



Ruicheng (China) Media Group Limited 瑞誠(中國)傳媒集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code 股份代號：1640)



Annual Report
年度報告 **2020**

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Financial Summary

財務摘要

RMB'000		For the year ended 31 December 2020 截至2020年 12月31日 止年度	For the year ended 31 December 2019 截至2019年 12月31日 止年度	Year on year (%)
人民幣：千元				同比(%)
Revenue	收益	446,993	845,820	(47.15)
Gross profit	毛利	40,299	106,828	(62.28)
Profit before tax	除稅前溢利	4,376	56,134	(92.20)
Profit for the year	年內溢利	2,826	36,304	(92.22)
Profit and total comprehensive income for the year	年內溢利及全面 收益總額	2,826	36,304	(92.22)
Earnings per share cents (Basic)	每股盈利港仙(基本)	0.71	11.59	(93.87)

REVENUE

收益

RMB'000		For the year ended 31 December 2020 截至2020年 12月31日 止年度	For the year ended 31 December 2019 截至2019年 12月31日 止年度	Year on year (%)
人民幣：千元				同比(%)
TV advertising services	電視廣告服務	233,432	309,082	(24.48)
Online advertising services	數字廣告服務	89,200	433,593	(79.43)
Outdoor advertising services	戶外廣告服務	72,079	63,441	13.62
Other advertising services	其他廣告服務	52,282	39,704	31.68
Total	總計	446,993	845,820	(47.15)



Corporate Information

公司資料

DIRECTORS

Executive Directors

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

Independent Non-executive Directors

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

AUDIT COMMITTEE

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

REMUNERATION COMMITTEE

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

NOMINATION COMMITTEE

Ms. Li Na (*Chairlady*)
Mr. Wu Ke
Mr. Li Xue

AUTHORISED REPRESENTATIVES

Mr. Leng Xuejun
Mr. Lei Kin Keong *ACG, ACS, HKICPA*

JOINT COMPANY SECRETARIES

Mr. Leng Xuejun
Mr. Lei Kin Keong *ACG, ACS, HKICPA*

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Room 201, 2/F, Building C1
Phase II, Dongyi International Media Industrial Park
No. 8 Gaojing Culture Park Road, Chaoyang District
Beijing, the PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

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

董事

執行董事

李娜女士 (*董事會主席*)
馮興先生 (*董事會副主席*)
王欣女士
冷學軍先生 (*董事會副主席*)

獨立非執行董事

李雪先生
吳科先生
侯思明先生

審核委員會

李雪先生 (*主席*)
吳科先生
侯思明先生

薪酬委員會

吳科先生 (*主席*)
王欣女士
侯思明先生

提名委員會

李娜女士 (*主席*)
吳科先生
李雪先生

授權代表

冷學軍先生
李健強先生 *ACG, ACS, HKICPA*

聯席公司秘書

冷學軍先生
李健強先生 *ACG, ACS, HKICPA*

註冊辦事處

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

中國總部及主要營業地點

中國北京市
朝陽區高井文化園路8號
東億國際傳媒產業園區二期
C1號樓2層201室

香港主要營業地點

香港
灣仔
皇后大道東248號
大新金融中心40樓

開曼群島主要股份過戶登記總處及過戶代理

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



Corporate Information

公司資料

HONG KONG BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited

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

COMPLIANCE ADVISER

Dongxing Securities (Hong Kong) Company Limited

Room 6805-6806A, 68/F
International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

HONG KONG LEGAL ADVISER

King & Wood Mallesons

13/F, Gloucester Tower, The Landmark
15 Queen's Road Central
Hong Kong

AUDITOR

SHINGWING (HK) CPA Limited

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

PRINCIPAL BANKS

Bank of Beijing (Zhongguancun Haidian Park Sub-branch)

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

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

88 Jianguo Road
Chaoyang District
Beijing, The PRC

Fubon Huayi Bank (Tianjin Branch)

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

STOCK CODE

The Stock Exchange of Hong Kong Limited:1640

COMPANY'S WEBSITE

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

LISTING PLACE

The Stock Exchange of Hong Kong Limited

DATE OF LISTING

12 November 2019

香港股份過戶登記分處

香港中央證券登記有限公司

香港
灣仔
皇后大道東183號
合和中心17樓
1712-1716室

合規顧問

東興證券(香港)有限公司

香港
九龍
柯士甸道西1號
環球貿易廣場
68樓6805-6806A室

香港法律顧問

金杜律師事務所

香港
皇后大道中15號
置地廣場告羅士打大廈13樓

核數師

信永中和(香港)會計師事務所有限公司

香港，銅鑼灣
希慎道33號
利園1期，43樓

主要往來銀行

北京銀行(中關村海淀園支行)

中國北京
海淀區
海淀北一街
愛奇藝創新大廈2層

中國農業銀行股份有限公司(北京現代城支行)

中國北京
朝陽區
建國路88號

富邦華一銀行(天津支行)

中國
天津南開區
衛津路16號
新都大廈1層

股份代號

香港聯合交易所有限公司：1640

公司網址

www.reach-ad.com (此網站的內容並不構成本年報的一部分)

上市地點

香港聯合交易所有限公司

上市日期

2019年11月12日



Awards and Recognition

獎項與表彰

AWARDS AND RECOGNITION

Name of award:

Greater China Region Integrated Marketing Company of the Year

Time period:

September 2020

Awarded by:

IAI International Advertising Awards Executive Committee

Award description:

IAI International Advertising Awards is jointly hosted by China Advertising Association of Commerce, National Advertising Institute, School of Advertising of Communication University of China, jointly organised by MBA Institute of Communication University of China and IAI International Advertising Institute. For the purposes of “building platform for industrial exchanges, witnessing advertising development of the age, aiming at effect of brand marketing and providing reference of creativity strategy”, it boasts a panel of judges comprising firm owners, marketing and brand managers, advertising workers, media workers, academic masters in advertising media and celebrities. In the 20th IAI International Advertising Awards, leveraging on its professional services and strong practical capabilities, Ruicheng stand out from various participating companies and won Greater China Region Integrated Marketing Company of The Year.

PROFESSIONAL HONOURS AND AWARDS

Award-winning work:

Project Cooperation Case – Fotile “The Inn 3” (方太《親愛的客棧3》)
Project Cooperation Case

Award:

Bronze Award for In-depth Content Marketing Project Case of the Year 2020 at the 20th IAI International Advertising Awards

Time period:

September 2020

Awarded by:

IAI International Advertising Awards Executive Committee

Award description:

IAI International Advertising Awards is jointly hosted by China Advertising Association of Commerce, National Advertising Institute, School of Advertising of Communication University of China, jointly organised by MBA Institute of Communication University of China and IAI International Advertising Institute. For the purposes of “building platform for industrial exchanges, witnessing advertising development of the age, aiming at effect of brand marketing and providing reference of creativity strategy”, it boasts a panel of judges comprising firm owners, marketing and brand managers, advertising workers, media workers, academic masters in advertising media and celebrities. The award-winning work demonstrates the industry's recognition of the Company's professional strength and services in content marketing.

Award-winning entry:

Project Collaboration Case – Casarte “Friends of Time” (卡薩帝《時間的朋友》)
Project Collaboration Case

獎項與表彰

獎項名稱：

大中華區年度整合營銷公司

獲獎時間：

二零二零年九月

頒獎單位：

IAI國際廣告獎執委會

獎項描述：

IAI國際廣告獎由中國商務廣告協會、國家廣告研究院、中國傳媒大學廣告學院聯合主辦，中國傳媒大學MBA學院、IAI國際廣告研究所協辦。IAI國際廣告獎以「搭建行業交流平台，見證時代廣告發展，直擊品牌營銷效果，提供創意策略參考」為宗旨，其評委由企業主和市場品牌負責人、廣告人、媒體人、廣告傳媒學術界導師擔任。第二十屆IAI國際廣告節，瑞誠憑藉專業的服務和強有力的實戰能力在眾多參賽公司中脫穎而出，榮獲大中華區年度整合營銷公司大獎。

專業榮譽及獎項

獲獎作品：

項目合作案例—方太《親愛的客棧3》項目合作案例

獎項名稱：

第二十屆IAI國際廣告獎·2020年度深度內容營銷項目案例銅獎

獲獎時間：

二零二零年九月

頒獎單位：

IAI國際廣告獎執委會

獎項描述：

IAI國際廣告獎由中國商務廣告協會、國家廣告研究院、中國傳媒大學廣告學院聯合主辦，中國傳媒大學MBA學院、IAI國際廣告研究所協辦。IAI國際廣告獎以「搭建行業交流平台，見證時代廣告發展，直擊品牌營銷效果，提供創意策略參考」為宗旨，其評委由企業主和市場品牌負責人、廣告人、媒體人、廣告傳媒學術界導師擔任。該獲獎作品的獲得彰顯了業界對公司內容營銷專業實力和服務的認可。

獲獎作品：

項目合作案例——卡薩帝《時間的朋友》項目合作案例



Awards and Recognition

獎項與表彰

Award:

China International Advertising Festival 2020 Advertiser Awards – Annual Case Award – Gold Award for In-depth Marketing

Time period:

November 2020

Awarded by:

The Organising Committee for the China International Advertising Festival

Award description:

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

獎項名稱：

中國國際廣告節2020廣告主獎·年度案例獎·深度營銷金獎

獲獎時間：

二零二零年十一月

頒獎單位：

中國國際廣告節組委會

獎項描述：

中國國際廣告節是中國最具權威性和專業性，規模最大、影響最廣的國家級廣告界盛會。「廣告主獎(CIFA Advertiser Awards)」是在中國廣告業率先開創的針對廣告主的高規格獎項，更是每年中國國際廣告節期間星光熠熠的行業盛典；它是依據國家有關法律法規和政策，本著「公平、公正、公開」的指導原則，推薦和評選出年度對中國廣告業具有創新精神和借鑒意義的行業優質案例。該獲獎作品在知識營銷和創意植入傳播上獲得了業界的一致好評。



Chairlady's Statement

主席致辭

PAST BUSINESS DEVELOPMENT AND FUTURE BUSINESS OUTLOOK OR CORPORATE STRATEGY

In 2020, the overall advertising market experienced a significant decline in spending due to the impact of the outbreak of the COVID-19 pandemic. The impact of the pandemic on the consumer, transport, entertainment and leisure, commercial and service sectors was significant, with advertisers scaling back their budgets or holding off on advertising for risk aversion purposes. The media and advertising industry were also hit hard in their operations.

Looking ahead to 2021, the post-pandemic era will continue to affect people's living and consumption, and the market environment will still be affected by many uncertainties such as the slowdown in global economic growth and trade frictions between the United States and China, which put the development of the advertising industry under tremendous pressure and severe challenges. However, we always maintain confidence and expectation in the medium to long-term prosperity of China's economy. To proactively cope with market changes and operational pressure, the Group will continue to implement a number of measures to enhance efficiency and address short-term market challenges, and is committed to maintaining a stable operation during the economic downturn cycle and laying a solid foundation for better development in the future.

Special times often coexist with crisis and opportunity. During the pandemic, consumers of all ages are returning to television for reliable information. In particular, young viewers aged 15-34 have become the backbone of the proactive return to TV screens in the pandemic. The importance of brand power is particularly evident during the pandemic. Only if corporate brands continue to accumulate trust and build brand power with a consistent voice on authoritative TV that consumers have trusted for a long time, can they explode strong momentum during the crisis. According to CTR's "2020 Advertiser Marketing Survey Report", advertisers still value the authority and positive value of TV media, a value of which is currently difficult to replace with the internet platform. With the advent of the 5G era, the TV as the representative of the large home screen will show new prospects in the future.

Therefore, in 2021, the Group will focus on our existing strengths and core competencies, further stimulate the creative energy of our team, follow the trend and return to our main focus on TV advertising business, adhere to our customer-oriented product and service strategy, maintain our existing quality customers, strengthen the development of new customers and enhance the brand influence of our customers through the efficient communication of TV advertising. We will continue to strengthen our core competency in content marketing communications, and are committed to providing quality communications services to our customers, offering tailor-made creative content and communications solutions through programme planning, content implantation, IP creation and on-site execution, empowering our customers' brand value with innovative capabilities and maintaining the Group's leading market share in the television advertising business. At the same time, the Group will combine its experience and capabilities in content marketing and brand communication to conduct extended exploration in the field of content integration, and actively seek more in-depth cooperation opportunities and expand the ways of cooperation with brands through R&D, investment and operation in the brand-customised variety shows and IP direction, so as to accelerate the continuous optimisation and development of the Group's medium- and long-term business structure.

公司過往業務發展及未來業務展望或公司策略

2020年，受新冠肺炎疫情影響，廣告市場整體投放出現明顯下滑。疫情對消費、交通、娛樂休閒、商業及服務等行業影響顯著，廣告主出於避險目的而在廣告投放中縮減預算或者暫緩了廣告投放。媒體和廣告業的經營工作也受到極大的衝擊。

展望2021年，後疫情時代將會持續影響人們的生活消費，市場環境仍然將受到全球經濟增速放緩、中美貿易摩擦等眾多不確定因素的影響，這些讓廣告行業的發展面臨著巨大壓力和嚴峻挑戰，但我們始終對中國經濟的中長期繁榮保持信心和期待。為積極應對市場變化和經營壓力，本集團將繼續實施多項措施提升效率，應對市場短期挑戰，致力於在經濟下行周期中保持平穩運行，為未來更好的發展奠定堅實基礎。

特殊時期危與機往往並存，疫情之下，全齡消費者都回歸電視媒體獲取可靠信息！尤其是15-34歲的年輕觀眾，成為疫情之下主動回歸電視大屏的中堅力量。在這場疫情中，品牌力的重要性尤為凸顯，企業品牌持續積累信任，在消費者長期信賴的權威電視上持續發聲塑造品牌力量，才能在危機中爆發強勁的勢能！根據CTR《2020廣告主營銷調查報告》的調查顯示，廣告主依然看中電視媒體的權威性和正向價值，這也是目前互聯網平台難以替代的價值。隨著5G時代的來臨，電視為代表的家庭大屏未來將呈現新的前景。

因此，本集團在2021年，我們將聚焦既有優勢與核心競爭力，進一步激發團隊創新活力，順勢而為，主力回歸電視廣告業務，堅持以客戶為導向的產品與服務策略，維護既有優質客戶，加強開發新客戶，通過電視廣告的高效傳播提升客戶的品牌影響力。將繼續強化內容營銷傳播的核心競爭力，致力於為客戶提供優質的傳播服務，通過方案策劃、內容植入、IP打造、現場執行等為客戶提供量身定製的創意內容和傳播方案，以創新能力為客戶品牌價值賦能，保持集團電視廣告業務市場份額的領先。同時，本集團將結合內容營銷和品牌傳播的經驗與能力，進行內容整合領域的延伸探索，通過品牌定制綜藝和IP方向的研發、投資和運營，積極尋求更多深入合作機會，拓展與品牌的合作方式，加快本集團中長期業務結構的不斷優化和發展。



Chairlady's Statement

主席致辭

The Group's digital advertising business has maintained a steady development. Through the use of big data and precision placement technology, the Group has continued to enhance its internet integration service capabilities and provide one-stop digital marketing solutions to its customers to enhance their placement effectiveness and brand influence on the internet.

We are confident that we can continue to create value for our customers, shareholders, employees and society through our business strategy of keeping up with the times, i.e. focusing on customer service and innovative breakthroughs, increasing our strengths in the content marketing field in our brand business and providing professional and efficient communication services.

LI Na
Chairlady

Beijing, the PRC
31 March 2021

本集團的數字廣告業務保持穩步開展，通過大數據與精準投放技術，持續提升互聯網整合服務能力，為客戶提供一站式的數字營銷解決方案，提升客戶在互聯網的投放效果和品牌影響力。

我們有信心通過與時俱進的經營策略，即注重客戶服務與創新突破，品牌業務上加大在內容營銷領域的優勢打造，提供專業高效的傳播服務，為客戶、為股東、為員工、為社會持續創造價值。

李娜
主席

中國北京
2021年3月31日



Management Discussion and Analysis

管理層討論與分析

Market overview

The year 2020 was an extraordinary one, with the sudden outbreak of the COVID-19 pandemic disrupting the normality of people's lives and having a profound impact on future market development. The national economy was under downward pressure, the growth rate of the population's income had declined and the entire consumer market had been affected to a greater or lesser extent. The impact of the pandemic on the economic market had also brought a blow to the advertising market. Advertisers had adopted a more cautious and contracted strategy in advertising due to risk aversion purposes, and there is a clear lack of incentive to spend on advertising placements. According to a report by CTR Media Intelligence, the entire advertising market experienced a stress reaction after the outbreak, with the expenses on advertising cases in China falling by 11.6% year-on-year in 2020. The advertising market was declining from February, but continued to grow month-on-month, and the year-on-year growth in the advertising market was largely stable as of December 2020. However, in terms of total placements, there was still a large gap compared to 2019 and even before. Due to the decrease in placements caused by the pandemic, the advertising market is expected to have more room for growth year-on-year in 2021. (Source: CTR Media Intelligence, "China Advertising Market Review 2020", March 2020)

Business review

TV advertising services

The Group provides professional and personalised TV advertising solutions to our customers and has successfully established long-term business relationships with major media suppliers, most of which are first-tier provincial satellite television stations in China. Such relationships give us a competitive edge in providing customers with a wealth of cost-effective communication resources, delivering high-quality advertising displays within their budgets, and maximising the effectiveness of advertising. During the Reporting Period, while facing an especially challenging COVID-19 pandemic-impacted market, we integrated our advantages and enhanced our competitiveness through the optimisation on the media resource portfolio, and leveraged more advertising placements from brand customers with customised advertising strategies and more comprehensive and in-depth communication services. During the Reporting Period, the Group provided TV advertising media services such as advertising placements of brands or products, implantation design of advertisements to customers, including a well-known domestic brand beverage seller and a large domestic telecommunications service provider, respectively, which gained recognition from various well-known customers.

市場概要

2020年是不平凡的一年，突如其來的COVID-19疫情打亂了人們的生活常態，也對未來市場發展產生深遠影響。全國經濟面臨下行壓力，居民收入增速下滑，整個消費市場受到或大或小的影響。疫情對經濟市場的影響也對廣告市場帶來衝擊。廣告主由於避險目的而在廣告投放中採取更加謹慎收縮的策略，廣告投放動力明顯不足。根據CTR媒介智訊的報告顯示，疫情發生後整個廣告市場出現應激反應，2020年中國廣告刊例花費同比下降11.6%。廣告市場從2月開始接連下滑，但環比持續增長，截至到2020年12月，廣告市場同比增長幅度基本穩定。但從總投放量上看，仍舊與2019年乃至之前相比都有較大的差距。由於疫情造成的投放量減少，預計2021年廣告市場同比將有較大的增長空間。(數據來源：CTR媒介智訊《2020年中國廣告市場回顧》，2020年3月)

業務回顧

電視廣告服務

本集團為客戶提供專業個性化的電視廣告解決方案，已成功與主要供貨商媒體建立了長期業務關係，其中大部分為中國一線省級衛星電視台，該等建立已久的關係讓我們擁有競爭優勢，能夠為客戶提供豐富的高性價比傳播資源，幫助客戶在滿足預算的同時完成優質廣告展示，讓廣告傳播效能發揮最優價值。於報告期內，面對COVID-19疫情影響下嚴峻的市場環境，我們整合自身優勢，通過優化媒體資源組合提升競爭力，並以定制廣告策略和更加全方位深入的傳播服務撬動更多品牌客戶的廣告投放。於報告期內，本集團分別向國內一家知名品牌飲品銷售商及國內一家大型電信服務商等客戶提供品牌或產品廣告投放、廣告植入設計等電視廣告媒體服務，贏得了眾多知名客戶的認可。



Management Discussion and Analysis

管理層討論與分析

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

During the Reporting Period, the television advertising services business generated revenue of approximately RMB233.432 million.

Digital advertising services

The Group has continued to increase its investment in the internet, leveraging on the advantages of its online media and new media resource matrix, and continued to enhance its internet integration service capability through technologies of big data and precision placement, so as to continuously provide customers with effective high-quality online advertising resources and one-stop online marketing solutions. During the Reporting Period, the Group successively provided services to customers, including several large online mobile games in China. During the cooperation period, each brand has a better conversion rate in the placement on online media, which secured the sustainability of advertising placements. The Group has gained high recognition and praises from customers. The revenue from digital advertising services amounted to approximately RMB89.2 million.

Outdoor advertising services

The Group continues to strengthen and improve its market penetration in the areas of outdoor display boards, LED displays, building lifts and buses, subways and outdoor advertising. With our high-quality outdoor advertising resources and good connections with relevant suppliers, we are able to ensure that our customers' outdoor advertising placements needs are consistently fulfilled. During the Reporting Period, the Group successively provided certain domestic large pharmaceutical company customers with advertising placements in buildings and subways in various regions of China. The revenue from outdoor advertising services amounted to approximately RMB72.079 million.

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

於報告期內，電視廣告服務業務收益約為人民幣233.432百萬元。

數字廣告服務

本集團繼續加大互聯網投入，憑藉網絡媒體及新媒體資源矩陣的優勢，通過大數據與精準投放技術，持續提升互聯網整合服務能力，不斷為客戶提供優質有效的數字廣告資源以及一站式的數字營銷解決方案。報告期內，本集團數字廣告業務雖有下滑，但在先後服務國內一些大型網絡手游等客戶，合作期間，各品牌在數字類媒體的投放上，均有較好的轉化率體現，保證了客戶廣告投放的持續性，獲得客戶的高度認可和贊譽。數字廣告服務收益約為人民幣89.2百萬元。

戶外廣告服務

本集團持續加強並完善關於戶外展示牌、LED顯示屏、樓宇電梯、公交地鐵戶外等廣告投放領域的市場深耕。憑藉優質的戶外廣告投放資源，與相關供貨商建有良好的聯繫，能夠保證客戶的戶外廣告投放需求得到良好滿足。報告期內，本集團主要服務國內一些大型藥業等客戶於中國多個地區樓宇、地鐵投放廣告。戶外廣告服務收益約人民幣72.079百萬元。



Management Discussion and Analysis

管理層討論與分析

Other advertising services

Building on the stable foundation formed by its original diversified media advertising services, the Group continues to develop and utilise resources in new areas such as radio advertising and magazine advertising to meet customers' diversified advertising needs. During the Reporting Period under review, the Group successively served some major domestic pharmaceutical companies, leading domestic home appliances manufacturers and other customers, with revenue from other advertising services amounting to approximately RMB52.282 million.

Financial review

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

During the Reporting Period, the Group recorded revenue of RMB446.993 million, representing a decrease of 47.2% from RMB845.820 million for the corresponding period last year.

Revenue details for the Reporting Period under review are as follows:

- (1) During the Reporting Period, revenue from TV advertising services was RMB233.432 million, representing a decrease of 24.48% from RMB309.082 million for the corresponding period last year. The rate of decline in revenue of the business is less than the rate of decline in total revenue in the Reporting Period under review; and despite the fact that such business revenue has declined, it has remained relatively stable.
- (2) During the Reporting Period, revenue from online advertising services was RMB89.200 million, representing a decrease of 79.43% from RMB433.593 million for the corresponding period last year. The decrease in revenue of the business was mainly due to: (i) the outbreak and escalation of COVID-19 which had severely hindered the development progress of some of the Group's customers and suspended the investment and advertising of mobile games; and (ii) the fact that the Group postponed cooperation with certain customers of the Group's online advertising services since the customers' need for a longer credit period will affect the Group's operating cash flow, which will thereby extend the time difference between the payment to the Group's suppliers and the Group's collection of payments.
- (3) During the Reporting Period, revenue from outdoor advertising services was RMB72.079 million, representing an increase of 13.62% from RMB63.441 million for the corresponding period last year. The revenue from the business has increased slightly mainly due to the increase of part of the investment amount by pharmaceutical customers during the pandemic, and save for the aforesaid reason, such revenue has remained relatively stable.
- (4) During the Reporting Period, revenue from other advertising services was RMB52.282 million, representing an increase of 31.68% from RMB39.704 million for the corresponding period last year. The main reason for the increase in revenue of the business was the addition of production planning services for some new corporate customers.

During the Reporting Period, the profit and total comprehensive income attributable to the owners of the Company was RMB2.844 million, while that of the corresponding period last year was RMB36.282 million.

其他廣告服務

本集團在原有多樣化媒體廣告服務穩定的基礎上，不斷進行新領域資源的開拓，包括廣播廣告、雜誌廣告的資源開發及利用，以滿足客戶多樣化的廣告傳播需求。報告期內，先後服務於國內一些大型藥業、國內領先家用電器製造商等客戶，其他廣告服務收益約為人民幣52.282百萬元。

財務回顧

營業收益及本公司擁有人應佔溢利及全面收益總額

報告期內，本集團錄得營業收入人民幣446,993千元，去年同期為人民幣845,820千元，同比下降47.2%。

報告期收入詳情如下：

- (1) 報告期內，電視廣告服務業務收益為人民幣233,432千元，去年同期為人民幣309,082千元，同比下降24.48%。該業務收益浮動下降比率小於報告期總收入的下降比率，該項目的業務收入雖有下降，但仍相對平穩。
- (2) 報告期內，數字廣告服務業務收益為人民幣89,200千元，去年同期為人民幣433,593千元，同比下降79.43%。該業務收益下降的主要原因(i) COVID-19的爆發及升級嚴重阻礙了本集團的一些客戶遊戲的開發進度及暫停手機遊戲的廣告投放；及(ii)本集團推遲與本集團數字廣告服務的若干客戶的合作，乃由於有關客戶需要更長的信貸期將會影響本集團的經營現金流量，其將延長向本集團供應商付款與本集團收取付款之間的時間差異。
- (3) 報告期內，戶外廣告服務收益為人民幣72,079千元，去年同期為人民幣63,441千元，同比增長了13.62%。該業務收益略有上升，該業務主要因藥業客戶在疫情期間增加部分投放額度所致，收益基本平穩。
- (4) 報告期內，其他廣告服務收益為人民幣52,282千元，去年同期為人民幣39,704千元，同比上升31.68%。該業務收益上升的主要因為新增一些企業客戶增加製作策劃服務。

報告期內，本公司擁有人應佔溢利及全面收益總額為人民幣2,844千元，去年同期本公司擁有人應佔溢利及全面收益總額為人民幣36,282千元。



Management Discussion and Analysis

管理層討論與分析

Gross profit and gross profit margin during the Reporting Period

During the Reporting Period, the Group recorded gross profit and gross profit margin of approximately RMB40.299 million and 9.02%, respectively. The Group's gross profit and gross profit margin for the corresponding period last year were approximately RMB106.828 million and 12.63%, respectively. The Group's gross profit margin was lower than the level of the corresponding period, which is mainly due to uncontrollable reasons (the pandemic) during the Reporting Period that had caused China's various industries to under-operate on a overall basis; in particular, the impact on Beijing had been longer, as all employees had isolated at home for more than 40 days, and the flexible working system lasted for two months after the resumption of work. The decline in revenue is greater than the increase in cost.

OTHER INCOME, GAINS AND LOSSES

During the Reporting Period, other income, gains and losses of the Group amounted to approximately RMB10.369 million, representing a decrease of approximately 26.40% from approximately RMB14.088 million for the corresponding period last year. During the Reporting Period, other income, gains and losses were mainly attributable to subsidies received from the local government of approximately RMB8.432 million and additional deductions of input tax on value-added tax of approximately RMB1.930 million. Other income, gains and losses for the same period last year were mainly attributable to the subsidy received from the local government, fair value gain of financial assets at FVTPL and the additional deduction of input tax on value-added tax.

Selling and marketing expenses

During the Reporting Period, selling and marketing expenses of the Group amounted to approximately RMB9.726 million, representing a decrease of approximately 35.58% from approximately RMB15.098 million for the corresponding period last year. The main reason for the decrease in selling and marketing expenses of the Group was due to the Group's business operations being affected by the outbreak and escalation of the COVID-19 pandemic, leading to the reduction of 17 full-time salespersons as compared with same period last year, and the reduction of social security insurance required to be paid by the Group during the pandemic.

Administrative expenses

During the Reporting Period, the Group recorded administrative expenses of approximately RMB14.016 million, representing a decrease of approximately 1.63% from approximately RMB14.248 million for the corresponding period last year. During the Reporting Period, the main reason for the decrease in administrative expenses of the Group was due to the Group's business operations being affected by the outbreak and escalation of the COVID-19 pandemic, leading to the reduction of 17 full-time salespersons as compared with same period last year, and the reduction of social security insurance required to be paid by the Group during the pandemic.

報告期毛利及毛利率

報告期內，本集團分別錄得毛利及毛利率約為人民幣40,299千元及9.02%，去年同期本集團分別錄得毛利及毛利率約為人民幣106,828千元及12.63%。本集團毛利率低於同期水平，主要是報告內因不可控原因(疫情)致使中國各行業整體開工不足，特別是北京影響時間更長，全員在家隔離40天以上，恢復開工會實行彈性工作制持續兩個月之久。收入減幅大於成本增幅。

其他收入、收益及虧損

報告期內，本集團錄得其他收入、收益及虧損約為人民幣10,369千元，去年同期的約為人民幣14,088千元，同比下降26.40%。報告期內其他收入、收益及虧損主要為自當地政府收取的補貼約為人民幣8,432千元以及增值稅進項稅額額外加計扣除約為人民幣1,930千元，上年同期其他收入、收益及虧損主要為自當地政府收取的補貼、按公允值計入損益的金融資產公允值收益以及增值稅進項稅額額外加計扣除。

銷售及營銷開支

報告期內，本集團錄得銷售及營銷開支約為人民幣9,726千元，去年同期約為人民幣15,098千元，同比下降約35.58%。本集團銷售及營銷開支減少的主要原因是受COVID-19的爆發及升級的影響，全職員工人數較上年同期減少17人，且國家減免疫情期間社會保險。

行政開支

報告期內，本集團錄得行政開支約為人民幣14,016千元，去年同期約為人民幣14,248千元，同比降低約為1.63%。報告期內本集團行政開支減少的主要原因是受COVID-19的爆發及升級的影響，全職員工人數較上年同期減少17人，且國家減免疫情期間社會保險。



Management Discussion and Analysis

管理層討論與分析

Finance costs

During the Reporting Period, finance costs of the Group amounted to approximately RMB8.519 million (same period last year: approximately RMB7.576 million), representing an increase of 12.45% for the corresponding period last year, which was mainly due to the change in part of the loan structure in 2020, which is caused by the increase in individual financing costs.

Impairment losses under expected credit loss model, net of reversals

During the Reporting Period, the Group recorded an impairment loss on receivables of approximately RMB14.031 million (same period last year: approximately RMB8.942 million), representing an increase of approximately RMB5.089 million for the corresponding period last year. The Group continued to make impairment loss on receivables mainly due to the decrease in the turnover rate of the Group's receivable as a result of the COVID-19 pandemic. The Group took action and sent demand notices to the relevant customers.

Income tax expense

For the Reporting Period, the Group's income tax expenses was approximately RMB1.550 million (same period last year: approximately RMB19.83 million), representing a year-on-year decrease of approximately 92.18%, which was primarily due to the decrease in taxable income for the year.

Profit for the year

The Group's profit for the Reporting Period as of 31 December 2020 was approximately RMB2.826 million (same period last year: approximately RMB36.304 million), representing a year-on-year decrease of approximately 92.20%. Save for the influences from the aforesaid factors, it can be attributed to the significant decline in the Group's revenue.

Deferred tax assets

As at 31 December 2020, the deferred tax assets were approximately RMB6.291 million (31 December 2019: approximately RMB2.789 million), which is mainly due to the fact that the outbreak and escalation of COVID-19 caused a decline in the turnover rate of some merchants' receivables which in turn led to an increase in the provision for credit losses on trade receivables.

Trade receivables, prepayments and other receivables

As at 31 December 2020, the Group's trade receivables, prepayments and other receivables amounted to approximately RMB343.142 million (31 December 2019: approximately RMB443.700 million), representing a decrease of approximately 22.66% as compared to last year. The decrease in trade receivables was mainly due to: (i) seasonal fluctuations in customer demand for the Group's advertising services; (ii) the outbreak and escalation of COVID-19 have severely hindered the investment and advertising of some of the Group's customers; and (iii) the Group postponed cooperation with certain customers of the Group's online advertising services since the customers' need for a longer credit period will affect the Group's operating cash flow.

融資成本

報告期內，本集團錄得財務成本為約人民幣8,519千元，（去年同期：約為人民幣7,576千元），同比上升12.45%，主要原因是2020年借款結構發生部分變化，個別融資成本升高所致。

預期信貸減值虧損模式（經扣除撥回）

報告期內，本集團的應收款項減值虧損約為人民幣14,031千元，（去年同期：約為人民幣8,942千元），較上年同比增加約為人民幣5,089千元。本集團持續作出應收款項減值虧損的主要原因是由於COVID-19疫情原因，致使本集團應收帳款周轉率下降。本集團已有所行動，給客戶發了催款通知書。

所得稅開支

報告期內，本集團所得稅費用約為人民幣1,550千元（去年同期：約為人民幣19,830千元），同比下降約為92.18%，主要是本年度應納稅所得款下降所致。

年內溢利

本集團的報告期內的溢利截至2020年12月31日止約為人民幣2,826千元（去年同期：約為人民幣36,304千元），同比減少約92.20%。除上述之因素影響外，可歸咎於本集團收入大幅下降所致。

遞延稅項資產

於2020年12月31日，遞延稅項資產約為人民幣6,291千元（2019年12月31日：約為人民幣2,789千元）。主要是COVID-19的爆發及升級使得部分客商應收款項周轉率下降進而導致貿易應收款項信貸虧損撥備上升。

貿易應收賬款、預付款及其他應收賬款

於2020年12月31日，本集團貿易應收賬款、預付款及其他應收賬款約為人民幣343,142千元（2019年12月31日：約為人民幣443,700千元），較上年降低約22.66%。貿易應收賬款下調的主要是本集團的收益受到(i)客戶對本集團廣告服務需求的季節性波動；(ii) COVID-19的爆發及升級嚴重阻礙了本集團的一些客戶的廣告投放；及(iii)本集團推遲與本集團數字廣告服務的若干客戶的合作，乃由於有關客戶需要更長的信貸期將會影響本集團的經營現金流量等因素所致。



Management Discussion and Analysis

管理層討論與分析

Contract assets

As at 31 December 2020, the Group's contract assets were approximately RMB21.079 million (31 December 2019: approximately RMB6.498 million), representing a year-on-year increase of approximately 224.39%. It was mainly due to the outbreak and escalation of the COVID-19 pandemic that caused delays in independent third-party vendors with relevant qualifications and experience to verify the performance of the Group's advertising services.

Trade and other payables

As at 31 December 2020, trade and other payables of the Group amounted to approximately RMB46.26 million (31 December 2019: approximately RMB240.535 million), representing a year-on-year decrease of approximately 80.77%.

Trade payables represent the amount payable by the Group to suppliers for the purchase of advertising resources. Payments are generally made in accordance with the terms specified in the contract with the supplier. In the case of online advertising services, the Group is generally required to pay within 60 days of calculating the actual number of exposures or hits per month. During the Reporting Period, revenue from online advertising services was severely affected, with related major costs and trade payables reduced accordingly.

Tax payables

As at 31 December 2020, tax payables amounted to approximately RMB15.14 million (31 December 2019: approximately RMB20.12 million), representing a decrease of approximately 24.75% as compared with previous year. It was mainly due to the decrease in the business volume of the Group.

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

The Group had not executed any agreement in respect of material investment or capital asset and did not have any other plans relating to material investment or capital asset as at 31 December 2020. Nonetheless, if any potential investment opportunity arises in the coming future, the Group will perform feasibility studies and prepare implementation plans to consider whether it is beneficial to the Company and the Shareholders as a whole.

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

Liquidity and financial resources

As at 31 December 2020, bank balances and cash and short-term bank deposit balances amounted to approximately RMB17.772 million (31 December 2019: approximately RMB68.034 million) of which, approximately 96.7% was in RMB and the remaining 3.3% was in HKD and other currencies.

As at 31 December 2020, the Group's total assets was approximately RMB407.409 million, of which equity attributable to the owners of the Company was approximately RMB217.199 million, non-controlling equity was approximately RMB0.124 million.

合約資產

於2020年12月31日，本集團合約資產約為人民幣21,079千元(2019年12月31日：約為人民幣6,498千元)，同比增加約224.39%。主要是COVID-19的爆發及升級使得擁有相關資格及經驗的獨立協力廠商驗證本集團已履行的廣告服務延後所致。

貿易及其他應付款項

於2020年12月31日，貿易及其他應付款項約為人民幣46,260千元(2019年12月31日：約為人民幣240,535千元)，同比降低約80.77%。

貿易應付款項主要代表本集團向供貨商購買廣告資源的應付金額。償付一般根據與供貨商相關合約內的指定條款作出。就數字廣告服務而言，本集團一般須於每月計算實際曝光數或點擊量後六十天內支付。於報告期內，數字廣告服務收入大受影響，其相關之主營成本及貿易應付款餘額亦相應降低。

應付稅項

於2020年12月31日，應付稅項約為人民幣15,140千元(2019年12月31日：約為人民幣20,120千元。較上年降低約24.75%，主要是本集團業務投放量減少所致。

附屬公司及聯營公司之重大投資、重大收購或出售

於2020年12月31日，本團隊並無簽立有關重大投資或資本資產的任何協議，亦無任何有關重大投資或資本資產的其他計劃。然而，倘將來出現任何潛在投資機會，本團隊將進行可行性研究及準備實施計劃，以考慮該機會對本公司及股東整體是否有利。

報告期內，本集團並無重大收購或出售附屬公司、聯營公司及合營企業。

流動資金及財務資源

於2020年12月31日，銀行結餘及現金和短期銀行存款結餘約為人民幣17,772千元(2019年12月31日：約為人民幣68,034千元)，其中約96.7%為人民幣，其餘3.3%為港幣及其他貨幣。

於2020年12月31日，本集團資產總額約為人民幣407,409千元，其中，本公司擁有人應佔權益約為人民幣217,199千元，非控股權益約為人民幣124千元。



Management Discussion and Analysis

管理層討論與分析

Capital expenditure

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

Contingent liabilities

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

Pledged assets

During the Reporting Period, the details of the bank loans pledged or guaranteed by the Group's assets are set out in Note 24 to the consolidated financial statements.

