 31 December 2021.

(c) The Group has discontinued recognising its share of loss of Beijing Yueying as the Group has no legal or constructive obligations on behalf of Beijing Yueying. The unrecognised share of loss for the year ended 31 December 2021 and the accumulated unrecognised share of loss of Beijing Yueying as at 31 December 2021 were amounted to RMB221,000 (2020: RMB1,352,000) and RMB5,022,000 (2020: RMB4,801,000), respectively.

(d) During the year ended 31 December 2020, the Group's equity interest in Beijing Meicam was diluted from 33.33% to 29.80% upon the contributions by the new investors and accordingly, a gain on deemed disposal of partial interest in an associate of RMB14,036,000 (note 5) was recognised in profit or loss for the year ended 31 December 2020. The share of loss of Beijing Meicam amounted to RMB4,934,000 (2020: profit of RMB3,395,000) for the year ended 31 December 2021.

Aggregate financial information of associates that are not individually material:

	2021 RMB'000	2020 RMB'000
Aggregate amount of the Group's share of profit/(loss) for the year	864	(792)
Aggregate amount of the Group's other comprehensive income for the year	–	–
Aggregate carrying amount of the Group's interests in these associates	864	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

17. INTERESTS IN ASSOCIATES – *continued*

Summarised financial information of Beijing Meicam, a material associate of the Group, as at 31 December 2021 and for the year ended 31 December 2021, adjusted for any differences in accounting policies, and reconciled to the carrying amount in the consolidated financial statements, are disclosed below:

	2021 RMB'000	2020 RMB'000
Current assets	71,861	76,682
Non-current assets	13,174	19,485
Current liabilities	(12,795)	(7,370)
Net assets	72,240	88,797
Included in the above assets and liabilities:		
Cash and cash equivalents	10,345	63,471
Revenue	50,422	42,574
(Loss)/Profit and other comprehensive (expense)/income for the year	(16,557)	10,835
Included in the above (loss)/profit:		
– Depreciation and amortisation	1,205	804
– Interest income	218	409
Reconciled to the Group's interest in Beijing Meicam		
Net assets	72,240	88,797
The Group's effective interest held	29.80%	29.80%
The Group's effective interest in Beijing Meicam	21,528	26,462
Goodwill	7,506	7,506
Carrying amount of interest in Beijing Meicam	29,034	33,968

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

18. FINANCIAL ASSETS AT FVTPL

	2021 RMB'000	2020 RMB'000
Unlisted equity investment, at fair value	**7,472**	9,191

The Group held 27.27% (2020: 27.27%) equity interest in the private equity fund. The fair value of the Group's investment in unlisted equity investment has been measured as described in note 34(f).

19. INVENTORIES

	2021 RMB'000	2020 RMB'000
Equipments and parts	**29,102**	43,602
Work-in-progress	**5,416**	8,623
	34,518	52,225

As at 31 December 2021, the carrying amount of the Group's inventories were net of allowance for inventories of RMB26,597,000 (2020: RMB26,597,000).

During the year ended 31 December 2020, allowance for inventories of RMB3,736,000 (2021:nil) has been recognised and included in cost of sales.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

20. TRADE AND OTHER RECEIVABLES

	Notes	2021 RMB'000	2020 RMB'000
Trade receivables	(a)		
– third parties		**163,305**	221,257
– related parties	33(d)	**18,884**	7,852
		182,189	229,109
Less: ECL allowance	34(d)	**(75,426)**	(119,197)
		106,763	109,912
Other receivables	(b)		
Deposits, prepayments and other receivables		**9,057**	6,243
Deposits for guarantee certificate over tendering and performance		**17,264**	22,133
Loan and interest receivables		**223,600**	169,627
Advances to suppliers		**43,158**	72,040
Amounts due from related parties	33(d)	**8,523**	8,839
Amount due from a joint venture		**4,667**	2,116
Amounts due from associates		**3,677**	3,773
Advances to employees		**13,694**	9,397
		323,640	294,168
Less: ECL allowance	34(d)	**(49,298)**	(39,578)
		274,342	254,590
		381,105	364,502

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

Included in other receivables are the following amounts that are expected to be recovered after more than one year:

	2021 RMB'000	2020 RMB'000
Deposits for guarantee certificate over tendering and performance	**2,804**	2,949

The fair values of above-mentioned other receivables which are expected to be recovered after more than one year are not materially different from their carrying amounts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

20. TRADE AND OTHER RECEIVABLES – *continued*

(a) Trade receivables

Invoices issued to customers are in accordance with the payment terms stipulated in the contracts and payable on issuance. Deposits are normally required upon signing of the contract. For customers with good credit history and selected large television stations in the PRC with sound financial standing, its settlement may be longer than 180 days (2020: 180 days) after issuance of invoices. Ageing analysis, based on invoice dates of the trade receivables and net of the ECL allowance at the end of the reporting period, is as follows:

	2021	2020
	RMB'000	RMB'000
0 to 90 days	**23,405**	25,287
91 to 180 days	**16,432**	4,390
181 to 365 days	**28,015**	41,345
1 to 2 years	**21,140**	31,781
Over 2 years	**17,771**	7,109
	106,763	109,912

The Group applies the simplified approach for the calculation of the ECL allowance prescribed by IFRS 9, which permits the use of the life-time ECL for all trade receivables. To measure the ECL allowance, trade receivables without significant outstanding balances have been grouped based on shared credit risk characteristics and the ageing.

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

As at 31 December 2021, 6% and 17% (2020: 5% and 18%) of trade receivables are due from the largest and top 5 customers respectively.

(b) Other receivables

Deposits for guarantee certificate over tendering and performance

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

20. TRADE AND OTHER RECEIVABLES – *continued*

(b) Other receivables – *continued*

Loan and interest receivables

As at 31 December 2021, the Group has gross amounts of loan and interest receivables of RMB215,364,000 (2020: RMB163,683,000) and RMB8,236,000 (2020: RMB5,944,000), respectively, from independent third parties.

