

2022

FIRST QUARTERLY REPORT

第一季度業績報告



G·D·C

環球數碼

Global Digital Creations Holdings Limited

環球數碼創意控股有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號: 8271)

**For identification purpose only 僅供識別*

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

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

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

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

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

香港聯合交易所有限公司（「聯交所」）GEM 的特色

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

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

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

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

CONTENTS

目錄

CORPORATE INFORMATION	公司資料	3
FIRST QUARTERLY RESULTS	第一季度業績	6
CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	簡明綜合全面收入報表	6
MANAGEMENT DISCUSSION AND ANALYSIS	管理層論述與分析	16
INTERIM DIVIDEND	中期股息	26
PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES	購買、出售或贖回本公司之上市證券	26
DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES	董事及最高行政人員於股份、 相關股份及債權證之權益及淡倉	26
DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES	董事購買股份或債權證之權利	28
SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES	主要股東於股份、相關股份及 債權證之權益及淡倉	28
SHARE OPTION SCHEME	購股權計劃	30
DIRECTORS' INTERESTS IN COMPETING BUSINESSES	董事於競爭業務之權益	30
COMPLIANCE WITH CORPORATE GOVERNANCE CODE	遵守企業管治守則	31
COMPLIANCE WITH CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS	遵守董事進行證券交易之行為守則	31
AUDIT COMMITTEE	審核委員會	31
APPRECIATION	致謝	32

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Xu Liang (*Chairman*)
Mr. Wang Hongpeng (*Managing Director*)
Mr. Xiao Yong

Non-executive Director

Mr. Chen Zheng (*Deputy Chairman*)

Independent Non-executive Directors

Prof. Japhet Sebastian Law
Mr. Lam Yiu Kin
Mr. Zheng Xiaodong
Mr. Li Yao

EXECUTIVE COMMITTEE

Mr. Xu Liang (*Chairman*)
Mr. Wang Hongpeng
Mr. Xiao Yong

AUDIT COMMITTEE

Mr. Lam Yiu Kin (*Chairman*)
Prof. Japhet Sebastian Law
Mr. Zheng Xiaodong

NOMINATION COMMITTEE

Mr. Xu Liang (*Chairman*)
Prof. Japhet Sebastian Law
Mr. Lam Yiu Kin
Mr. Zheng Xiaodong

公司資料

董事會

執行董事

徐 量先生 (*主席*)
王宏鵬先生 (*董事總經理*)
肖 勇先生

非執行董事

陳 征先生 (*副主席*)

獨立非執行董事

羅文鈺教授
林耀堅先生
鄭曉東先生
李 堯先生

執行委員會

徐 量先生 (*主席*)
王宏鵬先生
肖 勇先生

審核委員會

林耀堅先生 (*主席*)
羅文鈺教授
鄭曉東先生

提名委員會

徐 量先生 (*主席*)
羅文鈺教授
林耀堅先生
鄭曉東先生

CORPORATE INFORMATION *(Continued)*

REMUNERATION COMMITTEE

Prof. Japhet Sebastian Law *(Chairman)*
Mr. Xu Liang *(Vice Chairman)*
Mr. Lam Yiu Kin
Mr. Zheng Xiaodong

AUTHORISED REPRESENTATIVES

Mr. Xu Liang
Mr. Shang Yuxiong

COMPLIANCE OFFICER

Mr. Xu Liang
*Member of the Chinese Institute of
Certified Public Accountants*

COMPANY SECRETARY

Mr. Shang Yuxiong
*Member of Hong Kong Institute of
Certified Public Accountants*

AUDITOR

PricewaterhouseCoopers
*Certified Public Accountants and
Registered PIE Auditor*

BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services
(Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

公司資料 *(續)*

薪酬委員會

羅文鈺教授 *(主席)*
徐量先生 *(副主席)*
林耀堅先生
鄭曉東先生

授權代表

徐量先生
商宇雄先生

監察主任

徐量先生
中國註冊會計師協會會員

公司秘書

商宇雄先生
香港會計師公會會員

核數師

羅兵咸永道會計師事務所
*執業會計師及
註冊公眾利益實體核數師*

百慕達主要股份過戶登記處

Conyers Corporate Services
(Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港股份過戶登記分處

卓佳標準有限公司
香港
皇后大道東183號
合和中心54樓

CORPORATE INFORMATION (Continued)

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

STOCK CODE

8271

WEBSITE

www.gdc-world.com

公司資料 (續)

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及香港主要營業地點

香港
北角
渣華道 191 號
嘉華國際中心 16 樓 1606 室

股份代號

8271

網址

www.gdc-world.com

FIRST QUARTERLY RESULTS

The board of Directors of the Company (the “Board”) hereby reports the unaudited condensed consolidated financial results of the Company and its subsidiaries (the “Group”) for the three months ended 31 March 2022 with comparative figures for the corresponding period in the year 2021.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months ended 31 March 2022

第一季度業績

本公司之董事會(「董事會」)謹此報告本公司及其附屬公司(「本集團」)截至2022年3月31日止三個月之未經審核簡明綜合財務業績，連同2021年同期之比較數字。

簡明綜合全面收入報表

截至2022年3月31日止三個月

		Three months ended 31 March	
		截至3月31日止三個月	
		2022	2021
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Continuing operations	持續經營業務		
Revenue	收益	3	16,050
Cost of sales	銷售成本		(8,772)
Gross profit	毛利		7,278
Other income	其他收入	4	3,204
Distribution and selling expenses	分銷及銷售開支		(1,014)
Administrative expenses	行政開支		(8,752)
Other gains/(losses), net	其他收益／(虧損)，淨額	5	1
Operating profit	經營溢利		717
Finance cost	融資成本		(7)
Profit before income tax	除所得稅前溢利		710
Income tax expense	所得稅開支	6	(600)
Profit for the period from continuing operations	來自持續經營業務之期內溢利		110
Discontinued operation	已終止經營業務		
Loss for the period	期內虧損	7	(2,497)
Loss for the period	期內虧損		(2,387)
Other comprehensive income/(loss): Item that will not be reclassified to profit or loss: Exchange differences on translation to presentation currency	其他全面收入／(虧損)： 將不會重新分類予損益之項目： 換算為呈報貨幣所產生之匯兌差額		(748)
Total comprehensive income/(loss) for the period	期內全面收入／(虧損)總額		133