Gearing ratio

The Group's gearing ratio increased from approximately 47.76% as at 31 December 2019 to approximately 58.32% as at 31 December 2020 was primarily due to the Group borrowed another loan of RMB50 million during the Reporting Period. The gearing ratio is calculated by dividing the sum of total bank and other borrowings and lease liabilities by total equity as at the end of the respective periods, and multiplied by 100%.

Foreign exchange risk

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

Interest rate risk

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

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

資本開支

報告期內，本集團並無任何其他重大資本支出。

或然負債

報告期內，本集團並無任何其他重大或然負債。

資產抵押

報告期內，本集團由本集團資產抵押或擔保的銀行借款之詳情載於綜合財務報表附註24。

資產負債比率

本集團的資產負債比率由2019年12月31日約47.76%上升至2020年12月31日約58.32%，主要是由於本年度本集團發行已發行債務證券為人民幣5千萬元。資產負債比率乃按相應期末的銀行及其他借款以及租賃負債的總和除以總權益，並乘以100%計算。

外匯風險

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

利率風險

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

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



Management Discussion and Analysis

管理層討論與分析

Industry and group outlook

Outlook

Looking ahead to 2021, the post-pandemic era will continue to affect people's living and consumption, and the market environment will still be affected by many uncertainties such as the slowdown in global economic growth and trade frictions between the United States and China, which put the development of the advertising industry under tremendous pressure and severe challenges. However, we always maintain confidence and expectation in the medium to long-term prosperity of China's economy, and we believe that with favourable domestic measures and policy actions to prevent the pandemic, China's economic activity will continue to recover back to normal, and the advertising market is expected to have certain room for growth year-on-year in 2021, and there is still pressure on the Group's year-on-year growth. To proactively respond to the current market changes and operational pressures, the Group will continue to implement a number of initiatives to enhance efficiency, continue to explore new industry customers to cope with the impact of the pandemic, actively mobilize all parties to collect customer payments, reduce the Group's short-term financial pressure, and prepare for addressing short-term market challenges and capturing future growth opportunities.

In 2021, there are still pressure on the Group's business recovery as affected by the pandemic, especially in terms of liquidity. The Group will also reduce unnecessary expenses and accelerate the collection on customer payment. Meanwhile, we will focus on our existing strengths and core competencies, further stimulate the creative energy of our team and improve operational efficiency. Based on the return of consumers to television media under the pandemic and the advertisers particularly value the authority and branding of the television medium, we will return to our main focus on TV advertising business, adhere to our customer-oriented product and service strategy, maintain existing quality customers, strengthen the development of new customers and enhance the brand influence of our customers through the efficient communication of television advertising. We will continue to strengthen our core strengths in content marketing and communications, and are committed to providing quality integrated content communication services to our customers, enhancing their brand value through content integration and innovation. At the same time, the Group will combine its experience and capabilities in content marketing and brand communication to conduct extended exploration in the field of content integration, and actively seek more in-depth cooperation opportunities and expand the ways of cooperation with brands through R&D, investment and operation in the brand-customised variety shows and IP direction, so as to accelerate the continuous optimisation and development of the Group's medium- and long-term business structure. In line with the development trend of the internet, we will continue to maintain a steady development of our digital advertising business and continue to enhance our internet integration service capability through the use of big data and precision placement technology, so as to provide one-stop digital marketing solutions to our customers and enhance their placement effectiveness and brand influence on the internet.

行業及本集團展望

展望

展望2021年，後疫情時代將會持續影響人們的生活消費，市場環境仍然將受到全球經濟增速放緩、中美貿易摩擦等眾多不確定因素的影響，這些讓廣告行業的發展面臨著巨大壓力和嚴峻挑戰，但我們始終對中國經濟的中長期繁榮保持信心和期待，我們相信在國內有利防疫措施和政策行動下，中國經濟活動將持續復蘇回歸正常，預計2021年廣告市場同比將有一定的增長空間，但對於本集團同比增長仍有壓力，為積極應對當下的市場變化和經營壓力，本集團將繼續實施多項措施提升效率繼續開發新行業客戶以應對疫情影響，並積極發動各方力量催收客戶回款，減輕本集團短期內資金壓力，為應對市場短期挑戰和捕捉未來發展機遇做好準備。

2021年，本集團受疫情影響業務回暖仍存在壓力，特別是在流動資金方面本集團也將收縮不必要開支、加緊回收客戶業務款等方式提高資金周轉，同時我們將聚焦既有優勢與核心競爭力，進一步激發團隊創新活力，提高經營效率。基於疫情之下消費者回歸電視媒體，廣告主尤其重視電視媒體的權威性和品牌塑造的情況，我們將主力回歸電視廣告業務，堅持以客戶為導向的產品與服務策略，維護既有優質客戶，加強開發新客戶，通過電視廣告的高效傳播提升客戶的品牌影響力。將繼續強化內容營銷傳播的核心優勢，致力於為客戶提供優質的內容整合傳播服務，通過內容整合和創新提升客戶品牌價值。同時，本集團將結合內容營銷和品牌傳播的經驗與能力，進行內容整合領域的延伸探索，通過品牌定制綜藝和IP方向的研發、投資和運營，積極尋求更多深入合作機會，拓展與品牌的合作方式，加快本集團中長期業務結構的不斷優化和發展。順應互聯網發展趨勢，我們將繼續保持數字廣告業務的穩步開展，通過大數據與精準投放技術，持續提升互聯網整合服務能力，為客戶提供一站式的數字營銷解決方案，提升客戶在互聯網的投放效果和品牌影響力。



Management Discussion and Analysis

管理層討論與分析

Use of proceeds from the initial public offering

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

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

首次公開發售之所得款項用途

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

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

Intended use of IPO Net Proceeds	首次公開發售所得款項淨額之擬定用途	Original allocation of IPO Net Proceeds	Revised allocation of IPO Net Proceeds	The amount of IPO Net Proceeds utilised as at 31 December 2019	The amount of IPO Net Proceeds utilised between 1 January 2020 to 31 December 2020	The unutilised amount of IPO Net Proceeds as at 31 December 2020
		首次公開發售所得款項淨額原先分配 HK\$ million 百萬港元	首次公開發售所得款項淨額經修訂分配 HK\$ million 百萬港元	於2019年12月31日已動用 首次公開發售所得款項淨額累計金額 HK\$ million 百萬港元	於2020年1月1日至2020年12月31日期間已動用首次公開發售所得款項 HK\$ million 百萬港元	於2020年12月31日首次公開發售所得款項淨額尚未動用金額 HK\$ million 百萬港元
Enhancing the Group's market position in TV advertising through strengthening its financial position to satisfy the prepayment obligation to TV stations to acquire TV advertising resources	加強本集團的財務狀況，履行向電視台預付款項的責任以獲得電視廣告資源，從而提升本集團於電視廣告市場的地位	37.6	33.3	33.3	–	–
Further developing the Group's online advertising business	進一步發展本集團的數字廣告業務	23.6	23.6	16.7	1.1	5.8
Further developing the Group's outdoor advertising business	進一步發展本集團的戶外廣告業務	9.7	9.7	8.6	–	1.1
Strengthening the Group's strategy formulation and data analytical capabilities and enhance its reputation in the market	加強本集團的企劃及數據分析能力及提升本集團的市場聲譽	7.9	7.9	–	1.3	6.6
General working capital	一般營運資金	–	4.3	–	4.3	–
		78.8	78.8	58.6	6.7	13.5

Save for the above, there has been no change in the intended use of the IPO Net Proceeds as disclosed in the prospectus of the Company dated 31 October 2019. The Company expects to utilise the IPO Net Proceeds within two years from the Listing Date. Due to the COVID-19 pandemic, it is expected that the utilisation of the remaining unused net proceeds of the Company will be postponed to the end of 2021.

除以上所述外，本公司日期為2019年10月31日的招股章程中披露的首次公開發售所得款項淨額的預期用途概無變化。本公司預計由上市日期起2年內使用首次公開發售所得款項淨額。因COVID-19疫情，本公司尚未使用完所得款項淨額，預計延期在2021年年底前完成使用。



Directors and Senior Management

董事及高級管理人員

Directors

董事

Name 姓名	Age 年齡	Date of joining our Group 加入本集團的日期	Date of appointment as Director 獲委任為董事日期	Position/Title 職位／職銜
Ms. Li Na 李娜女士	43 43歲	April 2003 2003年4月	25 January 2019 2019年1月25日	Executive Director and chairlady of the Board 執行董事及董事會主席
Mr. Feng Xing ⁽¹⁾ 馮興先生 ⁽¹⁾	43 43歲	August 2004 2004年8月	25 January 2019 2019年1月25日	Executive Director and vice chairman of the Board 執行董事及董事會副主席
Ms. Wang Xin 王欣女士	43 43歲	August 2015 2015年8月	1 April 2019 2019年4月1日	Executive Director 執行董事
Mr. Leng Xuejun 冷學軍先生	38 38歲	September 2013 2013年9月	25 January 2019 2019年1月25日	Executive Director, vice chairman of the Board and one of our joint company secretaries 執行董事、董事會副主席及聯席秘書之一
Mr. Li Xue 李雪先生	56 56歲	October 2019 2019年10月	22 October 2019 2019年10月22日	Independent Non-executive Director 獨立非執行董事
Mr. Wu Ke 吳科先生	33 33歲	January 2021 2021年1月	1 January 2021 2021年1月1日	Independent Non-executive Director 獨立非執行董事
Mr. How Sze Ming 侯思明先生	44 44歲	October 2019 2019年10月	22 October 2019 2019年10月22日	Independent Non-executive Director 獨立非執行董事

Notes:

附註：

(1) Mr. Feng Xing is also the general manager of our Company and one of the members of our senior management.

(1) 馮興先生亦為本公司總經理及高級管理層的成員之一。

(2) Mr. Wu Ke has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee with effect from 1 January 2021.

(2) 吳科先生獲委任為獨立非執行董事、薪酬委員會主席、審核委員會及提名委員會成員，自2021年1月1日起生效。



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

Ms. Li Na (李娜), aged 43, is one of our founders, an executive Director and the chairlady of our Board. Ms. Li is primarily responsible for overseeing the overall management, strategic planning and business development of the Group. She was redesignated as an executive Director on 29 April 2019. Ms. Li is also the chairlady of the nomination committee. Ms. Li has over 19 years of experience in the advertising industry. Prior to joining the Group in April 2003, she worked as a deputy director in Jinjuan Advertisement Technology Co., Ltd* (金鵲傳媒科技股份有限公司), a company principally engaged in the advertising and media business, from April 2000 to November 2003, where she was responsible for marketing matters and after-sales services. From June 2004 to October 2018, Ms. Li was the legal representative of Beijing Ruicheng. From June 2004 to February 2016, Ms. Li was the executive director of Beijing Ruicheng. From February 2010 to February 2016, she was also the general manager of Beijing Ruicheng. From March 2016 to October 2018, Ms. Li was the chairlady of the board of directors of Beijing Ruicheng. Ms. Li was responsible for the overall management of Beijing Ruicheng. Ms. Li graduated from the Ecole Nationale des Ponts et Chaussées with an executive master's degree of business administration (specialising in aeronautics and aviation management) which was co-organised by Tsinghua University, in October 2018. Ms. Li was awarded the "Ten Best and Most Influential Female Advertising Person in China 2009-2010"* (2009-2010年度中國最具影響力十佳女性廣告人) jointly granted by the MBA School of Communication University of China* (中國傳媒大學 MBA 學院) and the Advertising Magazine Office* (《廣告導報》雜誌社) in 2010 and the "China Advertising Golden Vision Awards: New Ten Years Leaders in China's Marketing"* (中國廣告主金遠獎新十年中國營銷傳播領軍人物大獎) granted by the Market Observation Magazine Office* (市場觀察雜誌社) in 2011.

Mr. Feng Xing (馮興), aged 43, is an executive Director. Mr. Feng is primarily responsible for the day-to-day planning, management and implementation of our business strategies. He was redesignated as an executive Director on 29 April 2019.

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

李娜女士，43歲，為創辦人之一、執行董事及董事會主席。李女士主要負責監察本集團的我們整體管理、策略規劃及業務發展。彼自2019年4月29日以來獲調任為執行董事。李女士亦為提名委員會主席。李女士擁有逾19年廣告行業的經驗。在2003年4月加入本集團前，彼於2000年4月至2003年11月出任金鵲傳媒科技股份有限公司副總監，該公司主要從事廣告及媒體業務，而彼負責營銷事項及售後服務。於2004年6月至2018年10月，李女士為北京瑞誠的法定代表人。於2004年6月至2016年2月，李女士為北京瑞誠的執行董事。於2010年2月至2016年2月，彼亦為北京瑞誠的總經理。於2016年3月至2018年10月，李女士為北京瑞誠董事會主席。李女士負責北京瑞誠的整體管理。李女士於2018年10月取得Ecole Nationale des Ponts et Chaussées高級管理人員工商管理(主修航空學及航空執行管理專業)碩士學位(由清華大學共同舉辦)。李女士於2010年獲中國傳媒大學MBA學院及《廣告導報》雜誌社聯合頒發「2009-2010年度中國最具影響力十佳女性廣告人」及於2011年獲市場觀察雜誌社頒發「中國廣告主金遠獎新十年中國營銷傳播領軍人物大獎」。

馮興先生，43歲，執行董事。馮先生主要負責日常規劃、管理及實施業務策略。彼於2019年4月29日獲調任為執行董事。

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



Directors and Senior Management

董事及高級管理人員

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

馮先生亦於本集團成員公司中擔任以下職位：

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

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

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

Ms. Wang Xin (王欣), aged 43, is an executive Director of our Company. Ms. Wang Xin is primarily responsible for overseeing business development and sales matters of the Group. She was redesignated as an executive Director on 29 April 2019. Ms. Wang Xin is also a member of the remuneration committee. She is the sister of Ms. Wang Lei, one of the controlling shareholders of the Company

王欣女士，43歲，本公司執行董事。王欣女士主要負責監督本集團的業務發展及銷售事宜。彼於2019年4月29日調任為執行董事。王欣女士亦為薪酬委員會成員。彼為王蕾女士(本公司的控股股東之一的)的姊／妹。

Ms. Wang Xin has over 14 years of experience in the advertising industry. From June 2005 to June 2015, Ms. Wang Xin has been the general manager of Qingdao Zhongzhouxian Advertisement Co. Ltd.* (青島中軸線廣告有限公司), a company which is principally engaged in the advertising business, where she was responsible for overall management of the company. She has been the executive director of Shanghai Kailun since August 2015, where she is responsible for the overall management, strategic planning and business development of the company. Ms. Wang Xin graduated from the PLA Nanjing Institute of Politics* (中國人民解放軍南京政治學院) with a bachelor's degree in economics and administrative management in June 2014.

王欣女士於廣告行業擁有逾14年經驗。由2005年6月至2015年6月，王欣女士一直擔任青島中軸線廣告有限公司總經理，該公司主要從事廣告業務，而彼負責該公司的整體管理。自2015年8月以來，彼擔任上海凱倫執行董事，負責該公司的整體管理、策略規劃及業務發展。於2014年6月，王欣女士畢業於中國人民解放軍南京政治學院，獲頒經濟與行政管理學士學位。

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

王欣女士亦於本集團成員公司擔任以下職位：

Name 名稱	Position held 所任職位	Principal roles responsibilities 主要職務及職責	Date of appointment 獲委任日期
Shanghai Kailun 上海凱倫	Executive director 執行董事	Overall management, strategic planning and business development 整體管理、策略規劃及業務發展	5 August 2015 2015年8月5日



Directors and Senior Management

董事及高級管理人員

Mr. Leng Xuejun (冷學軍), aged 38, is an executive Director and one of the joint company secretaries of our Company. Mr. Leng is primarily responsible for overseeing the company secretarial matters and financial matters of the Group. He was redesignated as an executive Director on 29 April 2019. Mr. Leng has over 6 years of experience in the advertising industry and he joined the Group in September 2013. From September 2013 to February 2016, he was the business manager of Beijing Ruicheng, where he was responsible for business development and external liaison. From March 2016 to October 2018, he was the director of Beijing Ruicheng, where he was responsible for the overall management, business development and implementation of business strategies of the company. Since November 2018, he has been the executive director of Beijing Ruicheng, where he continues to be responsible for the overall management, business development and implementation of business strategies of the company. From March 2016 to November 2018, he was the secretary to the board of directors of Beijing Ruicheng, where he was responsible for company secretarial matters. Mr. Leng graduated from the Nanjing University in the PRC and obtained a bachelor's degree in administrative management by way of distance learning in February 2009.

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

冷學軍先生，38歲，本公司執行董事及聯席公司秘書之一。冷先生主要負責監察公司秘書事務及本集團的財務事宜。彼於2019年4月29日獲調任為執行董事。冷先生擁有逾6年廣告行業的經驗，並在2013年9月加入本集團。於2013年9月至2016年2月，彼為北京瑞誠的業務經理，負責業務發展及外部聯絡。於2016年3月至2018年10月，彼為北京瑞誠的董事，彼負責該公司的整體管理、業務發展及業務策略實施。自2018年11月起，彼為北京瑞誠的執行董事，彼繼續負責該公司的整體管理、業務發展及業務策略實施。於2016年3月至2018年11月，彼為北京瑞誠董事會秘書，負責公司秘書事宜。冷先生於2009年2月畢業於中國南京大學，並以遙距課程的形式取得行政管理學士學位。

冷先生於本集團成員公司中擔任以下職位：

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



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

Mr. Li Xue (李雪), aged 56, was appointed as our Independent Nonexecutive Director on 22 October 2019, and is responsible for providing independent advice and judgement to the Board. Mr. Li is also the chairman of the Audit Committee and a member of the Nomination Committee.

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

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

Mr. Wu Ke (吳科), aged 33, was appointed as an independent non-executive Director on 1 January 2021. Mr. Wu is also the chairman of the Remuneration Committee and a member of the Audit Committee and a member of the Nomination Committee.

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

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

李雪先生，56歲，於2019年10月22日獲委任為獨立非執行董事，負責向董事會提供獨立意見及判斷。李先生亦為審核委員會主席及提名委員會成員。

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

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

吳科先生，33歲，自2021年1月1日起獲委任為獨立非執行董事。吳先生為薪酬委員會主席、審核委員會成員及提名委員會成員。

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

吳先生於2012年6月取得中國山東大學之世界經濟碩士學位。



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

Mr. How Sze Ming (侯思明), aged 44, was appointed as our Independent Non-executive Director on 22 October 2019. Mr. How is a member of the Audit Committee and Remuneration Committee.

Mr. How has over twenty years of experience in investment banking and assurance and advisory industries. Mr. How joined Southwest Securities (HK) Capital Limited ("Southwest Securities"), a company principally engaged in investment banking and advisory services, in February 2016 and is currently a managing director and head of corporate finance where he is responsible for corporate finance advisory work. Prior to joining Southwest Securities, Mr. How had worked for several renowned investment banks with PRC and Hong Kong background, including CMB International Capital Corporation Limited, ICBC International Holdings Limited and CCB International Capital Limited.

Mr. How has held the following positions in the following companies listed on the Stock Exchange. He has been an independent non-executive director of Million Stars Holdings Limited (formerly known as Odella Leather Holdings Limited) (stock code: 8093) from January 2015 to March 2017; an independent non-executive director of World-Link Logistics (Asia) Holding Limited (stock code: 6083) since December 2015; an independent non-executive director of Forgame Holdings Limited (stock code: 484) from January 2016 to April 2020; an independent non-executive director of Shanghai Zendai Property Limited (stock code: 755) from May 2017 to January 2021; an independent non-executive director of 1957 & Co. (Hospitality) Limited (stock code: 8495) since November 2017; and an independent non-executive director of Watts International Maritime Engineering Limited (stock code: 2258) since October 2018.

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

侯思明先生，44歲，於2019年10月22日獲委任為獨立非執行董事。侯思明先生為審核委員會成員及薪酬委員會成員。

侯先生於投資銀行及核證諮詢業擁有超過二十年經驗。彼於2016年2月加入投資銀行及諮詢服務的顧問公司西證(香港)融資有限公司(「西證」)，現任董事總經理及企業融資部主管，負責企業融資諮詢工作。於加入西證以前，侯先生曾任職於數間知名的中國及香港背景之投資銀行的企業融資部(其中包括招銀國際金融有限公司、工銀國際控股有限公司及建銀國際金融有限公司等中資投行)。

侯先生持有以下於聯交所上市公司的以下職位。彼於2015年1月至2017年3月擔任萬星控股有限公司(前稱愛特麗皮革控股有限公司)(股份代號：8093)獨立非執行董事；自2015年12月起擔任環宇物流(亞洲)控股有限公司(股份代號：6083)獨立非執行董事；2016年1月起至2020年4月擔任雲游控股有限公司(股份代號：484)獨立非執行董事；自2017年5月起至2021年1月擔任上海證大房地產有限公司(股份代號：755)獨立非執行董事；自2017年11月起擔任1957 & Co. (Hospitality) Limited(股份代號：8495)獨立非執行董事；以及自2018年10月起擔任華滋國際海洋工程有限公司(股份代號：2258)獨立非執行董事。

侯先生於1999年12月畢業於香港中文大學，取得工商管理學士學位(一級榮譽，主修專業會計)。侯先生是英國特許公認會計師公會資深會員及香港會計師公會會員。



Directors and Senior Management

董事及高級管理人員

Senior Management

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

高級管理層

本集團的高級管理層由總經理及副總經理組成。

Name 姓名	Age 年齡	Date of joining the Group 加入本集團 的日期	Position/title 職位／職銜	Date of appointment as a member of the senior management 獲委任為高級 管理層成員日期	Principal roles and responsibilities 主要職務 及職責
Mr. Feng Xing (馮興)	43	August 2004	General manager	29 April 2019	Implementation of our business strategies
馮興先生	43歲	2004年8月	總經理	2019年4月29日	實施我們的業務策略
Ms. Lin Zi (林姿)	45	March 2004	Deputy general manager	29 April 2019	Assisting the general manager to implement our business strategies
林姿女士	45歲	2004年3月	副總經理	2019年4月29日	協助總經理實施我們的業務策略

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

有關馮興先生之履歷，請參閱上文「董事及高級管理人員－董事」一節。

Ms. Lin Zi (林姿), aged 45, is the deputy general manager of our Company. Ms. Lin is primarily responsible for assisting our general manager to implement our business strategies. She has been appointed as our deputy general manager since 29 April 2019. Ms. Lin has over 20 years of experience in the advertising industry. Prior to joining the Group in March 2004, she worked as a manager in Jinjuan Advertisement Technology Co., Ltd (金鵲傳媒科技股份有限公司), a company principally engaged in the advertising and media business, from March 1998 to December 2002, where she was responsible for media placement. She then worked as a manager in Shanghai Prospect Advertising Co., Ltd (上海前景廣告有限公司), a company principally engaged in the business of placement of TV advertisements, from December 2002 to February 2004, where she was responsible for media placement and liaison with media. Since March 2004, Ms. Lin has been the deputy general manager of Beijing Ruicheng, where she was responsible for the management of liaison work with media. From March 2016 to October 2018, she was the director of Beijing Ruicheng, where she was responsible for the implementation of operating strategies of the company. Ms. Lin graduated from the University of Science and Technology of China with a bachelor's degree in information technology in December 1998.

林姿女士，45歲，本公司副總經理。林女士主要負責協助我們總經理實施我們的業務策略。彼自2019年4月29日以來獲委任為副總經理。林女士擁有逾20年廣告行業的經驗。在2004年3月加入本集團前，彼於1998年3月至2002年12月出任金鵲傳媒科技股份有限公司經理，該公司主要從事廣告及媒體業務，而彼負責媒體投放。其後，彼於2002年12月至2004年2月出任上海前景廣告有限公司經理，該公司主要從事電視廣告投放業務，而彼負責媒體投放及與傳媒聯絡。自2004年3月起，林女士為北京瑞誠的副總經理，負責管理媒體聯絡工作。於2016年3月至2018年10月，彼為北京瑞誠的董事，負責實施該公司的營運策略。林女士於1998年12月於中國科學技術大學畢業並取得信息技術學士學位。

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

林女士於本團成員公司中擔任以下職位：

Name 名稱	Position held 所任職位	Principal roles responsibilities 主要職務及職責	Date of appointment 獲委任日期
Beijing Ruicheng 北京瑞誠	Deputy general manager 副總經理	Management of liaison work with media 媒體聯絡工作管理	1 March 2004 2004年3月1日
Shanghai Kailun 上海凱倫	General manager 總經理	Overall management 整體管理	5 August 2015 2015年8月5日

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

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



Directors and Senior Management

董事及高級管理人員

Joint Company Secretaries

Mr. Leng Xuejun

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

Mr. Lei Kin Keong, was appointed as a Joint Company Secretary of the Company on 29 April 2019. Mr. Lei currently serves as an assistant vice president of SWCS Corporate Services Group (Hong Kong) Limited (a professional services provider specializing in corporate services), responsible for managing company secretarial work for several listed companies. Mr. Lei has 20 years of experience in accounting, auditing and company secretary.

Mr. Lei graduated from the Polytechnic University of Hong Kong with a bachelor’s degree in accounting in 2006. He is also a non-practising member of the Hong Kong Institute of Certified Public Accountants, an associate of The Hong Kong Institute of Chartered Secretaries and the Chartered Governance Institute in the United Kingdom (formerly known as the Institute of Chartered Secretaries and Administrators at the United Kingdom).

聯席公司秘書

冷學軍先生

有關冷學軍先生之履歷詳情，請參閱本節「董事及高級管理人員—董事」。

李健強先生於2019年4月29日獲委任為本公司聯席公司秘書。李先生目前於方圓企業服務集團(香港)有限公司(從事公司服務的專業服務提供商)擔任助理副總監，負責為數間上市公司管理公司秘書事項。李先生於會計、審核及公司秘書方面擁有20年經驗。

李先生於2006年畢業於香港理工大學，持有會計學學士學位。彼亦為香港會計師公會非執業會員、香港特許秘書公會會員以及英國特許公司治理公會(前稱英國特許秘書及行政人員公會)會員。



Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

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

DIRECTORS' SECURITIES TRANSACTIONS

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

BOARD OF DIRECTORS

1. Composition of the Board

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

EXECUTIVE DIRECTORS:	INDEPENDENT NON-EXECUTIVE DIRECTORS:
Ms. Li Na (<i>Chairlady of the Board</i>)	Mr. Li Xue
Mr. Feng Xing (<i>Vice Chairman of the Board and general manager</i>)	Mr. How Sze Ming
Ms. Wang Xin	Mr. Zhao Gang (<i>resigned with effect from 1 January 2021</i>)
Mr. Leng Xuejun (<i>Vice Chairman of the Board</i>)	Mr. Wu Ke (<i>appointed with effect from 1 January 2021</i>)

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

The Directors possess the skills, experience and expertise either in the same industry or relevant to the management of the business of the Group. The biographical details of the Directors and the relationship between members of the Board are set out in the "Directors and Senior Management" section on pages 19 to 24 of this annual report. There are no relationships (including financial, business, family or other material or relevant relationships) among members of the Board.

企業管治常規

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

董事之證券交易

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

董事會

1. 董事會之組成

董事會當前包括四名執行董事及三名獨立非執行董事。於報告期間及截至本報告日期，董事會包括以下成員：

執行董事：	獨立非執行董事：
李娜女士 (<i>董事會主席</i>)	李雪先生
馮興先生 (<i>董事會副主席及總經理</i>)	侯思明先生
王欣女士	趙剛先生 (<i>於2021年1月1日辭任</i>)
冷學軍先生 (<i>董事會副主席</i>)	吳科先生 (<i>於2021年1月1日獲委任</i>)

董事會共同負責監察本集團業務及不同事務之管理工作，致力提升企業價值。

董事具有在相同行業或與本集團的業務管理有關的技能、經驗及專長。董事的簡歷及董事會成員之間的關係(如有)載列於本年報第19頁至第24頁「董事及高級管理人員」一節。董事會成員間概無關係(包括財務、業務、家庭或其他重要或相關關係)。



Corporate Governance Report

企業管治報告

2. Chairlady and General Manager

The positions of the Chairlady of the Board and General Manager (who discharged the same duties as the chief executive officer) are held by separate individuals to ensure that a segregation of duties and a balance of power and authority are achieved. The Chairlady is responsible for overseeing the overall management, strategic planning and business development of the Group. The General Manager is responsible for formulating detailed plans for implementation of the business strategies of the Group set by the Board and mainly focuses on the day-to-day management and operation of the Group's business. During the Reporting Period, the position of the Chairlady of the Board was held by Ms. Li Na and the position of the General Manager of the Company was held by Mr. Feng Xing.

3. Non-executive Directors

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

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

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

2. 主席及總經理

董事會主席及總經理之職務(履行與行政總裁相同的職責)由不同人士擔任,以確保達致職責區分以及於權力與職權間取得平衡。主席負責監督本集團的整體管理、策略規劃及業務發展。總經理負責為董事會訂立的本集團業務策略制訂詳細實施計劃,並主要集中於本集團業務的日常管理及營運。於相關期間,由李娜女士擔任董事會主席及由馮興先生擔任本公司總經理。

3. 非執行董事

非執行董事(均為獨立非執行董事)在董事會擔當重要角色。彼等擁有豐富的學術、專業及行業專長及管理技巧及經驗,並透過定期出席及積極參與向董事會提供專業意見。非執三名獨立非執行董事已代表超過三分之一的董事局人數,彼等提供一定程度的制衡能力及行使獨立判斷以保障股東及本集團的整體利益。

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

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



Corporate Governance Report

企業管治報告

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

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

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

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

5. Board Meetings

The Board meets regularly to discuss the overall strategy as well as the operation and financial performance of the Group. Code Provision A.1.1 of the CG Code prescribes that at least four regular Board meetings should be held in each year at approximately quarterly intervals with active participation of majority of Directors. Directors may participate in person or through electronic means of communication.

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

4. 董事會與本公司管理層的職責劃分

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

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

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

5. 董事會會議

董事會定期舉行會議，以討論本集團的整體策略及經營與財務表現。企業管治守則條文第A.1.1條規定每年至少舉行四次董事會會議，大約每季一次，須有大部分董事親身出席或透過電子通訊方式積極參與，董事可親身或透過電子通訊方式參與會議。

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



Corporate Governance Report

企業管治報告

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

The Company has fully complied with the requirement under the code provision A.1.1 of the CG Code to convene Board meetings at least four times a year at approximately quarterly intervals. During the Reporting Period, the members of the Board have (i) reviewed and monitored the training and continuous professional development of Directors and senior management; (ii) reviewed the policies and practices on corporate governance of the Company; and (iii) reviewed and monitored the policies and practices of the Company on compliance with legal and regulatory requirements during the regular board meetings. As at the date of this annual report, the members of the Board have reviewed the Company's compliance with the CG Code and disclosure in the corporate governance report.

The Company convened an annual general meeting on 3 June 2020 and seven Board meeting during the Reporting Period. The attendance records of each Director at the Board meeting and general meeting of the Company during the Reporting Period are set out below:

Name of Director	Attendance/ Number of Board Meetings	Attendance/ Number of General Meetings
Ms. Li Na	7/7	1/1
Mr. Feng Xing	7/7	1/1
Ms. Wang Xin	7/7	1/1
Mr. Leng Xuejun	7/7	1/1
Mr. Li Xue	7/7	1/1
Mr. How Sze Ming	7/7	1/1
Mr. Zhao Gang ⁽¹⁾	7/7	1/1
Mr. Wu Ke ⁽²⁾	Not Applicable	Not Applicable

Notes:

(1) Mr. Zhao Gang ceased to be the member of the Audit Committee with effect from 1 January 2021.

(2) Mr. Wu Ke has been appointed as a member of the Audit Committee with effect from 1 January 2021.

The Board met seven times during the Reporting Period for (i) reviewing and approving the annual audited financial statements of the Group for the year ended 31 December 2019 and the unaudited interim financial statements of the Group for the six months ended 30 June 2020, (ii) the change of the auditors of the Company; and (iii) considering the change of the Independent Non-executive Directors and the Board compositions.

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

本公司已全面遵守企業管治守則條文第 A.1.1 條的規定，大致按季度每年召開至少四次董事會會議。於報告期間，董事會成員已於本公司的定期董事會會議 (i) 檢討及監察董事及高級管理人員的培訓及持續發展；(ii) 檢討本公司的企業管治政策及常規；以及 (iii) 檢討及監察本公司有關遵守法律及監管規定方面的政策及常規。於本年報日期，董事會成員已審閱本公司遵守企業管治守則的情況及在企業管治報告中的披露。

本公司已於 2020 年 6 月 3 日舉行股東週年大會並於報告期內舉行七次董事會會議。於報告期間，各董事出席董事會會議及本公司股東大會的記錄載列如下：

董事姓名	出席次數/ 董事會 會議次數	出席次數/ 股東大會 次數
李娜女士	7/7	1/1
馮興先生	7/7	1/1
王欣女士	7/7	1/1
冷學軍先生	7/7	1/1
李雪先生	7/7	1/1
侯思明先生	7/7	1/1
趙剛先生 ⁽¹⁾	7/7	1/1
吳科先生 ⁽²⁾	不適用	不適用

附註：

(1) 趙剛先生不再為審核委員會成員，自2021年1月1日起生效。

(2) 吳科先生已獲委任為審核委員會成員，自2021年1月1日起生效。

董事會於報告期間已舉行七次會議，以 (i) 審閱及批准本集團截至 2019 年 12 月 31 日止年度經審核年度財務報表及本集團截至 2020 年 6 月 30 日止六個月未經審核中期財務報表；(ii) 變更本公司核數師；及 (iii) 考慮變更獨立非執行董事及董事會組成成員。



Corporate Governance Report

企業管治報告

6. Corporate Governance Function

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code, including (i) reviewing the Company's corporate governance policies and practices and making recommendations to the Board, (ii) reviewing and monitoring the training and continuous professional development of Directors and senior management, (iii) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements, and (iv) reviewing the Company's compliance with the Code and disclosure in this Corporate Governance Report.

7. Board Committees

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

Audit Committee

The Company established an Audit Committee with written terms of reference in compliance with the Rule 3.21 of the Listing Rules and the Corporate Governance Code as set out in the Appendix 14 to the Listing Rules. The Audit Committee of the Company consists of three Independent Non-executive Directors. As at the date of this report, the members of Audit Committee are Mr. Li Xue, Mr. How Sze Ming and Mr. Wu Ke. Mr. Li Xue currently serves as the chairman of the Audit Committee. The member of the Audit Committee, Mr. How Sze Ming, holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules.

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

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

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

6. 企業管治職能

董事會負責履行企業管治守則條文 D.3.1 條所載職能包括 (i) 審閱本公司企業管治政策及常規並向董事會提出建議；(ii) 審閱及監察董事及高級管理層的培訓及持續專業發展；(iii) 審閱及監察本公司有關遵守法律及監管規定的政策及常規；及 (iv) 審閱本公司對守則的遵守情況及於本企業管治報告的披露。

7. 董事委員會

董事會下設董事委員會並轉授各項責任給各委員會。本公司現有兩個董事會轄下委員會，即審核委員會、薪酬委員會及提名委員會。該等委員會分別根據董事會訂立的職權範圍運作。

審核委員會

本公司於已成立審核委員會，並遵照上市規則第 3.21 條及上市規則附錄 14 所載企業管治守則制定書面職權範圍。本公司審核委員會由三名獨立非執行董事組成，於本報告日期，審核委員會成員分別為李雪先生、侯思明先生及吳科先生。李雪先生目前擔任審計委員會主席。根據上市規則第 3.10(2) 及 3.21 條規定，審核委員會成員侯思明先生擁有適當的專業資格。

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

審核委員會的書面職權範圍可於聯交所及本公司網站內查閱。

企業管治守則條文 C.3.3(e)(i) 條規定，審核委員會的職權範圍應載有條款，要求審核委員會成員須與董事會及高級管理層進行聯絡，及審核委員會須每年與核數師至少舉行兩次會議。本公司已將該等條款列入有關職權範圍，因此於報告期間已遵守企業管治守則第 C3.3(e)(i) 條。



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

Name of Committee Member	Attendance/ Number of Meeting(s)
Mr. Li Xue	5/5
Mr. How Sze Ming	5/5
Mr. Zhao Gang ⁽¹⁾	5/5
Mr. Wu Ke ⁽²⁾	Not applicable

Notes:

- (1) Mr. Zhao Gang ceased to be the member of the Audit Committee with effect from 1 January 2021.
- (2) Mr. Wu Ke has been appointed as a member of the Audit Committee with effect from 1 January 2021.

During the Reporting Period, the Audit Committee (i) reviewed the annual audited financial statements of the Group for the year ended 31 December 2019 and the unaudited interim financial statements of the Group for the six months ended 30 June 2020 with recommendations to the Board for approval; (ii) conducted an annual review on the risk management and internal control system of the Group and monitored the auditing process with recommendations to the Board on the risk management and internal control system as well as monitoring the auditing process; and (iii) reviewed the terms of reference of the Audit Committee.