As at 31 December 2021, a credit-impaired loan receivable of RMB23,845,000 (2020: RMB23,845,000) is secured by a property, carrying fixed interest rate of 6% per annum and should be wholly repayable on 30 May 2020. The Group has taken legal action against the debtor to recover the loan receivable.

As at 31 December 2021, loan receivables of RMB191,519,000 (2020: RMB139,838,000) are unsecured, carrying fixed interest rate of 6% per annum, and wholly repayable within one year. These loan receivables were fully settled subsequent to the year ended 31 December 2021.

Amounts due from related parties, a joint venture and associates

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

Advances to employees

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

Details of the credit risk and impairment assessment of trade and other receivables are set out in note 34(d).

21. CONTRACT ASSETS AND CONTRACT LIABILITIES

21.1 Contract assets

	2021 RMB'000	2020 RMB'000
Contract assets	**51,226**	62,580
Less: ECL allowance for contract assets	**(6,047)**	(4,050)
	45,179	58,530

The Group's contract assets mainly include retention receivables of solution sales contracts. Typical payment terms which impact on the amount of contract assets recognised are as follows:

The Group's solution sales contracts include payment schedules which generally require contract instalment over the contract period once certain specified milestones are reached. The Group also agrees to a one to two years (2020: one to two years) retention period for 5% to 10% (2020: 5% to 10%) of the solution sales contract value. This amount is included in contract assets until the end of retention period as the Group's entitlement to this final payment is conditional on the Group's satisfactory work.

The Group applies the simplified approach to provide for the ECL prescribed by IFRS 9, which permits the use of the lifetime ECL for all contract assets. To measure the ECL, contract assets have been grouped with trade receivables based on shared credit risk characteristics and the ageing. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the expected loss rates for the contract assets.

Except for the following amount of contract assets that are expected to be recovered after more than one year, all other contract assets will be recognised as trade receivables within one year:

	2021 RMB'000	2020 RMB'000
Contract assets	**3,736**	13,379
Less: ECL allowance for contract assets	**(295)**	(730)
	3,441	12,649

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

21. CONTRACT ASSETS AND CONTRACT LIABILITIES – *continued*

21.2 Contract liabilities

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

Contract liabilities outstanding at the beginning of the year amounting to RMB12,396,000 (2020: RMB10,508,000) have been recognised as revenue during the year.

Unsatisfied performance obligations

The Group has elected the practical expedient for not to disclose the remaining performance obligation because the unsatisfied performance obligations as part of the contracts has original expected duration of one year or less.

22. RESTRICTED BANK DEPOSITS, PLEDGED BANK DEPOSITS AND BANK BALANCES AND CASH

	2021 RMB'000	2020 RMB'000
Cash at banks and on hand	**24,762**	117,466
Short-term time deposits	**8,500**	60,699
	33,262	178,165
Restricted bank deposits	**(2,070)**	(372)
Pledged bank deposits	**–**	(52,199)
Bank balances and cash per the consolidated statement of financial position	**31,192**	125,594
Time deposits with banks with original maturities exceeding 3 months	**(8,500)**	(8,500)
Cash and cash equivalents per the consolidated statement of cash flows	**22,692**	117,094

Cash at banks carried interest at floating rates based on daily bank deposit rates. Short-term time deposits are made for varying periods of between 3 months to 12 months depending on the immediate cash requirements of the Group, and earn interest at the respective short-term time deposit rates.

22. RESTRICTED BANK DEPOSITS, PLEDGED BANK DEPOSITS AND BANK BALANCES AND CASH – *continued*

As at 31 December 2020, included in bank balances and cash of RMB52,199,000 (2021: nil) are pledged deposits held at bank for security of the Group's bank borrowings (note 24).

As at 31 December 2021, included in bank balances and cash of RMB2,070,000 (2020: RMB372,000) are restricted bank deposits for the purpose of contract related deposits or payments and guarantees issued for trade finance facilities.

The Group's major subsidiaries are based in the PRC and majority of their transactions are denominated in RMB. As at 31 December 2021, included in cash at banks and on hand and short-term time deposits of the Group is RMB32,252,000 (2020: RMB125,345,000) of bank balances denominated in RMB. The conversion of RMB into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government. As at 31 December 2021 and 2020, other than the restriction from exchange control regulations, there is no significant restriction on the Group.

The carrying amount of the bank balances and cash and short-term time deposits are denominated in the following currencies:

	2021 **RMB'000**	2020 RMB'000
RMB	**32,252**	125,345
USD	**957**	52,782
Others	**53**	38
	33,262	178,165

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

23. TRADE AND OTHER PAYABLES

	Notes	2021 RMB'000	2020 RMB'000
Trade payables	(a)		
– third parties		**93,552**	120,976
– a related party	33(e)	**153**	391
		93,705	121,367
Other payables	(b)		
Other payables and accrued charges		**40,348**	30,709
Other tax payables		**38,261**	42,100
Staff costs and welfare accruals		**31,572**	18,338
Amounts due to related parties	33(e)	**41,368**	21,305
Amounts due to associates		**4,670**	3,310
Deferred income related to government grants		**3,648**	6,702
		159,867	122,464
		253,572	243,831

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

(a) Trade payables

The Group was granted by its suppliers credit periods ranging from 30 - 180 days (2020: 30 - 180 days). Based on the invoice dates, the ageing analysis of trade payables is as follows:

	2021 RMB'000	2020 RMB'000
0 to 90 days	**32,912**	64,378
91 to 180 days	**15,331**	12,234
181 to 365 days	**5,627**	9,963
1 to 2 years	**17,588**	13,569
2 to 3 years	**9,019**	6,403
Over 3 years	**13,228**	14,820
	93,705	121,367

(b) Other payables

Amounts due to related parties and associates

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

24. INTEREST-BEARING BORROWINGS

	Notes	2021 RMB'000	2020 RMB'000
Non-current			
Bank borrowing, unsecured	(b)	**19,800**	–
Current			
Bank borrowings, secured	(a)	**–**	47,000
Bank borrowings, unsecured	(b)	**88,200**	136,000
Other borrowings, unsecured	(c)	**3,662**	13,810
		91,862	196,810
		111,662	196,810

As at 31 December 2021, the Group's bank and other borrowings were repayable as follows:

	2021 RMB'000	2020 RMB'000
Carrying amount repayable, based on the scheduled repayment dates as set out in the loan agreements		
– within one year	**91,862**	196,810
– in the second year	**19,800**	–
Total carrying amount	**111,662**	196,810
Less:		
– amount due within one year	**(91,862)**	(196,810)
Carrying amount shown under non-current liabilities	**19,800**	–

The carrying amounts of interest-bearing borrowings are considered to be a reasonable approximation of their fair values.