**CONDENSED CONSOLIDATED STATEMENT
OF COMPREHENSIVE INCOME** (Continued)**簡明綜合全面收入報表** (續)

For the three months ended 31 March 2022

截至2022年3月31日止三個月

		Three months ended 31 March	
		截至3月31日止三個月	
		2022	2021
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Profit/(loss) for the period attributable to:	以下人士應佔期內溢利／(虧損)：		
- Owners of the Company:	- 本公司持有人：		
- Continuing operations	- 持續經營業務	110	1,740
- Discontinued operation	- 已終止經營業務	(1,698)	(5,113)
		(1,588)	(3,373)
- Non-controlling interests:	- 非控股權益：		
- Continuing operations	- 持續經營業務	-	-
- Discontinued operation	- 已終止經營業務	(799)	(2,406)
		(799)	(2,406)
		(2,387)	(5,779)
Total comprehensive income/(loss) for the period attributable to:	以下人士應佔期內全面收入／(虧損)總額：		
- Owners of the Company:	- 本公司持有人：		
- Continuing operations	- 持續經營業務	5,912	(64)
- Discontinued operation	- 已終止經營業務	(3,932)	(4,395)
		1,980	(4,459)
- Non-controlling interests:	- 非控股權益：		
- Continuing operations	- 持續經營業務	3	-
- Discontinued operation	- 已終止經營業務	(1,850)	(2,068)
		(1,847)	(2,068)
		133	(6,527)
Earnings/(loss) per share attributable to the owners of the Company:	本公司持有人應佔每股盈利／(虧損)：	HK cents	HK cents
		港仙	港仙
Basic and diluted earnings/(loss) per share	每股基本及攤薄盈利／(虧損)	8	
- Continuing operations	- 持續經營業務	0.01	0.12
- Discontinued operation	- 已終止經營業務	(0.11)	(0.34)
		(0.10)	(0.22)

NOTES:

1. BASIS OF PREPARATION

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

2. PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated statement of comprehensive income has been prepared on the historical cost basis except for an investment property which is measured at fair value.

The accounting policies and methods of computation used in the unaudited condensed consolidated statement of comprehensive income for the three months ended 31 March 2022 are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2021, except for the estimation of income taxes which are accrued using the tax rate that would be applicable to the expected total annual earnings.

In the current period, the Group has applied, for the first time, certain amendments to Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants, which are effective for the financial year beginning on 1 January 2022. The application of the amendments to HKFRSs in the current period had no material effect on the unaudited condensed consolidated statement of comprehensive income.

附註：

1. 編製基準

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

2. 主要會計政策

除按公允值計量之投資物業外，未經審核簡明綜合全面收入報表乃按歷史成本基準編製。

截至 2022 年 3 月 31 日止三個月之未經審核簡明綜合全面收入報表所依循之會計政策及計算方法與編製本集團截至 2021 年 12 月 31 日止年度之年度財務報告所採用者一致，惟所得稅的估計（乃採用將適用於預期年度盈利總額之稅率累計）除外。

本期間，本集團已首次採用若干由香港會計師公會所頒佈，並於本集團 2022 年 1 月 1 日開始之財政年度生效之經修訂之香港財務報告準則（「香港財務報告準則」）。本期間採用該等經修訂香港財務報告準則並沒有對未經審核簡明綜合全面收入報表造成重大影響。

3. REVENUE

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

		Three months ended 31 March	
		截至3月31日止三個月	
		2022	2021
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Revenue from computer graphic ("CG") production	來自電腦圖像(「電腦圖像」)製作之收益	1,735	1,425
Revenue from original television series and movies	來自原創電視連續劇及電影之收益	316	546
Management service fee	管理服務費	3,039	3,196
Rental income	租金收入	10,960	12,269
		16,050	17,436

4. OTHER INCOME**3. 收益**

本集團來自持續經營業務之收益分析如下：

4. 其他收入

		Three months ended 31 March	
		截至3月31日止三個月	
		2022	2021
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Continuing operations	持續經營業務		
Interest income	利息收入	2,357	1,781
Government grants	政府補助	784	1,279
Others	其他	63	79
		3,204	3,139

5. OTHER GAINS/(LOSSES), NET**5. 其他收益／(虧損)，淨額**

		Three months ended 31 March	
		截至3月31日止三個月	
		2022	2021
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Continuing operations	持續經營業務		
Exchange gain/(loss)	匯兌收益／(虧損)	1	(41)

6. INCOME TAX EXPENSE

6. 所得稅開支

		Three months ended	
		31 March	
		截至3月31日止三個月	
		2022	2021
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Continuing operations	持續經營業務		
PRC Corporate Income Tax ("CIT"):	中國企業所得稅 (「企業所得稅」):		
Current tax	即期稅項	1,015	(286)
Deferred income tax	遞延所得稅項	(1,615)	(454)
Income tax expense	所得稅開支	(600)	(740)

Notes:

- a. No Hong Kong profits tax has been provided as there is no assessable profit arising in Hong Kong for the three months ended 31 March 2022 and 2021.
- b. The PRC CIT represents taxation charged on assessable profits for the period at the rates of taxation prevailing in the cities in the Mainland China ("Mainland China", for the purpose of this report, refers to the mainland of the People's Republic of China (the "PRC") and does not include Hong Kong, Macau and Taiwan), in which the Group operates. The tax rate applicable to the subsidiaries in the Mainland China is 25%, except for two subsidiaries (three months ended 31 March 2021: two subsidiaries) of the Group in the Mainland China which were approved as High and New Technology Enterprise and accordingly, it is subject to a reduced preferential CIT rate of 15% for a 3-year period according to the applicable CIT Law.