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

On 31 December 2020, a meeting of the Audit Committee was held to receive the auditors' advice on matters that need to be brought to the attention of the Group's audit work in 2020.

Remuneration Committee

The Company established a Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The remuneration committee of the Company consists of three members. As at the date of this report, the members of remuneration committee consist of Independent Non-executive Director Mr. Wu Ke, Executive Director Ms. Wang Xin and Independent Non-executive Director Mr. How Sze Ming. Mr. Wu Ke currently serves as the chairman of the Remuneration Committee.

Name of Committee Member	Attendance/ Number of Meeting(s)
Mr. Zhao Gang ⁽¹⁾	2/2
Mr. Wu Ke ⁽²⁾	Not Applicable
Ms. Wang Xin	2/2
Mr. How Sze Ming	2/2

於報告期間，已舉行五次審核委員會會議。審核委員會會議的出席記錄載列如下：

委員會成員姓名	出席次數/ 會議次數
李雪先生	5/5
侯思明先生	5/5
趙剛先生 ⁽¹⁾	5/5
吳科先生 ⁽²⁾	不適用

附註：

- (1) 趙剛先生不再為審核委員會成員，自2021年1月1日起生效。
- (2) 吳科先生已獲委任為審核委員會成員，自2021年1月1日起生效。

於報告期間，審核委員會已(i)審閱本集團截至2019年12月31日止年度經審核年度財務報表及本集團截至2020年6月30日止六個月未經審核中期財務報表，並提供意見以供董事會批准；(ii)對本集團的風險管理及內部控制系統以及監察審計流程進行年度檢討，並向董事會就風險管理及內部控制系統以及監察審計流程提供建議；及(iii)審閱審核委員會職權範圍。

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

於2020年12月31日，審核委員會已召開一次會議以聽取核數師就2020年本集團審計工作所需注意事項。

薪酬委員會

本公司已成立薪酬委員會，並遵照上市規則第3.25條及上市規則附錄14所載企業管治守則制定書面職權範圍。本公司薪酬委員會由三名成員組成，於本報告日期，薪酬委員會成員分別為獨立非執行董事吳科先生、執行董事王欣女士及獨立非執行董事侯思明先生。吳科先生目前擔任薪酬委員會主席。

委員會成員姓名	出席次數/ 會議次數
趙剛先生 ⁽¹⁾	2/2
吳科先生 ⁽²⁾	不適用
王欣女士	2/2
侯思明先生	2/2



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Notes:

1. Mr. Zhao Gang ceased to be the Chairman of the Remuneration Committee with effect from 1 January 2021.
2. Mr. Wu Ke has been appointed as the Chairman of the Remuneration Committee with effect from 1 January 2021.

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

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

During the Reporting Period, the Remuneration Committee (i) reviewed and made recommendations to the Board on the remuneration package of each Directors and senior Management; (ii) made recommendation to the Board in relation to the proposed remuneration of the newly appointed independent non-executive Director; and (iii) reviewed the remuneration policies, the terms of reference of the Remuneration Committee of the Board, and structure of the Directors and the senior management.

Nomination Committee

The Company established a Nomination Committee with written terms of reference in compliance with paragraph A.5 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The Nomination Committee of our Company with members who are Executive Director Ms. Li Na, Independent Non-executive Director Mr. Li Xue and Mr. Wu Ke. Ms. Li Na currently serves as the chairlady of the nomination committee.

Name of Committee Member	Attendance/ Number of Meeting(s)
Ms. Li Na	2/2
Mr. Li Xue	2/2
Mr. Zhao Gang ⁽¹⁾	2/2
Mr. Wu Ke ⁽²⁾	Not Applicable

Notes:

1. Mr. Zhao Gang ceased to be a member of the Nomination Committee with effect from 1 January 2021.
2. Mr. Wu Ke has been appointed as a member of the Nomination Committee with effect from 1 January 2021.

附註:

1. 趙剛先生不再為薪酬委員會主席，自2021年1月1日起生效。
2. 吳科先生已獲委任為薪酬委員會主席，自2021年1月1日起生效。

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

薪酬委員會的書面職權範圍可於聯交所及本公司網站內查閱。

於報告期間，薪酬委員會 (i) 已審閱各董事及高級管理層的薪酬待遇，並就此向董事會提供推薦意見；(ii) 就新委任獨立非執行董事的建議薪酬向董事會提供推薦意見；及 (iii) 已審閱薪酬政策、董事會薪酬委員會職權範圍及董事及高級管理層架構。

提名委員會

本公司已成立提名委員會，並遵照上市規則附錄 14 所載企業管治守則第 A.5 段制定書面職權範圍。本公司提名委員會成員為執行董事李娜女士、獨立非執行董事李雪先生及獨立非執行董事吳科先生。李娜女士目前擔任提名委員會主席。

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

附註:

1. 趙剛先生不再為提名委員會成員，自2021年1月1日起生效。
2. 吳科先生已獲委任為提名委員會成員，自2021年1月1日起生效。



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

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

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

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

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

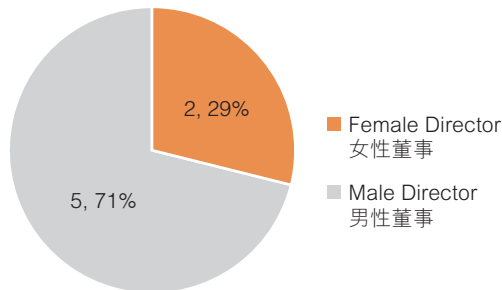
於本年報日期，本公司董事會的多元化組合列於下圖，而本公司董事人員的履歷詳情載列於本年報「董事及高級管理人員」一節。



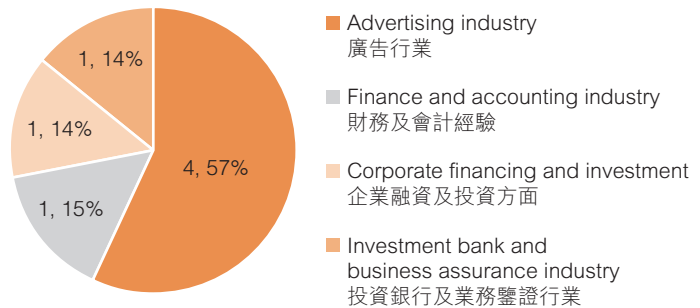
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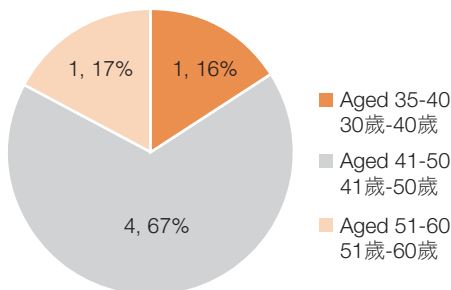
Gender structure Number of people and percentage (%)
性別結構人數及百分比(%)



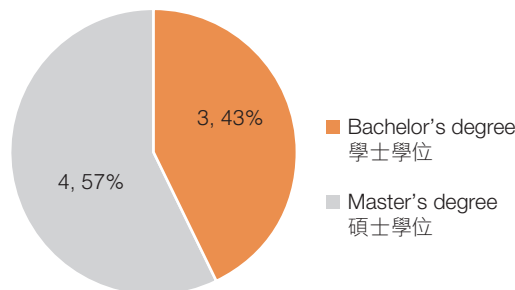
Career and expertise structure Number of people and percentage (%)
職業及專長結構人數及百分比(%)



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



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



PROCEDURE AND PROCESS FOR NOMINATION OF DIRECTORS

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

i. Selection criteria:

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

董事提名程序及流程

提名委員會將根據以下程式及流程向董事會建議任命董事(包括獨立非執行董事)：

i. 甄選標準：

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



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

ii. Nomination procedures includes:

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

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

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

ii. 提名程序包括：

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

提名委員會的書面職權範圍可於聯交所及本公司網站內查閱。



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8. Remuneration of Directors

During the Reporting Period, executive Directors who are also the Company's staff are entitled to receive salaries, fees, discretionary bonuses and other allowance and benefits in kind according to their respective positions taken on a full-time basis in the Company. Information relating to the remuneration of each Director for the Reporting Period is set out in note 11 to the financial statements on page 127 to page 128 of this annual report.

Pursuant to Code Provision B.1.5 of the CG Code, for the Reporting Period, details of the remuneration of senior management (except for Directors) by remuneration grade are as follows:

Remuneration band 薪酬範圍

Nil to HK\$500,000

無至人民幣500,000元

Number of individual 人數

1

9. Appointment, Re-election and Removal of Directors

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

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

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

8. 董事酬金

於報告期間，同時兼為本公司員工的執行董事根據彼等各自在本公司擔任的全職職位而有權收取薪金、袍金、酌情花紅及其他津貼及實物利益。有關各董事於報告期內的薪酬資料載列於本年報第 127 至 128 頁財務報表附註 11。

根據企業管治守則條文第B.1.5條，報告期內，高級管理成員(董事除外)按薪酬等級發放的薪酬詳情如下：

9. 董事之委任、重選及罷免

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

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

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



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

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

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

10. Training of Directors

Pursuant to Code Provision A.6.5, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant.

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

Name of Directors	Nature of continuous professional development programmes
Li Na	B
Feng Xing	B
Wang Xin	B
Leng Xuejun	A, B
Li Xue	B
How Sze Ming	B
Zhao Gang (<i>resigned and with effect from 1 January 2021</i>)	B
Wu Ke (<i>appointed and with effect from 1 January 2021</i>)	Not applicable

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

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

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

10. 董事培訓

根據企業管治守則條文第 A.6.5 條，所有董事應參與持續專業發展以發展及更新其知識及技能。此舉可確保董事持續對董事會作出知情及相關之貢獻。

根據董事提供的培訓記錄，於報告期間董事接受的培訓概述如下：

董事姓名	持續專業發展計劃的性質
李娜	B
馮興	B
王欣	B
冷學軍	A, B
李雪	B
侯思明	B
趙剛	
(於2021年1月1日辭任)	B
吳科	
(於2021年1月1日獲委任)	不適用



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Notes:

- A: Attending seminar or trainings that are relevant to (i) Director's duties and obligations; (ii) New ESG Reporting Regime Changes to HKEX's Reporting Guide and Related Listing Rules and understanding the MSCI ESG Ratings; (iii) notifiable transaction and connected transaction; (iv) inside information disclosure etc.
- B: Reading and watching relevant materials on the topics related to (i) the duties of directors and role and function of board committee including conflict of interest, board diversity, (ii) corporate governance including managing inside information, (iii) rules and regulations and operation and management of listed companies; and (iv) connected transactions.

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

ACCOUNTABILITY AND AUDIT

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

In the preparation of the financial statements, the International Financial Reporting Standards have been adopted and appropriate accounting policies have been consistently used and applied. The Board continues to prepare the financial statements set out on pages 87 to 163 on a going concern basis.

The reporting responsibilities of the Group's external auditors, SHINEWING (HK) CPA Limited, are set out in the Independent Auditor's Report on pages 82 to 86 of this annual report.

Auditor Remuneration

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

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

Audit and related service:	審核及有關服務：
Non-audit service:	非審核服務：

附註：

- A：出席與(i)董事責任及義務；(ii)新ESG報告制度、香港交易所報告指南及香港上市規則及了解MSCI ESG評級；(iii)須予披露交易及關連交易；(iv)內幕交易披露等相關研討會或培訓。
- B：閱讀及觀看主題關於(i)董事職責以及董事會委員會角色及職能(包括利益衝突、董事會多元化)；(ii)企業管治(包括管理內幕消息)；(iii)上市公司法規及規例以及運營管理；及(iv)關連交易的相關材料。

所有董事已向本公司提供他們於相關期間接受培訓的書面記錄。

公信力及審核

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

編製財務報表時，已採納國際財務報告準則及貫徹使用及應用適當的會計政策。董事會繼續以持續經營的基準編製載列於第 87 頁至第 163 頁的財務報表。

本集團的外聘核數師信永中和(香港)會計師事務所有限公司的呈報責任載列於本年報第 82 頁至第 86 頁的獨立核數師報告。

核數師薪酬

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

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

Year ended
31 December 2020
截至2020年
12月31日
RMB'000
人民幣千元

1,000
150



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COMPANY SECRETARY

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

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

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

During the Reporting Period Mr. Leng and Mr. Lei have each undertaken over 15 hours of professional training which is in compliance with the requirements of Rule 3.29 of the Listing Rules.

DIVIDEND POLICY

Pursuant to the dividend policy of the Company, the Company currently does not have any predetermined dividend payout ratio. A decision to declare or pay any dividend in the future and the amount of any dividends depends on a number of factors, including but not limited to our results of operations, financial position, working capital, capital requirements and other factors the Board may deem relevant. The Board will review our dividend policy from time to time. The Board has the absolute discretion to decide whether to declare or distribute dividends in any year.

There is no assurance that dividends of such amount or any amount will be declared or distributed each year or in any year. Any declaration and payment of dividends under the Dividend Policy will be subject to the Board's determination that the same would be in the best interests of the Group and the Shareholders of the Company as a whole. In addition, the declaration and payment of dividends may be subject to legal restrictions or any applicable laws, rules and regulations and the Articles of Association.

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

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS RELATIONS

Communication with Shareholders and Investors

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

公司秘書

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

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

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

於報告期間，冷先生及李先生已參與的相關專業培訓達15小時，已符合上市規則第3.29條之規定。

股息政策

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

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

截至報告日期，本公司並不知悉有任何有關股東放棄或同意放棄任何股息的安排。

與股東之溝通及投資者關係

與股東及投資者之溝通

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



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

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

Procedures for Shareholders to Convene an Extraordinary General Meeting

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

Procedures for Directing Shareholders' Enquiries to The Board

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

Room 201, 2/F, Building C1, Phase II, Dongyi International Media Industrial Park, No. 8 Gaojing Culture Park Road, Chaoyang District, Beijing, the PRC.

CONSTITUTIONAL DOCUMENTS

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

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

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

股東召開股東特別大會的程序

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

向董事會提出股東查詢的程序

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

中國北京市朝陽區高井文化園路 8 號東億國際傳媒產業園二期 C1 號樓 2 層 201 室

章程文件

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



Corporate Governance Report

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL

1. Accountability

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

Annual review on the adequacy and the effectiveness of the internal control and risk management systems of the Group has been conducted by the management and reviewed by the Board. The Audit Committee is satisfied that nothing has come to its attention to cause the Audit Committee to believe that the internal control system is inadequate. Review will be made at least annually to monitor the adequacy and the effectiveness of the risk management and the internal control system of the Group.

2. Governance Structure of Risk Management and Internal Control

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

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

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

風險管理及內部監控

1. 責任

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

管理層每年檢討本集團內部監控及風險管理系統是否足夠及有效，並由董事會審閱。審核委員會認為，並無任何事項令審核委員會認為內部監控制度不足。本集團將至少每年檢討一次，以監察本集團的風險管理及內部監控系統是否足夠及有效。

2. 風險管理及內部監控治理架構

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

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

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



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

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

3. Risk Management

3.1 Risk Management Objectives

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

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

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

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

3. 風險管理

3.1 風險管理目標

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

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



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3.2 Major Processes of Risk Management

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

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

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

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

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

3.2 風險管理主要流程

風險管理主要包括風險識別、風險評估、風險應對、風險監控與報告四個主要環節。

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

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

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

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



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3.3 Significant Risks

In accordance with the corporate risk management framework, the Group conducted an overall risk audit and assessment in 2020. The following lists the significant risks of the Group and its major affiliates, the changes in the nature and level of these risks, and the relevant plans and monitoring measures to mitigate these significant risks.

Risk Type 風險類別

Risk Description 風險描述

3.3 重大風險

本集團在2020年根據企業風險管理框架，對公司整體進行年度風險的審核及評估。以下重大風險覆蓋本集團及主要附屬公司的重大風險，重大風險的性質及程度的變動，以及緩解重大風險的有關計劃及監控措施。

Response Mitigation Plan 風險應對方案

Macro-economic Risk

Risks from macro-economic fluctuations and major events

Since the beginning of 2020, the outbreak of the COVID-19 pandemic has had a greater impact on the international and domestic markets. Companies in various industries also face greater difficulties and challenges in their operations. Their marketing and promotion strategies and budgets will also be adjusted accordingly. The business operations of the Company will also be adversely affected to a certain extent in the short term.

The Company is actively organizing operations and adjusting its operating direction and market strategies. Through various methods such as enhancing multimedia coordination and integration capabilities and content marketing in-depth integration capabilities, and improving the customer service system, the Company overcomes the difficulties and adverse effects caused by the pandemic, ensuring its steady, long-term development.

As pandemic prevention becomes normalised, its impacts on economic recovery are uncertain. If there is an economic slowdown or recession, which results in a decline in the demand for marketing services from existing customers, as well as the Company failing to adjust its operating policies in a timely manner, it will have a certain adverse impact on the Company's operating income and operating performance.

宏觀經濟風險

宏觀經濟波動及重大事件帶來的風險

2020年初以來，新冠肺炎疫情的蔓延對國際和國內市場影響較大，各行業品牌商的經營也面臨較大的困難環境和挑戰，其市場營銷推廣策略和預算也將進行相應的調整，公司的業務經營在短期內也將受到一定程度的不利影響。

公司正在積極組織經營運營，調整經營方針和市場策略，通過提升多媒體統籌整合能力、內容營銷縱深整合能力，完善客戶服務體系等多種方式，克服疫情帶來的困難和不利影響，保證公司經營的長期穩定發展。

隨著疫情防護進入常態化，其對經濟運行恢復程度的影響具有不確定性，如果未來經濟增長放慢或出現衰退，致使現有客戶的營銷服務需求下降，且公司未能及時調整經營政策，則將對公司的營業收入和經營業績產生一定的不利影響。



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Risk Type 風險類別

Risk Description 風險描述

Response Mitigation Plan 風險應對方案

Risk Relating to Industry
Policy

Potential regulatory risks in the advertising industry

The advertising industry is an important part of the country's modern service industry and is closely related to the production and consumption of goods or services in important areas of the national economy. If the advertising laws, regulations or policies in the advertisers' industries are adjusted and changed, it may affect the advertising needs and marketing behaviors of the advertisers in the industry, thereby affecting the Company's operating performance. With the continuous improvement of relevant laws and regulations on the accuracy of advertising information, if the Company does not adequately review customer qualifications and neglects to review the advertising content, or the customers deliberately conceal the correct information of their products or services, which leads to the Company unable to find the problems in a timely manner, the Company's reputation may be damaged due to non-compliance in advertising business activities, and the Company may be punished or fined thereafter.

While developing new business, various departments of the Company are paying attention to the regulation institutions' latest policy requirements towards the advertising field, understanding the latest regulatory requirements of the advertising industry, and ensuring the Company's business does not touch the regulatory red line. The Company formulated an emergency response plan to ensure that when the laws and regulations changes, it can buffer the fluctuation influence on the Company's operation caused by the policy changes in a timely manner. The Company has established a complete business process, customer service process and internal control system to strictly review customer qualifications, identities and products, so as to ensure the compliance in advertising business activities.

行業政策風險

廣告行業潛在的監管風險

廣告行業是我國現代服務業的重要組成部分之一，與國民經濟重要領域的商品或服務的生產及消費密切相關。若廣告主所處領域內的廣告宣傳法律法規或政策發生調整變化，可能會影響到該行業廣告主的廣告投放需求及營銷行為，進而影響公司經營業績。隨著相關法規對廣告信息真實性的規範要求持續完善，若因公司對客戶資質審查不充分、對廣告內容審查出現疏漏，或者客戶刻意隱瞞其產品或服務的真實信息而導致公司不能及時發現問題，則公司可能因廣告業務活動不合規而損害公司聲譽，或導致公司被處罰或索償。

在發展新業務的同時，公司多個部門實時關注監管機構對廣告領域的最新政策要求，瞭解廣告行業最新法規要求，確保公司的業務不觸碰監管紅線。公司制定了緊急應對預案，確保當法律法規發生變動時能及時緩衝政策變動對公司經營業務的波動影響。公司建立完善的業務流程、客戶服務流程和內部控制制度，對客戶資質、身份及產品進行嚴格審查，保證廣告業務活動的合規性。



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Risk Type 風險類別

Risk Relating to Market Competition

市場競爭風險

Risk Description 風險描述

Risk relating to market competition

The advertising industry is full of competition; the entry barriers of the industry are not high, and the market concentration is relatively low. The emergence of a large number of digital media in the field of Internet advertising, and the richer and more diverse marketing content and forms have especially made the advertising industry increasingly competitive. At the same time, customer needs show a trend of personalisation, diversification, and specialisation, and customers' demand on creative advertising continues to grow. If the Company fails to continuously meet the marketing needs of customers in cross-media and multi-channel brand exposure and product or service promotion in the future, it will face the risk of intensified market competition, which will adversely affect the Company's operating performance.

市場競爭風險

廣告行業競爭充分，行業市場准入門檻不高，市場集中度相對較低，尤其在互聯網廣告領域數字媒體的大量湧現，營銷內容與形式更加豐富多樣，使得廣告行業競爭日趨激烈。同時，客戶需求呈現個性化、多元化、專業化的趨勢，客戶對廣告創意需求也不斷提高。如果公司未來不能持續滿足客戶在跨媒體、多渠道的品牌曝光和產品或服務推廣的營銷需求，則將面臨市場競爭不斷加劇的風險，對公司經營業績造成不利影響。

Response Mitigation Plan 風險應對方案

Facing the risk of intensified competition in the future, the Company is maintaining the capabilities of continuous innovation and business development. The Company caters to the customer needs, improves service quality, increases brand awareness, and constantly makes adjustment, thereby adapting to market competition.

At the same time, facing the challenges brought by customers, the Company is constantly responding to customers' demand by connecting to the industry's leading edge to understand the emerging advertising model and nurturing employees' business capability. The Company conducts real-time monitoring on the advertising changes, actively investigates excellent cases of various media and grasps the latest development of the industry through participating in advertising exhibitions and other forms, to understand advertising trend and formulate corresponding plans. In order to satisfy customers' various demand, the Company hires social talents, provides employees with regular training and encourages employee to be innovative through motivating excellent creativity.

公司面對未來競爭加劇的風險，正保持持續創新能力和業務開拓能力，立足於客戶需求，提升服務質量，擴大品牌知名度，不斷自我調整，適應市場競爭態勢。

同時，公司面對客戶帶來的挑戰，正不斷通過對接行業前沿瞭解新興廣告模式、培養提升員工業務能力的方式響應客戶需求。公司實時地對廣告變化進行監控，積極研究各類媒體優秀案例，通過參加廣告展會等形式，掌握行業最新動態，瞭解廣告趨勢並制定應對方案。為滿足客戶的各類需求，公司引進社會人才，定期對員工進行培訓，並通過激勵優秀創意的方式，鼓勵員工創新。



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Risk Type 風險類別

Risk Relating to
Business Structure and
Transformation

Risk Description 風險描述

Risk Relating to Business Structure and Transformation

The Company's main business focuses on traditional advertising. Affected by the slowdown in macro-economic growth and the development of emerging media, the Company's traditional advertising business faces the risk of declining demand, which may adversely affect the Company's business and financial position. To solve this risk, the Company is adjusting its business structure and transforming, as well as developing new media resources. The Company's new media business is still at the introduction and exploratory stage, facing fierce market competition. The growth rate of the new media business is uncertain.

Response Mitigation Plan 風險應對方案

The Company stays with the traditional advertising market. On the one hand, it continuously strengthens cooperation with frequent customers, expands cooperation types other than TV media, and keeps abreast of the customer trends, so as to provide customers with the latest media information and maintain relationships with frequent customers. On the other hand, through the integration and optimization of all-media release channels, the Company has formed a unique media resource, which satisfies customers and provides customers with more value-added services.

Meanwhile, setting its sights on the Internet field, the Company timely seized the development opportunities brought by the new media market, and continued to develop new media resources such as the Internet and mobile Internet to provide a safety net for the adjustment of the Company's business structure and transformation. The Company will continue to invest a lot of resources in the new media field, and rely on the customers, brand influence, and relevant management experience accumulated in the current businesses, so as to actively respond to the market competition and continue to attract and retain new and frequent customers to expand the market share.

業務結構和轉型風險

業務結構和轉型風險

公司主營業務以傳統廣告投放為主。受宏觀經濟增速放緩和新興媒體發展的影響，公司傳統廣告業務面臨著客戶需求縮減的風險，或對公司的經營業務及財務狀況造成不利影響。為解決這一風險，公司正進行業務結構調整和轉型，開發新媒體資源。公司新媒體業務拓展尚處於投入、探索期，面臨激烈的市場競爭，新媒體業務增速具有不確定性。

公司面向傳統廣告投放市場，一方面不斷加強與老客戶的合作，拓展除電視媒體以外的合作類型，及時瞭解客戶動向，為客戶提供即時媒體資訊，維護與老客戶的關係；另一方面，公司通過整合優化全媒體發佈渠道，形成公司獨特並讓客戶滿意的媒介資源，為客戶提供更多的增值服務。

同時，公司面向互聯網領域，及時抓住了新媒體市場帶來的發展機遇，持續開發互聯網及移動互聯網等新媒體資源，為公司業務結構調整及轉型提供保障。公司將繼續在新媒體領域投入大量資源，依靠現有業務積累的客戶、品牌影響力、豐富的相關管理經驗，積極響應面臨的市場競爭問題，不斷吸引與維護新老客戶以擴大市場佔有量。



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Risk Type 風險類別

Risk Relating to Human Resources

人力資源風險

Liquidity Risk

Risk Description 風險描述

Risk relating to the outflow of talents

The advertising industry is a talent-intensive industry. For advertising media companies, professional advertising talents are the core resource to the enterprise and the key element for maintaining and improving the core competitiveness of the Company. Affected by the pandemic, the Company has downsized significantly. As the business resumes and develops gradually, the Company's demand for marketing talents will further increase. The Company may face risks such as the outflow of talents, talent shortage, and incomplete talent echelon, thereby adversely affecting the Company's operating performance.

人才流失風險

廣告行業屬於人才密集型行業，對於廣告傳媒公司而言，專業的廣告人才是企業的核心資源，是保持和提升公司核心競爭力的關鍵要素。受疫情影響，公司人員大幅減少，隨著業務恢復和開展，公司對營銷技術型人才的需求將進一步加大，公司可能面臨人才流失、人才短缺和人才梯隊不健全等風險，進而對公司經營業績產生重大不利影響。

Operating cash flow turnover risk

Due to the characteristics of the advertising industry, media in the advertising agency business generally require payment before broadcast. For premium customers, the Company generally grants a certain credit period; at the same time, when it comes to the exclusive advertising agency business and customer bidding, the Company needs to pay the media and the customers security deposit, and the time when the customers pay the Company is relatively uncertain, which puts pressure on the Company's capital. Coupled with the impact of the pandemic, customers are facing the pressure of declining profits and tight budgets, which may delay payment to the Company or even cause them to fail to repay the Company. Or it may pose a capital turnover risk to the Company to a certain degree, putting the Company under pressure on working capital, and leading to the rise in the Company's gearing ratio.

Response Mitigation Plan 風險應對方案

The Company values on the construction of talents resources. Based on the principle of enhancing compensation competitiveness through incentives, the Company establishes a reasonably compensation system to attract human resources in the society and retain existing talents.

In order to improve the overall competence level of employee, the Company (i) strengthens recruitment evaluation management during talents recruitment and through multiple channels to obtain candidate information to ensure the ability of recruiters matches the recruitment position; (ii) strengthens the professional training and coaching, conducts orientation, pre-job and on-the-job training regularly so as to continuously improve employees' expertise and competence. The Company will include the competency of its employees at all level into the indicators of performance appraisal and regularly conduct evaluation on the employee's competency in accordance with scientific evaluation methods to give them awards and punishments.

公司重視人才資源建設，通過激勵手段，以增強薪酬競爭力為原則，建立合理的薪酬體系，吸引社會人力資源並留住現有人才。

為提升員工勝任能力整體水平，公司(i)在人才招聘時加強招聘評估管理，通過多種渠道獲取應聘者信息，確保招聘人員的能力與招聘崗位的匹配度；(ii)加強專業培訓輔導，對員工進行入職、崗前以及定期在職培訓，不斷提升員工的專業知識和能力。公司將各級員工的工作勝任能力納入績效考核指標中，依照科學的考評方法定期對員工業務能力進行評價並給予獎懲。

The Company conducts scientific management on capital flows, formulates capital plans every year, and rationally arranges the use of the Company's funds, so as to improve the efficiency of capital use and ease the Company's capital pressure. The Company has established long-term cooperative relationships with most of its customers, and continues to track customer credits and provides customers with specific payment terms based on their current credit levels. The Company establishes a list of trade receivables to manage the collection. The Company strengthens the management of trade receivables before, during and after the event, i.e. setting up billing periods based on the creditworthiness of customers, establishing a list of trade receivables, perform regular reconciliations, controlling the ageing of accounts and the status of repayment, and strengthening the collection of defaulted accounts. The Company adopts various methods to settle the defaulted accounts, such as by reminding customers by telephone, sending letters of enquiry, etc. If necessary, legal measures are taken to collect the trade receivables, and the responsibility for collecting the trade receivables is assigned to the individual, and the collection of trade receivables is taken as an assessment indicator.



Corporate Governance Report

企業管治報告

Risk Type 風險類別

Risk Description 風險描述

Response Mitigation Plan 風險應對方案

流動性風險

經營性現金流周轉風險

因廣告行業特點，廣告媒介代理業務中媒體一般要求播前付款，對於優質客戶，公司一般給予一定信用賬期；同時廣告獨家代理業務及客戶招標等需要支付給媒體和客戶保證金，而客戶向公司付款的時間相對不確定，導致公司存在一定資金佔用壓力。加之疫情影響，客戶面臨效益下滑、資金緊張的壓力，可能延遲付款甚至無法償付公司款項，或對公司造成一定程度的資金周轉風險，讓公司面臨較大營運資金壓力，並導致公司資產負債率上升。

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

4. Internal Control

4.1 Internal Control Objectives

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

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

4.2 Internal Control

The Group has referred to the COSO (the Committee of Sponsoring Organisations of the Treadway Commission) framework, and incorporated the Group's business management characteristics in the design of its internal control system, and has established an internal audit department to take responsibility of the internal control function. The Company hired a third-party institution to perform internal audit work once a year. For the year ended 31 December 2020, the Group completed risk oriented internal assessments on monitoring and anti-fraud, sales and receipt, procurement and payment, project management, human resources and salary, day-to-day fund management, legal management, confidentiality management process, etc., and periodically followed-up with the rectifications of the problems identified by internal audit. The management and the Audit Committee reviewed the internal control assessment reports, and assessed the effectiveness of the Group's risk management and internal control systems. The scope of the review included the Group's major control and risk management functions, such as financial control, operations control and compliance control.

4. 內部監控

4.1 內部監控目標

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

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

4.2 內部監控

本集團參照COSO (the Committee of Sponsoring Organizations of the Treadway Commission)框架，結合本集團業務管理特色，設計了內部監控系統，並設立了內審部門負責內部監控工作。公司聘請第三方機構每年履行一次內審工作，截至2020年12月31日止年度，集團針對監督與反舞弊、銷售與收款、採購及付款、項目管理、人力資源與薪資、日常資金管理、法務管理、保密管理流程等進行了以風險為導向的內控評價，並定期跟進內控發現的整改完整情況。管理層、審計委員會審閱了內控評價報告，評估了本集團風險管理及內部監控系統的有效性，該審閱涵蓋本集團包括財務監控、運作監控及合規監控等主要監控及風險管理功能。



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As of 31 December 2020, the Board considered that, the Group had carried out internal control's "plan, review, report and follow-up" processes of the close-loop management system, that the Group's risk management and internal control systems were effective and adequate, that the Company's procedures on financial reporting and the compliance of the provisions under the Listing Rules were effective and adequate and that no significant areas of concern that might affect the Group's financial control, operations control, compliance control and risk management functions had been uncovered.

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

4.3 Inside Information

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

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

截至2020年12月31日，董事會認為本集團已執行了內部監控的計劃、檢討、報告、跟進的閉環管理機制，本集團的風險管理及內部監控系統有效及充足，有關財務報告及遵守《上市規則》規定的程序有效，未發現任何可能影響集團財務監控、運作監控、合規監控以及風險管理職能的重要事項。

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

4.3 內幕消息

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

董事會認為公司處理及發佈內幕消息的程序、措施有效。



Environmental, Social and Governance Report

環境、社會及管治報告

I. REPORT DESCRIPTION

This report is prepared by Ruicheng (China) Media Group Limited (the “Company”) in accordance with the requirements of Appendix 27 “Environmental, Social and Governance Reporting Guide” to the Listing Rules of the Hong Kong Stock Exchange for the period from 1 January 2020 to 31 December 2020 (the “Reporting Period”). The report covers the Company and all holding companies (including Beijing Ruicheng, Shanghai Kailun, Xizang Wanmei and Beijing Lingyu) and is published after review and approval by the Board of the Company. The corporate governance of the Company is set out in the section headed “Corporate Governance Report” in this annual report.

II. COMPANY GOVERNANCE

1. ESG Management

The Company takes “creative innovation and entrepreneurial innovation” as its corporate philosophy, “building up the most trusted advertising brand in China” as its mission and “building a bridge between brand and customers” as its vision. Committing to pursuing the core values of “treasure reputation with essence and sincerity”, the Company is striving to pursue harmonious development of the value of corporate, employees, investors and society, actively fulfilling its social obligations to help creating a more friendly and sustainable society.

The Company is committed to the sustainable development of its businesses, and advocates environmental protection and puts emphasis on social responsibility, as well as actively improves and promotes the implementation of the Company’s environmental, social and governance systems, so as to balance the interests of the shareholders, customers and employees; the Company attaches importance to developing its business and fulfilling social responsibilities concurrently. Meanwhile, the Company tries its best to communicate with investors in a timely, in-depth and extensive manner through various methods. The board of directors timely updates the Company’s information in the Company’s website, and discloses relevant information in the media designated by the China Securities Regulatory Commission as soon as possible.

The Company strictly abides by the relevant listing provisions of the Hong Kong Stock Exchange and has established a complete ESG management system, integrating ESG management into the Company’s decision-making process and the daily work of various departments. The board of directors is the highest decision-making body for the Company’s ESG work; it is responsible for determining the Company’s ESG management objectives and overall strategy, assessing ESG-related risks, setting up an effective internal control system, and reviewing and evaluating the Company’s ESG strategies and reporting. The ESG working group organizes the Company’s ESG management work under the overall policy formulated by the board of directors, formulates relevant systems and procedures, maintains and updates the ESG indicator system, and carries out related consulting work. It also guides, facilitates, coordinates and supervises the ESG management work of various departments, and evaluates the effectiveness.

一、報告說明

本報告為瑞誠(中國)傳媒集團有限公司(以下簡稱「本公司」)根據香港聯合交易所上市規則附錄二十七之規定(《環境、社會及管治報告指引》)編製，涵蓋期間由2020年1月1日至2020年12月31日止(報告期)，報告覆蓋本公司及所有控股企業(包括北京瑞誠、上海凱倫、西藏萬美和北京領育)，報告經過本公司董事會審閱及批准後發佈。本公司管治情況載列於本年度報告的《企業管治報告》部分。

二、公司治理

1. ESG管理

本公司以「創意創造，創業創新」為公司理念，以「打造中國最值得信賴的廣告品牌」為願景，「搭建品牌和消費者之間的橋樑」為使命，秉承「以玉為信，至精至誠」的核心價值觀，致力於追求企業價值、員工價值、投資者價值和社會價值的和諧發展，積極倡導和實踐優秀企業行為，注重自身對於社會、環境的影響，積極履行企業的社會責任，助力創造更友好、可持續發展的社會。

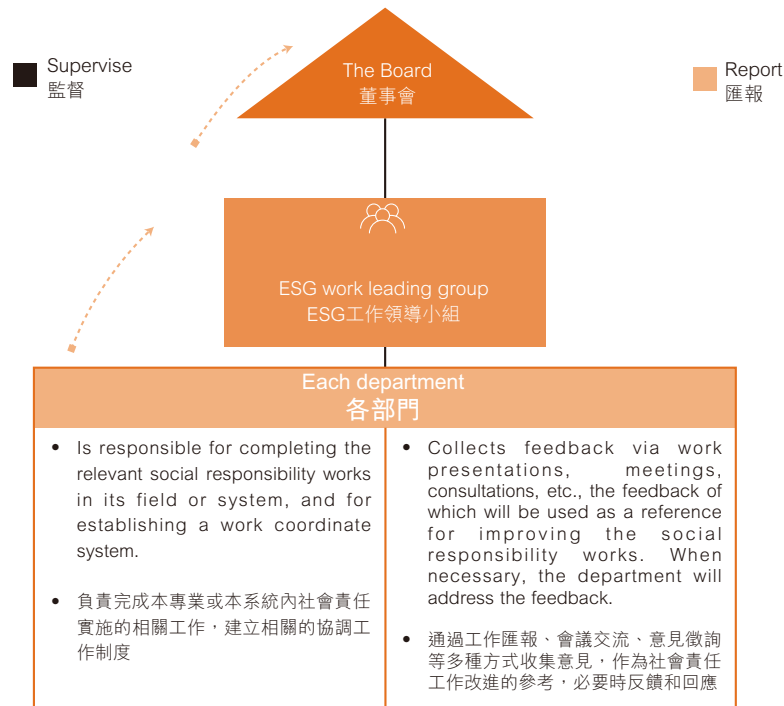
本公司致力於業務的可持續發展，提倡環境保護並關注社會責任的承擔，積極完善並推動本公司環境、社會及管治制度的實施，重視平衡股東、客戶、員工的利益，堅持發展業務與履行社會責任並重。同時，本公司盡可能通過多種方式與投資者及時、深入和廣泛地溝通，董事會通過公司網站及時更新公司動態，並第一時間在中國證監會指定媒體披露相關信息。

本公司嚴格遵守香港聯交所上市相關規定，建立了一套完整的ESG管理體系，將ESG管理融入公司決策進程和各個部門的日常工作中。董事會是公司ESG工作的最高決策機構，負責確定公司ESG管理目標和總體策略，評估ESG相關風險，設立有效的內部監控系統，並對公司的ESG策略及匯報進行審議和評估；ESG工作小組在董事會制定的總體方針下具體組織開展公司的ESG管理工作，制訂相關制度、流程，維護和更新ESG指標體系，開展相關交流、諮詢工作，指導、推進、協調、監督各部門ESG管理工作，並對執行結果進行考核評價。



Environmental, Social and Governance Report

環境、社會及管治報告



2. Compliance operation and risk management

The Company attaches great importance to the establishment of anti-bribery and anti-corruption systems. Based on the country's "Criminal Law", "Company Law", "Anti-Unfair Competition Law" (《反不正當競爭法》), "Guidelines for Compliance Management of Central Enterprise Compliance (Trial)" (《中央企業合規管理指引(試行)》) and other laws and regulations, the Company formulates the "Corporate Ethics Conduct and Ethics Handbook and Code of Conduct" (《公司道德操守和道德手冊及行為守則》) and the "Anti-Corruption and Anti-Bribery Management System" (《反腐敗、反賄賂管理制度》), clearly prohibiting the employees from committing or participating in any form of bribery, extortion, fraud, money laundering and other illegal activities. Under the framework of national laws and regulations and the Company's articles of association, the Company further formulated comprehensive and detailed guidelines for integrity standards, and clarified relevant rewards and punishments; the administration department will regularly audit the anti-corruption situation of various departments. Meanwhile, all the contracts drafted and signed by the Company have anti-corruption clauses, and anti-corruption instructions will be provided to the employees in the induction training and on-the-job training. During the Reporting Period, the Company was not aware of any lawsuits arising from violations of anti-corruption, anti-bribery, anti-fraud, anti-money laundering and other related laws and regulations.