(a) Bank borrowings, secured

As at 31 December 2020, the secured bank borrowings of RMB47,000,000 (2021: nil) were secured by the Group's pledged bank deposits of RMB52,199,000 (2021: nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

24. INTEREST-BEARING BORROWINGS – *continued*

(b) Bank borrowings, unsecured

The Group's unsecured bank borrowings were guaranteed by the followings:

	2021 RMB'000	2020 RMB'000
Cross-guarantee by Mr. Zheng and Xin'aote Investment Group Co., Ltd (新奧特投資集團有限公司) ("CDV Investment")	**55,000**	53,000
Cross-guarantee by Mr. Zheng and CDV WFOE	**8,000**	10,000
Cross-guarantee by Mr. Zheng and third parties	**3,000**	31,000
Guarantee by Mr. Zheng	**10,000**	10,000
Guarantee by third parties	**32,000**	32,000
	108,000	136,000

All of the Group's banking facilities are subject to the fulfillment of certain financial and non-financial covenants relating to certain of the Group's subsidiaries, as commonly found in lending arrangements with financial institutions. If the Group was to breach the covenants, the drawn down facilities would become repayable on demand.

The Group regularly monitors its compliance with these covenants to ensure it is up to date with the scheduled repayments of the loans and does not consider it probable that the banks will exercise its discretion to demand repayment for so long as the Group continues to meet these requirements. Further details of the Group's management of liquidity risk are set out in note 34(e).

(c) Other borrowings, unsecured

As at 31 December 2021 and 2020, the unsecured other borrowings included short-term borrowings from independent third parties, which are repayable within one year or on demand.

As at 31 December 2020, other borrowing of RMB9,950,000 (2021: nil) was guaranteed by Mr. Zheng.

(d) Effective interest rates

	Original currency	2021	2020
Bank borrowings, secured	RMB	**–**	4.35%
Bank borrowings, unsecured	RMB	**3.85% - 6.00%**	3.58% - 6.00%
Other borrowings, unsecured	RMB	**4.39% - 12.68%**	4.39% - 30.42%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

25. DEFERRED TAXATION

The movement in deferred income tax assets during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred income tax assets

	Tax losses RMB'000	ECL allowance on trade and other receivables and contract assets RMB'000	Allowance for inventories RMB'000	Others RMB'000	Total RMB'000
As at 1 January 2020	–	2,310	2,267	1,089	5,666
Recognised in profit or loss	–	(2,310)	(2,267)	(1,089)	(5,666)
As at 31 December 2020, 1 January 2021 and 31 December 2021	–	–	–	–	–

As at 31 December 2021, the Group had deductible temporary difference primarily in respect of its impairment of assets. No deferred income tax asset has been recognised in relation to such temporary difference as it is not probable that taxable profit will be available against which the temporary differences can be utilised. In addition, as at 31 December 2021, the Group had estimated un-used tax losses of RMB192,911,000 (2020: RMB97,847,000) to carry forward against future taxable income. Pursuant to the relevant laws and regulations in the PRC, the estimated un-used tax losses at the end of the reporting period will expire in the following years:

	2021 RMB'000	2020 RMB'000
2025	**1,185**	1,185
2026	**2,367**	–
2027	**29,769**	29,769
2028	**41,993**	41,993
2029	**3,482**	3,482
2030	**21,418**	21,418
2031	**92,697**	–
	192,911	97,847

At 31 December 2021 and 2020, no deferred income tax liabilities has been recognised in respect of taxable temporary differences associated with undistributed earnings of subsidiaries established in the PRC because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

26. LEASE LIABILITY

The following table shows the amount payable under the Group's lease liability:

	2021 RMB'000	2020 RMB'000
Total minimum lease payments:		
– Due within one year	9,040	9,040
– Due in the second to fifth years	21,847	30,887
	30,887	39,927
Future finance charges on lease liability	(2,534)	(4,145)
Present value of lease liability	28,353	35,782
Present value of minimum lease payments:		
– Due within one year	7,807	7,429
– Due in the second to fifth years	20,546	28,353
	28,353	35,782
Less: portion due within one year included under current liabilities	(7,807)	(7,429)
Portion due after one year included under non-current liabilities	20,546	28,353

During the year ended 31 December 2021, the total cash outflows for the leases (including short-term leases) are RMB10,342,000 (2020: RMB12,987,000).

As at 31 December 2021, the Group entered into a lease for its office premise with CDV Investment. The lease has a remaining lease term of 3.4 years (2020: 4.4 years) and is subject to fixed rental payment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

27. SHARE CAPITAL

A summary of the Company's issued share capital and treasury shares is as follows:

	Number of shares	Authorised share capital US$
Authorised:		
Ordinary shares of the Company:		
As at 1 January 2020, 31 December 2020, 1 January 2021 and 31 December 2021, at US$0.00001 each	5,000,000,000	50,000

	Number of shares	Share capital US$	Equivalent to RMB'000
Issued and fully paid:			
Ordinary shares of the Company:			
As at 1 January 2020, 31 December 2020, 1 January 2021 and 31 December 2021, at US$0.00001 each	630,332,000	6,303	43

	Number of treasury shares	Treasury shares US$	Equivalent to RMB'000
Treasury shares of the Company:			
As at 1 January 2020, 31 December 2020, 1 January 2021 and 31 December 2021, at US$0.00001 each	12,000,000	120	1

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

28. RESERVES

Details of the movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity.