附註:

- a. 由於截至2022年及2021年3月31日止三個月期間於香港並無產生應課稅溢利，故並無計提香港利得稅。
- b. 中國企業所得稅指按本集團經營所在之中國內地(「中國內地」，就本報告而言，是指中華人民共和國(「中國」)內地，並不包括香港、澳門及台灣)城市現行稅率對期內應課稅利潤徵收之稅項。適用於中國內地附屬公司的稅率為25%，惟不包括於中國內地獲認定為高新技術企業的本集團兩間附屬公司(截至2021年3月31日止三個月：兩間附屬公司)，因此其根據適用的企業所得稅法可按優惠企業所得稅減免稅率15%繳稅，為期3年。

7. DISCONTINUED OPERATION

In prior years, the Group was involved in the investment and operation of the Cultural Park through a non-wholly owned subsidiary of the Group. As a result of the full impairment of the investment property of Phase I of 珠影文化產業園, the Cultural Park operation was classified as discontinued operation with effect from 1 December 2018. Certain costs continued to be incurred during the three months ended 31 March 2022 and 2021 as the matters set out in “MANAGEMENT DISCUSSION AND ANALYSIS – LITIGATIONS” remain unsolved.

The results of the discontinued operation for the three months ended 31 March 2022 and 2021 were as follows:

7. 已終止經營業務

於過往年間，本集團主要透過本集團一間非全資附屬公司參與文化產業園之投資及營運。鑑於對珠影文化產業園第一期之投資物業作全額減值，故文化產業園營運已自2018年12月1日起獲歸類為已終止經營業務。由於披露於「管理層論述與分析 – 訴訟」的事宜還未解決，截至2022及2021年3月31日止三個月之期內仍繼續產生若干成本。

已終止經營業務之截至2022年及2021年3月31日止三個月之業績如下：

		Three months ended	
		31 March	
		截至3月31日止三個月	
		2022	2021
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Other income	其他收入	1	133
Administrative expenses	行政開支	(432)	(5,815)
Rental and settlement expenses	租金及結算開支	(2,066)	(1,837)
Loss before income tax	除所得稅前虧損	(2,497)	(7,519)
Income tax expense	所得稅開支	-	-
Loss for the period from discontinued operation	來自已終止經營業務之期內虧損	(2,497)	(7,519)

8. EARNINGS/(LOSS) PER SHARE

8. 每股盈利／(虧損)

		Three months ended 31 March	
		截至3月31日止三個月	
		2022	2021
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Profit/(loss) attributable to owners of the Company	本公司持有人應佔之溢利／(虧損)		
– Continuing operations	– 持續經營業務	110	1,740
– Discontinued operation	– 已終止經營業務	(1,698)	(5,113)
		(1,588)	(3,373)

		Three months ended 31 March	
		截至3月31日止三個月	
		2022	2021
		No. of shares '000	No. of shares '000
		千股	千股
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	1,508,262	1,510,036

		Three months ended 31 March	
		截至3月31日止三個月	
		2022	2021
		HK cents	HK cents
		港仙	港仙
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Basic and diluted earnings/(loss) per share	每股基本及攤薄盈利／(虧損)		
– Continuing operations	– 持續經營業務	0.01	0.12
– Discontinued operation	– 已終止經營業務	(0.11)	(0.34)
Total basic and diluted loss per share	每股基本及攤薄虧損總額	(0.10)	(0.22)

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

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

Diluted earnings/(loss) per share is the same as basic earnings/(loss) per share as there were no potential dilutive ordinary shares outstanding during the three months ended 31 March 2022 and 2021.

8. 每股盈利／(虧損)(續)

每股基本盈利／(虧損)的計算方法是將本公司持有人應佔溢利／(虧損)除以於兩個期內已發行普通股加權平均數(不包括公司回購普通股)。

鑑於截至2022年及2021年3月31日之三個月期間沒有已發行的潛在攤薄普通股，故每股攤薄盈利／(虧損)與每股基本盈利／(虧損)相同。

9. 簡明綜合權益變動表

9. CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Attributable to owners of the Company

本公司持有人應佔

	Share capital 股本 HK\$'000 千港元	Share premium reserve 溢價儲備 HK\$'000 千港元	Capital contribution reserve 資本貢獻儲備 HK\$'000 千港元		Contributed surplus reserve 溢餘撥入 HK\$'000 千港元		Property revaluation reserve 物業重估儲備 HK\$'000 千港元		Exchange reserve 匯兌儲備 HK\$'000 千港元	Special reserve 特別儲備 HK\$'000 千港元	Retained earnings 保留溢利 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Non-controlling interest 非控股權益 HK\$'000 千港元	Total 合計 HK\$'000 千港元
			reserve	reserve	reserve	reserve	reserve	reserve						
At 1 January 2022 (audited) 於 2022 年 1 月 1 日 (經審核)	15,083	74,941	445	245,881	11,061	45,787	8,847	17,860	86,591	506,196	(142,681)	363,815		
Comprehensive loss Loss for the period 全面虧損 期內虧損	-	-	-	-	-	-	-	-	(1,588)	(1,588)	(799)	(2,387)		
Other comprehensive income/(loss) 其他全面 收入/(虧損)	-	-	-	-	-	-	3,568	-	-	-	3,568	(1,048)	2,520	
Currency transition differences 貨幣換算差額	-	-	-	-	-	-	3,568	-	-	-	3,568	(1,048)	2,520	
Other comprehensive income/(loss) for the period 期內其他全面 收入/(虧損)	-	-	-	-	-	-	3,568	-	-	-	3,568	(1,048)	2,520	
Total comprehensive income/(loss) for the period 期內全面 收入/(虧損)總額	-	-	-	-	-	-	3,568	-	(1,588)	1,980	(1,847)	133		
At 31 March 2022 (unaudited) 於 2022 年 3 月 31 日 (未經審核)	15,083	74,941	445	245,881	11,061	45,787	12,415	17,860	85,003	508,176	(144,528)	363,948		