2. 合規運營與風險管理

本公司高度重視反貪污、反腐敗的制度建設，以我國《刑法》《公司法》《反不正當競爭法》《中央企業合規管理指引(試行)》等法律法規為依據，制定了《公司道德操守和道德手冊及行為準則》及《反腐敗、反賄賂管理制度》，明確禁止員工進行或參與任何形式的賄賂、勒索、欺詐及洗錢等非法行為。在國家法律法規和公司章程的框架下，本公司進一步制定了全面詳細的廉政準則，明確了相關獎勵和懲罰辦法，並由行政部定期對各部門的反貪污情況進行審計。同時，所有本公司起草簽訂的合同中均設有反貪污條款，員工入職和定期培訓時會進行反貪污說明。報告期內，本公司並未知悉發生任何違反反貪污、反賄賂、反欺詐及反洗錢等法律法規所引起的訴訟。



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The Company is committed to standardising the Company's risk management system and to promoting the sustainable, healthy and stable development. In the risk management structure, the powers and responsibilities are clearly defined and controlled at all levels. The board of directors is responsible for monitoring the effectiveness of the Company's comprehensive risk management work, for reviewing the Company's annual major risk management plan, and for making effective risk control decisions. The securities department takes the lead in the daily management of risk prevention and control, organising the preparation of a comprehensive risk management annual work plan, and promoting its implementation. It also formulates risk assessment standards and early warning systems, and guides and supervises units to identify and evaluate major risks, thereby improving risk control measures. The Company has established a complete system for identification, evaluation, response and supervision; the securities department and the internal audit department will be responsible for assessing the risk management of each department at least once a year.

3. Communication with stakeholders and identification of important issues

In order to enhance the stakeholders' understanding on the Company, strengthen the transparency of the information disclosure of the Company, improve corporate governance, establish a good corporate image, and maximize the value of the Company and the interests of investors, the Company has been committed to establishing and maintaining multiple communication channels with the stakeholders. The Company's main stakeholders and communication measures include:

本公司致力於規範公司的風險管理制度，促進企業持續、健康、穩定發展。在風險管理結構上，做到權責分明，層層把控。董事會負責監控公司全面風險管理工作的有效性，審定公司年度重大風險管理計劃，做出有效控制風險的決策。證券部牽頭負責風險防控日常工作，組織編製全面風險管理年度工作計劃並推進實施，制定風險評估標準和預警體系，指導監督各單位識別、評估重大、重要風險並完善風險控制措施；在流程上，本公司建立了一套完整的識別、評估、應對、監督體系，並由證券部和內審部對各部門風險管理情況每年至少進行一次評估。

3. 利益相關方溝通及重要議題識別

為了增進利益相關方對公司的瞭解，增強公司信息披露透明度，改善公司治理，樹立良好的企業形象，實現公司價值最大化和投資者利益最大化，本公司一直致力於與利益相關方建立和保持多元溝通渠道。本公司主要的利益相關方及溝通措施包括：



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Stakeholders 利益相關方	Communication channels 溝通渠道	Expectations 期望
Government and regulatory initiatives 政府及監管機構	<ul style="list-style-type: none"> • Study on policy issues and guidance documents • 研習政策發佈及指導性文件 • Participate in training organised by relevant authorities and associations • 參與有關部門、協會組織的培訓 • Seminars and symposiums • 講座及座談會 	<ul style="list-style-type: none"> – Compliance with laws and regulations – 遵守法律法規 – Integrity in the business – 廉潔從業 – Timely and complete information disclosure – 及時完備的信息披露
Shareholders and investors 股東及投資者	<ul style="list-style-type: none"> • Investors' columns • 投資者專欄 • The general meeting of shareholders • 股東大會 • Mailbox • 信箱 • Roadshows • 路演 • Receiving Visitors • 接待來訪 	<ul style="list-style-type: none"> – Continuous improvement on operation performance – 持續的經營業績提升 – Compliance operation management – 合規運營管理 – Timely and complete information disclosure – 及時完備的信息披露
Customers 客戶	<ul style="list-style-type: none"> • Market researches • 市場調研 • Demand analysis • 需求分析 • Point-to-point communication services • 點對點溝通服務 	<ul style="list-style-type: none"> – Improvement on services and product quality – 提高服務及產品質量 – Satisfying customers' diversified needs – 滿足客戶多元化需求
Employees 僱員	<ul style="list-style-type: none"> • Internal meeting • 內部會議 • Face-to-face communication with employees • 與員工面對面交流 • Staff trainings • 員工培訓 	<ul style="list-style-type: none"> – Protection on employees' interests – 維護員工利益 – Caring for employees' health – 關愛員工健康 – Provision of training and learning opportunities – 提供培訓及學習機會 – Reasonable promotion channels and effective performance incentives – 合理的晉陞通道及有效的績效激勵
Business partners 合作夥伴	<ul style="list-style-type: none"> • Centralised meetings • 集中會議 • Daily communication • 日常溝通 	<ul style="list-style-type: none"> – Openness, fairness and justice procurement – 公開、公平、公正採購 – Compliance with contracts and mutual benefits – 信守合約，互利共贏



Environmental, Social and Governance Report

環境、社會及管治報告

In order to further identify the key areas of corporate's practice on environmental, social and governance and information disclosure, in accordance with the requirements on "Environmental, Social and Governance Reporting Guide" the environmental, social and governance working group has identified issues concerned by the environment, society and stakeholders and sorted out the materiality assessment, so as to disclose relevant information on operation management as accurately and comprehensively as possible.

為進一步明確企業環境、社會及管治實踐和信息披露的重點領域，本公司依據香港聯交所《環境、社會及管治報告指引》的要求，由環境、社會及管治工作小組梳理並識別環境、社會及利益相關者關注的議題進行重要性評估，盡可能準確、全面地披露運營管理相關信息。

Scope of "Environmental, Social and Governance Reporting Guide"

《環境、社會及管治報告指引》議題範疇

A. Environment

A. 環境

A1 Emissions

A1 排放物

A2 Use of resources

A2 資源使用

A3 The environment and natural resources

A3 環境及天然資源

A4 Climate change

A4 氣候變化

B. Society

B. 社會

B1 Employment

B1 僱傭

B2 Health and safety

B2 健康與安全

B3 Development and training

B3 發展與培訓

B4 Labour standards

B4 勞工準則

B5 Supply chain management

B5 供應鏈管理

B6 Product responsibility

B6 產品責任

B7 Anti-corruption

B7 反貪污

B8 Community investment

B8 社區投資

Material environmental, social and governance issues of the Company

本公司的重大環境、社會及管治議題

Carbon emissions management

碳排放管理

Green operations, lower energy consumption

綠色運營、降低能源消耗

Compliance with China's laws and regulations

遵守國家法律法規

Green operations

綠色運營

Equal opportunity and diversified employment, employees care

平等及多元化僱傭、員工關愛

Occupational health and staff safety

職業健康及員工安全

Employee development and training

員工培訓與發展

Prohibition of child labour and forced labour

禁止童工及強制性勞工

Open and fair procurement

公開公平採購

Customer services and boycott against false advertisements

客戶服務及抵制虛假廣告

Anti-corruption

反腐倡廉

Community welfare

社區公益



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III. PROMOTING THE SUSTAINABLE DEVELOPMENT OF INDUSTRIAL CHAIN

三、促進產業鏈可持續發展

1. High-quality service

As a leading comprehensive advertising communication services platform in China, the Company owns a professional and mature service system and strives to provide customers with multi-level and extreme marketing communication services:

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

The Company will organise professionals and third-party teams to monitor the advertising process, to archive and file samples and monitoring records, and to evaluate and analyse the effectiveness of advertising placements on a monthly basis. Summarise the project situation after the end of project. When miscasts or missed broadcasts are found, the business teams and monitoring broadcast team will report to the Company at the first place, and negotiate solutions with the media and clients to maximize the protection of customer rights. During the Reporting Period, the Company did not receive any customer complaints.

In addition, the Company highly values customer's privacy protection. On the one hand, it conducts privacy protection when signing contracts with customers. On the other hand, customer's information is encrypted by the Company; no one has the rights to obtain the information without management's approval.

1. 高質量的服務

作為全國領先的綜合型廣告傳播服務平台，本公司擁有專業成熟的服務體系，致力於為客戶提供多層次、極致化營銷傳播服務。

本公司會組織專業人員及第三方團隊對廣告發佈過程進行監控，做好報樣收集和監播記錄的存檔和備案工作，並每月對廣告投放效果進行考評與分析。在重點項目結束後對項目情況進行小結。發現錯播、漏播等問題時，本公司業務團隊與監播團隊會快速將問題反饋給公司，並與媒體和客戶協商解決方案，最大限度保障客戶權益。報告期內本公司未知悉有客戶投訴事項。

此外，本公司重視客戶隱私保護，一方面，在與客戶簽署合同時進行隱私保護的約束，另一方面，客戶信息被本公司加密，非經管理層批准，其他人無權獲取。



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2. Responsible advertising and promotion

The Company strictly abides by the relevant regulations in the “Advertising Law of the PRC” (《中華人民共和國廣告法》) and the “Anti-Unfair Competition Law of the PRC” (《中華人民共和國反不正當競爭法》) and conducts prudent legal and compliance inspections in all aspects of advertising placements.

- The phase of data analysis, marketing strategy planning and solution formulation: to implement the launch plan and advertising law requirements, and remind the employees to avoid compliance risks;
- Content production, delivery and advertising effectiveness evaluation session: to check the content of the advertisement, review whether the advertisement has unreasonable words, false statements, exaggerated facts, and infringements.

If the problems above are found in the advertising process, the Company will communicate with customers and the media in a timely manner to verify and modify the advertising content and make it comply with the requirements of laws and regulations.

Meanwhile, the Company attaches importance on the protection of intellectual property rights, and of the legitimate rights of stakeholders such as portrait rights, copyrights and restrictions on the use of advertisements; it also pays attention to the protection of trademark rights in the process of advertising production and placement. During the Reporting Period, the Company adopted comprehensive measures for intellectual property rights protection.

2. 負責任的廣告及宣傳

本公司嚴格遵循《中華人民共和國廣告法》和《中華人民共和國反不正當競爭法》等法律中的相關規定，對廣告投放的各個環節開展審慎的合法、合規性檢查。

- 數據分析、營銷策略規劃和解決方案制定階段：對投放計劃和廣告法要求進行貫宣，提示員工注意規避合規風險；
- 內容製作、投放和廣告成效評估環節：對廣告內容進行把關，審核廣告有無不合理用詞、虛假陳述、誇大事實和侵權等行為。

若發現廣告投放過程中有上述問題，本公司會及時與客戶和媒體進行溝通，對廣告內容進行核實和修改，使其符合法律法規要求。

同時，本公司注重知識產權保護，注意維護利益相關方的肖像權、著作權和廣告使用限制等合法權益，並在廣告製作和投放過程中注意商標權的維護。報告期內，本公司採取了全面的知識產權保護措施。



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3. Complete supply chain management

Based on the internal rules and regulations such as the "Procurement Management System" (《採購管理制度》) and "Procurement Supplier Management System" (《採購供應商管理制度》), the Company has formulated a strict plan for budget, procurement and settlement to supervise the procurement process. For major procurement projects, the Company will hire professional consulting companies and accounting firms to conduct special audits and report the audit results to the Company's management. The Company strictly controls the sources of suppliers, and inspects and categorizes suppliers based on factors such as their supply quality and credit level, thereby determining procurement methods and formulating reasonable entry and exit mechanisms. In the course of cooperation, the Company conducts dynamic inspection of suppliers' licenses and qualifications, encourages suppliers to assist in raising awareness of environmental protection and social responsibility, and ensures that they comply with the relevant requirements of national policies and regulations.

During the Reporting Period, there were a total of 32 suppliers whom had a supply and sales partnership with the Company. The Company did not receive any major supplier has any significant actual or negative impact on business ethics, environmental protection, human rights and labour measures.

3. 完善的供應鏈管理

在《採購管理制度》和《採購供應商管理制度》等內部規章制度的基礎上，本公司制定了嚴格的預算、採購和結算方案，對採購流程實施監督。對於重大採購項目，本公司會聘請專業的諮詢公司和會計師事務所進行專項審計並向公司管理層報告審計結果。本公司嚴格把控供應商來源，根據供應商的供貨質量和信用水平等因素進行考察和分類、劃分採購方式並制定合理的准入和退出機制。在合作之中，本公司對供應商的證照和資質進行動態核查，鼓勵供貨商協助提升環境保護意識和社會責任感，確保其符合國家政策法規的相關要求。

報告期內，與本公司發生供銷關係的供應商共計32家，未知悉有任何主要供應商對商業道德、環境保護、人權及勞工措施造成任何重大實際或負面的影響。

IV. PRACTISING THE CONCEPT OF GREEN DEVELOPMENT

The Company pays close attention to environmental protection, energy conservation and emission reduction in its daily operations, and strictly abides by the "Environmental Protection Law of the PRC" (《中華人民共和國環境保護法》), "Energy Conservation Law of the PRC" (《中華人民共和國節約能源法》) and other relevant laws and regulations. To reduce the emissions, the Company also complies with the national requirements for the energy conservation and emission reduction, and strives to conserve energy and reduce waste in its operations.

The Company has been committed to facilitating the sustainable development of the businesses for many years. To improve the efficiency of energy use and to urge the employees to conserve energy and reduce emissions, the internal regulations in the employee handbook and the public resource management system stipulate the requirements for the use of paper, electricity, water resources, etc. During the Reporting Period, the Company did not have any major non-compliance in relation to environmental laws and regulations.

四、踐行綠色發展理念

本公司在日常運營過程中注重環境保護和節能減排，嚴格遵循《中華人民共和國環境保護法》和《中華人民共和國節約能源法》等法律法規中的各項規定，認真落實國家節能減排工作要求，在辦公過程中節約能源，減少耗材的使用，努力降低自身排放。

本公司多年來一直致力推動業務的可持續發展，在員工手冊和公共資源管理制度等內部規章中規定了紙張、電力、水資源等的使用要求，提高能源使用效率，並在工作中督促員工做到節能減排。報告期內，本公司未發生任何有關環境法律及法規的重大不合規事件。



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1. Emission reduction

As an advertising sales provider, the major emissions involved in the operation process include greenhouse gas emissions generated during the use of vehicles and sewage and garbage emissions generated during the office operation. various types of emissions, the Company's treatment methods are as follows:

- Greenhouse gas: The Company's greenhouse gas emissions mainly come from direct carbon dioxide emissions generated by the use of company vehicles and indirect carbon dioxide generated by the Company's daily electricity consumption. To advocates green travel, the Company encourages employees to reduce their carbon footprint at work and strictly formulates and implements a system for the use of company vehicles.
- Hazardous waste: The Company is a non-manufacturing enterprise and does not involve the discharge of industrial hazardous waste. As the Company's electronic equipment was not scrapped or discarded during the Reporting Period, and no major hazardous waste was generated, no disclosure would be made.
- Domestic sewage and office waste: The domestic sewage and office waste generated by the Company are classified accordingly and are transferred to the municipal administration for its handling. The Company encourages employees to save water and reduce the use of paper and disposable office items to reduce the discharge of sewage and office waste.

1. 減少排放

本公司作為廣告傳播服務商，在運營過程中涉及到的主要排放物包括車輛使用過程中產生的溫室氣體排放和辦公過程中產生的污水、垃圾排放。對於各類排放物，本公司的處理方法如下：

- 溫室氣體：本公司溫室氣體排放主要來自於公務車輛使用所產生的直接二氧化碳排放和公司日常用電所產生的間接二氧化碳。本公司鼓勵員工低碳辦公，嚴格制定並落實公務車輛使用制度，倡導綠色出行。
- 有害廢棄物：本公司為非製造業企業，不涉及工業有害廢棄物排放，且本公司電子設備在報告期內無報廢、丟棄情況，不產生重大有害廢棄物，故不披露。
- 生活污水、辦公垃圾：本公司產生的生活污水、辦公垃圾均按要求分類，轉運至市政統一處理。本公司鼓勵員工節約用水，減少紙質材料和一次性辦公用品的使用，以減少污水和辦公垃圾的排放。

Disclosure of Emission Information

排放物資料披露

Indicators	指標	Unit	單位	Data for 2020 2020年度數據	Data for 2019 2019年度數據
Greenhouse gas emissions from direct sources	直接排放源的溫室氣體排放量	Tons CO ₂ equivalent	噸CO ₂ 當量	13.00	17.67
Greenhouse gas emissions from indirect sources	間接排放源的溫室氣體排放量	Tons CO ₂ equivalent	噸CO ₂ 當量	33.62	37.38
Total greenhouse gas emissions	溫室氣體總排放量	Tons CO ₂ equivalent	噸CO ₂ 當量	46.62	55.05
Greenhouse gas emission per million RMB revenue	百萬元營業收入溫室氣體排放量	Kg CO equivalent/RMB million	千克CO ₂ 當量/百萬元	104.30	65.05
Total hazardous waste emissions	有害廢棄物排放總量	Tons	噸	N/A	N/A
Total domestic garbage from office operation	辦公生活垃圾排放總量	Tons	噸	6.7	5.9
Garbage emission per million dollars operating income	百萬元營業收入垃圾排放量	Kg/\$million	千克/百萬元	14.99	6.98

Note: The statistical scope of emission data covers the Company and all controlling enterprises;

The calculation method of greenhouse gases adopts the calculation method of the Intergovernmental Panel on Climate Change (IPCC);

The calculation method of total domestic garbage from office is estimated by the per capita discharge.

註：排放物數據的統計範圍覆蓋本公司及所有控股企業；

溫室氣體計算方式採用政府間氣候變化專門委員會(IPCC)的計算方式；

辦公生活垃圾排放總量計算通過人均排放量估算。



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2. Reduce resource consumption

The Company is committed to simplifying the office process, reducing the use of resources during the office operation, and improving the efficiency of the use of resources. The use of the Company's daily resources mainly comes from the waste generated by the use of vehicles and the consumption of resources during the office operation, including the electricity, paper, gasoline and water; there is no use of packaging materials. The management measures include:

- Energy consumption: Paste the electricity saving reminders in prominent places, encourage the employees to turn off some lights during lunch breaks and overtime, and turn off lights and computers when leaving the office; when purchasing electrical appliances, energy consumption is factored in; employees are encouraged to reduce the use of elevators and choose to climb stairs at work; reasonably arrange the use of company vehicles to improve the efficiency.
- Water consumption: Obey uniform arrangements of the property; raise the awareness on water conservation among the employees; use drinking water appropriately; turn off the faucet after use.
- Paper consumption: Use the OA system for online office work to reduce the use of paper; when transmitting information, try to use e-mail as much as possible, instead of printing, photocopying and faxing. When printing, try to reduce line spacing, print on both sides, or use recycled paper.

2. 降低資源消耗

本公司致力於簡化辦公流程，減少辦公過程中的資源使用量，提高資源的使用效率。本公司日常資源使用主要來源於車輛使用產生的廢棄物和辦公過程中的物料消耗，包含使用的電力、紙張、汽油及水，不存在包裝材料的使用。管理舉措包括：

- 用能：在顯著位置黏貼節約用電提示語，倡導員工在午休、加班時關閉部分電燈，離開辦公室時及時關閉電燈和電腦；採購電器用品時均將能耗納入比對考慮範圍；鼓勵員工少使用電梯，選擇爬樓梯上班；合理安排公務用車，提高車輛使用效率。
- 用水：服從物業統一安排；倡導員工樹立節約用水意識，適量取用飲用水、在衛生間用水後及時關閉水龍頭。
- 用紙：使用OA系統在線辦公，減少紙質材料的使用；傳輸信息時，盡量使用電子郵件取代打印、影印和傳真。打印時盡量緊密排版、雙面打印或使用再生紙。

Disclosure of Resource Usage Information

資源使用資料披露

Indicators	指標	Unit	單位	Data for 2020 2020年度數據	Data for 2019 2019年度數據
Gasoline consumption	汽油的消耗量	Litres	升	5,944.86	8,080.62
Electricity consumption	用電量	KWH	KWH	47,226	49,196
Consolidated energy consumption	綜合能源消費量	Tons standard coal equivalent	噸標煤	12.19	14.73
Comprehensive energy consumption per million RMB revenue	百萬元營業收入綜合能耗	Kg standard coal equivalent/RMB million	千克標煤/百萬元	27.27	17.42
Water consumption	用水量	Tons	噸	321.57	48
Water consumption per million RMB revenue	百萬元營業收入綜合耗水量	Kg/RMB million	千克/百萬元	719.41	56.5
Paper consumption	用紙量	Kg	千克	187	285
Packaging materials consumption	包裝材料消耗量	Kg	千克	N/A	N/A

Note: The statistical scope of emission data covers the Company and all controlling enterprises; Among them, due to the Company's relocation in 2019, the water consumption data is only for the second half of the year. One of the water consumption in office area is property managed and is not included in the statistics scope. In 2020, all water consumption in office areas will be uniformly managed by the Company.

註：資源使用數據的統計範圍覆蓋本公司及所有控股企業，其中，2019年因年中公司搬遷，用水量數據統計僅為下半年用量。其中一個辦公區域用水為物業管理，不計入統計範圍。2020年，所有辦公區域用水均由公司統一管理。

The Company values the protection of the ecological environment. As an advertising services provider, scale production process is not involved and the Company does not have business which has a significant impact on the environment and natural resources.

本公司重視生態環境保護，作為廣告銷售服務商，不涉及規模生產流程，無對環境及天然資源有重大影響的業務。



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V. WORK WITH THE EMPLOYEES TO MAKE PROGRESS

To create a comfortable, harmonious and efficient working atmosphere for employees, the Company earnestly fulfills its social responsibilities, attaches importance to corporate culture construction and employee rights protection, cares about employee growth and development, puts great emphasis on employee rights, and actively guides a corporate culture of unity and progress. The Company pays attention to the health and safety of the employees, listens to the employees' individual demands, and has established a sound reward mechanism for employee training, motivation and promotion, so as to maximize benefits and be recognised by the employees and the society.

1. Safeguard employee rights

The Company always puts the employees first and strives to safeguard their rights. In accordance with the "Labor Law of the PRC" (《中華人民共和國勞動法》), "Labor Rights Protection Law" (《勞動者權益保護法》), "Labor Contract Law of the PRC" (《中華人民共和國勞動合同法》) and other laws and regulations, the Company has formulated a series of regulations and rules such as "Employee Handbook", "Company Recruitment System" and "Ruicheng Resignation Management System", which are related to employee entry and resignation, daily work, study and promotion, rest and vacation, etc., and emphasize the protection of employee rights, equal opportunities and anti-discrimination. At the same time, the Company encourages employees to innovate, provides the employees with diverse training, and promotes their all-round development.

As at the end of the Reporting Period, the employment data of the Company is as follows:

Disclosure of Employment Information

Indicator	指標	Unit	單位	Data for 2020 2020年度數據	Data for 2019 2019年度數據
Total employees	員工總數	Persons	人	53	67
Number of female senior management employees	女性高級管理人員數	Persons	人	3	3
Cumulative annual turnover of male employees	年度累計男性員工離職率	%	%	32	38
Cumulative annual turnover of female employees	年度累計女性員工離職率	%	%	30	24

五、攜手員工進步

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

1. 守護員工權益

公司始終把員工放在第一位，力求保障員工的權益。依據《中華人民共和國勞動法》《勞動者權益保護法》《中華人民共和國勞動合同法》等法律法規，公司制定了《員工手冊》《公司招聘制度》和《瑞誠離職管理制度》等一系列規章制度，包含員工入職離職、日常工作、學習晉陞和休息休假等方面，著重強調保障員工權益、機會平等和反歧視。同時，公司鼓勵員工創新，為員工提供多樣的培訓和交流機會，促進員工全面發展。

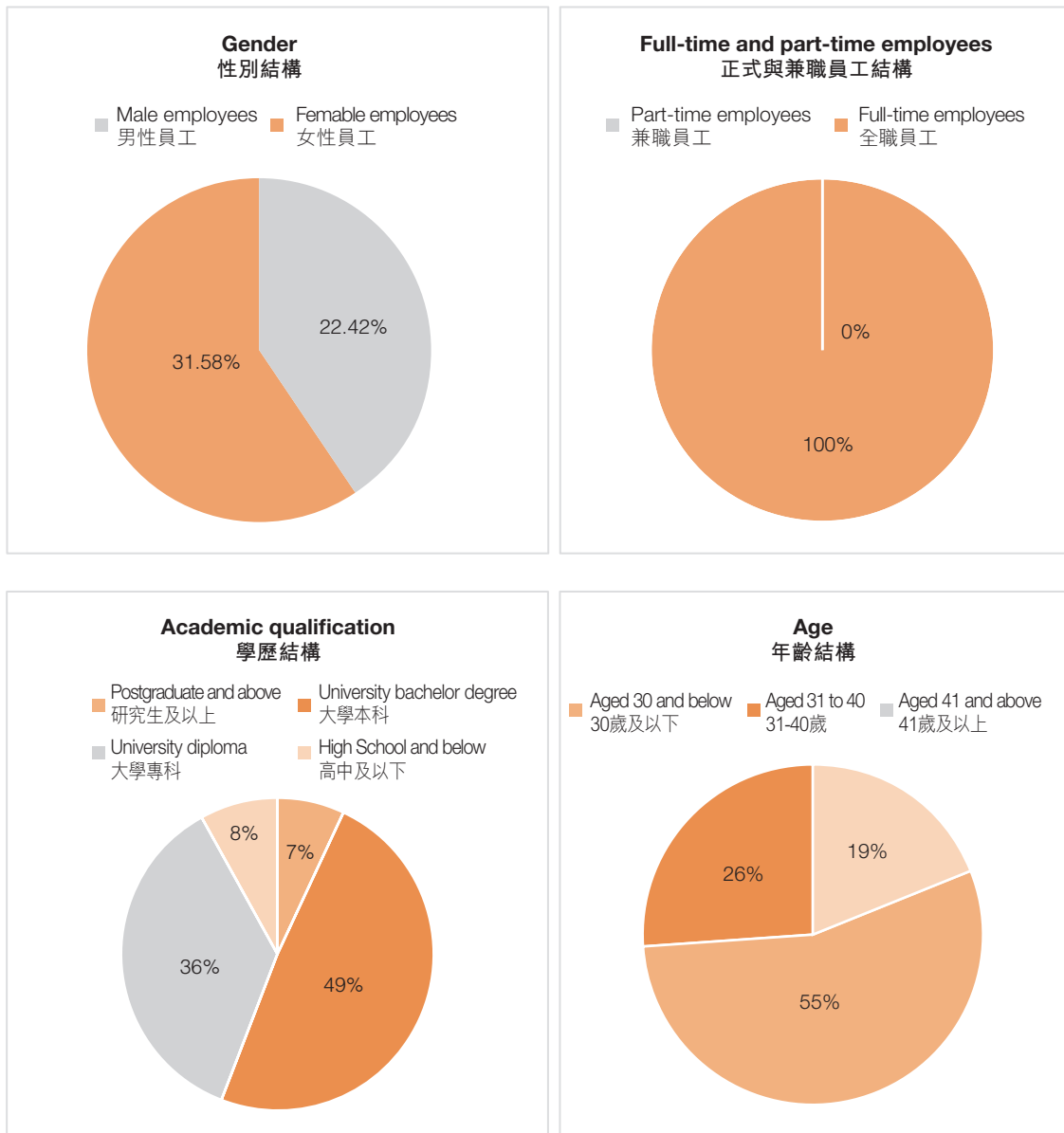
報告期內，本公司員工數據如下：

僱傭情況披露



Environmental, Social and Governance Report

環境、社會及管治報告



To eliminate the use of child labor and forced labor, the Company strictly abides by the "Labor Law of the PRC" (《中華人民共和國勞動法》), "Workers' Rights Protection Law" (《勞動者權益保護法》), "Law on the Protection of Rights and Interests of Women and Children of the PRC" (《中華人民共和國婦女兒童權益保護法》) and other laws and regulations that protect the rights and interests of workers, and carries out recruitment activities through the human resources department strictly in accordance with laws and regulations, as well as reviews employee information carefully. During the Reporting Period, the Company had a total of 2 lawsuits due to employment issues.

本公司嚴格遵守《中華人民共和國勞動法》《勞動者權益保護法》《中華人民共和國婦女兒童權益保護法》等保護勞動者權益的法律法規，堅持依法依規經人力資源部開展招聘活動，仔細審核員工信息，堅決杜絕使用童工和強制勞工等現象。在報告期內，公司因僱傭問題共發生2件訴訟案件。



Environmental, Social and Governance Report

環境、社會及管治報告

To safeguards the rights of the employees, the Company employs and dismisses employees under strict approval procedures in accordance with the "Company Recruitment System" and "Ruicheng Resignation Management System". As of the end of the Reporting Period, the Company's employee turnover rate was 31%, of which the annual turnover rate of male employees was 32% and the annual turnover rate of female employees was 30%.

The Company strives to establish a fair and just evaluation and remuneration system and inspection and evaluation process, which fully reflects the relationship between income and effort. The Company promotes equality among employees, treats employees of different genders, ethnicities, ages and cultural backgrounds fairly, and prevents workplace discrimination and workplace sexual harassment. During the Reporting Period, there were no child labour or forced labour cases happened.

2. Ensure the safety and health of employees

The Company pays great attention to the health and safety of employees. In accordance with the "Regulations on Work-Related Injury Insurance" (《工傷保險條例》) and the "Occupational Disease Prevention and Treatment Law of the PRC" (《中華人民共和國職業病防治法》), the Company pays five insurances and one housing fund for the employees, and regularly organises medical examinations for employees. In addition, the Company is committed to providing employees with a safe working environment, to setting up necessary fire-fighting and medical facilities in the office area, and to regularly conducting inspections for potential safety hazards. As far as the Company knows, there were no potential risks of occupational diseases mentioned therein; there were also no significant health and safety incidents and fatalities happened.

The Company pays attention to the employees' demands for rest and vacation, formulates flexible and reasonable arrangements for annual leave, wedding leave, pregnancy, maternity leave and other holidays, and reasonably adjusts the vacation time according to the needs of the employees or other force majeure factors.

本公司嚴格依照《公司招聘制度》和《瑞誠離職管理制度》，按規定流程對員工進行聘用和解聘，堅持嚴格審批，維護員工權益。截至報告期末，本公司員工流失比率為31%，其中男員工年度流失比率為32%，女員工年度流失比率為30%。

本公司著力建立公平公正的考核和薪資體系和考察考評流程，充分體現收入與付出的關係。公司促進員工平等，公平對待不同性別、民族、年齡和文化背景的員工，防止職場歧視和職場性騷擾的發生。報告期內，本公司未發生童工或強制勞工案件。

2. 保障員工安全與健康

本公司關心員工的健康與安全，按照《工傷保險條例》和《中華人民共和國職業病防治法》規定，為員工繳納五險一金，並定期為員工進行體檢。此外，本公司致力為員工提供安全的工作環境，在辦公區域配置必要的消防、醫療設施，並定期對安全隱患進行排查。在已知範圍內，並未出現內所提及的職業病潛在風險，未發生重大健康、安全事故，無人員發生傷亡。

本公司關注員工對於休息休假的訴求，制定靈活合理的年假、婚假、孕期、產假等假期安排，並根據員工的需求或其它不可抗力因素合理調整休假時間。

Disclosure of health and safety information

健康與安全信息披露

Indicator	指標	Unit	單位	Data for 2020 2020年度數據	Data for 2019 2019年度數據
Number of death due to work injury	因工亡故人數	Persons	人	0	0
Proportion of death due to work injury	因工亡故比例	%	%	0	0
Number of workday recorded loss due to work injury	因工損失工作日數	Persons-days	人/天	0	0



Environmental, Social and Governance Report

環境、社會及管治報告

1. Care for employee development

The Company pays attention to the training and development of the employees, and attaches importance to the personalised management on the employees' development. In order to stimulate the employees' work potential, the Company has formulated a complete training and promotion system and fair and just performance appraisal methods to help employees continuously improve their skills and abilities, thereby meeting the demand for the development of cross-disciplinary talents.

To help the employees quickly understand the Company's situation, familiarize themselves with the working environment, and get into the work zone, the Company divides employee training into three modes: induction training, pre-job training and on-the-job training. The employees' horizons will be widened during work; they will absorb more advanced management elements, operation models, advanced ideas and industry knowledge. The Company also regularly holds media promotion meetings, Internet media training, departmental training sessions, new product presentations, new policy interpretation meetings, etc., to order to help the employees grasp the latest industry information in a timely manner, understand the latest policy trends, and improve their capabilities.

During the Reporting Period, the data of Company's internal trainings are as follows:

Disclosure of internal training

Indicator	指標	Unit	單位	Data for 2020 2020年度數據	Data for 2019 2019年度數據
Training rate of male employees	男性員工培訓率	%	%	65	100
Training rate of female employees	女性員工培訓率	%	%	64	100
Number of training sessions	培訓期數	Session	期	67	25
Number of trainees	培訓人次	Persons	人	728	521

1. 關懷員工發展

本公司關注員工的培養和發展，重視員工發展前景的個性化管理。為激發員工的工作潛能，本公司制定了完善的培訓、晉陞體系和公平公正的績效考評辦法，幫助員工不斷提升自身的技能和素養，從而滿足複合型人才的发展需求。

本公司將員工培訓分為入職培訓、崗前培訓和在職培訓三種模式，幫助員工在入職後快速瞭解公司情況、熟悉工作環境、進入工作狀態；在工作過程中拓展視野，吸收更多先進管理元素、操作模式、先進思想和行業知識。公司內部亦定期舉行媒體推介會、互聯網媒體培訓、部門培訓會和新產品宣講會、新政策解讀會等，幫助員工及時掌握行業前沿信息，瞭解最新政策動向，從而提高員工的業務能力。

報告期內，本公司內部培訓情況如下：

員工培訓資料披露



Environmental, Social and Governance Report

環境、社會及管治報告

VI. PROSPECTS

In 2020, the Company actively responded to the impacts of the COVID-19 pandemic and made timely and appropriate adjustments to the Company's business and structure. Meanwhile, the Company abided by various ESG regulations of the Hong Kong Stock Exchange, adhered to the concept of sustainable development, and actively bore various social responsibilities. While sticking to its sustainable development goals and social responsibilities, the Company hopes to continuously restore and expand the Company's various businesses in the future, safeguarding the rights and interests of the stakeholders.

First of all, the Company strives to continuously strengthen environmental, social and governance management under the normalisation of pandemic prevention and control. The Company explores more efficient resource utilisation methods, strengthens the board of directors' participation in the decision-making of sustainable development issues, and refines the employees training and guidance to establish a more efficient operation system and mechanism.

Then, the Company will strive to strengthen communication with various stakeholders, continue to optimize communication mechanisms, improve problem solving process, and ensure its legitimate business operation and compliance.

Finally, the Company will continue to assume environmental and social responsibilities and fulfill the relevant obligations; it will also improve its environmental management charter and break down the work and the assignment of powers and responsibilities; it will continue to provide the employees with timely and systematic training, to improve the training quality, and to protect employees' rights; it is committed to making greater contributions to the society and to promoting benefit sharing and mutual development.