(a) Share premium

Share premium represents the excess of the net proceeds from issuance of the Company's shares over its par value and any premium paid for the repurchase of shares of the Company.

(b) Statutory reserve

In accordance with the relevant laws and regulations for the companies incorporated in the PRC now comprising the Group, it is required to appropriate 10% of its annual net profit determined in accordance with China Accounting Standards for Enterprises issued by the Ministry of Finance of PRC, after offsetting any prior years' losses, to the statutory reserve. When the balance of such a reserve reaches 50% of the registered capital of the respective company, any further appropriation is at the discretion of shareholders. The statutory reserve can be used to offset prior years' losses, if any, and may be converted into share capital by issuing new shares to shareholders in proportion to their existing shareholding or by increasing the par value of the shares currently held by them, provided that the remaining balance of the reserve after such an issue is not less than 25% of registered capital. The statutory reserve is non-distributable.

(c) Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operation whose functional currency is different from that of the Group's presentation currency. The reserve is dealt with in accordance with the accounting policy set out in note 2.5. The translation reserve is non-distributable.

(d) Share option reserve

Share option reserve represents the fair value of share options granted by the Company to employees recognised and is dealt with in accordance with the accounting policy set out in note 2.20. The share option reserve is non-distributable.

(e) Other reserve

Other reserve represents (i) capital contribution from the Company's ultimate holding company by way of transferring shares to the Group's employees; and (ii) share based compensation arising from the share award scheme adopted by the Company (note 29(c)). The other reserve is non-distributable.

29. SHARE-BASED COMPENSATION TRANSACTIONS

(a) The 2010 Share Option Plan

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

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

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

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

29. SHARE-BASED COMPENSATION TRANSACTIONS – *continued*

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

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

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

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

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

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

29. SHARE-BASED COMPENSATION TRANSACTIONS – *continued*

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

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

	2021		2020	
	Average exercise price in US$ per share option	**Number of share options outstanding**	Average exercise price in US$ per share option	Number of share options outstanding
Employees				
At the beginning of the year	**0.33**	**12,391,385**	0.40	13,082,299
Forfeited during the year	**–**	**–**	1.16	(690,914)
Lapsed during the year	**0.33**	**(12,391,385)**	–	–
At the end of the year	**–**	**–**	0.33	12,391,385
Excisable at the end of year	**–**	**–**	0.33	12,391,385

On 31 December 2021, all 12,391,385 outstanding share options (2020: nil) have lapsed, and an amount of RMB20,671,000 (2020: nil) has been charged to share option reserve, with corresponding amount credited to accumulated losses.

During the year ended 31 December 2020, 690,914 share options (2021: nil) have been forfeited, and an amount of RMB78,000 (2021: nil) has been charged to share option reserve, with corresponding amount credited to accumulated losses.

As at 31 December 2020, the Group had 12,391,385 options outstanding under the 2010 Share Option Plan, which represented approximately 1.97% of the issued ordinary shares of the Company as at 31 December 2020.

None of the above share options were exercised during the years ended 31 December 2021 and 2020. The weighted average remaining contractual life of options outstanding at 31 December 2020 was 1 year.

No expenses were recognised in relation to the 2010 Share Option Plan for the years ended 31 December 2021 and 2020 as the share options had been fully vested.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

29. SHARE-BASED COMPENSATION TRANSACTIONS – *continued*

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

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

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

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

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

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

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

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

29. SHARE-BASED COMPENSATION TRANSACTIONS – *continued*

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

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

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

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

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

	2021		2020	
	Average exercise price in HK$ per share option	Number of share options	Average exercise price in HK$ per share option	Number of share options
Directors				
At the beginning of the year	1.33	9,800,000	1.33	9,800,000
Re-designated from employees	1.33	405,000	–	–
Re-designated to employees	1.33	(6,200,000)	–	–
At the end of the year	1.33	4,005,000	1.33	9,800,000
Employees				
At the beginning of the year	1.33	51,682,700	1.33	51,682,700
Re-designated to directors	1.33	(405,000)	–	–
Re-designated from directors	1.33	6,200,000	–	–
At the end of the year	1.33	57,477,700	1.33	51,682,700
Total				
At the beginning and end of the year	1.33	61,482,700	1.33	61,482,700
Exercisable at the end of the year	1.33	61,482,700	1.33	61,482,700

As at 31 December 2021, the Group had 61,482,700 (2020: 61,482,700) share options outstanding under the 2017 Share Option Scheme, which represented 9.75% (2020: 9.75%) of the issued ordinary shares of the Company as at 31 December 2021.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

29. SHARE-BASED COMPENSATION TRANSACTIONS – *continued*

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

None of the above share options were exercised during the years ended 31 December 2021 and 2020. The weighted average remaining contractual life of options outstanding at 31 December 2021 was 5.4 years (2020: 6.4 years).

No expenses were recognised in relation to the 2017 Share Option Scheme for the years ended 31 December 2021 and 2020 as the share options had been fully vested.

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

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

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

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

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

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

29. SHARE-BASED COMPENSATION TRANSACTIONS – *continued*

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

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

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

Pursuant to the resolution passed at the annual general meeting of the Company held on 18 May 2017, 12,000,000 share awards were granted by the Company to the key employees of the Group under the 2017 Share Award Scheme with estimated fair value of RMB14,325,000. The fair value of the awarded shares was determined with reference to the market price of the Company's shares at the grant date. The 12,000,000 awarded shares are subject to a vesting scale in which 40%, 30% and 30% of the awarded shares shall vest on 18 May 2017, 20 March 2018 and 20 March 2019 respectively.

In 2017, the Company has issued 12,000,000 new shares to the Trustee for the 2017 Share Award Scheme and classified them as treasury shares of the Company. As at 31 December 2021 and 2020, the Group had 10,607,207 share awards vested under the 2017 Share Award Scheme, which represented approximately 1.68% of the issued ordinary shares of the Company, while the remaining 1,392,793 share awards related to the forfeited share awards before vested, and remained in the Trustee as at 31 December 2021 and 2020.