9. 簡明綜合權益變動表(續)

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

Attributable to owners of the Company
本公司持有人應佔

	Share capital		Share premium reserve	Capital contribution reserve		Contributed surplus reserve		Statutory reserve	Property revaluation reserve		Exchange reserve	Special reserve	Retained earnings	Sub-total	Non-controlling interest	Total
	股本	股份溢價		資本	貢獻盈餘	法定盈餘	物業重估		匯兌儲備	特別儲備						
	HK\$'000	千港元	HK\$'000	千港元	HK\$'000	千港元	HK\$'000	千港元	HK\$'000	千港元	HK\$'000	千港元	千港元	千港元	千港元	千港元
At 1 January 2021 (audited)	15,100	75,116	445	245,881	9,804	45,787	5,190	82,180	467,168	(1,953)	(3,373)	(2,406)	333,100			
Comprehensive loss for the period	-	-	-	-	-	-	-	(3,373)	(3,373)	-	-	-	(5,779)			
Other comprehensive (loss)/income	-	-	-	-	-	-	(1,086)	-	(1,086)	-	-	-	(748)			
Currency translation differences	-	-	-	-	-	-	(1,086)	-	(1,086)	-	-	-	(748)			
Other comprehensive (loss)/income for the period	-	-	-	-	-	-	(1,086)	-	(1,086)	-	-	-	(748)			
Total comprehensive loss for the period	-	-	-	-	-	-	(1,086)	(3,373)	(4,459)	-	-	-	(6,527)			
Transactions with owner	-	-	-	-	-	-	-	-	-	19,813	-	-	20,172			
Partial disposal of equity interest in a PRC subsidiary	-	-	-	-	-	-	-	-	-	19,813	-	-	359			
Total transactions with owner	-	-	-	-	-	-	-	-	-	19,813	-	-	20,172			
At 31 March 2021 (unaudited)	15,100	75,116	445	245,881	9,804	45,787	6,278	78,807	482,522	(1,953)	(3,373)	(2,406)	346,745			

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述與分析

FINANCIAL REVIEW

For the three months ended 31 March 2022 (the "Review Period"), the revenue from the continuing operations amounted to HK\$16,050,000, representing a decrease of HK\$1,386,000 as compared with HK\$17,436,000 for the corresponding period of 2021. This was mainly because the rental and management fee income decreased by HK\$1,466,000 as compared to the corresponding period in the last year.

Cost of sales from the continuing operations for the Review Period amounted to HK\$8,772,000, representing an increase of HK\$947,000 as compared with HK\$7,825,000 for the corresponding period of 2021, which was mainly attributable to the increase in production outsourcing costs and staff costs.

Other income from the continuing operations for the Review Period amounted to HK\$3,204,000 (three months ended 31 March 2021: HK\$3,139,000), which was mainly attributable to the government grants of HK\$784,000 and interest income of HK\$2,357,000.

Distribution and selling expenses from the continuing operations for the Review Period amounted to HK\$1,014,000 (three months ended 31 March 2021: HK\$332,000), which was mainly attributable the commission expenses of leasing agency of Shenzhen building.

財務回顧

截至2022年3月31日止三個月(「本回顧期間」)來自持續經營業務之收益為16,050,000港元，與2021年同期17,436,000比較，減少1,386,000港元，主要是租金及管理費收入較去年同期減少1,466,000港元所致。

本回顧期間來自持續經營業務之銷售成本為8,772,000港元，較2021年同期7,825,000港元增加947,000港元，主要由於製作外包成本和員工成本增加所致。

本回顧期間來自持續經營業務之其他收入為3,204,000港元(截至2021年3月31日止三個月：3,139,000港元)，主要來自政府補助784,000港元及利息收入2,357,000港元。

本回顧期間來自持續經營業務之分銷及銷售開支為1,014,000港元(截至2021年3月31日止三個月：332,000港元)，主要是深圳大樓租賃中介佣金開支。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

FINANCIAL REVIEW (Continued)

Administrative expenses from the continuing operations for the Review Period amounted to HK\$8,752,000, representing a decrease of HK\$1,141,000 as compared with HK\$9,893,000 for the corresponding period of 2021, which was mainly attributable to the decrease in staff costs.

Finance cost from the continuing operations for the Review Period amounted to HK\$7,000 (three months ended 31 March 2021: HK\$4,000). The Group does not have any loans and such finance cost for the period represented the interest element on lease liabilities.

Loss from the discontinued operation for the Review Period amounted to HK\$2,497,000, representing the loss decreased by HK\$5,022,000 as compared with HK\$7,519,000 for the corresponding period of 2021, which was mainly attributable to the decrease in litigation expenses and operating costs during the period.

Based on the above factors, the Group's loss for the Review Period amounted to HK\$2,387,000. Such loss narrowed by HK\$3,392,000 as compared with HK\$5,779,000 for the corresponding period of 2021.