六、未來展望

2020年，本公司積極應對新冠肺炎疫情的衝擊，適時適度對公司業務和結構進行調整。同時，公司遵守香港聯交所各項ESG規定，堅持可持續發展理念，積極承擔各項社會責任。在未來，本公司希望持續恢復和拓展公司的各項業務，同時兼顧自身可持續發展和社會責任，保護利益相關方權益。

首先，本公司力求在疫情防控常態化的背景下繼續強化環境、社會及管治管理工作，探索更加高效的資源利用方式，加強董事會在可持續發展事項決策中的參與，並細化對員工的培訓和引導工作，建立更加高效的運作體系和機制。

其次，本公司將努力加強與各利益相關方之間的交流，繼續優化溝通機制，完善問題處置辦法，保障公司合法合規運營。

最後，本公司將繼續承擔環境層面和社會層面的責任，履行相關義務。不斷完善公司環境管理章程，細化工作和權責分配；持續為員工提供及時、系統的培訓，提高培訓質量，保障員工的權利；致力於為社會公益做出更大的貢獻，推動利益共享，共同發展。



Directors' Report

董事會報告

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

GLOBAL OFFERING

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

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

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

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

PRINCIPAL RISKS AND UNCERTAINTIES

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

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

董事會欣然提呈本集團於報告期的年報及經審核綜合財務報表。

全球發售

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

主要業務活動及業務回顧

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

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

主要風險及不明朗因素

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

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



Directors' Report

董事會報告

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

ENVIRONMENTAL POLICIES AND PERFORMANCE

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

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

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

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

The Group had complied with all relevant PRC laws and regulations in all material respects including the Advertising Law of the PRC, Interim Measures for the Administration of Internet Advertising and the Company Laws of PRC during the Reporting Period. The Group has obtained all requisite licenses, permits and certificates necessary to conduct the operations in material respects from relevant PRC regulatory authorities.

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

CORPORATE GOVERNANCE

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

- (iv) 本集團廣告服務的毛利率可能出現波動；及

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

環境政策及表現

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

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

遵守相關法律及法規

本集團不斷更新相關法律及法規的規定。

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

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

企業管治

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



Directors' Report

董事會報告

RELATIONSHIP WITH KEY PARTIES

Relationship with Employees

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

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

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

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

Relationship with Suppliers

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

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

與主要人士的關係

與僱員的關係

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

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

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

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

與供應商的關係

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

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



Directors' Report

董事會報告

Relationship with Customers

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

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

MAJOR CUSTOMERS AND SUPPLIERS

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

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

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

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

GROUP FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on page 165 of this annual report.

RESULTS AND APPROPRIATIONS

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

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

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

The Board did not recommend the payment of a final dividend for the year ended 31 December 2020 (2019: Nil).

與客戶的關係

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

有關我們主要客戶的進一步詳情，請參閱「董事會報告—主要客戶及供應商」一節。

主要客戶及供應商

於報告期間，有關本集團主要客戶及供應商應佔銷售及收益成本的資料如下：

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

24.80%
60.32%

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

24.65%
59.37%

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

本集團財務概要

本集團過去五個財政年度的業績及資產及負債概要載列於本年報第 165 頁。

業績及分配

本集團於報告期內的業績及本集團於該日的財務狀況載列於本年報的綜合財務報表。

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

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

董事會不建議派付截至 2020 年 12 月 31 日止年度的末期股息 (2019 年：無)。



Directors' Report

董事會報告

SUBSIDIARIES OF THE COMPANY

Particulars of the Company's subsidiaries as at 31 December 2020 are set out in note 33 to the consolidated financial statements.

PROPERTY AND EQUIPMENT

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

BANK AND OTHER BORROWINGS

Particulars of bank and other borrowings of the Group as at 31 December 2020 are set out in note 24 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the Reporting Period and as at 31 December 2020 are set out in note 25 to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Company during the Reporting Period are set out in note 34 to the consolidated financial statements and in the consolidated statement of changes in equity on page 90 and page 91 of this annual report.

As at 31 December 2020, The distributable reserves of the Company available for distribution amounted to approximately RMB87,571,000.

CHARITABLE DONATIONS

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

DIRECTORS

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

Executive Directors

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

Independent non-executive Directors

Mr. Zhao Gang (*resigned and with effect from 1 January 2021*)
Mr. Li Xue
Mr. How Sze Ming
Mr. Wu Ke (*appointed and with effect from 1 January 2021*)

本公司附屬公司

於 2020 年 12 月 31 日，本公司附屬公司的詳情載列於綜合財務報表附註 33。

物業及設備

本年度內，本集團物業及設備的變動詳情載列於綜合財務報表附註 15。

銀行及其他借款

於 2020 年 12 月 31 日，本集團銀行及其他借款的詳情載列於綜合財務報表附註 24。

股本

於報告期內及於 2020 年 12 月 31 日，本公司股本的變動詳情載列於綜合財務報表附註 25。

儲備

於報告期內，本公司儲備的變動詳情載列於本年報綜合財務報表附註 34 及第 90 頁及 91 頁綜合權益變動表。

截至 2020 年 12 月 31 日，本公司可供分派的可分派儲備約為人民幣 87,571,000 元。

慈善捐贈

於報告期內，本集團未作出任何慈善捐贈。

董事

於報告期內及直至本年報日期期間任職之董事為：

執行董事

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

獨立非執行董事

趙剛先生，（於 2021 年 1 月 1 日辭任）
李雪先生
侯思明先生
吳科先生（於 2021 年 1 月 1 日獲委任）



Directors' Report

董事會報告

Mr. Zhao Gang resigned as independent non-executive Director of the Company with effect from 1 January 2021 due to his intention to devote more time to personal commitments. Mr. Zhao has confirmed that he does not have any disagreement with the Board and there are no other matters related to his resignation that need to be brought to the attention of the Shareholders.

In accordance with article 112 of the Articles of Association, Mr. Wu Ke who was appointed as an independent non-executive director on 1 January 2021, shall hold office until the first general meeting and shall then be eligible for re-election. Mr. Wu Ke being eligible will offer himself for re-election at the 2021 AGM.

In accordance with articles 108 of the Articles of Association, Mr. Li Xue and Mr. How Sze Ming will retire at the 2021 AGM, being eligible, will offer themselves for re-election at the 2021 AGM.

Mr. Li Xue, Mr. How Sze Ming and Mr. Wu Ke, are being eligible, will offer themselves for re-election at the 2021 AGM.

DIRECTORS AND SENIOR MANAGEMENT

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

CHANGE IN THE INFORMATION OF THE DIRECTORS

Mr. Zhao Gang resigned from his position as an Independent Non-executive Director with effect from 1 January 2021 due to his intention to devote more time to personal commitments. Mr. Wu Ke has been appointed as an Independent Non-executive director of the Company with effect from 1 January 2021.

Mr. How Sze Ming has resigned as an independent non-executive director of Shanghai Zendai Property Limited (stock code: 755) on 11 January 2021.

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

DIRECTOR'S SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

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

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

由於趙剛先生擬投入更多時間於個人事務，彼已辭任本公司獨立非執行董事，自2021年1月1日起生效。趙先生已確認，彼與董事會概無任何意見分歧，且概無有關彼辭任之其他事宜須提請股東垂注。

根據組織章程細則第112條，吳科先生(於2021年1月1日獲委任為獨立非執行董事)將任職至首屆股東大會為止，屆時將合資格重選連任。吳科先生符合資格於2021年股東週年大會上重選連任。

根據組織章程細則第108條，李雪先生及侯思明先生將於2021年股東週年大會上退任，並合資格於2021年股東週年大會上重選。

李雪先生、侯思明先生及吳科先生將合資格於2021年股東週年大會上重選連任。

董事及高級管理層

本公司董事及高級管理人員的履歷詳情載列於本年報「董事及高級管理人員」一節。

董事資料變動

由於趙剛先生擬投入更多時間於個人事務，彼已辭任本公司獨立非執行董事，自2021年1月1日起生效。吳科先生已獲委任為本公司獨立非執行董事，自2021年1月1日起生效。

侯思明先生已於2021年1月11日辭任上海証大房地產有限公司(股份代號：755)獨立非執行董事。

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

董事服務合約及委任函

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

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



Directors' Report

董事會報告

None of the Directors has entered into, or has proposed to enter into, a service contract with us (excluding contracts expiring or determinable by the employer within one year without the payment of compensation other than statutory compensation).

INDEPENDENCE OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS

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

EMOLUMENT POLICY AND LONG-TERM INCENTIVE SCHEMES

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

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

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

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

概無董事與我們訂立或擬訂立任何服務合約(不包括於一年內屆滿或僱主可於一年內終止而毋須支付賠償(法定賠償除外)的合約)。

獨立非執行董事的獨立性

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

薪酬政策及長期獎勵計劃

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

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

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

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



Directors' Report

董事會報告

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

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

As at 31 December 2020, the Group employed a total of 53 full-time employees (31 December 2019: 67). Compared with the total number of employees in 2019, the number of employees in 2020 has not changed significantly, and the total number of employees of the Company has remained relatively stable.

During the Reporting Period, the relevant staff costs amounted to approximately RMB13,568,000 (2019: approximately RMB18,701,000). For details, please refer to note 10 to the financial statements of this annual report.

RETIREMENT BENEFIT SCHEME

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

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

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

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

FIVE HIGHEST PAID INDIVIDUALS

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

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

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

非執行董事的薪酬按照投放的時間和承擔的責任釐定，彼等收取的袍金包括：

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

於2020年12月31日，本集團共僱用53名全職員工(2019年12月31日：67名)。相較於2019年的全體人員數量，2020年的人員變化數量不大，本公司總人數較為穩定。

於報告期內，有關僱員的成本約為人民幣13,568,000元(2019年：約為人民幣18,701,000元)。詳情載於本年報財務報表附註10。

退休福利計劃

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

本集團管理的退休福利計劃詳情載列於財務報表附註26。

董事與高級管理人員的薪酬

於報告期間，董事及高級管理層的薪酬詳情載列於財務報表附註11。

五名最高薪人士

於報告期間，本集團五名最高薪酬人士的酬金詳情載列於財務報表附註12。

董事於重大交易、安排或合約的權益

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



Directors' Report

董事會報告

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURE

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

MANAGEMENT CONTRACTS

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

INDEMNITY AND DIRECTORS' LIABILITIES INSURANCE

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

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

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

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

As at 31 December 2020, the interests and/or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (as defined in Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise should be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 of the Listing Rules were as follows:

董事購買股份或債券證之權利

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

管理合約

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

彌償條文及董事責任保險

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

董事及控股股東於競爭業務的權益

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

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債權證之權益及淡倉

於 2020 年 12 月 31 日，本公司的董事及主要行政人員於本公司及其相聯法團(定義見證券及期貨條例第 XV 部)的股份、相關股份及債權證中擁有根據證券及期貨條例第 352 條須存置的登記冊所記錄的權益及／或淡倉，或根據上市規則附錄十所載標準守則須另行知會本公司及聯交所的權益及／或淡倉如下：



Directors' Report

董事會報告

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

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

Notes:

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

附註：

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

(b) Interest in the shares of an associated corporation

Name of Director 董事姓名	Name of associate corporation 相聯法團名稱	Nature of interest and capacity 權益性質
Mr. Feng Xing 馮興先生	Beijing Lingyu 北京領育	Beneficial interest 實益權益

Save as disclosed above, as at 31 December 2020, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations as defined under Part XV of the SFO which would have to be notified to the Company and the Stock Exchange as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise should be notified to the Company and the Stock Exchange pursuant to the Model Code.

(b) 於相聯法團股份的權益

Amount of registered capital held (RMB) 所持註冊資本金額 (人民幣元)	Approximate percentage of shareholding 股權概約百分比
70,000 (Long position)	7%
70,000 (好倉)	7%

除上文所披露者外，於2020年12月31日，概無董事或本公司主要行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有任何根據證券及期貨條例第352條須登記於由本公司存置的登記冊內的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。



Directors' Report

董事會報告

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

As at 31 December 2020, so far as is known to the Directors, as recorded in the register required to be kept by the Company under Section 336 of the SFO, the following persons (other than the Directors and the chief executives of the Company) or companies had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange in accordance with Divisions 2 and 3 of Part XV of the SFO:

主要股東於股份及相關股份中之權益及淡倉

於2020年12月31日，就董事所深知，根據本公司按照證券及期貨條例第336條存置的登記冊內所記錄，以下人士(本公司董事或最高行政人員除外)或本公司於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司及聯交所披露的權益或淡倉：

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

Notes:

附註：

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

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



Directors' Report

董事會報告

Save as disclosed above, as at 31 December 2020, the Directors was not aware of any other persons (other than the Directors or the chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company which were required to be disclosed to the Company and the Stock Exchange in accordance with Divisions 2 and 3 of Part XV of the SFO, or which were required to be entered in the register kept by the Company under section 336 of the SFO.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES

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

TAX RELIEF AND EXEMPTION

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

SHARE OPTIONS

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

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

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

除上文所披露者外，於2020年12月31日，董事並不知悉任何其他人士（本公司董事或主要行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露的權益或淡倉，或根據證券及期貨條例第336條須記錄於由本公司存置的登記冊內。

購買、出售或贖回本公司股份

本公司或其任何附屬公司於報告期間概無購買、出售或贖回本公司任何證券。

稅務減免

董事並不知悉任何因股東持有本公司證券而享有的稅務減免。

購股權

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

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

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



Directors' Report

董事會報告

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

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



Directors' Report

董事會報告

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

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

As at 31 December 2020, there was no option outstanding, granted, cancelled, exercised or lapsed.

EQUITY-LINKED AGREEMENTS

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

CONNECTED TRANSACTION

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

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

MATERIAL LITIGATION AND ARBITRATION

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

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

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

於2020年12月31日，概無尚未行使、已授出、已註銷、已行使或失效的購股權。

權益相關協議

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

關連交易

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

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

重大訴訟及仲裁

於本報告日期，本集團並無任何未決或待決重大訴訟及仲裁。



Directors' Report

董事會報告

SUFFICIENCY OF PUBLIC FLOAT

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

PRE-EMPTIVE RIGHTS

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

SUBSEQUENT EVENTS AFTER THE REPORTING PERIOD

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

ANNUAL GENERAL MEETING

The Annual General Meeting ("AGM") of the Company will be held on Thursday, 3 June 2021. The notice of AGM will be sent to Shareholders in due course.

CLOSURE OF REGISTER OF MEMBERS

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

For the purpose of determining shareholders who are entitled to attend and vote at the AGM to be held on Thursday, 3 June 2021, the register of members of the Company will be closed from Friday, 28 May 2021 to Thursday, 3 June 2021, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 27 May 2021.

充足的公眾持股量

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

優先認購權

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

報告期後事件

自年結日起至本年報日期，並無重大報告期後事項。

股東週年大會

本公司的股東週年大會（「股東週年大會」）將於2021年6月3日（星期四）舉行。股東週年大會通告將於適當時候寄發予股東。

暫停辦理股份過戶登記

本公司將於以下期間暫停辦理股份過戶登記：

為確定有權出席將於2021年6月3日（星期四）舉行之股東週年大會並於會上投票之股東身分，本公司將自2021年5月28日（星期五）至2021年6月3日（星期四）（包括首尾兩日）暫停辦理股份過戶登記手續，該期間內，概不辦理任何股份過戶手續。為符合資格出席股東週年大會並於會上投票，所有股份過戶文件連同相關股票須不遲於2021年5月27日（星期四）下午四時三十分送交本公司的香港股份過戶登記分處香港中央證券登記有限公司（地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖）以辦理登記手續。



Directors' Report

董事會報告

AUDITOR

Deloitte Touche Tohmatsu has resigned as the auditor of the Company with effect from 26 November 2020.

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

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

AUDIT COMMITTEE

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

By Order of the Board

Ruicheng (China) Media Group Limited
Li Na
Chairlady
Hong Kong

31 March 2021

核數師

德勤•關黃陳方會計師行已辭任本公司核數師，自2020年11月26日起生效。

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

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

審核委員會

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

承董事會命

瑞誠(中國)傳媒集團有限公司
李娜
主席
香港

2021年3月31日



Independent Auditors' Report

獨立核數師報告



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

信永中和(香港)

會計師事務所有限公司

香港銅鑼灣

希慎道33號利園一期43樓

TO THE SHAREHOLDERS OF RUICHENG (CHINA) MEDIA GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

致瑞誠(中國)傳媒集團有限公司各股東

(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of Ruicheng (China) Media Group Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") set out on pages 87 to 163, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 1 to the consolidated financial statements, which indicates that the Group has relatively low level of bank balances and cash and short-term bank deposit of approximately RMB1,072,000 and RMB16,700,000 respectively compared to bank and other borrowings which is repayable within one year of approximately RMB75,511,000 as at 31 December 2020. These conditions, along with other matters as set forth in note 1 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

意見

吾等已審核載於第87至163頁之瑞誠(中國)傳媒集團有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)之綜合財務報表，此綜合財務報表包括於2020年12月31日之綜合財務狀況表與截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

吾等認為，綜合財務報表已按照國際會計準則理事會(「國際會計準則理事會」)頒佈之國際財務報告準則(「國際財務報告準則」)真實而公平地反映 貴集團於2020年12月31日之綜合財務狀況以及其截至該日止年度之綜合財務表現及綜合現金流量，並已按照香港公司條例之披露規定妥為編製。

意見基礎

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

有關持續經營的重大不確定性

吾等務請垂注綜合財務報表附註1，當中顯示 貴集團於2020年12月31日的銀行結餘及現金及短期銀行存款分別相對較低，分別約為人民幣1,072,000元及人民幣16,700,000元，而須於一年內償還的銀行及其他借款則約為人民幣75,511,000元。該等狀況以及綜合財務報表附註1所載的其他事項顯示存在重大不確定性，可能對 貴集團持續經營之能力構成重大疑慮。吾等就此事宜的意見並無修訂。



Independent Auditors' Report

獨立核數師報告

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

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

Refer to note 17a to the consolidated financial statements and the accounting policies on pages 112 to 116.

The key audit matter	How the matter was addressed in our audit
As at 31 December 2020, the carrying amount of trade receivables, net of loss allowance for ECL, was approximately RMB318,985,000 which accounted for approximately 80% of total current assets. Loss allowance for ECL in respect of trade receivables of approximately RMB13,635,000 has been recognised for the year ended 31 December 2020.	Our audit procedures were designed to assess the management estimation on ECL of trade receivables and challenge the reasonableness of the significant judgements and estimates, including use of significant unobservable inputs adopted in the ECL estimation by the management and the independent valuer.
The ECL on trade receivables are estimated by the management using a provision matrix based on the Group's historical credit loss experience, and forward looking information at the end of the reporting period.	We have also assessed the appropriateness of the methodology and reviewed the inputs data used with reference to the latest available general economic data and the repayment record against the Group's historical trends and credit loss experience.
Independent valuer was engaged by the management for the ECL estimations of trade receivables as at 31 December 2020.	
We have identified loss allowance for ECL of the trade receivables as a key audit matter in view of the significance of the carrying amount of trade receivables and the ECL estimation performed by the management and independent valuer involved significant judgements and estimates.	

關鍵審核事項

關鍵審核事項是根據吾等的專業判斷，認為對本年度綜合財務報表之審核最為重要之事項。這些事項是在對綜合財務報表整體進行審核並形成意見的背景下來進行處理的，吾等不對此等事項提供單獨的意見。除有關持續經營的重大不確定性一節所述事項外，吾等已將以下事項釐定為關鍵審核事項，以載入本報告內。

貿易應收款項預期信貸虧損（「預期信貸虧損」）的虧損撥備

請參閱綜合財務報表附註17a及第112至116頁所載會計政策。

關鍵審核事項	吾等的審核如何對關鍵審核事項進行處理
於2020年12月31日，貿易應收款項賬面值（扣除預期信貸虧損的虧損撥備）約為人民幣318,985,000元，佔流動資產總值約80%。貿易應收款項預期信貸虧損的虧損撥備約人民幣13,635,000元已於截至2020年12月31日止年度確認。	吾等的審核程序旨在評估管理層對貿易應收款項預期信貸虧損之估算及質疑重大判斷及估計的合理性，包括管理層及獨立估值師於預期信貸虧損估算中採用之重大不可觀察輸入數據。
貿易應收款項預期信貸虧損乃由管理層根據貴集團過往信貸虧損經驗及於報告期末之前瞻性資料使用撥備矩陣進行估計。	吾等亦已評估有關方法之適當性，並已參考最新可得之整體經濟數據及相比貴集團過往趨勢及信貸虧損經驗之還款記錄審閱使用之輸入數據。
管理層委聘獨立估值師估算於2020年12月31日之貿易應收款項預期信貸虧損。	
鑒於貿易應收款項賬面值的重要性及管理層及獨立估值師進行的預期信貸虧損估算涉及重大判斷及估計，吾等已將貿易應收款項預期信貸虧損的虧損撥備列為關鍵審核事項。	



Independent Auditors' Report

獨立核數師報告

OTHER MATTER

The consolidated financial statements of the Group for the year ended 31 December 2019 were audited by another auditor who expressed an unmodified opinion in those statements on 24 April 2020.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF DIRECTORS OF THE COMPANY AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

其他事項

貴集團截至2019年12月31日止年度的綜合財務報表由另一核數師審核，該核數師於2020年4月24日就該等報表發表未經修訂意見。

其他資料

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

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

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

貴公司董事及審核委員會就綜合財務報表須承擔之責任

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

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

審核委員會須負責監督貴集團之財務申報流程。



Independent Auditors' Report

獨立核數師報告

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.
- Conclude on the appropriateness of the Company's directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

核數師就審核綜合財務報表須承擔之責任

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

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

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



Independent Auditors' Report

獨立核數師報告

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

- 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 Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

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

SHINEWING (HK) CPA Limited

Certified Public Accountants

Lee Shun Ming

Practising Certificate Number: P07068

Hong Kong
31 March 2021

核數師就審核綜合財務報表須承擔之責任(續)

- 評價綜合財務報表之整體列報方式、結構及內容，包括披露，以及綜合財務報表是否中肯反映相關交易及事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足、適當之審核憑證，以便對綜合財務報表發表意見。吾等負責集團審核的方向、監督和執行。吾等為審核意見承擔全部責任。

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

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

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

發出本獨立核數師報告之核數工作合夥人是李順明先生。

信永中和(香港)會計師事務所有限公司

執業會計師

李順明

執業證書編號：P07068

香港
2021年3月31日



Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

		Notes 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Revenue	收益	5	446,993	845,820
Cost of revenue	收益成本		(406,694)	(738,992)
Gross profit	毛利		40,299	106,828
Other income, gains and losses	其他收入、收益及虧損	6	10,369	14,088
Selling and marketing expenses	銷售及營銷開支		(9,726)	(15,098)
Administrative expenses	行政開支		(14,016)	(14,248)
Finance costs	融資成本	7	(8,519)	(7,576)
Impairment losses of financial assets	金融資產減值虧損	8	(14,031)	(8,942)
Listing expenses	上市開支		—	(18,918)
Profit before tax	除稅前溢利		4,376	56,134
Income tax expenses	所得稅開支	9	(1,550)	(19,830)
Profit and total comprehensive income for the year	年內溢利及全面收益總額	10	2,826	36,304
Profit (loss) and total comprehensive income (expense) attributable to:	應佔溢利(虧損)及全面收益(開支)總額：			
– Owners of the Company	— 本公司擁有人		2,844	36,282
– Non-controlling interests	— 非控股權益		(18)	22
			2,826	36,304
EARNINGS PER SHARE	每股盈利	14		
Basic (RMB)	基本(人民幣)		0.71 cents 0.71港仙	11.59 cents 11.59港仙
Diluted (RMB)	攤薄(人民幣)		0.71 cents 0.71港仙	11.59 cents 11.59港仙



Consolidated Statement of Financial Position

綜合財務狀況表

		Notes 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property and equipment	物業及設備	15	1,814	5,234
Intangible assets	無形資產		33	38
Deferred tax assets	遞延稅項資產	16	6,291	2,789
Long-term deposit	長期按金	17a	152	303
			8,290	8,364
Current assets	流動資產			
Drama series production in progress	製作中電視劇	18	7,100	–
Trade receivables, prepayments and other receivables	貿易應收款項、預付款項及其他應收款項	17a	343,142	443,700
Trade receivables backed by bills	票據質押的貿易應收款項	17b	–	38,000
Amounts due from related parties	應收關聯方款項	32	300	2,819
Contract assets	合約資產	19	21,079	6,498
Loan receivable	應收貸款	20	9,726	12,579
Short-term bank deposit	短期銀行存款	21	16,700	–
Bank balances and cash	銀行結餘及現金	21	1,072	68,034
			399,119	571,630
Total assets	資產總值		407,409	579,994
Capital and reserves	股本及儲備			
Share capital	股本	25	3,578	3,578
Reserves	儲備		213,621	210,777
Equity attributable to owners of the Company	本公司擁有人應佔權益		217,199	214,355
Non-controlling interests	非控股權益		124	142
Total equity	權益總額		217,323	214,497



Consolidated Statement of Financial Position

綜合財務狀況表

		Notes 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	27	307	2,464
Other borrowings	其他借款	24	50,000	–
			50,307	2,464
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	22	46,260	240,535
Tax payables	應付稅項		15,140	20,120
Contract liabilities	合約負債	23	2,001	2,392
Bank and other borrowings	銀行及其他借款	24	75,511	98,349
Lease liabilities	租賃負債	27	867	1,637
			139,779	363,033
Total liabilities	負債總額		190,086	365,497
Total equity and liabilities	權益及負債總額		407,409	579,994

The consolidated financial statements on pages 87 to 163 were approved and authorised for issue by the board of directors on 31 March 2021 and are signed on its behalf by:

第87至163頁的綜合財務報表已獲董事會於2021年3月31日批准及授權刊發，並由下列董事代表簽署：

Leng, Xuejun
冷學軍
Director
董事

Feng, Xing
馮興
Director
董事



Consolidated Statement of Changes in Equity

綜合權益變動表

		Attributable to owners of the Company 本公司擁有人應佔								
		Paid-in capital/ Share capital 實繳資本／ 股本	Share premium 股份溢價	Merger reserve 合併儲備	Capital reserve 資本儲備	Statutory reserve 法定儲備	Retained profits 保留溢利	Total 總計	Non- controlling interests 非控股權益	Total equity 權益總額
		RMB'000 人民幣千元 (Note (i)) (附註(i))	RMB'000 人民幣千元	RMB'000 人民幣千元 (Note (iii)) (附註(iii))	RMB'000 人民幣千元 (Note (vi)) (附註(vi))	RMB'000 人民幣千元 (Note (ii)) (附註(ii))	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2019	於2019年1月1日	80,800	-	-	(39,291)	6,548	39,754	87,811	120	87,931
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	-	-	36,282	36,282	22	36,304
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	-	2,260	(2,260)	-	-	-
Issue of new shares (Note 25 (i), (ii) and (iii))	發行新股份 (附註25(i)、(ii)及(iii))	70	2,000	-	-	-	-	2,070	-	2,070
Adjustment arising from the Group Reorganisation (Note iii)	本集團重組引致的調整 (附註iii)	(80,800)	-	90,734	(9,934)	-	-	-	-	-
Deemed distribution as part of the Group Reorganisation (Note iv)	作為本集團重組一部分的視作分派 (附註iv)	-	-	-	(2,017)	-	-	(2,017)	-	(2,017)
Distribution to the owners (Note v)	分派予擁有人 (附註v)	-	-	-	(1,239)	-	-	(1,239)	-	(1,239)
Issue of shares under the Loan Capitalisation (Note 25 (vi))	根據貸款資本化發行的股份 (附註25(vi))	-	1,777	-	-	-	-	1,777	-	1,777
Issue of share under the Global Offering (Note 25 (vii))	根據全球發售發行的股份 (附註25(vii))	894	111,225	-	-	-	-	112,119	-	112,119
Transaction costs attributable to issue of new ordinary shares	發行新普通股應佔交易成本	-	(22,448)	-	-	-	-	(22,448)	-	(22,448)
Issue of shares under the Capitalisation Issue (Note 25 (viii))	根據資本化發行發行的股份 (附註25(viii))	2,614	(2,614)	-	-	-	-	-	-	-
At 31 December 2019	於2019年12月31日	3,578	89,940	90,734	(52,481)	8,808	73,776	214,355	142	214,497
Profit (loss) and total comprehensive income (expense) for the year	年內溢利(虧損)及全面收益(開支)總額	-	-	-	-	-	2,844	2,844	(18)	2,826
At 31 December 2020	於2020年12月31日	3,578	89,940	90,734	(52,481)	8,808	76,620	217,199	124	217,323



Consolidated Statement of Changes in Equity

綜合權益變動表

Notes:

- (i) The share capital as at 1 January 2019 and 31 December 2019 represents the share capital of Beijing Ruicheng Advertising Co., Ltd.* (北京瑞誠廣告有限公司) ("Beijing Ruicheng") and the share capital of the Company as at 31 December 2020.
- (ii) In accordance with the articles of association of the subsidiaries established in the People's Republic of China (the "PRC") and relevant PRC laws and regulations, these subsidiaries are required to transfer at least 10% of their profit after tax, which is determined in accordance with the PRC accounting rules and regulations, to a statutory reserve (including the general reserve fund and enterprise expansion fund, where appropriate). Transfer to this statutory reserve is subject to the approval of the respective board of directors, and is discretionary when the balance of such fund has reached 50% of the registered capital of the respective company. Statutory reserve can only be used to offset accumulated losses or to increase capital of the relevant subsidiaries.
- (iii) On 27 March 2019, Qingdao Ruicheng Jiaye Advertising Co., Ltd.* (青島瑞誠嘉業廣告有限公司) ("Qingdao Ruicheng Jiaye") acquired the entire equity interest in Beijing Ruicheng with the consideration of RMB2 million when the then net assets value of Beijing Ruicheng was RMB92,734,000. The difference amount of RMB90,734,000 was credit to merger reserve and the then issued capital of Beijing Ruicheng of RMB80,800,000 was transferred to capital reserve upon the completion of the reorganisation.
- (iv) On 1 March 2019, Ruicheng (Hong Kong) Media Co., Ltd. ("Ruicheng HK") and the then shareholders of Qingdao Ruicheng Jiaye entered into an equity transfer agreement, pursuant to which, the entire equity interest in Qingdao Ruicheng Jiaye was transferred from the then shareholders of Qingdao Ruicheng Jiaye to Ruicheng HK at an aggregate consideration of HKD2,353,000 (equivalent to RMB2,017,000). The relevant registration procedure in respect of such transfer was completed on 7 March 2019. The then shareholders of Qingdao Ruicheng Jiaye received cash consideration of HKD2,330,000 (equivalent to RMB1,997,000) based on their proportion of investment amount in April 2019, the remaining consideration of HKD23,000 (equivalent to RMB20,000) due to Mr. Soon Ao ("Mr. Soon") was settled in May 2019.
- (v) On 21 December 2018, pursuant to an shareholders' resolution, Beijing Ruicheng is demerged into two companies, namely Beijing Ruicheng and Beijing Yuehe Management Consulting Co., Ltd. ("Beijing Yuehe")* (北京悅和管理諮詢有限公司). Beijing Yuehe, a company controlled by Ms. Wang, will obtain a building and assume a liability directly associated with the building from Beijing Ruicheng. Since Beijing Yuehe is established on 2 April 2019, as at 31 December 2018, the Directors determined the building and the liability should be treated as asset classified as held for distribution to owners and liability associated with the asset classified as held for distribution to owners, respectively.
- As at 31 December 2018, the net carrying amounts of the building and the liability were amounted to RMB2,243,000 and RMB980,000, respectively.
- After Beijing Yuehe was established, the building and the liability were distributed to owners in April 2019 of which the net carrying amounts of the building and the liability were amounted to RMB2,189,000 and RMB950,000, respectively. The net amount of RMB1,239,000 from the distribution was debited to capital reserve.
- (vi) Capital reserve represents i) the difference between the consideration paid for the acquisition of additional equity interests in subsidiaries and the carrying value of the additional equity interests of the subsidiaries acquired; ii) the difference between the consideration received for the disposal of equity interests in subsidiaries and the carrying value of the disposed equity interests of the subsidiaries; (iii) the difference between capital contribution from an owner of the Group and paid-in capital; (iv) adjustment arising from the Group Reorganisation in note (iii); (v) deemed distribution as part of the Group Reorganisation in note (iv); and (vi) distribution to the former owners of the Group's subsidiary.
- * English name is for identification purpose only

附註:

- (i) 於2019年1月1日及2019年12月31日的股本指北京瑞誠廣告有限公司(「北京瑞誠」)的股本及本公司於2020年12月31日的股本。
- (ii) 根據於中華人民共和國(「中國」)成立的附屬公司的公司章程細則及中國有關法律及規則,該等附屬公司須按中國會計準則及制度,轉撥不少於除稅後溢利的10%作為法定儲備(當中包括一般儲備及企業發展基金,倘適用)。轉撥至該法定儲備需經個別公司董事會的批准,直至該法定儲備餘額已達到個別公司註冊資本的50%時可酌情處理。法定儲備只可用於相關附屬公司抵銷累計虧損或增加資本。
- (iii) 於2019年3月27日北京瑞誠的資產淨值為人民幣92,734,000元時,青島瑞誠嘉業廣告有限公司(「青島瑞誠嘉業」)以代價人民幣2百萬元收購北京瑞誠全部股權。重組完成後,差額人民幣90,734,000元計入合併儲備而北京瑞誠當時已發行資本人民幣80,800,000元轉撥至資本儲備。
- (iv) 於2019年3月1日,瑞誠(香港)傳媒有限公司(「瑞誠香港」)及青島瑞誠嘉業當時的股東訂立一份股權轉讓協議,據此,青島瑞誠嘉業當時股東於青島瑞誠嘉業的全部股權轉讓予瑞誠香港,總代價為2,353,000港元(相當於人民幣2,017,000元)。就轉讓進行的相關登記程序已於2019年3月7日完成。青島瑞誠嘉業當時的股東按其於2019年4月的投資額比例收取現金代價2,330,000港元(相當於人民幣1,997,000元),應付孫傲先生(「孫先生」)的其餘代價23,000港元(相當於人民幣20,000元)隨後於2019年5月結清。
- (v) 於2018年12月21日,根據一項股東決議案,北京瑞誠分立為兩間公司,即北京瑞誠及北京悅和管理諮詢有限公司(「北京悅和」)。北京悅和(由王女士控制的公司)將自北京瑞誠取得一棟樓宇及承擔與該樓宇直接相關的負債。由於北京悅和在2019年4月2日成立,於2018年12月31日,董事決定樓宇及負債應分別視作分類為持分派予擁有人的資產及與分類為持分派予擁有人的資產相關的負債。
- 於2018年12月31日,樓宇及負債的賬面淨值分別為人民幣2,243,000元及人民幣980,000元。
- 北京悅和成立後,該樓宇及負債於2019年4月分派予擁有人,其中該樓宇的賬面淨值及負債分別為人民幣2,189,000元及人民幣950,000元。該分派的淨額人民幣1,239,000元已計入資本儲備。
- (vi) 資本儲備指i)收購附屬公司額外股權已付代價與已收購附屬公司額外股權賬面值之差額;ii)出售附屬公司股權已收代價與出售附屬公司股權賬面值之差額;iii)本集團擁有人出資與實繳資本之差額;iv)附註(iii)所述本集團重組產生的調整;v)視作分派(作為附註(v)所述本集團重組的一部分);及(vi)分派予本集團附屬公司原擁有人。
- * 英文名稱僅供識別。



Consolidated Statement of Cash Flows

綜合現金流量表

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
OPERATING ACTIVITIES	經營活動		
Profit before tax	除稅前溢利	4,376	56,134
Adjustments for:	就以下各項作出調整：		
Amortisation of intangible assets	無形資產攤銷	5	5
Depreciation of property and equipment	物業及設備折舊	1,434	2,512
Depreciation of asset classified as held for sale	分類為持作出售的資產折舊	-	54
Interest income	利息收入	(1,223)	(1,147)
Finance costs	融資成本	8,519	7,576
Write-off of a deposit paid	撇銷已付按金	943	-
Write-off of a property and equipment	撇銷物業及設備	267	-
Government grants	政府補助	(9,726)	(6,307)
Imputed interest income on other receivable	其他應收款項估算利息收入	(470)	-
Loss on disposal of property and equipment	出售物業及設備虧損	-	187
Fair value loss on financial asset at fair value through profit or loss ("FVTPL")	按公允值計入損益(「按公允值入損益」)的金融資產公允值虧損	-	(2,594)
Impairment losses of financial assets	金融資產減值虧損	14,031	8,942
Gain on early termination of a lease	提早終止租約的收益	(11)	(1,100)
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量	18,145	64,262
Decrease (increase) in trade receivables, prepayments and other receivables	貿易應收款項、預付款項及其他應收款項減少(增加)	87,648	(224,272)
Increase in drama series production in progress	製作中電視劇增加	(7,100)	-
Increase in financial assets at FVTPL	按公允值計入損益的金融資產增加	-	(11,765)
Increase in contract assets	合約資產增加	(14,697)	(6,536)
(Decrease) increase in contract liabilities	合約負債(減少)增加	(391)	644
(Decrease) increase in trade and other payables	貿易及其他應付款項(減少)增加	(156,464)	107,773
Cash used in operations	經營所用現金	(72,859)	(69,894)
Interest paid	已付利息	(5,219)	(4,840)
Guarantee fee paid	已付擔保費	(1,880)	(2,368)
Income tax paid	已付所得稅	(10,032)	(11,371)
NET CASH USED IN OPERATING ACTIVITIES	經營活動所用現金淨額	(89,990)	(88,473)
INVESTING ACTIVITIES	投資活動		
Placement of the short-term bank deposit	存入短期銀行存款	(16,700)	-
Advance to related parties	向關聯方墊款	(30)	(100)
Purchases of property and equipment	購買物業及設備	(24)	(702)
Repayment from related parties	關聯方還款	2,549	12,131
Interest received	已收利息	1,223	1,147
Refund of rental deposits	租賃按金退款	151	401
Payments for rental deposits	租賃按金付款	-	(303)
NET CASH (USED IN) FROM INVESTING ACTIVITIES	投資活動(所用)所得現金淨額	(12,831)	12,574



Consolidated Statement of Cash Flows

綜合現金流量表

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
FINANCING ACTIVITIES	融資活動		
New bank and other borrowings raised	籌集的新增銀行及其他借款	129,511	99,458
Receipts from government grants	收取政府補助	9,726	6,307
Repayments of bank and other borrowings	償還銀行及其他借款	(102,349)	(85,000)
Repayment of lease liabilities	償還租賃負債	(1,029)	(1,950)
Repayment to related parties	償還予一位關聯方	-	(5,030)
Advances from Ms. Wang Lei ("Ms. Wang")	自王蕾女士(「王女士」)收取的墊款	-	11,777
Repayments to Ms. Wang	償還予王女士	-	(10,000)
Deemed distribution as part of the Group Reorganisation	作為本集團重組一部分的視作分派	-	(2,017)
Issuance of new shares	發行新股份	-	2,070
Issue of shares under the Global Offering	根據全球發售發行股份	-	112,119
Payments of transaction costs of issue of new ordinary shares	支付發行新普通股的交易成本	-	(20,548)
NET CASH FROM FINANCING ACTIVITIES	融資活動所得現金淨額	35,859	107,186
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物(減少)增加淨額	(66,962)	31,287
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於1月1日的現金及現金等價物	68,034	36,747
CASH AND CASH EQUIVALENTS AT 31 DECEMBER, REPRESENTED BY BANK BALANCES AND CASH	於12月31日的現金及現金等價物，表示為銀行結餘及現金	1,072	68,034



Notes to Consolidated Financial Statements

綜合財務報表附註

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

1.1 General information

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

The address of the Company’s registered office is 190 Elgine Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands and the principal place of business is Room 201, 2/F, Building C1, Phase II, Dongyi International Media Industrial Park, No. 8 Gaojing Culture Park Road, Chaoyang District, Beijing, the People’s Republic of China (the “PRC” or “China”).