No shares were purchased or granted by the Company under the 2017 Share Award Scheme during the years ended 31 December 2021 and 2020.

The Group has not recognised any expense in relation to the 2017 Share Award Scheme during the years ended 31 December 2021 and 2020.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

30. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2021 RMB'000	2020 RMB'000
Non-current assets		
Interests in subsidiaries	93,661	224,526
Current assets		
Other receivables	222	225
Amount due from a subsidiary	149,064	104,230
Pledged bank deposits	–	52,199
Bank balances and cash	999	607
	150,285	157,261
Current liability		
Other payables	4,979	3,729
Net current assets	145,306	153,532
Net assets	238,967	378,058
EQUITY		
Share capital	43	43
Reserves (note)	238,924	378,015
Total equity	238,967	378,058

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

30. STATEMENT OF FINANCIAL POSITION OF THE COMPANY – *continued*

Note: The movements of the Company's reserves are as follows:

	Treasury shares RMB'000	Share premium RMB'000	Translation reserve RMB'000	Share option reserve RMB'000	Other reserve RMB'000	Accumulated losses RMB'000	Total reserves RMB'000
As at 1 January 2020	(1)	600,213	30,643	46,114	31,278	(289,261)	418,986
Loss for the year	–	–	–	–	–	(14,341)	(14,341)
Currency translation differences	–	–	(26,630)	–	–	–	(26,630)
Transfer upon forfeiture of share options and share awards (note 29)	–	–	–	(78)	–	78	–
As at 31 December 2020 and 1 January 2021	(1)	600,213	4,013	46,036	31,278	(303,524)	378,015
Loss for the year	–	–	–	–	–	(131,097)	(131,097)
Currency translation differences	–	–	(7,994)	–	–	–	(7,994)
Transfer upon lapse of the share options (note 29)	–	–	–	(20,671)	–	20,671	–
As at 31 December 2021	**(1)**	**600,213**	**(3,981)**	**25,365**	**31,278**	**(413,950)**	**238,924**

As at 31 December 2021, the aggregate amount of reserves available for distribution to equity holders of the Company was RMB186,263,000 (2020: RMB296,689,000).

31. COMMITMENTS

31.1 Lease commitments

At the end of the reporting period, the lease commitments for short-term leases are as follows:

	2021 RMB'000	2020 RMB'000
Premises		
– Within one year	**491**	408

31.2 Capital commitment

	2021 RMB'000	2020 RMB'000
Contracted but not provided for		
– Investment in an associate (note 17(b))	**4,900**	4,900

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Reconciliation of liabilities arising from financing activities

The table below set out the reconciliation of liabilities arising from financing activities for the year.

	Bank borrowings RMB'000	Other borrowings RMB'000	Interest payables RMB'000	Amounts due to related parties RMB'000	Amount due to a joint venture RMB'000	Amounts due to associates RMB'000	Lease liability RMB'000	Total RMB'000
At 1 January 2020	225,200	9,742	1,869	9,489	1,050	2,257	–	249,607
Financing cash inflows	138,000	11,950	–	23,635	–	8,498	–	182,083
Financing cash outflows	(180,200)	(7,882)	–	(16,570)	(1,050)	(7,445)	–	(213,147)
Capital element of lease rental paid	–	–	–	–	–	–	(4,167)	(4,167)
Interest element of lease rental paid	–	–	–	–	–	–	(1,107)	(1,107)
Interest paid	–	–	(10,598)	–	–	–	–	(10,598)
Non-cash changes:								
– Purchase of property, plant and equipment	–	–	–	4,751	–	–	–	4,751
– Entering into new lease	–	–	–	–	–	–	39,949	39,949
– Interest accrued	–	–	9,182	–	–	–	1,107	10,289
At 31 December 2020 and 1 January 2021	183,000	13,810	453	21,305	–	3,310	35,782	257,660
Financing cash inflows	115,683	1,030	–	20,750	–	1,360	–	138,823
Financing cash outflows	(190,683)	(11,178)	–	(687)	–	–	–	(202,548)
Capital element of lease rental paid	–	–	–	–	–	–	(7,429)	(7,429)
Interest element of lease rental paid	–	–	–	–	–	–	(1,611)	(1,611)
Interest paid	–	–	(9,564)	–	–	–	–	(9,564)
Non-cash changes:								
– Interest accrued	–	–	9,564	–	–	–	1,611	11,175
At 31 December 2021	**108,000**	**3,662**	**453**	**41,368**	**–**	**4,670**	**28,353**	**186,506**

32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS – *continued*

(b) Significant non-cash transactions

During the year ended 31 December 2020, the Group entered into a lease contract in which addition to right-of-use asset and lease liability amounting to RMB39,949,000 (2021: nil) was recognised at the lease commencement date.

33. SIGNIFICANT RELATED PARTY TRANSACTIONS

The Group's accounting policies on related parties are disclosed in note 2.24. In addition to the transactions/information disclosed elsewhere in these consolidated financial statements, during the years ended 31 December 2021 and 2020, the Group had the following material transactions and balances with related parties:

(a) During the years ended 31 December 2021 and 2020, the related parties that had transactions with the Group were as follows:

Name of related parties	Relationship with the Group
Mr. Zheng	Ultimate beneficial owner of the Company and director of the Company
Beijing Sunshine Cloud Technology Co., Ltd. (北京陽光雲視科技有限公司) ("Beijing Cloud")	Company in which Mr. Zheng can exercise significant influence
Xinxin Holdings Co., Limited (信心控股有限公司) ("Xinxin Holdings")	Company in which Mr. Zheng can exercise significant influence
Beijing Newauto Group Co., Ltd. (北京新奧特集團有限公司) ("Beijing Newauto")	Controlled by Mr. Zheng
CDV Investment	Controlled by Mr. Zheng
Beijing Xin'aote Technology Group Co., Ltd. (北京新奧特科技集團有限公司) ("Xin'aote Technology")	Controlled by Mr. Zheng
Beijing Xin'aote Yunchuang Technology Co., Ltd. (北京新奧特雲創科技有限公司) ("Xin'aote Yunchuang")	Controlled by Mr. Zheng
Beijing Xin'aote Digital Media Technology Enterprise Incubator Co., Ltd. (北京新奧特數字傳媒科技企業孵化器有限公司) ("Xin'aote Incubator")	Controlled by Mr. Zheng
Zehui (Beijing) Technology Co., Ltd. (擇慧 (北京) 科技有限公司) ("Zehui")	Controlled by Mr. Zheng
Beijing Xiaoshuju Media Technology Co., Ltd. (北京曉數聚傳媒科技有限公司) ("Xiaoshuju Media")	Company in which Mr. Zheng can exercise significant influence
Xin'aote (Nanjing) Video Technology Co., Ltd. (新奧特 (南京) 視頻技術有限公司) ("Xin'aote Nanjing")	Company in which Mr. Zheng can exercise significant influence
Beijing Rongshi Media Co., Ltd. (北京融視傳媒有限公司) ("Rongshi Media")	Company in which Mr. Zheng can exercise significant influence
Beijing Meicam	Associate
Smart Sport	Associate
Beijing Yueying	Associate
Xin'aote Fujian Culture	Associate
Beijing Jingqi	Joint venture

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

33. SIGNIFICANT RELATED PARTY TRANSACTIONS – *continued*

(b) During the year ended 31 December 2021, the transactions with related parties of the Group, other than disclosed elsewhere in the consolidated financial statements, were as follows:

		2021 RMB'000	2020 RMB'000
CDV Investment	Rental fee and property management fee paid* (note)	**9,259**	11,361
Beijing Newauto	Sales of goods and provision of services*	**9,084**	15,289
Xin'aote Yunchuang	Sales of goods and provision of services	**53**	–
Xin'aote Nanjing	Sales of goods and provision of services	**211**	–
Beijing Cloud	Purchase of services	**682**	–
Xiaoshuju Media	Purchase of services	**566**	–
Xin'aote Incubator	Purchase of property, plant and equipment	**–**	4,751
Xin'aote Fujian Culture	Purchase of services	**–**	8,141

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

Note: Included in the amount is the interest portion on the lease liability of RMB1,611,000 (2020: RMB1,107,000) paid to CDV Investment.

(c) Guarantee provided by related parties

As at 31 December 2021, Mr. Zheng has provided personal guarantee in respect of the bank borrowings of RMB10,000,000 (2020: RMB10,000,000) granted to the Group.

As at 31 December 2021, Mr. Zheng and CDV Investment have provided cross-guarantee in respect of the bank borrowings of RMB55,000,000 (2020: RMB53,000,000) granted to the Group.

As at 31 December 2021, Mr. Zheng and CDV WFOE have provided cross-guarantee in respect of a bank borrowing of RMB8,000,000 (2020: RMB10,000,000) granted to the Group.

As at 31 December 2021, Mr. Zheng and third parties have provided cross-guarantee in respect of the bank borrowings of RMB3,000,000 (2020: RMB31,000,000) granted to the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

33. SIGNIFICANT RELATED PARTY TRANSACTIONS – *continued*

(d) Trade and other receivables from related parties

	2021 RMB'000	2020 RMB'000
Trade receivables		
Beijing Newauto	**17,681**	7,416
Beijing Cloud	**682**	436
Xiaoshuju Media	**450**	–
Xin'aote Nanjing	**71**	–
	18,884	7,852
Other receivables (note)		
CDV Investment	**5,919**	5,469
Rongshi Media	**2,000**	2,000
Beijing Cloud	**268**	268
Xinxin Holdings	**144**	392
Xiaoshuju Media	**139**	657
Xin'aote Yunchuang	**33**	33
Xin'aote Technology	**20**	20
	8,523	8,839
	27,407	16,691

The maximum outstanding of other receivables from related parties during the years ended 31 December 2021 and 2020 is as follows:

	2021 RMB'000	2020 RMB'000
CDV Investment	**5,919**	5,469
Rongshi Media	**2,000**	2,000
Beijing Cloud	**268**	268
Xinxin Holdings	**144**	392
Xiaoshuju Media	**657**	657
Xin'aote Yunchuang	**184**	184
Xin'aote Technology	**20**	20

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

33. SIGNIFICANT RELATED PARTY TRANSACTIONS – *continued*

(e) Trade and other payables to related parties

	2021 RMB'000	2020 RMB'000
Trade payable		
Beijing Cloud	**153**	391
Other payables (note)		
CDV Investment	**13,731**	6,648
Beijing Newauto	**12,206**	–
Xin'aote Incubator	**7,738**	6,970
Zehui	**7,000**	7,000
Beijing Cloud	**687**	687
Xin'aote Nanjing	**6**	–
	41,368	21,305
	41,521	21,696

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

(f) Lease liability to a related party

As at 31 December 2021, the Group has lease liability of RMB28,353,000 (2020: RMB35,782,000) to CDV Investment.

(g) Key management personnel remuneration

Key management of the Group are members of the board of directors and senior management of the Group. Key management personnel remuneration includes the following expenses:

	2021 RMB'000	2020 RMB'000
Short-term employee benefits	**4,108**	3,476
Post employment benefits	**405**	158
	4,513	3,634

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management strategy seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the senior management of the Group and approved by the Board.

(a) Categories of financial assets and liabilities

The carrying amounts presented in the consolidated statement of financial position relate to the following categories of financial assets and financial liabilities.