管理層論述與分析(續)

財務回顧(續)

本回顧期間來自持續經營業務之行政開支為8,752,000港元，較2021年同期9,893,000港元，減少1,141,000港元，主要由於員工成本減少所致。

本回顧期間來自持續經營業務之融資成本為7,000港元(截至2021年3月31日止三個月：4,000港元)。本集團並沒有任何借貸，而本期間之融資成本是租賃負債之利息部分。

本回顧期間來自已終止經營業務之虧損為2,497,000港元，與2021年同期7,519,000港元比較，虧損減少5,022,000元，主要是由於期內法律訴訟開支及營運成本減少所致。

基於上述原因，本集團本回顧期間的虧損為2,387,000港元，與2021年同期5,779,000港元比較，虧損縮窄了3,392,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

管理層論述與分析 *(續)*

BUSINESS REVIEW

CG Creation and Production

The revenue of the CG creation and production division of the Group was mainly attributable to: (1) the income from production services of animated films, television series, games and digital virtual characters; (2) box office receipts of animated films; (3) licensing income of animated films and television series; and (4) licensing income derived from the animated IPs.

There are two animation films productions work in progress this quarter. One is the Yangtze River-themed animation film “Finless Porpoise: Dance in the Wind” * (《江豚：風時舞》) (tentative name of the film), which is co-produced with Jiangxi Cultural Performance Group and Jiangxi Hukou Cultural Tourism Group. It is currently in the post-production stage. The Group is responsible for the creation, production and publicity of the entire film, which is scheduled to be released within the year. The other one is the ocean-themed animated film “Around the Earth in 80 Days” * (《環遊地球80天》), which is currently in the preliminary story and art design development stage and is scheduled to be released in 2023.

業務回顧及展望

電腦圖像創作及製作

本集團電腦圖像創作及製作分部的收益主要來自：(1) 動畫電影、電視片、遊戲及數字虛擬人的承製業務收入；(2) 原創動畫電影的票房收入；(3) 動畫電影和電視片的版權收入；及(4) 動畫IP衍生品的授權收入。

本季度在製動畫電影合共兩部，一部是與江西省文演集團及江西湖口文旅集團合拍以長江為主題的動畫電影《江豚：風時舞》(暫名)，目前進入後期製作階段，本集團負責全片創作、製作和宣發並計劃於年內上映。另一部是原創海洋主題動畫電影《環遊地球80天》，該片正進行前期故事和美術設計開發，並計劃於2023年上映。

* For identification purpose only

* 僅供識別

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

BUSINESS REVIEW (Continued)

CG Creation and Production (Continued)

With the rapid development of the Metaverse industry, the Group has accelerated the development of technologies and products for digital virtual characters. During the period, the Group successfully completed a virtual character online live broadcast program for Kiehl's in Sanya, Hainan, realizing a large-scale interactive live broadcast between real people and virtual character. In addition, the Group and Tencent have jointly created a high-fidelity virtual character "Yuanxin"* (元心), which utilized the voice self-driving function of the artificial intelligence laboratory of the Group's suppliers/partners to closely link the virtual character's voice, emotions and facial expressions, so that the overall naturalness can be closer to the real person. "Yuanxin"* will be applied to financial scenario operation services.

The Group has newly established a game production center to undertake high-end game art production from leading game companies. By using the movie-level digital scene creation technology, the Group jointly create the snow virtual game "Ice and Snow Jumping Platform"* (《冰雪大跳台》) with "Mini World"* (迷你世界), the well-known domestic sandbox puzzle creative platform. The depth of snow sports was enhanced from the dimension of science and technology. It has created virtual reality scenario of world-renowned ski resorts, ski jumping platform and tracks, and promoted snow sports through interaction combining virtual and reality.

* For identification purpose only

管理層論述與分析 (續)

業務回顧及展望 (續)

電腦圖像創作及製作 (續)

元宇宙產業在市場上迅猛發展，本集團加快開發數字虛擬人之技術和產品。期內本集團為科顏氏在海南三亞成功打造了虛擬人線上直播節目，實現了真人與虛擬人大型互動直播。另外，本集團與騰訊共同打造了高保真虛擬人「元心」，透過運用本集團供應商和合作方之人工智能實驗室語音自驅功能，將虛擬人的語音、情感和面部表情緊密聯繫起來，使整體自然度能夠更接近真人水平，「元心」將應用於金融場景運營服務。

本集團新設立遊戲製作中心，承接遊戲頭部企業的高端遊戲美術製作。本集團運用電影級別之數字場景創建技術，與國內知名沙箱益智創意平台迷你世界聯手構建冰雪虛擬遊戲《冰雪大跳台》，從科技的維度加強冰雪運動的深度，構建出世界知名滑雪場、滑雪跳台和賽道虛擬實境場景，以虛擬與現實相結合的互動體驗方式推廣冰雪運動。

* 僅供識別

MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

BUSINESS REVIEW *(Continued)*

New Cultural and Sports Space

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

The preparation for the Chengdu Sports Park project*(成都體育公園項目) is in full swing. The project is an innovative ecological sports park project with the philosophy of “Cultural IP + Technology + Sports”.