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

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

1.2 Group reorganisation, basis of preparation and presentation of consolidated financial statements

In preparation for the proposed listing of the Company’s shares on the Main Board of the Stock Exchange, the entities comprising the Group underwent a group reorganisation (the “Reorganisation”) as described below. Ms. Wang Lei (“Ms. Wang”) has historically been controlling the entities now comprising the Group (the “Controlling Shareholder”). Prior to the Reorganisation, Ms. Wang owned approximately 55% equity interest in Beijing Ruicheng Advertising Co., Ltd.* (北京瑞誠廣告有限公司) (“Beijing Ruicheng”).

The Reorganisation comprised the following steps:

- On 7 December 2018, Qingdao Ruicheng Jiaye Advertising Co., Ltd.* (青島瑞誠嘉業廣告有限公司) (“Qingdao Ruicheng Jiaye”) was incorporated as a company with limited liability in the PRC. Ms. Wang owned as to approximately 54.4% equity interest in Qingdao Ruicheng Jiaye.
- On 25 December 2018, Mr. Soon, as purchaser and Ms. Wang, as vendor, entered into a sale and purchase agreement, pursuant to which Mr. Soon acquired 1% equity interest in Qingdao Ruicheng Jiaye. After such transfer, Qingdao Ruicheng Jiaye became a sino-foreign joint enterprise.

1. 一般資料、集團重組以及綜合財務報表的編製及呈列基準

1.1 一般資料

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

本公司註冊辦事處地址為190 Elgine Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands及主要營業地點為中華人民共和國(「中國」)北京市朝陽區高井文化園路8號東億國際傳媒產業園二期C1號樓2層201室。

本公司為一間投資控股公司，而其附屬公司主要從事於中國提供廣告服務。

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

1.2 集團重組以及綜合財務報表的編製及呈列基準

為籌備本公司股份於聯交所主板的建議上市，本集團旗下實體已進行下文所述集團重組(「重組」)。王蕾女士(「王女士」)過往一直控制本集團現時旗下實體(「控股股東」)。於重組前，王女士擁有北京瑞誠廣告有限公司(「北京瑞誠」)約55%的股權。

重組包括以下步驟：

- 於2018年12月7日，青島瑞誠嘉業廣告有限公司(「青島瑞誠嘉業」)在中國註冊成立為有限責任公司。王女士擁有青島瑞誠嘉業約54.4%的股權。
- 於2018年12月25日，孫先生(作為買方)與王女士(作為賣方)訂立一份買賣協議，據此，孫先生收購青島瑞誠嘉業1%的股權。轉讓完成後，青島瑞誠嘉業成為中外合資企業。



Notes to Consolidated Financial Statements

綜合財務報表附註

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

1.2 Group reorganisation, basis of preparation and presentation of consolidated financial statements (Continued)

3. On 15 January 2019, the Company was incorporated as an exempted company with limited liability under the laws of the Cayman Islands with an authorised share capital of Hong Kong dollars ("HKD") 380,000 divided into 38,000,000 Shares of par value of HKD0.01 each. On 25 January 2019, 4,398,800 shares were allotted and issued to Yingheng Co., Ltd. ("Yingheng"), a British Virgin Island ("BVI") company wholly owned by Ms. Wang. Upon such allotment, the Company was indirectly owned as to approximately 54.4% by Ms. Wang.
4. On 28 January 2019, Ruicheng Media Co., Ltd. ("Ruicheng BVI") was incorporated as a limited liability company under the laws of BVI with an authorised shares capital of United States Dollars ("USD") 5 divided into 50,000 shares of par value of USD0.0001 each. On the same date, 100 shares in Ruicheng BVI was allotted and issued to the Company at par value. After such allotment, Ruicheng BVI was wholly owned by the Company.
5. On 21 February 2019, Ruicheng (Hong Kong) Media Co., Limited ("Ruicheng HK") was incorporated as a company with limited liability under the laws of Hong Kong. On the same day, 100 shares in Ruicheng HK was allotted and issued to Ruicheng BVI. After such allotment, Ruicheng HK was wholly owned by Ruicheng BVI.
6. On 1 March 2019, Ruicheng HK, as purchaser, and the then shareholders of Qingdao Ruicheng Jiaye, as vendor, entered into a sale and purchase agreement, pursuant to which Ruicheng HK acquired the entire equity interest in Qingdao Ruicheng Jiaye at an aggregate consideration of HKD2,353,000 (equivalent to approximately RMB2,017,000). After such transfer completed on 7 March 2019, Qingdao Ruicheng Jiaye became a wholly foreign owned enterprise and wholly owned by Ruicheng HK.
7. On 19 March 2019, Qingdao Ruicheng Jiaye and the then shareholders of Beijing Ruicheng entered into a series of equity transfer agreements, pursuant to which, the entire equity interest in Beijing Ruicheng was transferred from the then shareholders of Beijing Ruicheng to Qingdao Ruicheng Jiaye at a consideration of RMB2 million. Such transfer was completed on 27 March 2019. After such transfer, Beijing Ruicheng became a wholly-owned subsidiary of Qingdao Ruicheng Jiaye.

1. 一般資料、集團重組以及綜合財務報表的編製及呈列基準(續)

1.2 集團重組以及綜合財務報表的編製及呈列基準(續)

3. 於2019年1月15日，本公司根據開曼群島法例註冊成立為獲豁免有限責任公司，法定股本為380,000港元（「港元」），分為38,000,000股每股面值0.01港元的股份。於2019年1月25日，有4,398,800股股份獲配發及發行予由王女士全資擁有的英屬維京群島（「英屬維京群島」）公司盈恒有限公司（「盈恒」）。配發完成後，本公司由王女士間接擁有約54.4%。
4. 於2019年1月28日，瑞誠傳媒有限公司（「瑞誠英屬維京群島」）根據英屬維京群島法律註冊成立為有限責任公司，法定股本為5美元（「美元」），分為50,000股每股面值0.0001美元的股份。同日，瑞誠英屬維京群島按面值向本公司配發及發行100股股份。配發完成後，瑞誠英屬維京群島由本公司全資擁有。
5. 於2019年2月21日，瑞誠（香港）傳媒有限公司（「瑞誠香港」）根據香港法例註冊成立為有限責任公司。同日，瑞誠香港向瑞誠英屬維京群島配發及發行100股股份。配發完成後，瑞誠香港由瑞誠英屬維京群島全資擁有。
6. 於2019年3月1日，瑞誠香港（作為買方）及青島瑞誠嘉業當時的股東（作為賣方）訂立一份買賣協議，據此，瑞誠香港收購青島瑞誠嘉業的全部股權，總代價為2,353,000港元（相當於約人民幣2,017,000元）。轉讓於2019年3月7日完成後，青島瑞誠嘉業成為外商獨資企業，並由瑞誠香港全資擁有。
7. 於2019年3月19日，青島瑞誠嘉業與北京瑞誠當時股東訂立一系列股權轉讓協議，據此，北京瑞誠當時股東將北京瑞誠的全部股權轉讓予青島瑞誠嘉業，代價為人民幣2百萬元。有關轉讓已於2019年3月27日完成。於轉讓後，北京瑞誠成為青島瑞誠嘉業的全資附屬公司。



Notes to Consolidated Financial Statements

綜合財務報表附註

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

1.2 Group reorganisation, basis of preparation and presentation of consolidated financial statements (Continued)

Upon completion of the Reorganisation on 27 March 2019, the Company has become the holding company of the companies now comprising the Group by interspersing the Company, Ruicheng Media Co., Ltd, Ruicheng HK and Qingdao Ruicheng Jiaye between the Controlling Shareholder and Beijing Ruicheng. The Group comprising of the Company and its subsidiaries resulting from the Reorganisation is regarded as a continuing entity, accordingly, the consolidated financial statements has been prepared as if the Company had always been the holding company of the Group.

1.3 Going concern

Notwithstanding that the Group has relatively low level of bank balances and cash and short-term bank deposit of approximately RMB1,072,000 and RMB16,700,000 respectively compared to bank and borrowings which is repayable within one year of approximately RMB75,511,000 as at 31 December 2020 and operating cash outflows of approximately RMB89,990,000 for the year ended 31 December 2020, the consolidated financial statements have been prepared on a going concern basis as the directors of the Company are satisfied that the liquidity of the Group can be maintained in the coming year taking into consideration of the following matters:

- (i) The Group will be able to obtain available financing from banks through successful negotiations for extension or renewal of those existing bank borrowings of RMB70,000,000 that are repayable within 1 year from the end of the reporting period.
- (ii) The directors of the Company will continue to take active measures to control costs through various channels including human resources optimisation and also speed up the collection from settlement of trade receivables to improve operating cash flows and its financial position.

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

1. 一般資料、集團重組以及綜合財務報表的編製及呈列基準(續)

1.2 集團重組以及綜合財務報表的編製及呈列基準(續)

於2019年3月27日重組完成後，通過於控股股東與北京瑞誠之間加入本公司、瑞誠傳媒有限公司、瑞誠香港及青島瑞誠嘉業，本公司成為了本集團現時旗下公司的控股公司。因重組而由本公司及其附屬公司組成的本集團被視為持續實體，因此綜合財務報表乃按猶如本公司始終為本集團的控股公司而編製。

1.3 持續經營業務

儘管較截至2020年12月31日須於一年內償還的銀行借款約人民幣75,511,000元及截至2020年12月31日止年度經營現金流出約人民幣89,990,000元相比，本集團銀行結餘及現金及短期銀行存款維持較低水平分別約人民幣1,072,000元及人民幣16,700,000元，綜合財務報表已按持續經營基準編製，因本公司董事考慮到以下事項後信納本集團可於來年維持資金流動性：

- (i) 本集團將能夠通過成功協商延長或續新現有銀行借款人民幣70,000,000元(須自報告期末起一年內償還)從銀行獲得可用融資。
- (ii) 本公司董事將繼續採取積極措施，透過各種渠道控制成本，包括優化人力資源及加快自結清貿易應收款項中收回款項，以改善經營現金流量及其財務狀況。

編製持續經營基準的綜合財務報表之有效性取決於本公司董事所採取措施而獲得的成功及有利結果，以及上述措施的結果。故本公司董事認為本集團將能產生足夠資金並於可預見未來履行到期之財務責任。因此，綜合財務報表已根據持續經營基準編製，並不包括倘本集團未能持續經營而可能須就非流動資產及非流動負債確認撥備或變現及重新分類而作出的任何調整。



Notes to Consolidated Financial Statements

綜合財務報表附註

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

1.3 Going concern (Continued)

Should the Group fail to achieve the above mentioned plans and measures, it might not be able to continue operating as a going concern, and adjustments would have to be made to restate the values of the assets to their recoverable amounts, to provide for any further liabilities which might arise and to classify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these potential adjustments have not been reflected in the consolidated financial statements.

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS(S)")

In the current year, the Group has applied, for its first time, the Amendments to References to the Conceptual Framework in International Financial Reporting Standards ("IFRSs") and the following amendments to IFRSs issued by the International Accounting Standards Board (the "IASB") which are effective for the Group's financial year beginning 1 January 2020:

Amendments to IFRS 3	Definition of a Business
Amendments to IAS 1 and IAS 8	Definition of Material
Amendments to IFRS 9, IAS 39 and IFRS 7	Interest Rate Benchmark Reform

The application of the Amendments to References to the Conceptual Framework in IFRSs and the amendments to IFRSs in the current year has had no material effect on the Group's financial performance and positions for the current and prior periods and/or on the disclosures set out in these consolidated financial statements.

1. 一般資料、集團重組以及綜合財務報表的編製及呈列基準

1.3 持續經營業務(續)

倘本集團未能實現上述計劃及措施，其可能無法繼續持續經營，並可能須作出調整，以將資產的價值重列至可收回金額，為任何可能產生之其他負債作出撥備以及將非流動資產及非流動負債分別分類為流動資產及流動負債。該等潛在調整之影響並未反映於綜合財務報表中。

2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)

於本年度，本集團首次應用由國際會計準則理事會(「國際會計準則理事會」)頒佈於2020年1月1日開始的本集團財政年度生效的提述國際財務報告準則(「國際財務報告準則」)概念框架修訂本及下列國際財務報告準則修訂本：

國際財務報告準則第3號修訂本	業務之定義
國際會計準則第1號及國際會計準則第8號修訂本	重大之定義
國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號修訂本	利率基準改革

於本年度應用提述國際財務報告準則概念框架修訂本及國際財務報告準則修訂本並無對本集團於本期間及過往期間的財務表現及狀況及/或該等綜合財務報表所載披露事項產生重大影響。



Notes to Consolidated Financial Statements

綜合財務報表附註

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS(S)”) (CONTINUED)

New and amendments to IFRSs issued but not yet effective

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

IFRS 17	Insurance Contracts and related Amendments ¹
Amendments to IFRS 3	Reference to Conceptual Framework ³
Amendments to IFRS 9, IAS 39 and IFRS 7, IFRS 4 and IFRS 16	Interest Rate Benchmark Reform – Phase 2 ¹
Amendment to IFRS 16	COVID-19 – Related Rent Concessions ⁵
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
Amendments to IAS 1	Classification of Liabilities as Current or Non-current ⁴
Amendments to IAS 1	Disclosure of Accounting Policies ⁴
Amendments to IAS 8	Definition of Accounting Estimates ⁴
Amendments to IAS 16	Property, plant and Equipment: Proceeds before Intended Use ³
Amendments to IAS 37	Onerous Contracts – Cost of Fulfilling a Contract ³
Amendment to IFRSs	Annual Improvements to IFRSs 2018 – 2020 cycle ³

¹ Effective for annual periods beginning on or after 1 January 2021.

² Effective for annual periods beginning on or after a date to be determined.

³ Effective for annual periods beginning on or after 1 January 2022.

⁴ Effective for annual periods beginning on or after 1 January 2023.

⁵ Effective for annual periods beginning on or after 1 June 2020.

The directors of the Company anticipate that the application of the above new and amendments to IFRSs will have no material impact on the results and the financial position of the Group.

2. 應用新訂及經修訂國際財務報告準則（「國際財務報告準則」）（續）

已頒佈但尚未生效的新訂及經修訂國際財務報告準則
本集團並無提早採納以下已頒佈但尚未生效的新訂及經修訂國際財務報告準則：

國際財務報告準則第17號	保險合約及相關修訂 ⁴
國際財務報告準則第3號修訂本	提述概念框架 ³
國際財務報告準則第9號、國際會計準則第39號、國際財務報告準則第7號、國際財務報告準則第4號及國際財務報告準則第16號修訂本	利率基準改革 – 第二階段 ¹
國際財務報告準則第16號修訂本	COVID-19相關的租金優惠 ⁵
國際財務報告準則第10號及國際會計準則第28號修訂本	投資者與其聯營公司或合營企業之間的資產出售或注資 ²
國際會計準則第1號修訂本	負債的流動或非流動分類 ⁴
國際會計準則第1號修訂本	會計政策的披露 ⁴
國際會計準則第8號修訂本	會計估計的定義 ⁴
國際會計準則第16號修訂本	物業、廠房及設備：擬定用途前之所得款項 ³
國際會計準則第37號修訂本	虧損性合約－履行合約之成本 ³
國際財務報告準則修訂本	對2018年至2020年週期之國際財務報告準則的年度改進 ³

¹ 於2021年1月1日或之後開始的年度期間生效

² 於待定期限或之後開始的年度期間生效

³ 於2022年1月1日或之後開始的年度期間生效

⁴ 於2023年1月1日或之後開始的年度期間生效

⁵ 於2020年6月1日或之後開始的年度期間生效

本公司董事預期應用上述新訂及國際財務報告準則修訂本將不會對本集團業績及財務狀況產生重大影響。



Notes to Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair values at the end of each reporting period.

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price), regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 Share-based Payment, leasing transactions that are accounted for in accordance with IFRS 16 and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 Inventories or value in use in IAS 36 Impairment of Assets.

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

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

The principal accounting policies are set out below.

3. 主要會計政策

綜合財務報表乃根據國際會計準則理事會所頒佈之國際財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則及香港公司條例所規定的適用披露資料。

綜合財務報表按歷史成本基準編製，惟於各報告期末按公允值計量的若干金融工具除外。

歷史成本一般基於就交換商品或服務所付代價的公允值。

公允值是在當前市場狀況(即平倉價)下於計量日期市場參與者於主要(最有利)市場的有秩序交易中出售資產可收取或轉讓負債須支付的價格，而不論該價格是否直接可觀察或可使用其他估值技術估計。若市場參與者於計量日期對資產或負債定價時會考慮資產或負債的特點，則本集團於估計資產或負債的公允值時會考慮該等特點。此等綜合財務報表中作計量及／或披露用途的公允值乃按此基準釐定，惟屬於國際財務報告準則第2號以股份為基礎的付款範圍內的以股份為基礎的付款交易，根據國際財務報告準則第16號入賬的租賃交易以及與公允值有部份相若地方但並非公允值的計量，譬如國際會計準則第2號存貨或國際會計準則第36號資產減值的使用價值除外。

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

- 第一級輸入數據是實體於計量日期可以取得的相同資產或負債於活躍市場的報價(未經調整)；
- 第二級輸入數據是就資產或負債直接或間接地可觀察的輸入數據(第一級內包括的報價除外)；及
- 第三級輸入數據是資產或負債的不可觀察輸入數據。

主要會計政策載列如下。



Notes to Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of consolidation

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

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

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

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

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

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

3. 主要會計政策(續)

綜合基準

綜合財務報表包括本公司的財務報表以及由本公司及其附屬公司控制的實體的財務報表。本公司在下列情況下取得控制權：

- 具有對投資對象的權力；
- 因參與投資對象業務而承擔可變回報的風險或享有可變回報的權利；及
- 能夠使用其權力以影響其回報。

倘事實及情況顯示上文所列控制權的三項元素的一項或多項有變，則本集團重新評估其是否控制投資對象。

本集團取得對附屬公司之控制權時開始將附屬公司綜合入賬，並於失去對附屬公司之控制權時終止綜合入賬。具體而言，於年內所收購或出售附屬公司之收入及開支於本集團取得控制權之日起計入綜合損益及其他全面收益表，直至本集團不再控制該附屬公司之日為止。

損益及其他全面收益的各項目歸屬於本公司擁有人及非控股權益。附屬公司的全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。

所有集團內公司間的資產及負債、股本、收入、開支以及本集團各成員公司間交易的現金流量於綜合時悉數對銷。

於附屬公司的非控股權益與本集團於當中的權益分開呈列，指賦予持有人權利於清盤時按比例分佔相關附屬公司淨資產的現時所有者權益。



Notes to Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

Revenue is recognised to depict the transfer of promised services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those services. Specifically, the Group uses a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the services underlying the particular performance obligation is transferred to the customers.

A performance obligation represents a good or service that is distinct.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

3. 主要會計政策(續)

收益確認

本集團應確認收益以體現向客戶轉移承諾服務，所按轉移金額能反映實體預期就交換該等服務有權獲得之代價。具體而言，本集團確認收益之五步驟方法如下：

- 第1步：確定與客戶的合約
- 第2步：確定合約內的履約責任
- 第3步：釐定交易價格
- 第4步：將交易價格分攤至合約內的履約責任
- 第5步：當(或因)實體達成履約責任時確認收益。

本集團於(或隨著)完成履約責任時(即與特定履約責任相關之服務之「控制權」轉移予客戶時)確認收益。

履約責任指個別明確貨品或服務。

倘符合以下其中一項標準，則控制權隨時間轉移，而收益則參照完全履行相關履約責任之進展情況而隨時間確認：

- 於本集團履約時，客戶同時取得並耗用本集團履約所提供之利益；
- 本集團之履約產生或提升資產，而該項資產於創建或提升時由客戶控制；或
- 本集團之履約並無產生對本集團有替代用途之資產，且本集團對迄今已完成履約之付款具有可強制執行權利。



Notes to Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition (Continued)

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

Advertising services, including Television (“TV”), online, outdoor and other advertising services, are principal activities from which the Group generated its revenue.

- (i) Revenue from TV advertising services is primarily derived from the placement of advertisements on TV channels or variety shows. Revenue from services rendered is recognised in profit or loss in proportion to the stage of completion of the transaction at the reporting date. The stage of completion is determined by the actual broadcasted TV advertisements and verified by reports issued by an independent third party with relevant qualification and experience, which evidenced the advertisement actually broadcasted.
- (ii) Revenue from online advertising services is primarily derived from the placement of advertisements on platforms such as websites, mobile applications, social media platforms and search engines. The Group utilised a pricing model based on specific terms of the contract which are commonly based on cost per click or cost per mille, which means the cost per 1,000 advertisement impressions regardless of whether the advertisement is being clicked by the viewers. The revenue from online advertising services on cost per click or cost per mille basis is recognised over the service period based on the actual clicks or views of the advertisement and verified by reports issued by an independent third party with relevant qualification and experience, which evidenced the actual clicks or views of the advertisement actually performed.
- (iii) Revenue from outdoor advertising services is primarily derived from the placement of advertisements on outdoor platforms such as LED screens on or in buildings, metros or advertising light boxes in car shelters. The revenue is recognised over the service period based on an advertising schedule confirmed by customers.
- (iv) Revenue from other advertising services are primarily derived from the placement of advertisements on radio channels, newspapers or magazines. The revenue is recognised over the service period based on an advertising schedule confirmed by customers.

A contract asset represents the Group’s right to consideration in exchange for services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9. In contrast, a receivable represents the Group’s unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group’s obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

3. 主要會計政策(續)

收益確認(續)

否則，收益於客戶獲得個別貨品或服務控制權之時間點確認。

廣告服務包括電視(「電視」)、數字、戶外及其他廣告服務，均為本集團產生收益的主要業務活動。

- (i) 電視廣告服務收益主要來自於電視頻道或電視節目投放廣告。提供服務所得收益根據報告日期交易的完成階段按比例於損益確認。完成階段按實際已播出的電視廣告釐定，並由具備相關資歷及經驗的獨立第三方發出的報告驗證，已證實廣告已播放。
- (ii) 數字廣告服務收益主要來自於網站、移動應用程式、社交媒體平台及搜索引擎等平台投放廣告。本集團所用定價模式根據通常基於每點擊成本或每千人成本之合約的特定條款而定，每千人成本指每 1,000 次廣告瀏覽的成本，不論該廣告是否由觀看者點擊。基於每點擊成本或每千人成本的數字廣告服務收益於服務期內根據廣告的實際點擊量或觀看次數確認，並由具備相關資歷及經驗的獨立第三方發出報告驗證，證明廣告點擊量或觀看次數已實際執行。
- (iii) 戶外廣告服務收益主要來自於樓宇牆壁內外的 LED 屏幕、地鐵或候車亭廣告燈箱等戶外平台投放廣告。收益按客戶確認的廣告時間表於服務期間內確認。
- (iv) 其他廣告服務收益主要來自於電台頻道、報紙或雜誌投放廣告產生的收益。收益按客戶確認的廣告時間表於服務期間內確認。

合約資產指本集團就其已轉讓予客戶的服務而有權收取的代價(尚未成為無條件)。合約資產根據國際財務報告準則第9號評估減值。相比而言，應收款項指本集團收取代價的無條件權利，即僅隨時間流逝即需支付到期代價。

合約負債指本集團因已向客戶收取代價(或代價已到期)，而須向客戶轉讓服務之責任。

與某一合約相關的合約資產及合約負債按淨額基準入賬及呈列。



Notes to Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the services transferred to the customer to date relative to the remaining services promised under the contract, that best depict the Group's performance in transferring control of services.

Leasing

Definition of a lease

Under IFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Lease liabilities

At the commencement date, the Group measures lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted by using the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise fixed lease payments (including in-substance fixed payments).

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

3. 主要會計政策(續)

隨時間確認收益：計量完全履行履約責任的進展情況

產出法

完全履行履約責任之進度乃根據產出法計量，即透過直接計量迄今已轉讓予客戶的服務價值，相對合約下承諾提供的餘下服務價值確認收益，該方法最能反映本集團於轉讓服務控制權方面的履約情況。

租賃

租賃的定義

根據國際財務報告準則第16號，倘合約於一段時間內轉讓已辨識資產的使用控制權以換取代價，則合約屬或含有租賃。

本集團作為承租人

本集團在合約訂立時評估合約是否為租賃或包含租賃。本集團就其作為承租人的所有租賃安排確認使用權資產及相應租賃負債，惟短期租賃(界定為自開始日期起計，租期為12個月或以下的租賃且不包含購買選擇權)及低價值資產租賃除外。就該等租賃而言，本集團於租期內按直線基準確認租賃付款為經營開支，除非以另一系統化基準更能代表消耗租賃資產所產生的經濟利益的時間模式，則作別論。

租賃負債

於租賃開始日期，本集團按該日尚未支付租賃付款的現值計量租賃負債。租賃付款使用租賃所隱含的利率貼現。倘該利率不可輕易釐定，則本集團會採用其增量借款利率。

計入租賃負債計量的租賃付款包括固定租賃付款(包括實質固定付款)。

租賃負債於綜合財務狀況表呈列為獨立項目。

租賃負債透過增加賬面值以反映租賃負債之利息(使用實際利率法)及減少賬面值以反映已付租賃款項而進行其後計量。



Notes to Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leasing (Continued)

The Group as lessee (Continued)

Right-of-use assets

The cost of right-of-use asset includes the amount of the initial measurement of the lease liability.

Right-of-use assets are subsequently measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. They are depreciated over the shorter period of lease term and useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Group presents right-of-use assets in “property and equipment”, the same line item within which the corresponding underlying assets would be presented if they were owned.

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

Refundable rental deposits

Refundable rental deposits paid are accounted under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

3. 主要會計政策(續)

商譽(續)

本集團作為承租人(續)

使用權資產

使用權資產成本包括租賃負債的初步計量金額。

使用權資產其後按成本減任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。使用權資產於租期及相關資產使用期限的較短期間折舊。折舊於租賃開始日期開始產生。

本集團於「物業及設備」(於假設擁有資產時將呈列相應有關資產的同一項目)內呈列使用權資產。

本集團應用國際會計準則第36號釐定使用權資產是否減值，並就任何已識別減值虧損入賬。

可退還租賃按金

已付可退還租賃按金根據國際財務報告準則第9號入賬，並初步按公允值計量。於首次確認的公允值調整被視為額外租賃付款及計入使用權資產成本。



Notes to Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Retirement benefit costs

Payments to the state-managed retirement benefit schemes are recognised as an expense when employees have rendered services entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another IFRSs requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries) after deducting any amount already paid.

3. 主要會計政策(續)

外幣

在編製各集團實體的財務報表時，以該實體功能貨幣以外的貨幣(外幣)計值的交易乃按交易日期之通用匯率以其功能貨幣(即該實體經營業務之主要經濟環境之貨幣)記錄。於報告期末，以外幣計值的貨幣項目按該日的現行匯率重新換算。以歷史成本計量並以外幣計值的非貨幣項目不會重新換算。

結算貨幣項目以及重新換算貨幣項目產生的匯兌差額於其產生期間在損益確認。

借款成本

收購、建造或生產合格資產(該等資產需相當長的一段時間才能達到預定用途或銷售)直接應佔之借款成本於其基本上已準備好用於其預期用途或銷售時，才會計入該資產的成本。

所有其他借款成本於其產生期間在損益確認。

政府補助

倘能夠合理保證本集團將會遵守政府補助的附帶條件以及將會得到補助，方會確認政府補助。

政府補助於本集團將擬用作補償的補助相關成本確認為開支的期間有系統地在損益確認。

政府補助為作為對已產生開支或虧損進行補償，或為本集團提供未來不會產生任何相關成本的即時財務援助的應收款項，於成為應收款項期間在損益確認。

退休福利成本

國營退休福利計劃付款，於僱員就提供服務而使其享有供款時確認為開支。

短期僱員福利

短期僱員福利乃於僱員提供服務時，按預期將予支付的福利的未折現金額確認。除非另一項國際財務報告準則要求或准許將福利計入資產成本，否則所有短期僱員福利均確認為開支。

於扣除任何已付金額後就應付僱員的福利(例如工資及薪金)確認負債。



Notes to Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation

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

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

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

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

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

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

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

3. 主要會計政策(續)

稅項

所得稅開支指現時應付稅項及遞延稅項的總和。

現時應付稅項乃按年內應課稅溢利計算。應課稅溢利有別於綜合損益及其他全面收益表所呈報「除稅前溢利」，乃由於不包括在其他年度之應課稅或可扣稅的收入或開支項目，亦不包括永不須課稅或可扣稅的項目。本集團乃按於各報告期末已施行或實際已施行的稅率計算即期稅項負債。

遞延稅項乃就綜合財務報表中資產及負債的賬面值與用於計算應課稅溢利相應稅基的暫時性差額確認。遞延稅項負債一般會就所有應課稅暫時性差額予以確認。遞延稅項資產一般於可能有應課稅溢利可用以抵扣可扣稅暫時性差額時將該等可扣稅暫時性差額予以確認。若暫時性差額乃因初步確認一項既不影響應課稅溢利亦不影響會計溢利的交易中的資產及負債而產生，則不予確認有關遞延稅項資產及負債。此外，倘暫時性差額乃於一項不影響應課稅溢利或會計溢利之交易中初步確認(業務合併之情況下除外)之資產及負債而引致，則不確認遞延稅項負債。

遞延稅項負債乃按於附屬公司之投資而產生的應課稅暫時性差額確認，惟倘本集團可控制暫時性差額之撥回並預期該暫時性差額將不會在可見將來撥回者除外。與該等投資有關的可扣稅暫時性差額所產生的遞延稅項資產僅於可能有足夠應課稅溢利可動用暫時性差額的利益，且預期於可見將來撥回時方會予以確認。

遞延稅項資產的賬面值於各報告期末審閱，倘不再可能有足夠應課稅溢利可用於收回全部或部分資產則會予以扣減。

遞延稅項資產及負債乃按預期於償還負債或變現資產期間適用之稅率計算。所根據的稅率(及稅法)乃於各報告期末已頒佈或實質上已頒佈。

遞延稅項負債及資產的計量反映本集團於各報告期末，預期將要收回或償還其資產及負債的賬面值的方式所引致的稅務後果。



Notes to Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (Continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority 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.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 *Income Taxes* requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Current and deferred income tax are recognised in profit or loss.

Property and equipment

Property and equipment including right-of-use assets, leasehold improvements, motor vehicles, and office equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

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

3. 主要會計政策(續)

稅項(續)

於預期將結算或收回大量遞延稅項負債或資產的各未來期間內，當有將即期稅項資產抵銷即期稅項負債的法定強制執行權利時且當彼等與相同稅務機關對以下各方中的任何一方征收的所得稅有關時，對遞延稅項資產及負債進行抵銷：(i)同一應課稅實體；或(ii)擬按淨額結算即期稅項負債及資產或同時變現資產及結算負債的不同應課稅實體。

就計量本集團確認使用權資產及相關租賃負債的租賃交易遞延稅項而言，本集團首先釐定稅項減免是否歸屬於使用權資產或租賃負債。

就租賃交易(其減稅歸屬於租賃負債)而言，本集團對租賃交易整體應用國際會計準則第12號*所得稅*的規定。使用權資產與租賃負債之暫時差額以淨額估算。由於使用權資產折舊超過租賃負債主要部分的租金，而導致可扣除暫時淨差額。

即期及遞延所得稅於損益確認。

物業及設備

物業及設備包括使用權資產、租賃物業裝修、汽車及辦公設備，乃按成本減隨後之累計折舊及隨後之累計減值虧損(如有)於綜合財務狀況表列賬。

確認的折舊乃以撇銷資產之成本減去其剩餘價值後在估計可使用年期用直線法計算。估計可使用年期、剩餘價值和折舊方法會在各報告期末檢討，並採用未來適用法對估計變更的影響進行核算。

物業及設備項目於出售或預期持續使用資產將不會產生未來經濟利益時終止確認。出售或棄用物業及設備項目所產生的任何損益，乃按出售所得款項與資產賬面值之差額計算，並於損益賬確認。



Notes to Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets of the Group comprise computer software and are amortised on a straight line basis over an estimated useful life of 10 years. The useful life of the computer software is estimated based on the expected usage of the computer software and their technological and commercial obsolescence.

Impairment losses on property and equipment (including right-of-use assets) and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its property and equipment (including right-of-use assets) and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss.

The recoverable amount of property and equipment (including right-of-use assets) and intangible assets are estimated individually, when it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In addition, corporate assets are allocated to individual cash generating units when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, the recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

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

3. 主要會計政策(續)

無形資產

單獨購入的無形資產

單獨購入的可使用年期有限的無形資產按成本減累計攤銷及任何減值虧損列賬。可使用年期有限的無形資產的攤銷於彼等的估計可使用年內按直線基準確認。估計可使用年期及攤銷方法於各報告期末檢討，且任何估計變動的影響按未來適用基準入賬。

本集團無形資產包含電腦軟件，並於估計可使用年期10年內按直線基準攤銷。電腦軟件的可使用年期根據電腦軟件的預期使用率及技術及商業上的過時而估計。

物業及設備(包括使用權資產)及無形資產的減值虧損

於各報告期末，本集團審閱其具有限使用年期的物業及設備(包括使用權資產)及無形資產的賬面值，以釐定該等資產是否存在減值虧損的跡象。

物業及設備(包括使用權資產)及無形資產的可收回金額均單獨估計，而倘無法單獨估計一項資產的可收回金額，則本集團估計該資產所屬的現金產生單位的可收回金額。

此外，倘能確立合理一致的分配基準，公司資產會獲分配至個別現金產生單位，否則會按可識別的合理且一致的分配基準分配至最小的現金產生單位組別。本集團會評估是否有跡象表明公司資產已出現減值。倘存在有關跡象，釐定公司資產所屬的現金產生單位或現金產生單位組別的可收回金額，並與有關現金產生單位或現金產生單位組別的賬面值比較。

可收回金額為公允值減出售成本與使用價值中的較高者。評估使用價值時，估計未來現金流使用反映當時市場對貨幣時間價值及資產(或現金產生單位)之特定風險評估的稅前貼現率折算成現值，而估計未來現金流並未被調整。



Notes to Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment on property and equipment (including right-of-use assets) and intangible assets (other than goodwill) (Continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the Group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the Group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the Group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

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

Cash and cash equivalents

Bank balances and cash in the consolidated statement of financial position comprise cash at banks and on hand and short-term bank deposits with a maturity of three months or less.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of bank balances and cash as defined above.

Investment in a subsidiary

Investment in a subsidiary is stated on the statement of financial position of the Company at cost less accumulated impairment loss, if any.

3. 主要會計政策(續)

物業及設備(包括使用權資產)及無形資產(商譽除外)的減值(續)

倘估計資產(或現金產生單位)之可收回金額將少於其賬面值，則資產(或現金產生單位)之賬面值將調減至其可收回金額。就未能按合理一致的基準分配至現金產生單位的公司資產或部分公司資產，本集團會比較一組現金產生單位賬面值(包括已分配至該組現金產生單位的公司資產或部分公司資產的賬面值)與該組現金產生單位的可收回金額。於分配減值虧損時，首先分配減值虧損以減少任何商譽的賬面值(如適用)，然後按比例根據該單位或現金產生單位組別各資產的賬面值分配至其他資產。資產賬面值不得減少至低於其公允值減出售成本(如可計量)、其使用價值(如可釐定)及零之中的最高值。已另行分配至資產之減值虧損數額按比例分配至該單位或現金產生單位組別其他資產。減值虧損會即時於損益確認。

倘其後撥回減值虧損，則資產(或現金產生單位或一組現金產生單位)之賬面值將增至其可收回金額之已修改估計數字，惟因此已增加之賬面值不會超出資產(或現金產生單位或一組現金產生單位)於過往年度未有確認減值虧損時之賬面值。減值虧損之撥回會即時於損益表確認。

現金及現金等價物

於綜合財務狀況表的銀行結餘及現金包括銀行現金、手頭現金及到期日為三個月或以下的短期銀行存款。

就綜合現金流量表而言，現金及現金等價物包括上述之現金以及短期銀行存款。

投資一間附屬公司

投資一間附屬公司按成本減累計虧損(如有)於本公司財務狀況表呈列。



Notes to Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Drama series production in progress

Drama series production in progress is stated at cost less any identified impairment loss, if any. Cost includes all direct costs associated with the production of drama series. Drama series production in progress is transferred to inventory upon completion of production.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at FVTPL are recognised immediately in profit or loss.

Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income ("FVTOCI"), and FVTPL.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is not held for trading.

3. 主要會計政策(續)

製作中電視劇

倘任何成本包括製作電視劇相關直接成本，製作中電視劇按成本減已識別減值虧損呈列。製作中電視劇於製作完成後轉至存貨。

金融工具

金融資產及金融負債於集團實體成為工具的合約條文訂約方時確認。所有以常規方式購入或出售之金融資產均按買賣日期基準確認及終止確認。以常規方式購入或出售指須於市場規定或慣例所訂時限內交付資產之金融資產購入或出售。

金融資產及金融負債初步按公允值計量，惟因客戶合約產生的貿易應收款項根據國際財務報告準則第15號進行初始計量。收購或發行金融資產及金融負債(按公允值計入損益的金融資產除外)直接應佔之交易成本於初次確認時計入或扣除自金融資產或金融負債之公允值(以合適者為準)。收購按公允值計入損益的金融資產直接應佔之交易成本即時於損益中確認。

金融資產

所有已確認的金融資產，視乎金融資產的分類而定，其後全面按攤銷成本或公允值計量。金融資產於初始確認時分類為其後按攤銷成本、按公允值計入其他全面收益(「按公允值計入其他全面收益」)及按公允值計入損益計量。

於初始確認時，金融資產分類取決於金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式。

金融資產的分類及後續計量

符合以下條件的金融資產後續按攤銷成本計量：

- 以收取合約現金流量為目的而持有資產的經營模式下持有的金融資產；及
- 合約條款於指定日期產生的現金流量純粹為支付本金及未償還本金的利息。

所有其他金融資產其後按公允值計入損益的方式計量，但在首次應用國際財務報告準則第9號／首次確認金融資產之日，倘該權益投資並非持作出售，則本集團可不可撤回地選擇於其他全面收益內呈列權益投資公允值的其後變動。



Notes to Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

3. 主要會計政策(續)

金融資產(續)

金融資產的分類及後續計量(續)

倘符合下列條件，則金融資產乃分類為持作買賣：

- 其乃主要為於短期內出售而被收購；或
- 於初步確認時，其為本集團共同管理之可識別金融工具組合的一部分，並具有短期獲利的近期實際模式；或
- 其屬並非指定及作為對沖工具生效的衍生工具。

此外，倘如此可消除或大幅減少會計錯配，則本集團可不可撤銷地指定須按攤銷成本計量或按公允值計入其他全面收益的金融資產為按公允值計入損益。

(i) 攤銷成本及利息收入

實際利率法為計算債務工具攤銷成本及於相關期間分配利息收入的方法。

就金融資產而言，實際利率為按債務工具的預計年期或(如適用)較短期間準確貼現估計未來現金收入(包括所有構成實際利率組成部分之已付或已收費用及點數、交易成本及其他溢價或折讓，不包括預期信貸虧損)至初始確認時債務工具賬面總值的利率。

金融資產攤銷成本為金融資產於初始確認時的金額減償還本金款項，加初始金額與到期金額之間任何差額按實際利率法所得累計攤銷(已就任何虧損撥備作出調整)而計量。金融資產賬面總值為金融資產調整任何虧損撥備前的攤銷成本。



Notes to Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(i) Amortised cost and interest income (Continued)

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

Interest income is recognised in profit or loss and is included in the "Other income, gains and losses" line item (note 6).

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other income, gains and losses" line item. Fair value is determined in the manner described in note 29(c).

Impairment of financial assets and other items subject to impairment assessment under IFRS 9

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets including contract assets, trade receivables and other receivables, amounts due from related parties, bank balances, short-term bank deposit and loan receivable which are subject to impairment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

3. 主要會計政策(續)

金融資產(續)

金融資產的分類及後續計量(續)

(i) 攤銷成本及利息收入(續)

就後續以攤銷成本計量的金融資產而言，利息收入採用實際利率法確認。利息收入根據金融資產的賬面總額乘以實際利率法來計算，惟其後成為信貸減值的金融資產除外。就後續發生信貸減值的金融資產而言，應從下個報告期開始按金融資產的攤銷成本乘以實際利率確認利息收入。倘若已發生信貸減值的金融工具的信用風險有所改善而使金融資產不再發生減值，則從確定該資產不再發生信貸減值後的報告期開始，按金融資產的賬面總額乘以實際利率確認利息收入。

利息收入確認於損益並計入「其他收入、收益及虧損」一項(附註6)。

(ii) 按公允值計入損益的金融資產

並不符合按攤銷成本或按公允值計入其他全面收益計量標準或指定為按公允值計入其他全面收益的金融資產按公允值計入損益計量。

按公允值計入損益的金融資產於各報告期末按公允值計量，任何公允值收益或虧損於損益確認。於損益確認的收益或虧損淨額不包括金融資產所賺取的任何股息或利息，並列入「其他收入、收益及虧損」項目。公允值按附註29(c)所述方式釐定。

金融資產及須根據國際財務報告準則第9號進行減值評估的其他項目的減值

本集團根據預期信貸虧損(「預期信貸虧損」)模式對金融資產(包括合約資產、貿易應收款項及其他應收款項、應收關聯方款項、銀行結餘、短期銀行存款及應收貸款)(根據國際財務報告準則第9號受限於減值)進行減值評估。預期信貸虧損金額於各報告日期更新，以反映自初始確認以來的信貸風險變動。

全期預期信貸虧損指於相關工具預期使用年限內發生所有可能的違約事件而導致的預期信貸虧損。相反，12個月預期信貸虧損則指預期於報告日期後12個月內可能發生的違約事件而導致的部分全期預期信貸虧損(「12個月預期信貸虧損」)。預期信貸虧損根據本集團過往信貸虧損經驗進行評估，並根據債務人特定因素、整體經濟狀況及對於報告日期當前狀況及未來狀況預測的評估而作出調整。



Notes to Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

The Group always recognises lifetime ECL for contract assets and trade receivables. The ECL on these assets are assessed collectively by using a provision matrix taking into consideration historical credit experience, adjusted for forward looking information that is available without undue cost or effort.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's operations.

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;

3. 主要會計政策(續)

金融資產(續)

金融資產的分類及後續計量(續)

金融資產及須根據國際財務報告準則第9號進行減值評估的其他項目的減值(續)

本集團始終就合約資產及貿易應收款項確認全期預期信貸虧損。該等資產預期信貸虧損乃經考慮歷史信貸經驗使用撥備矩陣集體評估，調整以毋須花費不必要成本或精力即可獲得的前瞻性資料。

就所有其他工具而言，本集團計量的虧損撥備等於12個月預期信貸虧損，惟倘信用風險自首次確認以來出現顯著上升，本集團確認其全期預期信貸虧損。應否確認全期預期信貸虧損的評估乃基於自首次確認以來發生違約的機率或風險的顯著上升作出。

(i) 信用風險顯著增加

於評估自初始確認後信用風險是否顯著增加時，本集團將於報告日期金融工具發生的違約風險與初始確認日起金融工具發生的違約風險進行比較。在進行該評估時，本集團會考慮合理且可支持的定量和定性資料，包括無需付出不必要的成本或努力而可得的歷史經驗及前瞻性資料。所考慮的前瞻性資料包括從經濟專家報告，金融分析師和其他類似組織獲得的本集團債務人經營行業的未來前景，以及與本集團核心業務相關的各種外部實際和預測經濟資料來源。

具體而言，在評估信用風險有否顯著增加時，會考慮以下資料：

- 金融工具的外部(如有)或內部信用評級的實際或預期顯著惡化；
- 外部市場信用風險指標的顯著惡化，如信貸利差大幅增加，債務人的信用違約掉期價格；



Notes to Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

(i) Significant increase in credit risk (Continued)

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term, and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing' or 'Class A'. Performing or Class A means that the counterparty has a strong financial position and there is no past due amounts.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. 主要會計政策(續)

金融資產(續)

金融資產的分類及後續計量(續)

金融資產及須根據國際財務報告準則第9號進行減值評估的其他項目的減值(續)

(i) 信用風險顯著增加(續)

- 預計會導致債務人償還債務能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；
- 債務人經營業績的實際或預期顯著惡化；
- 同一債務人其他金融工具的信貸風險大幅增加；
- 導致債務人償還債務能力大幅下降的債務人所在監管、經濟或技術環境的實際或預期的重大不利變化。

不論上述評估的結果如何，本集團認為，當合約付款逾期超過30天，則自初始確認以來信用風險已顯著增加，除非本集團有合理且可支持的資料證明並非如此。

儘管有上述規定，若於報告日期債務工具被判定為具有較低信貸風險，本集團會假設債務工具信貸風險自初始確認以來並未顯著上升。在以下情況下，金融工具會被判定為具有較低信貸風險：(i)金融工具具有較低違約風險；(ii)借款人有很強的能力履行近期的合約現金流量義務；及(iii)經濟及商業環境的長期不利變動有可能但未必會降低借款人履行合約現金流量義務的能力。本集團認為，若根據眾所周知的定義，金融資產的外部信貸評級為「投資級」，如並無外部信貸評級，資產的內部評級為「良好」或「A級」，則該債務資產具有較低信貸風險。良好或A級指交易對手財務狀況穩健，並無逾期款項。

本集團定期監測識別信用風險有否顯著增加所採用標準的有效性，並適當修訂有關標準以確保能於有關款項逾期前識別信用風險的顯著增加。



Notes to Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

3. 主要會計政策(續)

金融資產(續)

金融資產的分類及後續計量(續)

金融資產及須根據國際財務報告準則第9號進行減值評估的其他項目的減值(續)

(ii) 違約的定義

就內部信貸風險管理而言，當內部出現或自外部來源獲取的資料表明債務人不太可能全額償付包括本集團在內的債權人時(不考慮本集團持有的任何抵押物)，本集團視為發生違約事件。

無論上述如何規定，當金融資產逾期超過90天，則本集團認為已發生違約，除非本集團有合理及支持性資料證明更長的違約標準更為適用則除外。

(iii) 信貸減值的金融資產

當發生一項或多項違約事件對金融資產的估計未來現金流量產生不利影響，即表示有關金融資產出現信貸減值。金融資產出現信貸減值的證據包括與下列事件有關的可觀察數據：

- (a) 發行人或借款人出現重大財務困難；
- (b) 發生違約或逾期事件等違反合約的情況；
- (c) 出借款項予借款人的貸款人，出於與借款人的財務困難有關的經濟或合約原因，而向借款人授出貸款人在其他情況下不會考慮的寬限期；或
- (d) 借款人將可能陷入破產或其他財務重組。

(iv) 撇銷政策

當有資料顯示交易對手方出現嚴重財務困難且無實際收回預期(例如交易對手方被清盤或已進入破產程序)，或就貿易應收款項而言，當有關金額逾期兩年以上(以較早發生者為準)時，本集團會撇銷金融資產。經考慮法律建議(如適用)，已撇銷的金融資產可能仍須進行本集團收回程序下的執行活動。撇銷構成終止確認事件。所作的任何收回均於損益確認。



Notes to Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables and contract assets using a provision matrix taking into consideration historical credit experience, adjusted for forward looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade receivables and contract assets are each assessed as a separate group. Loan receivable, other receivables and deposits paid and amounts due from related parties are assessed for expected credit losses on an individual basis);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The Grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables and contract assets. Other receivables, amounts due from related parties and loan receivable where the corresponding adjustment is recognised through a loss allowance account.

3. 主要會計政策(續)

金融資產(續)

金融資產的分類及後續計量(續)

金融資產及須根據國際財務報告準則第9號進行減值評估的其他項目的減值(續)

(v) 預期信貸虧損的計量及確認

計量預期信貸虧損乃違約概率、違約損失率程度(即倘發生違約的損失程度)及違約風險的函數。違約概率及違約損失率程度的評估根據經上文所披露前瞻性資料調整的歷史數據作出。預期信貸虧損的估計乃無偏概率加權平均金額，以發生違約的風險為權重確定。本集團在計及歷史信用損失經驗後，以一種實用的權宜之計，利用撥備矩陣估計貿易應收款項及合約資產的預期信貸虧損，並就毋須付出不必要的成本或努力即可獲得的前瞻性資料作出調整。

一般而言，預期信貸虧損為根據合約應付本集團的所有合約現金流量與本集團預期將收取的現金流量間的差額，並按初始確認時釐定的實際利率貼現。

倘預期信貸虧損按集體基準計量或符合個別工具層面的證據可能不可獲取的情況，則金融工具按以下基準歸類：

- 金融工具的性質(即本集團的貿易應收款項及合約資產均各自評為獨立組別。應收貸款、其他應收款項、已付按金及應收關聯方款項按個別基準評估預期信貸虧損)；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(倘有)。

歸類經管理層定期檢討，以確保各組別成份繼續分擔類似信用風險特徵。

本集團通過調整賬面值於損益就所有金融工具確認減值收益或虧損，惟貿易應收款項及合約資產、其他應收款項、應收關聯方款項及應收貸款的相應調整透過虧損撥備賬確認則除外。



Notes to Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables, bank and other borrowings are subsequently measured at amortised cost, using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

3. 主要會計政策(續)

金融資產(續)

金融資產的分類及後續計量(續)

終止確認金融資產

僅於從資產收取現金流量之合約權利已到期時，或金融資產已轉讓且本集團已將其於金融資產擁有權之絕大部分風險及回報轉移至另一實體時，則金融資產將被終止確認。

倘本集團既無轉讓亦無保留已轉讓資產所有權的絕大部分風險及回報並繼續控制該資產，則本集團將確認其於該項資產的保留權益及就可能須予支付的款項確認相關負債。倘本集團保留所轉讓金融資產所有權的絕大部分風險及回報，則本集團將繼續確認該項金融資產及就已收款項確認擔保借款。

於終止確認按攤銷成本計量的金融資產時，資產賬面值與已收及應收代價總額之間的差額於損益確認。

金融負債及權益

分類為債務或權益

債務及權益工具乃根據所訂立合約安排的性質與金融負債及權益工具的定義分類為金融負債或權益。

權益工具

權益工具為能證明擁有某個實體經扣除所有負債後的資產中的剩餘權益的任何合約。本公司所發行的權益工具按已收所得款項(經扣除直接發行成本)確認。

按攤銷成本列賬的金融負債

金融負債(包括貿易及其他應付款項、銀行及其他借款)其後使用實際利率法按攤銷成本計量。

實際利率法為計算金融負債攤銷成本及於相關期間分配利息開支的方法。實際利率乃將估計日後現金付款(包括構成實際利率整體部份之所有已付或已收之費用、交易成本及其他溢價或折價)按金融負債之預期使用年期，或較短期間(倘合適)準確折讓至初步確認時之賬面淨值之利率。



Notes to Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial assets (Continued)

Financial liabilities and equity (Continued)

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets, liabilities, revenue and expenses reported and disclosures made in the consolidated financial statements that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised and disclosures made in the consolidated financial statements.

Going concern basis

In the opinion of the directors of the Company, these consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the outcome of these measures, which are subject to multiple uncertainties, including (i) the successful negotiations for extension or renewal of the Group's existing bank borrowings as and when required; and (ii) the successful implementation of its operation plans for controlling costs and also speed up the collection from settlement of trade receivables to generate adequate cash flow from operations. Details are explained in note 1.

Classification of drama series production in progress

During the year ended 31 December 2020, the Group has made a prepayment for acquisition of a script. In the opinion of the directors of the Company, as the Group has intention to sell the script once completed, the prepayment on such completed script is classified as drama series production in progress. The determination of the usage of completed script requires the directors of the Company's significant judgement.

3. 主要會計政策(續)

金融資產(續)

金融負債及權益(續)

終止確認金融負債

當且僅當本集團的責任已履行、解除或到期時，本集團方會終止確認金融負債。終止確認的金融負債賬面值與已付及應付代價(包括任何已轉讓非現金資產或已產生負債)之間的差額於損益確認。

4. 關鍵會計判斷及估計不明朗因素的主要來源

於應用本集團會計政策(載於附註3)時，本公司董事須就未能從其他來源取得綜合財務報表呈報及披露的資產、負債、收益及開支賬面值作出判斷、估計及假設。該等估計及有關假設乃根據過往經驗及其他被認為相關的因素而作出。實際結果與該等估計或有所不同。

該等估計及相關假設會作持續檢討。倘對會計估計的修訂僅影響估計修訂的期間，則有關修訂會於該期間確認，或倘修訂影響當前及未來期間，則於修訂期間及未來期間確認。

應用會計政策時的關鍵判斷

下列為本公司董事於應用本集團會計政策的過程中所作出且對綜合財務報表中確認及披露的金額具有最重大影響的關鍵判斷(涉及估計者除外(見下文))。

持續經營基準

本公司董事認為，綜合財務報表乃按持續經營基準編製，其有效性視乎該等措施的結果而定，而有關結果面臨眾多不確定因素，包括(i)於需要時就延期或續新本集團現有銀行借款成功進行協商；及(ii)成功實施其運營計劃以控制成本並加快從結清貿易應收款項收回資金以從運營中產生足夠的現金流。有關詳情載於附註1。

製作中電視劇分類

截至2020年12月31日止年度，本集團已就購買劇本作出預付款項。本公司董事認為，由於本集團擬於劇本完成時出售，就該已完成劇本的預付款被分類為製作中電視劇。釐定已完成劇本的用途需要本公司董事作出重大判斷。



Notes to Consolidated Financial Statements

綜合財務報表附註

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key source of estimation uncertainty

The following are the key assumption concerning the future, and other key sources of estimation uncertainty at the end of each reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Loss allowance for ECL of trade receivables and contract assets

The Group performs impairment assessment under ECL model for all the trade receivables and contract assets. The loss allowance for ECL is sensitive to changes in estimates such as probability of default and forward-looking information. The information about the loss allowance for ECL of the Group's trade receivables and contract assets are disclosed in Note 29.

During the year ended 31 December 2020, loss allowances for ECL in respect of trade receivables and contract assets of approximately RMB13,635,000 (2019: RMB5,520,000) and RMB116,000 (2019: RMB38,000) respectively have been recognised.

As at 31 December 2020, the gross carrying amounts of trade receivables and contract assets are approximately RMB340,323,000 (2019: RMB302,396,000) and RMB21,233,000 (2019: RMB6,536,000), net of accumulated loss allowance for ECL of approximately RMB21,338,000 (2019: RMB7,703,000) and RMB154,000 (2019: RMB38,000) respectively.

4. 估計不明朗因素的主要來源(續)

估計不明朗因素的主要來源

以下為於各報告期末極可能導致資產及負債賬面值於下一財政年度需要作出重大調整的未來相關主要假設及估計不明朗因素的其他主要來源。

貿易應收款項及合約資產預期信貸虧損的減值撥備

本集團根據預期信貸虧損模型就所有貿易應收款項及合約資產單獨進行減值評估。預期信貸虧損的虧損撥備對估計的變化具有敏感度，如違約可能性及前瞻性資料。有關預期信貸虧損的虧損撥備及本集團貿易應收款項及合約資產的資料披露於附註29。

截至2020年12月31日止年度，已確認貿易應收款項及合約資產預期信貸虧損的虧損撥備分別約人民幣13,635,000元(2019年：人民幣5,520,000元)及人民幣116,000元(2019年：人民幣38,000元)。

於2020年12月31日，貿易應收款項及合約資產賬面總值約為人民幣340,323,000元(2019年：人民幣302,396,000元)及人民幣21,233,000元(2019年：人民幣6,536,000元)，扣除累計預期信貸虧損的虧損撥備分別約人民幣21,338,000元(2019年：人民幣7,703,000元)及人民幣154,000元(2019年：人民幣38,000元)。



Notes to Consolidated Financial Statements

綜合財務報表附註

5. REVENUE AND SEGMENT INFORMATION

(i) Disaggregation of revenue from contracts with customers

Revenue by services nature

Television ("TV") advertising services	電視(「電視」)廣告服務
– Hard-sell TV advertising services (Note)	— 硬性電視廣告服務(附註)
– Advertising solution packages involving soft-sell TV advertising services (Note)	— 涉及軟性電視廣告服務的廣告解決方案組合(附註)
Online advertising services	數字廣告服務
Outdoor advertising services	戶外廣告服務
Other advertising services	其他廣告服務

Note: Hard-sell TV advertising service is the placement of traditional advertisements during TV advertising time slots; and soft-sell TV advertising service is the implantation of advertisements in variety shows and TV series such as product placement, title sponsorship, subtitle advertisement and verbal slogan.

Revenue by customer types

Advertisers	廣告主
Advertising agents	廣告代理

5. 收益及分部資料

(i) 與客戶合約產生收益的拆分

按服務性質劃分的收益

2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
149,016	207,934
84,416	101,148
233,432	309,082
89,200	433,593
72,079	63,441
52,282	39,704
446,993	845,820

附註：硬性電視廣告服務為於電視廣告時段投放的傳統廣告，而軟性電視廣告服務為於綜藝節目及電視劇中植入廣告，如產品植入、冠名贊助、字幕廣告及口播廣告語。

按客戶類型劃分的收益

2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
214,358	504,679
232,635	341,141
446,993	845,820



Notes to Consolidated Financial Statements

綜合財務報表附註

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

(i) Disaggregation of revenue from contracts with customers (Continued)

Revenue by categories of products or services being advertised

Household furnishing & electronics	傢俱及家電
Foods and beverages	飲食
Telecommunications	電信
Internet and mobile games	互聯網及手機遊戲
Pharmaceuticals	醫藥
Automobile	汽車
Others	其他

Timing of revenue recognition

Over time	於一段時間
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(ii) Performance obligations for contracts with customers

The Group principally earns revenue from the provision of advertising services which usually range from one to twelve months. Advertising services typically meet the criterion where customers simultaneously receive and consume the benefit of the Group's performance as the Group performs. Therefore, such revenue is recognised as a performance obligation satisfied over time, using output method.

The Group acts as the principal during the provision of advertising services and therefore recognised revenue earned and costs incurred related to these transactions on a gross basis where the Group is the primary obligor and are responsible for (1) identifying and contracting with third-party advertiser which the Group views as customers; (2) identifying and contracting with media platforms to provide advertising time or space where the Group views media platforms as suppliers; (3) establishing selling price for the advertising services; and (4) bearing sole responsibility for fulfillment of the advertising services.

5. 收益及分部資料(續)

(i) 與客戶合約產生收益的拆分(續)

按廣告之產品或服務種類劃分的收益

2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
136,435	150,932
96,046	155,384
30,662	25,694
54,215	411,570
113,876	67,495
6,792	15,886
8,967	18,859
446,993	845,820

收益確認的時間

2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
446,993	845,820

(ii) 與客戶合約的履約責任

本集團主要自提供一般維持一至十二個月的廣告服務賺取收益。廣告服務一般符合以下標準，即本集團履約時客戶同時收取並消耗本集團履約時所帶來的利益。因此，本集團使用產出法隨著履約責任於一段時間內達成而確認有關收益。

本集團為提供廣告服務的主體，因此按總額基準確認該等交易所賺取的收益及產生的成本，本集團為主要義務人，負責(1)物色本集團視為客戶的第三方廣告主並與之訂約；(2)物色提供廣告時段或空間的媒體平台並與之訂約，本集團將媒體平台視為供應商；(3)設定廣告服務的售價；及(4)承擔完成廣告服務的唯一責任。



Notes to Consolidated Financial Statements

綜合財務報表附註

5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

(iii) Transaction price allocated to the remaining performance obligation for contracts with customers

All advertising services are for periods of one year or less. As permitted under IFRS 15, the transaction price allocated to the unsatisfied contracts is not disclosed.

(iv) Segment information

Information reported to the directors of the Company, being the chief operating decision maker (the "CODM"), for the purpose of resources allocation and assessment of segment performance, focuses on types of services provided. During the years ended 31 December 2020, the CODM assesses the operating performance and allocates resources of the Group as a whole, as all of the Group's activities are considered to be primarily the provision of advertising services. Accordingly, the CODM considers there is only one operating segment under the requirements of IFRS 8 Operating Segments. In this regard, no segment information is presented.

No geographic information is presented as the revenue, non-current assets and operations of the Group are primarily derived from its activities in the PRC.

Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

Customer A ¹	客戶A ¹
Customer B ²	客戶B ²
Customer C ³	客戶C ³

¹ Revenue is from TV advertising services, online advertising services, outdoor advertising services and other advertising services.

² Revenue is from online advertising services.

³ Revenue is from TV advertising services and online advertising services.

⁴ The corresponding revenue did not contribute over 10% of the total revenue of the Group in the respective year.

5. 收益及分部資料(續)

(iii) 就客戶合約分配予剩餘履約責任的交易價格

所有廣告服務期間不超過一年。按國際財務報告準則第15號的規定，分配予未完成合約的交易價格可不予披露。

(iv) 分部資料

向本公司董事(即主要經營決策者(「主要經營決策者」))呈報以供作出資源分配及評估分部表現之資料，重點關注已提供之服務的類型。於截至2020年12月31日止年度，主要經營決策者整體評估經營表現並分配本集團資源，原因是本集團的所有業務活動被視為主要提供廣告服務。據此，主要經營決策者認為，根據國際財務報告準則第8號經營分部規定，僅有一個經營分部。因此，並無呈列分部資料。

由於本集團的收益、非流動資產及經營活動主要來自其在中國地區的活動，故無呈列地區資料。

主要客戶資料

有關年度佔本集團總收益10%以上的客戶的收益如下：

2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
110,174	124,891
N/A ⁴	114,116
N/A ⁴	102,724

¹ 來自電視廣告服務、數字廣告服務、戶外廣告服務及其他廣告服務的收益。

² 來自數字廣告服務的收益。

³ 來自電視廣告服務及數字廣告服務的收益。

⁴ 有關收益並無貢獻本集團有關年內的總收益10%以上。



Notes to Consolidated Financial Statements

綜合財務報表附註

6. OTHER INCOME, GAINS AND LOSSES

6. 其他收入、收益及虧損

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Interest income on bank deposits	銀行存款利息收入	86	44
Government grants (Note (i))	政府補助(附註(i))	9,726	6,307
Fair value gain of financial assets at FVTPL (Note (ii))	按公允值計入損益的金融資產公允價值收益(附註(ii))	-	2,594
Input tax additional deduction on value added tax (Note (iii))	增值稅的進項稅額加計扣除(附註(iii))	636	2,776
Interest income on loan receivable	應收貸款利息收入	1,137	1,103
Imputed interest income on other receivable (Note 17a(iii))	其他應收款項估算利息收入(附註17a(iii))	470	-
Gain on early termination of a lease (Note (iv))	提前終止租約的收益(附註(iv))	11	1,100
Foreign exchange (loss) gain, net	匯兌(虧損)收益淨額	(353)	191
Write-off of a deposit paid	撇銷已付按金	(943)	-
Write-off of a property and equipment	撇銷物業及設備	(267)	-
Loss on disposal of property and equipment	出售物業及設備的虧損	-	(187)
Others	其他	(134)	160
		10,369	14,088

Notes:

- (i) The amounts represented subsidies received from the local governments for rewarding the Group's contribution to local economies and for listing. There were no specific conditions attached to the grants and the amounts were recognised in profit or loss when the grants were received.
- (ii) The financial assets at FVTPL represented investments in TV series and internet dramas. During the year ended 31 December 2019, both of the investments were derecognised.
- (iii) The PRC subsidiaries were granted an input tax additional 10% deduction on value added tax from 1 April 2019 to 31 December 2021 according to relevant law on value added tax of the PRC.
- (iv) During the year ended 31 December 2020, gain on early termination of a lease represented the net difference of approximately RMB155,000 comprising an approximately RMB1,743,000 decrease in right-of-use assets and an approximately RMB1,898,000 decrease in lease liabilities, in addition to an approximately RMB144,000 compensation paid by the Group.

During the year ended 31 December 2019, gain on early termination of a lease it represented the net difference of approximately RMB732,000 comprising an approximately RMB3,147,000 decrease in right-of-use assets and an approximately RMB3,879,000 decrease in lease liabilities, in addition to an approximately RMB368,000 compensation from the lessor who breached the contract.

附註：

- (i) 該款項為獎勵本集團對當地經濟做出的貢獻及上市而自當地政府收取的補貼。該等補助並無附帶特定條件，其金額於收取補助時在損益確認。
- (ii) 按公允值計入損益的金融資產指投資電視劇及網劇。截至2019年12月31日止年度，兩項投資已確認。
- (iii) 根據中國增值稅相關法律，中國附屬公司於2019年4月1日至2021年12月31日獲授予增值稅的進項稅額加計10%扣除。
- (iv) 截至2020年12月31日止年度，提前終止租約的收益指淨差額約人民幣155,000元，包括使用權資產減少約人民幣1,743,000元及租賃負債減少約人民幣1,898,000元，本集團已付補償約人民幣144,000元除外。

截至2019年12月31日止年度，除來自違反合約的出租人補償約人民幣368,000元外，提前終止租約的收益指淨差額約人民幣732,000元，包括使用權資產減少人民幣3,147,000元及租賃負債減少約人民幣3,879,000元。



Notes to Consolidated Financial Statements

綜合財務報表附註

7. FINANCE COSTS

7. 融資成本

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Interests on:	以下各項的利息：		
Bank and other borrowings	銀行及其他借款	6,519	4,957
Lease liabilities	租賃負債	120	251
		6,639	5,208
Guarantee fees on bank borrowings	銀行借款擔保費	1,880	2,368
		8,519	7,576

8. IMPAIRMENT LOSSES OF FINANCIAL ASSETS

8. 金融資產減值虧損

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Impairment losses of financial assets:	金融資產減值虧損：		
– Trade receivables	– 貿易應收款項	13,635	5,520
– Other receivables	– 其他應收款項	41	2,963
– Loan receivable	– 應收貸款	2,853	421
– Contract assets	– 合約資產	116	38
		16,645	8,942
Reversal of impairment losses of financial assets	撥回金融資產減值虧損		
– Other receivables	– 其他應收款項	(2,614)	–
Total impairment losses	減值虧損總額	14,031	8,942

Details of impairment assessment are set out in Note 29.

減值評估詳情載於附註29。



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綜合財務報表附註

9. INCOME TAX EXPENSES

9. 所得稅開支

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
PRC Enterprise Income Tax ("EIT")	中國企業所得稅(「企業所得稅」)		
Current year taxation	本年度稅項	5,492	21,981
Over-provision in prior year	過往年度超額撥備	(440)	–
Deferred tax (Note 16):	遞延稅項(附註16)：	(3,502)	(2,151)
		1,550	19,830

Under the Law of the PRC on EIT ("EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

The applicable tax rate of Xizang Wanmei Advertising Co., Ltd.* (西藏萬美廣告有限公司)("Xizang Wanmei"), a wholly owned subsidiary of the Group, is 15% according to Circular Zang Zheng Fa [2018] No. 25 (the "Circular"). According to the Circular, enterprises located in Tibet and engaged in specific encouraged industries are qualified for applying a preferential tax rate of 15% for the periods from 2018 to 2020. As such, the EIT rate for Xizang Wanmei is 15% for both years. Subsequent to 31 December 2020, Ministry of Finance in PRC issued 2020 notice no. 23 to extend the tax concession period to 31 December 2030.

Pursuant to the laws and regulations of the Cayman Islands, the Group is not subject to any income tax in the Cayman islands as there is no income tax impose in such jurisdiction.

No provision for taxation in Hong Kong has been made as the Group's income neither arises in, nor is derived from, Hong Kong.

* English name is for identification purpose only.

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司兩個年度的稅率為25%。

根據藏政發[2018]25號通知(「通知」)，本集團一家全資附屬公司西藏萬美廣告有限公司(「西藏萬美」)的適用稅率為15%。根據通知，於2018年至2020年期間，位於西藏從事特定鼓勵類產業的企業有資格申請15%的優惠稅率。因此，西藏萬美於兩年內適用的企業所得稅稅率為15%。於2020年12月31日之後，中國財政部發出2020年23號通知將稅務優惠期延至2030年12月31日。

根據開曼群島法律及法規，由於於相關司法權區並無徵收所得稅，故本集團毋須繳納任何開曼群島所得稅。

由於本集團的收入並非產自或源自香港，故並無就香港稅項作出撥備。

* 英文名稱僅供識別



Notes to Consolidated Financial Statements

綜合財務報表附註

9. INCOME TAX EXPENSES (CONTINUED)

The income tax expense for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Profit before tax	除稅前溢利	4,376	56,134
Tax at the applicable income tax rate of 25%	按適用稅率25%繳納的稅項	1,094	14,034
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	600	5,826
Effect on different tax rate resulting from an entitlement of preferential tax rate of a subsidiary	一家附屬公司有權享有優惠稅率導致的稅率差異影響	-	(94)
Effect of different tax rates of subsidiaries operations in other jurisdictions	其他司法權區經營附屬公司不同稅率的影響	250	-
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	110	64
Utilisation of tax losses not recognised	動用未確認稅項虧損	(64)	-
Over-provision in prior year	過往年度超額撥備	(440)	-
Income tax expenses	所得稅開支	1,550	19,830

Details of deferred taxation are set out in Note 16.

有關遞延稅項的詳情載於附註16。

10. PROFIT FOR THE YEAR

Profit for the year has been arrived at after charging:

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Staff costs	員工成本		
Directors' and chief executive's emoluments (Note 11)	董事及主要行政人員的酬金 (附註11)	2,445	2,400
Other staff:	其他員工:		
- Salaries and other allowances	- 薪金及其他津貼	7,337	12,129
- Performance related bonuses (Note)	- 表現掛鈎花紅 (附註)	2,171	2,463
- Retirement benefits scheme contributions (excluding directors and chief executive)	- 退休福利計劃供款 (不包括董事及主要行政人員)	1,615	1,709
Total staff costs	總員工成本	13,568	18,701
Amortisation of intangible assets	無形資產攤銷	5	5
Depreciation of asset classified as hold for distribution to owners	分類為持作分派予擁有人的資產折舊	-	54
Depreciation of property and equipment	物業及設備折舊	1,434	2,512
Total depreciation and amortisation	折舊及攤銷總額	1,439	2,571
Auditors' remuneration	核數師薪酬	1,000	1,380
Cost of revenue recognised relating to short-term leases	有關短期租約確認的收益成本	30,126	2,374

Notes: Performance related bonuses are determined by the management of the Company based on the Group's performance, performance of the relevant individual within the Group and comparable market statistics.

10. 年內溢利

年內溢利乃經扣除以下各項得出:

附註: 表現掛鈎花紅乃由本公司管理層基於本集團表現、相關個人於本集團的表現及可資比較市場數據釐定。



Notes to Consolidated Financial Statements

綜合財務報表附註

11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Details of the emoluments paid or payable to the individuals (2019: including emoluments for services as senior management of the Group entities prior to becoming the directors of the Company) for the year, are as follows:

For the year ended 31 December 2020

			Performance related bonuses	Retirement benefits scheme contributions	Total
	Fees	Salaries and allowances	花紅	退休福利 計劃供款	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive directors:					
Ms. Li Na (Chairlady)	—	520	—	46	566
Mr. Feng Xing	—	663	—	46	709
Mr. Leng Xuejun	—	411	100	46	557
Ms. Wang Xin	—	234	—	23	257
	—	1,828	100	161	2,089
Independent non-executive directors					
Mr. Li Xue	89	—	—	—	89
Mr. Zhao Gang	89	—	—	—	89
Mr. How Sze Ming	178	—	—	—	178
	356	—	—	—	356
Total	356	1,828	100	161	2,445

11. 董事及主要行政人員酬金

本年度，向個人支付或應付的酬金(2019年：包括成為本公司董事之前作為本集團高級管理人員提供服務的酬金)詳情如下：

截至2020年12月31日止年度

			Performance related bonuses	Retirement benefits scheme contributions	Total
	Fees	Salaries and allowances	花紅	退休福利 計劃供款	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive directors:					
Ms. Li Na (Chairlady)	—	520	—	46	566
Mr. Feng Xing	—	663	—	46	709
Mr. Leng Xuejun	—	411	100	46	557
Ms. Wang Xin	—	234	—	23	257
	—	1,828	100	161	2,089
Independent non-executive directors					
Mr. Li Xue	89	—	—	—	89
Mr. Zhao Gang	89	—	—	—	89
Mr. How Sze Ming	178	—	—	—	178
	356	—	—	—	356
Total	356	1,828	100	161	2,445

For the year ended 31 December 2019

			Performance related bonuses	Retirement benefits scheme contributions	Total
	Fees	Salaries and allowances	花紅	退休福利 計劃供款	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive directors:					
Ms. Li Na (Note ii) (Chairlady)	—	679	—	52	731
Mr. Feng Xing (Note ii)	—	853	—	52	905
Mr. Leng Xuejun (Note ii)	—	420	—	45	465
Ms. Wang Xin (Notes iii and iv)	—	207	—	21	228
	—	2,159	—	170	2,329
Independent non-executive directors					
Mr. Li Xue (Note v)	18	—	—	—	18
Mr. Zhao Gang (Note v)	18	—	—	—	18
Mr. How Sze Ming (Note v)	35	—	—	—	35
	71	—	—	—	71
Total	71	2,159	—	170	2,400



Notes to Consolidated Financial Statements

綜合財務報表附註

11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

Notes:

- (i) Performance related bonuses are determined by the remuneration committee of the Company based on the Group's performance, performance of the relevant individual within the Group and comparable market statistics.
- (ii) Role as executive director of the Company commenced from 25 January 2019.
- (iii) Role as executive director of the Company commenced from 1 April 2019.
- (iv) Ms. Wang Xin is the sister of Ms. Wang, the Controlling Shareholder.
- (v) Role as independent non-executive director of the Company commenced from 22 October 2019.