	2021 RMB'000	2020 RMB'000
Financial assets		
Financial assets at amortised cost		
– Trade and other receivables	**323,979**	282,625
– Restricted bank deposits	**2,070**	372
– Pledged bank deposits	**–**	52,199
– Bank balances and cash	**31,192**	125,594
Financial assets at FVTPL	**7,472**	9,191
	364,713	469,981
Financial liabilities		
Financial liabilities at amortised cost		
– Trade and other payables	**211,663**	195,029
– Interest-bearing borrowings	**111,662**	196,810
– Lease liability	**28,353**	35,782
	351,678	427,621

(b) Foreign currency risk

The transactions of the Company are denominated and settled in its functional currency, USD. The majority of the assets and liabilities of the Company, were denominated in USD. The Group's subsidiaries mainly operate in the PRC and majority of the transactions are settled in RMB. Accordingly, the Group did not have significant foreign currency risk from its operations.

The Group does not hedge its foreign currency risk. However, management monitors the foreign currency exposure and will consider hedging significant foreign currency exposure should the need arise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS – *continued*

(c) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from its fixed-rate loan receivables, bank deposits which carry interest at effective market rates and interest-bearing borrowings. Borrowings bearing variable rates expose the Group to cash flow interest rate risk. As at 31 December 2021, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have increased/decreased the Group's loss after income tax and the accumulated losses by RMB397,000 (2020: decreased/increased by RMB401,000) and RMB397,000 (2020: decreased/increased by RMB401,000), respectively.

(d) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group is exposed to credit risk in relation to its cash and bank deposits, trade and other receivables and contract assets.

Trade receivables and contract assets

The Group's policy is to deal only with credit worthy counterparties. Credit terms are granted to new customers after a credit worthiness assessment by the credit control team. When considered appropriate, customers may be requested to provide proof as to their financial position. Where available at reasonable cost, external credit ratings and/or reports on customers are obtained and used. Customers who are not considered creditworthy are required to pay in advance or on delivery of goods. Payment record of customers is closely monitored. It is not the Group's policy to request collateral from its customers.

As set out in note 2.10, in calculating the ECL allowance on trade receivables and contract assets, the Group applies simplified approach for individual customers with significant outstanding balances (i.e. state-owned enterprises) and other customers under the provision matrix sharing on similar credit risk characteristics. In considering the ECL allowance under the provision matrix, the expected loss rates are based on the payment profile of the sales in the past 36 months as well as the corresponding historical credit losses. The historical rates are adjusted to reflect current and forward-looking macroeconomic factors (including the change in the economic environment arising from the COVID-19) affecting the customer's ability to settle the amount outstanding. At the end of each reporting period, the historical default rates are updated and changes in the forward-looking estimates are analysed.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS – *continued*

(d) Credit risk – *continued*

Trade receivables and contract assets – *continued*

Trade receivables and contract assets are written off (i.e. derecognised) when there is no reasonable expectation of recovery. Failure to make contractual payments greater than 3 years past due from the invoice date and failure to engage with the Group on alternative payment arrangement amongst other is considered indicators of no reasonable expectation of recovery.

The Group's revenue were mainly generated from state-owned TV broadcasters and other distributors in the PRC. As at 31 December 2021 and 2020, all of the Group's trade receivables and contract assets were from customers located in the PRC. The Group has closely monitored the market trend of TV broadcasting industry and the business performance of these customers to ensure timely collection of the receivables and will consider to diversify its customers base as appropriate.

On the above basis, the ECL allowance for trade receivables and contract assets as at 31 December 2021 and 2020 was determined as follows:

		Gross carrying amount		
	ECL rate	Contract assets RMB'000	Trade receivables RMB'000	Total ECL allowance RMB'000
As at 31 December 2021				
Current to 1 year past due	**4.6%-20.0%**	**51,226**	**76,981**	**15,130**
1 to 2 years past due	**7.31%-41.6%**	**–**	**32,827**	**11,687**
More than 2 years past due	**5.4%-81.4%**	**–**	**72,381**	**54,656**
		51,226	**182,189**	**81,473**
As at 31 December 2020				
Current to 1 year past due	4.6%-22.8%	62,580	85,526	18,554
1 to 2 years past due	23.5%-80.7%	–	44,594	12,813
More than 2 years past due	19.0%-98.4%	–	98,989	91,880
		62,580	229,109	123,247

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS – *continued*

(d) Credit risk – *continued*

Trade receivables and contract assets – *continued*

The movement in the ECL allowance of trade receivables is as follows:

	2021 RMB'000	2020 RMB'000
Balance at the beginning of the year	**119,197**	160,495
(Reversal of ECL allowance)/ECL allowance recognised	**(4,157)**	36,033
Written off as uncollectible	**(39,614)**	(77,331)
Balance at the end of the year	**75,426**	119,197

The movement in the ECL allowance of contract assets is as follows:

	2021 RMB'000	2020 RMB'000
Balance at the beginning of the year	**4,050**	6,672
ECL allowance/(Reversal of ECL allowance) recognised	**1,997**	(2,622)
Balance at the end of the year	**6,047**	4,050

Other financial assets at amortised cost

Other financial assets at amortised cost include other receivables, restricted bank deposits, pledged bank deposits and bank balances and cash. The management of the Group would make periodic collective and individual assessment on the recoverability of other receivables based on historical settlement records and past experience as well as current external information. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts.

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS – *continued*

(d) Credit risk – *continued*

Other financial assets at amortised cost – *continued*

The Group's current credit risk grading framework comprises the following categories:

Category	Description	Basis for recognising ECL
Stage 1: Low risk	The counterparty has a low risk of default and does not have any past-due amounts	12-month ECL
Stage 2: Doubtful	There has been a significant increase in credit risk since initial recognition	Lifetime ECL – not credit-impaired
Stage 3: In default	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off

ECL on other receivables (excluding prepayments and advances to suppliers and employees) are assessed individually and measured as either 12-month ECL or lifetime ECL, depending on whether there has been a significant increase in credit risk since initial recognition. 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.