管理層論述與分析 *(續)*

業務回顧及展望 *(續)*

文體新空間

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

成都體育公園項目運營籌備正進行得如火如荼。該項目圍繞「文化IP+科技+體育」的核心，打造創新性生態體育公園項目。

* For identification purpose only

* 僅供識別

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

BUSINESS REVIEW (Continued)

Research and Development

The Group has first-mover advantage in the construction of Metaverse application technology, as well as possesses application and business experience in the areas such as digital virtual simulation and full-real digital scenario, and has formed software and hardware solutions of automatic control integrated system, highly accurate full-body motion capture, and artificial intelligence control, which can be applied to enterprise digital employees or virtual spokespersons and customized services for digital scenarios. The research and development team has completed the development of computer animated character and artificial intelligence engine driver interface, as well as optimized the production process and technics continuously. The Group has also continued to enhance the improvement and application of new technologies such as unreal game engine and real-time rendering for lightings, and has conducted continuous product marketization for its own IP – CG Aline cloud platform, an automated management system.

Government Awards

As for government awards, “Journey to the Center of the Deep Ocean”* (《地心遊記》), one of the ocean series, was awarded the “Copyright Golden Award” of the 10th Shenzhen Copyright Golden Award for its outstanding social and economic benefits. The ocean television series was awarded the “Chinese Classic Folktale Animation Creation Project Award”. “Soldier Shunliu”* (《士兵順溜》) and “Wonder Land”* (《奇幻樂園》) were awarded the “Award for Excellent Dubbing and Subtitling of Audio-Visual Program” by the National Radio and Television Administration.

* For identification purpose only

管理層論述與分析 (續)

業務回顧及展望 (續)

技術研發

本集團在元宇宙應用技術的構建上具有先發優勢，於數字仿真虛擬和全真數字場景等方面擁有應用和商業經驗，並已形成自動控制集成系統、高精度全身動態捕捉、人工智能控制的軟硬件解決方案，可應用於企業數字員工或虛擬代言人及數字場景訂製服務。研發團隊已完成了電腦動畫角色與人工智慧引擎驅動介面的開發，並對製作流程和工藝反覆運算優化，持續加強對虛幻遊戲引擎、燈光即時渲染等新技術的改良和應用。對擁有自主知識財產權的自動化管理系統數字影視跨區域合作雲平台持續進行產品市場化。

政府獎項

政府獎項方面，海洋系列電影之一《地心遊記》憑藉優秀的社會效益和經濟效益，榮獲第十屆深圳版權金獎「版權作品金獎」；海洋系列電視劇獲「中國經典民間故事動漫創作工程獎」；《士兵順溜》和《奇幻樂園》獲國家廣播電視總局頒發「優秀視聽節目譯製獎」。

* 僅供識別

MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

管理層論述與分析 (續)

OUTLOOK

Animated film and television business will continue to develop multiple themes such as ocean exploration, Yangtze River stories, Chinese mythology and science fictions in the future. Self-production and co-production modes will both be adopted to produce one to two animated films every year. In terms of the undertaking and production of animated films business, the Group will continue to provide high-quality and stable production services. The Group will undertake the customization of digital virtual characters and form a platform business model to expand market shares.

Following the inception of Sports Park project in Chengdu* (成都體育公園項目), the Group will embrace “Cultural IP + Technology + Sports” as core strategy, operate the new cultural and sports space with the concept of commercialization, and create an innovative ecological sports park, thereby redefining the city with culture. Meanwhile, the Group will also shape a product matrix focusing on “Cultural IP + Technology + Sports”, enhance the capability of replication, as well as continue to expand new projects.

展望

動畫影視原創業務將繼續開發海洋探索、長江故事、中國神話及科幻未來等多個主題，以原創和合拍模式進行，期望每年出品一至兩部動畫電影。在動畫影視承製業務方面，集團繼續提供高品質和穩定的製作服務。數字虛擬人承接訂製並形成平台化模式，擴大市場份額。

隨著成都體育公園項目落地，集團將圍繞「文化IP+科技+體育」的核心，以產品化思維運營文體新空間，打造創新性的生態體育公園，用文化重新定義城市，同時，進一步塑造以「文化IP+科技+體育」為主的產品矩陣，提升複製能力，持續拓展新項目。

* For identification purpose only

* 僅供識別

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層論述與分析(續)

LITIGATIONS

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

1. In April 2019, Pearl River Film Production filed an action with the Intermediate People’s Court of Guangzhou City of Guangdong Province of the PRC (中國廣東省廣州市中級人民法院) (the “Guangzhou Intermediate People’s Court”), requiring Guangdong GDC to pay the property occupation fee of the Pearl River Film Cultural Park and related interest for the period between 23 March 2016 and 22 March 2019 in the amounts of RMB148,745,800 and RMB9,593,000, respectively.

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

Each of Pearl River Film Production and Guangdong GDC filed an appeal with the Higher People’s Court of Guangdong Province of the PRC (中國廣東省高級人民法院) (the “Guangdong Higher People’s Court”). On 30 March 2021, a civil judgment from the Guangdong Higher People’s Court was made, the judgment from the Guangzhou Intermediate People’s Court was set aside and the case shall be returned to the Guangzhou Intermediate People’s Court for re-trial. As at the date of this report, no judgment in the first re-trial instance has been handed down.