The movements in the gross amount of other receivables are as follows:

	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Total RMB'000
At 1 January 2020	151,198	–	29,260	180,458
Net changes on the gross amount	(104,732)	141,980	(2,307)	34,941
Written off as uncollectible	–	–	(3,108)	(3,108)
At 31 December 2020 and 1 January 2021	46,466	141,980	23,845	212,291
Net changes on the gross amount	(8,219)	57,775	4,667	54,223
At 31 December 2021	**38,247**	**199,755**	**28,512**	**266,514**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS – *continued*

(d) Credit risk – *continued*

Other financial assets at amortised cost – *continued*

During the year ended 31 December 2021, there were no transfers (2020: nil) between stages in the ECL assessment.

The movements in the ECL allowance of other receivables are as follows:

	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Total RMB'000
As at 1 January 2020	7,542	–	19,133	26,675
ECL allowance recognised during the year	37	8,154	7,493	15,684
Written off as uncollectible	–	–	(3,108)	(3,108)
Translation difference	–	–	327	327
At 31 December 2020 and 1 January 2021	7,579	8,154	23,845	39,578
ECL allowance recognised during the year	4,655	398	4,667	9,720
At 31 December 2021	**12,234**	**8,552**	**28,512**	**49,298**

To manage the credit risk arising from bank balances and cash, the Group only transacts with state-owned financial institutions and reputable commercial banks which are all high-credit-quality financial institutions. The Group does not expect that there will be any significant losses from non-performance by these counterparties.

(e) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The Group is exposed to liquidity risk in respect of settlement of trade payables and its financing obligations, and also in respect of its cash flow management. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants and its relationship with its bankers and related parties to ensure that the Group maintain sufficient reserves of cash and cash equivalents and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

Analysed below is the Group's remaining contractual maturities for its non-derivative financial liabilities as at 31 December 2021 and 2020. When the creditor has a choice of when the liability is settled, the liability is included on the basis of the earliest date on when the Group can be required to pay. Where the settlement of the liability is in instalments, each instalment is allocated to the earliest period in which the Group is committed to pay.

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS – *continued*

(e) Liquidity risk – *continued*

The contractual maturity analysis below is based on the undiscounted cash flows of the financial liabilities.

	Within 1 year or on demand RMB'000	Between 1 and 5 years RMB'000	Total contractual undiscounted amount RMB'000	Carrying amount RMB'000
At 31 December 2021				
Trade and other payables	**211,663**	**–**	**211,663**	**211,663**
Interest-bearing borrowings	**94,249**	**21,274**	**115,523**	**111,662**
Lease liability	**9,040**	**21,847**	**30,887**	**28,353**
	314,952	**43,121**	**358,073**	**351,678**
At 31 December 2020				
Trade and other payables	195,029	–	195,029	195,029
Interest-bearing borrowings	202,437	–	202,437	196,810
Lease liability	9,040	30,887	39,927	35,782
	406,506	30,887	437,393	427,621

(f) Fair value measurements recognised in the consolidated statement of financial position

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

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

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices), and not using significant unobservable inputs.

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS – *continued*

(f) Fair value measurements recognised in the consolidated statement of financial position – *continued*

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

	Level 3	
	2021	2020
	RMB'000	RMB'000
Financial assets at FVTPL		
– Unlisted equity investment	**7,472**	9,191

For the years ended 31 December 2021 and 2020, there were no transfers amongst level 1, level 2 and level 3 of the fair value hierarchy.

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

	Valuation technique	Unobservable input	Range (median)	
			2021	2020
– Unlisted equity investment (note)	Market approach and adjusted net assets approach	Discount of lack of marketability	**15.8%**	15.8%

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS – *continued*

(f) Fair value measurements recognised in the consolidated statement of financial position – *continued*

The reconciliation of the carrying amount of the Group's financial assets at FVTPL classified within Level 3 of the fair value hierarchy is as follows:

	2021 RMB'000	2020 RMB'000
Unlisted equity investment		
Fair value as at 1 January	**9,191**	4,935
Fair value (loss)/gain recognised in profit or loss	**(1,719)**	4,256
Fair value as at 31 December	**7,472**	9,191

Fair value change on unlisted equity investments is recognised in the consolidated statement of comprehensive income and included under "other income" (note 5).

There have been no transfers into or out of Level 3 during the year ended 31 December 2021 (2020: nil).

35. CAPITAL MANAGEMENT

The objectives of the Group when managing capital are to safeguard the ability of the Group in continuing as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to enhance shareholders' value in the long term.

The Group monitors capital by regularly reviewing the capital structure. As part of this review, the directors of the Company consider the cost of capital and the risks associated with the issued share capital. The Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debts.

36. EVENT AFTER THE REPORTING PERIOD

On 15 March 2022, CDV WFOE and two independent third parties not connected to the Group established a joint venture in the PRC in which 30% equity interest was held by CDV WFOE. Such equity interest was classified as a joint venture of the Group accounted for using the equity method because the appointment of the sole director of the joint venture requires unanimous consent from the Group and the second largest investor of the joint venture sharing the control. Details are set out in the Company's announcement dated 15 March 2022.

FIVE-YEAR FINANCIAL SUMMARY

Below is the summary of audited consolidated financial statements for the relevant years:

RMB'000	For the year ended 31 December				
	2021	**2020**	**2019**	**2018**	**2017**
Revenue	**249,655**	312,040	303,206	341,047	398,307
Loss before income tax	**(102,765)**	(61,629)	(173,482)	(160,012)	(104,895)
Loss for the year	**(102,765)**	(69,095)	(172,713)	(168,820)	(92,593)
Total comprehensive expense for the year	**(106,876)**	(80,104)	(167,636)	(158,490)	(107,601)
(Loss)/Profit for the year attributable to:					
Equity holders of the Company	**(104,972)**	(71,060)	(173,340)	(168,735)	(90,339)
Non-controlling interests	**2,207**	1,965	627	(85)	(2,254)

RMB'000	As at 31 December				
	2021	**2020**	**2019**	**2018**	**2017**
Total assets	**652,954**	848,167	937,709	1,165,317	1,310,392
Total liabilities	**413,987**	501,917	511,355	571,587	559,137
Net assets	**238,967**	346,250	426,354	593,730	751,255