訴訟

本公司一間非全資附屬公司廣東環球數碼創意產業有限公司(「廣東環球數碼」)與珠江電影製片有限公司(「珠影製片」)就珠影文化產業園之商業糾紛而引發的訴訟，已於上三個財政年度詳細闡述，現就最新進展彙報如下：

1. 2019年4月，珠影製片入稟中國廣東省廣州市中級人民法院(「廣州中級人民法院」)要求廣東環球數碼支付2016年3月23日至2019年3月22日期間的珠影文化產業園之場地和物業使用費及相關利息分別為人民幣148,745,800元及人民幣9,593,000元。

廣州中級人民法院於2019年12月30日作出了一審判決，判廣東環球數碼需支付2016年3月23日至2019年9月11日期間的珠影文化產業園之場地和物業使用費人民幣41,656,989元及相關利息人民幣3,813,331元。

珠影製片與廣東環球數碼先、後向中國廣東省高級人民法院(「廣東高級人民法院」)提出上訴，2021年3月30日，廣東高級人民法院作出了判決，撤銷廣州中級人民法院的一審判決，發回廣州中級人民法院重審。於本報告當日，重一審未有判決。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層論述與分析(續)

LITIGATIONS (Continued)

2. In April 2019, Pearl River Film Production filed an action with the People's Court of Haizhu District of Guangzhou City of the PRC (中國廣州市海珠區人民法院) (the "People's Court of Haizhu District"), requiring Guangdong GDC and 廣州高尚商業經營管理有限公司 ("Gaoshang Property Management"), an indirect non-wholly owned subsidiary of the Company to pay the property occupation fee of the car park of the Pearl River Film Cultural Park in an amount of RMB26,457,900 for the period between 1 August 2015 and 21 June 2018 and related interest in the amount of RMB2,520,062 for the interest as of 27 March 2019.

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

The Guangzhou Intermediate People's Court made the final judgment on 27 September 2020 in which the original judgment was upheld. The judgment was enforced by both parties in November 2020 and the case proceedings were concluded.

訴訟(續)

2. 2019年4月，珠影製片入稟中國廣州市海珠區人民法院(「海珠區人民法院」)要求廣東環球數碼及本公司間接非全資附屬公司廣州高尚商業經營管理有限公司(「高尚物業管理」)支付2015年8月1日至2018年6月21日期間的珠影文化產業園停車場之場地和物業使用費人民幣26,457,900元及截至2019年3月27日之利息人民幣2,520,062元。

海珠區人民法院於2020年4月30日作出一審判決，廣東環球數碼及高尚物業管理需向珠影製片支付2015年8月1日至2018年6月21日期間的珠影文化產業園停車場之場地和物業使用費人民幣3,854,363元及相關利息。

廣州中級人民法院於2020年9月27日作出終審判決，維持一審原判。雙方已在2020年11月完成判決執行並結案。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

LITIGATIONS (Continued)

2. (Continued)

On 8 March 2021 Pearl River Film Production has applied to the Guangdong Higher People's Court for setting aside of the abovementioned final judgment, and initiated a re-trial of the legal proceedings. As at the date of this report, no judgment has been handed down for the re-trial.

3. In April 2021, Guangdong GDC initiated legal proceedings against Pearl River Film Production, claiming for: the (i) return of capital contribution invested in the construction for the Pearl River Film Cultural Park and the related interests in the amount of approximately RMB240,000,000 and RMB54,900,000, respectively; and (ii) compensation on losses of RMB20,000,000 borne by Guangdong GDC arising from the said investment due to breach of contract by Pearl River Film Production. The Guangzhou Intermediate People's Court accepted the filing of such civil action. As at the date of this report, no judgment in the first instance has been handed down.

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

管理層論述與分析(續)

訴訟(續)

2. (續)

2021年3月8日，珠影製片向廣東高級人民法院申請撤銷上述廣州中級人民法院的終審判決，並提起再審。於本報告當日，再審未有判決。

3. 2021年4月，廣東環球數碼向珠影製片提出訴訟，要求申索：(i) 投資於珠影文化產業園的建設資金及相關利息分別約為人民幣240,000,000元及人民幣54,900,000元；及(ii)上述投資因珠影製片違約而導致廣東環球數碼損失之賠償人民幣20,000,000元。廣州中級人民法院已接納有關民事訴訟之提請，於本報告當日，該案一審未有判決。

如有任何重大更新，本公司會及時在聯交所網站及本公司網站作出披露。

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 31 March 2022 (three months ended 31 March 2021: Nil).

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities (whether on the Stock Exchange or otherwise) during the three months ended 31 March 2022.

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

As at 31 March 2022, the interests and short positions of the Directors and chief executives of the Company or any of their respective associates in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

中期股息

董事會不建議派付截至2022年3月31日止三個月之中期股息(截至2021年3月31日止三個月：無)。

購買、出售或贖回本公司之上市證券

於截至2022年3月31日止三個月內，本公司或其任何附屬公司概無在聯交所或任何其他證券交易所購買、出售或贖回本公司之任何上市證券。

董事及最高行政人員於股份、相關股份及債權證之權益及淡倉

於2022年3月31日，董事及本公司最高行政人員或任何彼等各自之聯繫人士於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中，擁有須登記入本公司根據證券及期貨條例第352條規定須存置之登記冊內，或根據GEM上市規則第5.46至5.67條而須知會本公司及聯交所之權益及淡倉如下：

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

董事及最高行政人員於股份、相關股份及債權證之權益及淡倉(續)

Long positions in the shares and underlying shares of the Company

於本公司股份及相關股份之好倉

Name of Director 董事姓名	Capacity in which interests are held 持有權益之身份	Number of shares/underlying shares held in the Company 持有本公司股份/相關股份數目			Approximate percentage of total issued share capital of the Company 佔本公司已發行股本總數之概約百分比
		Interests		Total interests 總權益	
		Interests in shares 於股份之權益	under equity derivatives 於股本衍生工具之權益		
Mr. Chen Zheng 陳征先生	Beneficial owner 實益擁有人	185,988,200	–	185,988,200	12.33%
Mr. Wang Hongpeng 王宏鵬先生	Beneficial owner 實益擁有人	2,088,000	–	2,088,000	0.14%
Mr. Xiao Yong 肖勇先生	Beneficial owner 實益擁有人	380,000	–	380,000	0.03%

Save as disclosed above, as at 31 March 2022, none of the Directors, chief executives of the Company or their respective associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise, notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

除上文所披露外，於2022年3月31日，概無董事、本公司最高行政人員或彼等各自之聯繫人士於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份或債權證中，擁有須登記入本公司根據證券及期貨條例第352條須存置之登記冊內，或根據GEM上市規則第5.46至5.67條而須知會本公司及聯交所之權益或淡倉。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" above, at no time during the three months ended 31 March 2022 was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or their respective spouse or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

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

As at 31 March 2022, the following persons or corporations, other than the Directors or chief executives of the Company as disclosed above, had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

董事購買股份或債權證之權利

除上文「董事及最高行政人員於股份、相關股份及債權證之權益及淡倉」一節所披露外，截至2022年3月31日止三個月任何時間內，本公司或其任何附屬公司概無參與訂立任何安排，使董事或彼等各自之配偶或未滿十八歲子女可藉購買本公司或任何其他法人團體之股份或債權證而獲得利益。

主要股東於股份、相關股份及債權證之權益及淡倉

於2022年3月31日，以下人士或法團（上文所披露之董事或本公司最高行政人員除外）於本公司股份或相關股份擁有須登記入本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉：

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

(Continued)

Long positions in the shares of the Company

主要股東於股份、相關股份及債權證之權益及淡倉(續)

於本公司股份之好倉

Name of shareholder	Capacity in which interests are held	Number of shares held in the Company	Approximate percentage of total issued share capital of the Company 佔本公司已發行股本總數之概約百分比
股東名稱	持有權益之身份	所持本公司股份數目	
Shougang Group Co., Ltd. ("Shougang Group") 首鋼集團有限公司 (「首鋼集團」)	Interests of controlled corporations 受控法團之權益	619,168,023 (Note) (附註)	41.05%
Shougang Holding (Hong Kong) Limited ("Shougang Hong Kong") 首鋼控股(香港)有限公司 (「香港首控」)	Interests of controlled corporations 受控法團之權益	619,168,023 (Note) (附註)	41.05%
Upper Nice Assets Ltd. ("Upper Nice")	Beneficial owner 實益擁有人	619,168,023 (Note) (附註)	41.05%

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

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

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

(Continued)

Long positions in the shares of the Company (Continued)

Save as disclosed above, as at 31 March 2022, the Company has not been notified of any other person or corporations (other than the Directors and chief executives of the Company) who had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

SHARE OPTION SCHEME

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

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the three months ended 31 March 2022, none of the Directors had an interest in a business (other than those businesses where the Director was appointed as a director to represent the interests of the Company and/or any member of the Group) which is considered to compete or is likely to compete, either directly or indirectly, with businesses of the Group.

主要股東於股份、相關股份及債權證之權益及淡倉(續)

於本公司股份之好倉(續)

除上文所披露外，於2022年3月31日，本公司並無獲通知有任何其他人士或法團(董事或本公司最高行政人員除外)於本公司股份或相關股份擁有須登記入本公司根據證券及期貨條例第336條存置之登記冊內之權益或淡倉。

購股權計劃

於2013年6月18日，本公司股東採納一份符合GEM上市規則第23章規定之本公司購股權計劃(「購股權計劃」)。自採納日期起，概無購股權根據購股權計劃獲授出。購股權計劃有效期為十年。

董事於競爭業務之權益

截至2022年3月31日止三個月，概無董事於被視為與本集團業務構成直接或間接競爭或可能構成競爭的業務(並不包括董事獲委任為有關公司之董事以代表本公司及/或本集團任何成員公司權益之業務)中持有權益。

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company has complied with all the code provisions of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules throughout the three months ended 31 March 2022.

COMPLIANCE WITH CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries with the Directors, all Directors confirmed that they have complied with such code of conduct and the required standard of dealings regarding securities transactions by the Directors throughout the three months ended 31 March 2022.

AUDIT COMMITTEE

The Group's first quarterly results for the three months ended 31 March 2022 were unaudited. The Company's audit committee together with the management have reviewed the unaudited first quarterly results of the Group for the three months ended 31 March 2022.

遵守企業管治守則

於截至2022年3月31日止三個月內，本公司一直遵守GEM上市規則附錄15所載的企業管治守則之所有守則條文。

遵守董事進行證券交易之行為守則

本公司已採納一套有關董事進行證券交易之行為守則，其條款之嚴謹程度不遜於GEM上市規則第5.48至5.67條所規定之交易必守標準。在向所有董事作出特定查詢後，所有董事確認截至2022年3月31日止三個月內已遵守規定之交易必守標準及董事進行證券交易之行為守則。

審核委員會

本集團截至2022年3月31日止三個月之第一季度業績未經審核。本公司審核委員會與管理層已審閱本集團截至2022年3月31日止三個月之未經審核第一季度業績。

APPRECIATION

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

By Order of the Board
Global Digital Creations Holdings Limited
Xu Liang
Chairman

Hong Kong, 6 May 2022

As at the date of this report, the Board comprises Mr. Xu Liang (Chairman), Mr. Wang Hongpeng (Managing Director) and Mr. Xiao Yong as Executive Directors; Mr. Chen Zheng (Deputy Chairman) as Non-executive Director; Prof. Japhet Sebastian Law, Mr. Lam Yiu Kin, Mr. Zheng Xiaodong and Mr. Li Yao as Independent Non-executive Directors.

致謝

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

承董事會命
環球數碼創意控股有限公司
徐量
主席

香港，2022年5月6日

於本報告日期，董事會包括執行董事徐量先生(主席)、王宏鵬先生(董事總經理)及肖勇先生；非執行董事陳征先生(副主席)；獨立非執行董事羅文鈺教授、林耀堅先生、鄭曉東先生及李堯先生。



環球數碼

Global Digital Creations Holdings Limited

環球數碼創意控股有限公司