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the years ended 31 December 2020 and 2019.

During the years ended 31 December 2020 and 2019, no emoluments were paid by the Group as an inducement to join or upon joining the Group or as compensation for loss of office.

12. EMPLOYEES' EMOLUMENTS

The five highest paid employees of the Group during the year ended 31 December 2020 included three (2019: two) directors including the chief executive of the Company, details of whose remuneration are set out in Note 11 above. Details of the remuneration for the remaining two (2019: three) individuals for the year are as follows:

Salaries and other allowances	薪金及津貼
Performance related bonuses (note (i))	表現掛鈎花紅(附註(i))
Retirement benefits scheme contributions	退休福利計劃供款

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

Nil to HK\$1,000,000 (equivalent approximately RMB889,000 (2019: RMB881,000))	零至1,000,000港元(約等於人民幣889,000元(2019年: 人民幣881,000元))
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Note:

- (i) Performance related bonuses are determined by the management of the Company based on the Group's performance, performance of the relevant individual within the Group and comparable market statistics.

11. 董事及主要行政人員酬金(續)

附註:

- i 表現掛鈎花紅乃由本公司薪酬委員會基於本集團表現、相關個人於本集團的表現及可資比較市場數據釐定。
- ii 本公司執行董事職責於2019年1月25日開始。
- iii 本公司執行董事職責於2019年4月1日開始。
- iv 王欣女士為控股股東王女士的姊／妹。
- v 本公司獨立非執行董事職責於2019年10月22日開始。

上文呈列執行董事的酬金乃彼等就管理本公司及本集團事務而提供服務所獲得的酬金。

上文所列獨立非執行董事的酬金為彼等作為本公司董事的服務酬金。

截至2020年及2019年12月31日止年度，概無董事或主要行政人員放棄或同意放棄任何薪酬的安排。

截至2020年及2019年12月31日止年度，本集團並無支付任何酬金，作為邀請加入或加入本集團後的獎勵或作為離職補償。

12. 僱員薪酬

於截至2020年12月31日止年度，本集團五位最高薪酬僱員包括三名董事(2019年: 兩名)，包括本公司主要行政人員，其薪酬詳情載於上文附註11。本年度其餘兩名(2019年: 三名)人士的薪酬詳情如下:

2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
648	1,155
323	591
93	151
1,064	1,897

薪酬為以下範疇的非本公司董事的最高薪酬僱員人數如下:

2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
2	3

附註:

- (i) 表現掛鈎花紅乃由本公司管理層基於本集團表現、相關個人於本集團的表現及可資比較市場數據而釐定。



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13. DIVIDENDS

No dividend was paid or proposed during the year ended 31 December 2020 (2019: nil), nor has any dividend been proposed since the end of the reporting period.

14. EARNINGS PER SHARE

The calculation of basic and diluted earnings per share attributable to owners of the Company is based on the following data:

Earnings for the purpose of basic and diluted earnings per share representing profit for the year attributable to owners of the Company

Number of shares

Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share

Diluted earnings per share were the same as the basic earnings per share as there was no diluted potential ordinary shares in existence during the years ended 31 December 2020 and 2019.

The weighted average number of ordinary shares in issue during the year ended 31 December 2019 had been retrospectively adjusted for the effect of the capitalisation issue as stated in note 25(vii) pursuant to the Reorganisation as stated in the prospectus of the Company dated 31 October 2019 as if such capitalisation issued shares were issued during the year ended 31 December 2019 on pro rata basis.

計算每股基本及攤薄盈利的盈利(為本公司擁有人應佔年內溢利)

計算每股基本及攤薄盈利的普通股加權平均數

13. 股息

截至2020年12月31日止年度，概無派付或建議派付股息(2019年：無)，自報告期末起亦無建議派付任何股息。

14. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利根據以下數據計算得出：

2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
2,844	36,282

股份數目

2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
400,000	313,056

由於於截至2020年及2019年12月31日止年度並無潛在攤薄普通股，故每股攤薄盈利等於每股基本盈利。

截至2019年12月31日止年度已發行普通股加權平均數已就根據重組(如本公司日期為2019年10月31日的招股章程所載)進行資本化發行(如附註25(vii)所載)的影響作出追溯調整，猶如該資本化發行股份已於截至2019年12月31日止年度按比例基準發行。



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綜合財務報表附註

15. PROPERTY AND EQUIPMENT

15. 物業及設備

		Right-of-use assets 使用權資產 RMB'000 人民幣千元	Leasehold improvements 租賃裝修項目 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Office equipment 辦公室設備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
COST	成本					
At 1 January 2019	於2019年1月1日	10,751	625	5,717	1,173	18,266
Early termination of a lease (Note i)	提前終止租約(附註i)	(10,227)	–	–	–	(10,227)
Elimination at end of a lease	於租賃結束時對銷	(524)	(438)	–	–	(962)
Additions	添置	4,885	648	–	54	5,587
Disposals	處置	–	(187)	–	–	(187)
At 31 December 2019	於2019年12月31日	4,885	648	5,717	1,227	12,477
Early termination of a lease (Note ii)	提前終止租約(附註ii)	(2,489)	–	–	–	(2,489)
Write-off	撇銷	(68)	(443)	–	–	(511)
Additions	添置	–	24	–	–	24
At 31 December 2020	於2020年12月31日	2,328	229	5,717	1,227	9,501
ACCUMULATED DEPRECIATION	累計折舊					
At 1 January 2019	於2019年1月1日	6,206	354	5,229	984	12,773
Provided for the year	年內撥備	2,212	156	47	97	2,512
Early termination of a lease (Note i)	提前終止租約(附註i)	(7,080)	–	–	–	(7,080)
Elimination at end of a lease	於租賃結束時對銷	(524)	(438)	–	–	(962)
At 31 December 2019	於2019年12月31日	814	72	5,276	1,081	7,243
Provided for the year	年內撥備	1,164	177	47	46	1,434
Early termination of a lease (Note ii)	提前終止租約(附註ii)	(746)	–	–	–	(746)
Eliminated on write-off	撇銷時對銷	(68)	(176)	–	–	(244)
At 31 December 2020	於2020年12月31日	1,164	73	5,323	1,127	7,687
CARRYING VALUES	賬面值					
31 December 2020	於2020年12月31日	1,164	156	394	100	1,814
31 December 2019	於2019年12月31日	4,071	576	441	146	5,234

Note:

- (i) On 31 May 2019, the Group signed a supplementary contract with the lessor, and the current lease contract with original expiry date on 24 February 2021 would be early terminated on 4 September 2019. The compensation of breach of contract amounted to approximately RMB368,000 as disclosed in Note 6(iv). The lease had been terminated on 4 September 2019.
- (ii) On 9 June 2020, the Group signed a supplementary contract with the lessor, and the current lease contract with original expiry date on 30 June 2022 would be early terminated on 20 June 2020. The compensation of breach of contract amounted to approximately RMB144,000 as disclosed in Note 6(iv). The lease had been terminated on 20 June 2020.

附註：

- (i) 於2019年5月31日，本集團與出租人簽訂補充合約，原屆滿日期為2021年2月24日的現時租賃合約於2019年9月4日提早終止。違反合約的賠償約為人民幣368,000元（於附註6(iv)披露）。該租約已於2019年9月4日終止。
- (ii) 於2020年6月9日，本集團與出租人簽訂補充合約，原屆滿日期為2022年6月30日的現時租賃合約於2020年6月20日提早終止。違反合約的賠償約為人民幣144,000元（於附註6(iv)披露）。該租約已於2020年6月20日終止。



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15. PROPERTY AND EQUIPMENT (CONTINUED)

The above items of property and equipment are depreciated over their useful lives, after taking into account the estimated residual value, on a straight-line basis at the following useful lives:

Right-of use assets	over the lease term
Leasehold improvements	over the lease term
Motor vehicles	5 years
Office equipment	3-5 years

As at 31 December 2020, right-of-use assets represented leased buildings whose carrying amounts is RMB1,164,000 (31 December 2019: RMB4,071,000). These leases are generally ranged from 3 to 5 years.

Additions to the right-of-use assets for the year ended 31 December 2019 amounted to approximately RMB4,885,000 (2020: nil), due to new leases of buildings.

The depreciation by classes of rights-of-use assets are set out as below:

Depreciation recognised in profit or loss	於損益確認的折舊
– Leased buildings	– 租賃樓宇

The Group's lease agreements did not contain any contingent rent nor any extension, or early termination option or purchase option for lease.

The Group regularly entered into short-term leases for advertising light boxes in car shelters and billboards. As at 31 December 2020, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed in Note 10.

15. 物業及設備(續)

上述物業及設備項目經計及估計剩餘價值後按以下可使用年期以直線法於彼等的可使用年期内折舊：

使用權資產	整個租賃期
租賃裝修項目	整個租賃期
汽車	5年
辦公室設備	3至5年

於2020年12月31日，使用權資產為賬面值人民幣1,164,000元(2019年12月31日：人民幣4,071,000元)的租賃樓宇。該等租賃通常介乎3至5年。

於截至2019年12月31日止年度添置使用權資產達約人民幣4,885,000元(2020年：零)，乃由於新租賃樓宇。

按使用權資產類別劃分的折舊載列如下：

2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
1,164	2,212

本集團租賃協議不包含任何或有租金或任何延期或提前終止選擇權或購買選擇權。

本集團定期訂立候車亭廣告燈箱及廣告牌的短期租賃。於2020年12月31日，短期租賃組合類似於在附註10中披露短期租賃費用的短期租賃組合。



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16. DEFERRED TAXATION

The followings are the major deferred tax assets recognised and movement thereon during the current and prior years:

At 1 January 2019	於2019年1月1日
Credit (charge) to profit or loss (note 9)	計入(扣除自)損益(附註9)
At 31 December 2019	於2019年12月31日
Credit (charge) to profit or loss (note 9)	計入(扣除自)損益(附註9)
At 31 December 2020	於2020年12月31日

Under the EIT Law, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to RMB104,850,000 (31 December 2019: RMB98,339,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

As at 31 December 2020, the Group has unused tax losses of approximately RMB481,000 (2019: RMB257,000), available for offset against future profits. No deferred tax asset has been recognised in respect of such losses (2019: nil), due to the unpredictability of future profit streams. The unrecognised tax losses will be expired as follow:

2023	2023年
2024	2024年
2025	2025年

16. 遞延稅項

以下為本年度及過往年度確認的主要遞延稅項資產及其變動：

ECL provision	Timing differences in relation to lease arrangements	Total
預期信貸 虧損撥備 RMB'000 人民幣千元	租賃安排 相關的 時間差異 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
513	125	638
2,268	(117)	2,151
2,781	8	2,789
3,507	(5)	3,502
6,288	3	6,291

根據企業所得稅法，自2008年1月1日起，國內附屬公司從溢利中宣派股息須繳納預扣稅。由於本集團能控制撥回暫時差額之時間且暫時差額很可能不會於可預見將來撥回，因此並無就中國附屬公司之累計溢利人民幣104,850,000元（2019年12月31日：人民幣98,339,000元）應佔暫時差額於綜合財務報表作出遞延稅項撥備。

於2020年12月31日，本集團有未動用稅項虧損約人民幣481,000元（2019年：人民幣257,000元）可供用於抵銷未來溢利。由於未來溢利流不可預測，故概無就有關虧損確認遞延稅項資產（2019年：無）。未確認稅項虧損將於以下日期屆滿：

2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
—	1
—	256
481	—
481	257



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綜合財務報表附註

17a. TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES

17a. 貿易應收款項、預付款項及其他應收款項

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Trade receivables – contracts with customers	貿易應收款項 — 與客戶合約	340,323	302,396
Less: loss allowance for ECL	減：預期信貸虧損的虧損撥備	(21,338)	(7,703)
		318,985	294,693
Receivable from a supplier (Note (i))	來自供應商的應收款項(附註(i))	–	30,048
Receivable from Investment A (Note (ii))	來自投資A的應收款項(附註(ii))	750	879
Receivable from Investment B (Note (iii))	來自投資B的應收款項(附註(iii))	–	19,530
Rental and other deposits	租金及其他按金	2,603	5,405
Others (Note (iv))	其他(附註(iv))	7,325	2,131
		10,678	57,993
Less: allowance for credit losses	減：信貸虧損撥備	(390)	(2,963)
		10,288	55,030
Deductible value-added tax	可扣減增值稅	4,167	18,688
Prepayments to suppliers	支付予供應商的預付款項	9,854	75,592
		14,021	94,280
Total trade receivables, prepayments and other receivables	貿易應收款項、預付款項及其他應收款項總額	343,294	444,003
Less: long-term deposits	減：長期按金	(152)	(303)
Analysed as current assets	分析為流動資產	343,142	443,700

Notes:

- (i) The amount represented prepayment of approximately RMB30,048,000 to a supplier for the Group's online advertising services, during the year ended 31 December 2019, the Group considered the supplier failed to deliver related services according to the contract. After negotiation with the supplier, on 21 December 2019, the Group and the supplier entered into a supplementary agreement with the supplier promised to repay whole amount of the prepayment to the Group during the year ended 31 December 2020. Accordingly, the prepayment was derecognised and a receivable from a supplier was being recognised at the gross carrying amount of approximately RMB30,048,000 (2020: nil), net of ECL impairment of RMB1,974,000 (2020: nil) as at 31 December 2019.

During the year ended 31 December 2020, the Group has fully received the amount of approximately RMB30,048,000. Reversal of ECL impairment of RMB1,974,000 has been recognised for the year ended 31 December 2020.

附註：

- (i) 該款項指就本集團數字廣告服務對一名供應商的預付款項約人民幣30,048,000元。於截至2019年12月31日止年度，本集團認為該供應商未能根據合約交付相關服務。於2019年12月21日，經與供應商磋商後本集團與供應商訂立補充協議，據此供應商承諾於截至2020年12月31日止年度向本集團悉數償還預付款項。因此，於2019年12月31日，預付款項終止確認及來自供應商的應收款項按賬面總值約人民幣30,048,000元(2020年：零)(扣除預期信貸虧損減值人民幣1,974,000元(2020年：零))確認。

於截至2020年12月31日止年度，本集團已悉數收取款項約人民幣30,048,000元。預期信貸虧損減值撥回人民幣1,974,000元已於截至2020年12月31日止年度確認。



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綜合財務報表附註

17a. TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES (CONTINUED)

Notes: (Continued)

- (ii) As at 31 December 2018, the Group invested in a film (the "Investment A") with fair value of RMB1,050,000, which entitled the Group to share certain percentage of income to be generated from the film based on the proportion of investment amounts as specified in respective investment agreement. The directors of the Company designated the investment as FVTPL on initial recognition.

On 28 December 2019, a supplemental agreement in respect of Investment A was signed which modified the investment into a 15% annual fixed return rate investment. Out of the aggregate amount of principal and interest receivable of RMB1,365,000, an amount of RMB444,000 was settled in 2019 and the remaining principal and interest receivable in aggregate of RMB921,000 would be repaid on or before 30 April 2020. In view that there is a significant modification of the contractual cash flows of the investment, the financial asset at FVTPL with fair value of RMB879,000 was derecognised and an other receivable was recognised accordingly as at 31 December 2019. A gain of RMB264,000 (2020: nil) was recognised from the derecognition during the year ended 31 December 2019.

During the year ended 31 December 2020, an amount of RMB129,000 was settled. The gross carrying amount of the receivable from Investment A is RMB750,000 (2019: RMB879,000), net of ECL allowance of RMB18,000 (2019: RMB29,000), as at 31 December 2020. Reversal of ECL impairment of RMB11,000 (2019: ECL allowance of RMB29,000 had been recognised) has been recognised for the year ended 31 December 2020.

- (iii) As at 31 December 2018, the Group invested in a drama (the "Investment B") with fair value of RMB5,000,000 which entitled the Group to share certain percentage of income to be generated from the drama based on the proportion of investment amounts as specified in respective investment agreement. The directors of the Company designated the investment as FVTPL on initial recognition.

In January 2019, the Group increased RMB15,000,000 investment in Investment B, resulting in investment in Investment B totaling of RMB20,000,000. In April 2019, a supplemental agreement in respect of Investment B was signed due to the postponement of the drama and compensation payment amounted to RMB2,800,000 was settled in December 2019. On 31 December 2019, a withdrawal agreement in respect of Investment B was signed since the drama was abandoned and the amount of investment of RMB17,200,000 would be repaid before 10 March 2020. In view that there is a significant modification of the contractual cash flows of the investment, the financial asset at FVTPL is derecognised and the fair value of RMB19,530,000 which is discounted by the unsecured borrowing rate of the counterparty of 13%, was transferred to other receivable accordingly. A gain of RMB2,330,000 (2020: nil) was recognised from the derecognition during the year ended 31 December 2019.

The gross carrying amount of the receivable from Investment B is RMB19,530,000 (2020: nil), net of ECL allowance of RMB629,000 (2020: nil), as at 31 December 2019. The balance of RMB20,000,000 was settled in March 2020. ECL allowance of RMB629,000 has been reversed in 2020 and the imputed interest income of RMB470,000 was recognised in the imputed interest income on other receivables as set out in Note 6.

- (iv) Balance of approximately RMB4,000,000 (2019: nil) was prepayments to two suppliers in relation to provision of advertising services. The Group and the suppliers mutually agreed to terminate the contract. Accordingly, the prepayments were derecognised and receivables from the two suppliers were being recognised at the gross carrying amount of approximately RMB4,000,000, net of ECL impairment of nil as at 31 December 2020. The balance is fully settled subsequent to the end of the reporting period.

As at 31 December 2019, the Group's trade receivables with certain customers of carrying amount of approximately RMB53,572,000 (2020: nil) are used to secure certain bank borrowings of RMB18,000,000 (2020: nil) which are disclosed in Note 24.

17a. 貿易應收款項、預付款項及其他應收款項(續)

附註：(續)

- (ii) 於2018年12月31日，本集團投資一部電影(「投資A」)，公允值為人民幣1,050,000元，使本集團有權根據各投資協議的規定按投資金額比例分享電影產生的一定百分比收入。董事指定該投資為於初始確認時按公允值計入損益。

於2019年12月28日，就投資A簽訂一份補充協議，將投資修改為15%固定年回報率投資。於本金總額及應收利息人民幣1,365,000元中，人民幣444,000元已於2019年結清及餘下本金及應收利息總額人民幣921,000元將於2020年4月30日或之前償付。鑑於投資的合約現金流量有大幅變動，按公允值計入損益且其公允值為人民幣879,000元的金融資產終止確認並因此於2019年12月31日確認其他應收款項。於截至2019年12月31日止年度，自終止確認確認收益人民幣264,000元(2020年：零)。

於截至2020年12月31日止年度，已結清款項人民幣129,000元。於2020年12月31日，應收投資A賬面總值為人民幣750,000元(2019年：人民幣879,000元)，扣除預期信貸虧損撥備人民幣18,000元(2019年：人民幣29,000元)。截至2020年12月31日止年度，已確認撥回預期信貸虧損減值人民幣11,000元(2019年：預期信貸虧損撥備人民幣29,000元)。

- (iii) 於2018年12月31日，本集團投資一部劇集(「投資B」)，公允值為人民幣5,000,000元，使本集團有權根據各投資協議的規定按投資金額比例分享劇集產生的一定百分比收入。董事指定該投資為於初始確認時按公允值計入損益。

於2019年1月，本集團增加人民幣15,000,000元投資於投資B，導致投資B總額達人民幣20,000,000元。於2019年4月，由於劇集推遲，有關投資B的補充協議簽訂及補償款項人民幣2,800,000元已於2019年12月結清。於2019年12月31日，由於劇集取消有關投資B的撤資協議已簽訂及投資額人民幣17,200,000元將於2020年3月10日前償還。鑑於投資的合約現金流量有大幅變動，按公允值計入損益的金融資產已終止確認且其公允值為人民幣19,530,000元(按對手方的無抵押借款利率折現)，其中13%已據此轉撥至其他應收款項。於截至2019年12月31日止年度，自終止確認確認收益人民幣2,330,000元(2020年：零)。

於2019年12月31日，來自投資B的應收款項賬面總值為人民幣19,530,000元(2020年：零)(扣除預期信貸虧損撥備人民幣629,000元(2020年：零))。餘額人民幣20,000,000元已於2020年3月結清。如附註6所載，預期信貸虧損撥備人民幣629,000元已於2020年撥回，且估算利息收入人民幣470,000元於附註6所載其他應收款項估算利息收入中確認。

- (iv) 結餘約人民幣4,000,000元(2019年：零)為就提供廣告服務支付兩名供應商的預付款項。本集團及供應商相互協定終止合約。因此，預付款項已終止確認，並自兩名供應商確認賬面總值約人民幣4,000,000元的應收款項，扣除於2020年12月31日預期信貸虧損減值零。結餘已於報告期末後悉數結清。

於2019年12月31日，本集團與若干客戶的貿易應收款項賬面總值約人民幣53,572,000元(2020年：零)乃用於擔保若干銀行借款人民幣18,000,000元(2020年：零)，詳情披露於附註24。



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綜合財務報表附註

17a. TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES (CONTINUED)

The Group generally determines the credit period granted to customers with reference to the financial position, credit record, duration of business relationship and the types of services the Group provides. Credit and payment terms may vary for different customers and projects. The Group generally issues billings to customers after performance of advertising services according to the terms set out in the relevant contracts.

For TV advertising services, the Group generally provides credit periods ranging from 15 to 90 days (2019: 15 to 90 days) after issued billing to customers.

For online advertising services, the Group generally provide credit periods of 90 days (2019: ranging from 15 to 90 days) after issued billing to customers.

For outdoor advertising services, the Group generally sets the contract terms by instalments within the contract period.

For other advertising services, the Group generally demands payment by instalments or in full prior to services being provided.

The following is an aged analysis of trade receivables net of loss allowance for ECL presented based on the date of billing, which approximates the respective revenue recognition dates, at the end of the reporting period:

0 – 30 days	0至30天
31 – 90 days	31至90天
91 – 180 days	91至180天
181 – 360 days	181至360天
Over 360 days	360天以上
Total	總計

As at 31 December 2020, included in the Group's trade receivables balance are debtors with aggregate net carrying amount of approximately RMB202,520,000 (31 December 2019: RMB94,656,000), which are past due as at the reporting date. Out of the past due balances, RMB142,014,000 (2019: RMB43,963,000), has been past due over 90 days and within two years and is not considered as in default because there is no significant change in credit quality and the amounts are still considered recoverable. The remaining past due balances of RMB60,506,000 (2019: RMB50,693,000) have been past due less than 90 days. The Group does not hold any collateral over these balances or charge any interest thereon.

The significant changes in the gross carrying amounts of trade receivables contributed to the increase in the loss allowance during 2020 mainly arising from increase in days past due over 180 days resulted in an increase in allowance of approximately RMB13,635,000.

Details of impairment assessment of trade and other receivables are set out in Note 29.

17a. 貿易應收款項、預付款項及其他應收款項(續)

本集團一般參照財務狀況、信貸記錄、業務關係年期及本集團提供的服務類型釐定授予客戶的信貸期。不同客戶及項目的信貸及支付條款可能各異。本集團一般於根據相關合約所載的條款履行廣告服務後向客戶出具賬單。

就電視廣告服務而言，本集團一般於向客戶發出賬單後提供介乎15至90天的信貸期(2019年：15至90天)。

就數字廣告服務而言，本集團一般於向客戶發出賬單後提供90天的信貸期(2019年：介乎15至90天)。

就戶外廣告服務而言，本集團一般於合約期內分期設定合約條款。

就其他廣告服務而言，本集團一般要求分期付款或於提供服務前全數支付。

以下為根據賬單日期(與收益確認日期相近)呈列於報告期末經扣除預期信貸虧損的虧損撥備的貿易應收款項的賬齡分析：

2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
132,041	144,656
32,437	105,707
7,902	14,909
105,416	27,921
41,189	1,500
318,985	294,693

於2020年12月31日，賬面值淨值總額為約人民幣202,520,000元(2019年12月31日：人民幣94,656,000元)的應收款項計入本集團貿易應收款項結餘，於報告日期已逾期。在該等逾期結餘中，人民幣142,014,000元(2019年：人民幣43,963,000元)已逾期超過90天及於兩年內，但並未被視為違約，原因是信貸質素並無重大變動且金額被認為仍可收回。剩餘逾期結餘人民幣60,506,000元(2019年：人民幣50,693,000元)已逾期不足90天。本集團並無就該等結餘持有任何抵押品或收取任何利息。

貿易應收款項賬面總值重大變動導致2020年虧損撥備增加，主要由於逾期超過180天的款項增加導致虧損撥備增加約人民幣13,635,000元。

貿易及其他應收款項的減值評估詳情載於附註29。



Notes to Consolidated Financial Statements

綜合財務報表附註

17b. TRADE RECEIVABLES BACKED BY BILLS

Current

Trade receivables backed by bills

即期

票據質押的貿易應收款項

On 15 May 2019, the Group received a one year bill receivable of RMB38,000,000 (the "Bill") from its customer. The Bill was classified as financial asset at FVTPL because the Bill is held within a business model whose objective is not to collect contractual cash flows but to sell. On 16 May 2019, the Group endorsed the Bill to a supplier to settle trade payables. As the endorsement was on a full recourse basis, the Group continues to recognise the full carrying amount of the Bill. Details of fair value measurements are set out in Note 29.

18. DRAMA SERIES PRODUCTION IN PROGRESS

Drama series production in progress represents a prepayment for acquisition of a script made by the Group to a drama series production company. During the year ended 31 December 2020, the directors of the Company regularly review the recoverability of the Group's drama series production in progress with reference to its intended use and current market environment, no impairment loss was recognised on the production in progress.

19. CONTRACT ASSETS

Current

Contract assets

流動

合約資產

Upon entering into a service contract with customer, the Group obtains rights to receive consideration from the customer and assumes performance obligations to perform advertising service to customers. The service contract is an asset if the measure of remaining conditional rights to consideration exceeds the satisfied performance obligations. Contract asset is recognised over the period of the contract in which the service is performed representing the Group's rights to receive consideration for the service performed because the rights are conditioned on the Group's future performance of remaining advertising service. The contract assets are transferred to trade receivables when the rights become unconditional, i.e. advertising services performed are verified by an independent third party with relevant qualifications and experience and confirmed by customers.

17b. 票據質押的貿易應收款項

2020	2019
2020年	2019年
RMB'000	RMB'000
人民幣千元	人民幣千元

-	38,000
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於2019年5月15日，本集團自其客戶收取一筆一年期的應收票據人民幣38,000,000元（「票據」）。該票據分類為按公允值計入損益的金融資產，乃由於該票據並非為收取合約現金流量但以出售為目的業務模式持有。於2019年5月16日，本集團向供應商背書票據以支付貿易應付款項。由於背書以全面追索權為基準，本集團繼續悉數確認票據賬面值。有關公允值計量的詳情載於附註29。

18. 製作中電視劇

製作中電視劇指本集團就收購劇本向電視劇製作公司支付的預付款項。於截至2020年12月31日止年度，本公司董事經參考製作中電視劇的擬定用途及當前市場環境定期審查其可收回性，且於製作中並無確認減值虧損。

19. 合約資產

2020	2019
2020年	2019年
RMB'000	RMB'000
人民幣千元	人民幣千元

21,079	6,498
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於與客戶訂立服務合約後，本集團獲得自客戶收取代價的權利，並承擔向客戶履行廣告服務的履約責任。倘餘下的有條件代價權利計量超過已履行的履約責任，則服務合約為資產。合約資產於履行服務的合約期內確認，代表本集團就履行服務收取代價的權利，乃由於有關權利須待本集團於日後履行餘下的廣告服務後方可作實。當權利成為無條件（即於擁有相關資格及經驗的獨立第三方驗證已履行的廣告服務並由客戶確認後），合約資產轉移至貿易應收款項。



Notes to Consolidated Financial Statements

綜合財務報表附註

19. CONTRACT ASSETS (CONTINUED)

As at 31 December 2020, the gross carrying amount of contract assets is approximately RMB21,233,000 (2019: RMB6,536,000), net of accumulated loss allowance for ECL of approximately RMB154,000 (2019: RMB38,000).

The significant increase in contract assets in 2020 is the result of increase advertising services rendered to customers in Telecommunications industry at the end of the year.

Details of impairment assessment for the year are set out in Note 29.

20. LOAN RECEIVABLES

On 31 October 2017, Beijing Ruicheng entered into a contract with an independent third party, pursuant to which Beijing Ruicheng invested RMB13,000,000 in an internet drama and was entitled to share certain percentage of income to be generated from the internet drama distribution based on the proportion of investment amount. The directors of the Company designated the investment as FVTPL on initial recognition.

On 21 December 2018, a supplemental agreement was signed which entitled Beijing Ruicheng to a fixed rate of return of 18% for the period from 1 January 2019 to 31 December 2020. In view that there is significant modification of the contractual cash flows of the investment as of 21 December 2018, the financial asset at FVTPL with a carrying amount of RMB13,000,000 was derecognised and a loan receivable was recognised accordingly. The loan receivable was subsequently measured at amortised cost because the Group's business model was to hold the financial asset in order to collect contractual cash flow, and the cash flow of the investment met the IFRS 9 criteria as solely payment of principal and interest on the principal amount outstanding. No gain or loss is recognised from the derecognition.

As at 31 December 2020, the gross carrying amount of loan receivable is RMB13,000,000 (2019: RMB13,000,000), net of accumulated ECL impairment of RMB3,274,000 (2019: RMB421,000). The loan receivable was due on 31 December 2020 and the counterparty had orally agreed to settle the outstanding balance in full on or by the end of July 2021.

Details of impairment assessment for the year are set out in Note 29.

21. BANK BALANCES AND CASH/SHORT-TERM BANK DEPOSIT

Bank balances carry interest at market rates which range from 0.30% to 1.10% (2019: 0.30% to 1.10%).

Short-term bank deposit represented the fixed bank deposits carry interest at 1.75% per annum as at 31 December 2020 with original maturity of more than 3 months but within 12 months.

19. 合約資產(續)

於2020年12月31日，合約資產賬面總值約為人民幣21,233,000元(2019年：人民幣6,536,000元)，累計預期信貸虧損的虧損撥備淨額約為人民幣154,000元(2019年：人民幣38,000元)。

於2020年合約資產大幅增加乃由於於年末向通訊行業客戶提供廣告服務增加。

有關本年度減值評估的詳情載於附註29。

20. 應收貸款

於2017年10月31日，北京瑞誠與一名獨立第三方訂立一份合約，據此，北京瑞誠於一部網絡劇投資人民幣13,000,000元，並有權基於投資金額比例按一定百分比分享該網絡劇分派將產生的收入。本公司董事指定該投資初始確認為按公允值計入損益。

於2018年12月21日，補充協議簽立，使北京瑞誠有權自2019年1月1日至2020年12月31日享有18%的固定回報率。鑑於截至2018年12月21日投資的合約現金流量有大幅變動，按公允值計入損益且其賬面值為人民幣13,000,000元的金融資產終止確認，並因而確認應收貸款。該筆應收貸款其後按攤銷成本計量，乃由於本集團的業務模式為持有金融資產以收取合約現金流量，而投資的現金流量符合國際財務報告準則第9號的準則，僅作為尚未支付本金的本金及利息付款。並無終止確認的收益或虧損獲確認。

於2020年12月31日，賬面總值為人民幣13,000,000元(2019年：人民幣13,000,000元)的應收貸款已逾期，扣除累計預期信貸虧損減值人民幣3,274,000元(2019年：人民幣421,000元)。應收貸款於2020年12月31日到期，且交易對手方口頭同意於2021年7月底或之前悉數結清未償還結餘。

年內減值評估詳情載於附註29。

21. 銀行結餘及現金／短期銀行存款

銀行結餘分別按介乎0.30%至1.10%(2019年：0.30%至1.10%)的市場利率計息。

短期銀行存款指於2020年12月31日按年利率1.75%計息的固定銀行存款，初始到期日為超過3個月但於12個月內。



Notes to Consolidated Financial Statements

綜合財務報表附註

22. TRADE AND OTHER PAYABLES

Trade payables	貿易應付款項
Staff cost payables	應付員工成本
Other tax payables	其他應付稅項
Transaction costs attributable to issue of new ordinary shares payables	發行新普通股應佔交易成本
Listing expenses payables	應付上市開支
Interest payable	應付利息
Accrued expenses	應計開支

The following is an aged analysis of trade payables based on the date of billing, as at the end of each reporting period:

0-30 days	0至30天
31-90 days	31至90天
Over 90 days	90天以上

The Group is granted a credit period from 5 to 60 days from its suppliers, unless prepayment to suppliers is specified on the contract. The Group has financial risk management policies in the place to ensure that all payables are settled within the credit timeframe.

23. CONTRACT LIABILITIES

Current	流動
Contract liabilities	合約負債

Contract liabilities are recognised when the Company receives an amount from customers before services are provided, this will give rise to contract liabilities at the beginning of a contract, until the revenue recognised on the relevant contract exceeds the amount received. The Company typically receives a deposit range from 20% to 50% of total consideration from certain customers when they enter into the contracts with the Company.

Revenue recognised during each reporting period included the whole amount of contract liabilities at the beginning of the respective reporting period. There was no revenue recognised during the year that related to performance obligations that were satisfied in prior years.

22. 貿易及其他應付款項

2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
35,838	215,109
2,529	1,615
2,785	17,479
–	1,375
1,937	4,247
1,420	–
1,751	710
46,260	240,535

於各報告期末，以下為於各報告期末按賬單日期的貿易應付款項的賬齡分析如下：

2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
13,554	170,569
6,438	41,876
15,846	2,664
35,838	215,109

本集團獲其供應商授予信貸期為5至60天，除非合約另有指定向供應商預付款項。本集團已制定財務風險管理政策，以確保所有應付款項均在信貸期限內結清。

23. 合約負債

2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
2,001	2,392

合約負債於本公司提供服務前收取客戶款項時確認，此舉將導致合約開始時產生合約負債，直至相關合約的確認收益超越該款項為止。本公司一般於若干客戶與本公司訂立合約時自客戶收取總代價的介乎20%至50%的按金。

於各報告期確認的收益包括於各報告期初合約負債的全部金額。年內並無確認與過往年度已履行的履約責任相關的收益。



Notes to Consolidated Financial Statements

綜合財務報表附註

24. BANK AND OTHER BORROWINGS

24. 銀行及其他借款

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Bank borrowings	銀行借款		
– secured (Note (i))	– 有抵押(附註(i))	–	18,000
– unsecured (Note (ii))	– 無抵押(附註(ii))	70,000	78,891
Other borrowings	其他借款		
– unsecured (Note (iii))	– 無抵押(附註(iii))	55,511	1,458
		125,511	98,349
Carrying amounts repayable (based on scheduled repayment dates set out in the borrowing agreements):	應償還賬面值(根據借款協議中所載計劃還款日期):		
Within one year	一年內	75,511	98,349
After one year but within two years	一年後但於兩年內	50,000	–
		125,511	98,349
Amounts shown under current liabilities	流動負債下所示金額	75,511	98,349
Amounts shown under non-current liabilities	非流動負債下所示金額	50,000	–
		125,511	98,349

Notes:

- (i) The bank borrowings were secured by the Group's trade receivables with certain customers of approximately RMB53,572,000 as at 31 December 2019. The secured bank borrowings bear a fixed interest rate of 7.395% per annum as at 31 December 2019, and was fully repaid during the year ended 31 December 2020.
- (ii) The bank borrowings were guaranteed by four (31 December 2019: three) third party guarantors, who charged the Group an upfront guarantee fees range from 1.70% to 2.00% (2019: at 2.5%) of the corresponding loan principal amounts. The effective interest rates (which are also equal to contracted interest rate) of these bank borrowings range from 7.15% to 7.92% per annum as at 31 December 2020 (31 December 2019: fixed at 8.08% per annum).
- (iii) During the year ended 31 December 2020, the Group borrowed a loan of HKD76,480,000 (equivalent to approximately RMB69,500,000) from an independent third party for capital injection in its subsidiary. The loan bears a fixed interest rate of 12% per annum and was fully repaid during the year ended 31 December 2020.

During the year ended 31 December 2020, the Group borrowed additional loans of HKD11,000,000 (equivalent to approximately RMB9,511,000) from an independent third party for capital injection in its subsidiary and HKD4,626,000 (equivalent to approximately RMB4,000,000) was settled before 31 December 2020. The loan bears a fixed interest rate of 12% per annum and the remaining balance will be repayable on 23 October 2021. As at 31 December 2020, the outstanding balances of these loans amounted to HKD6,374,000 (equivalent to RMB5,511,000) (2019: nil). The loans have been early settled subsequent to the date of this report.

During the year ended 31 December 2020, the Group borrowed another loan of RMB50,000,000 with a repayable term of two years of which RMB20,000,000 is repayable on 16 March 2022 and RMB30,000,000 is repayable on 16 September 2022, and guaranteed by the controlling shareholder of the Company. The loan bears a fixed interest rate of 6.50% per annum.

On 27 December 2019, the Group borrowed a loan of HKD1,625,000 (equivalent to RMB1,458,000) for working capital purpose from an independent third party. The loan was fully repaid during the year ended 31 December 2020. The loan bore a fixed interest rate of 12.32% per annum.

The loan agreements do not impose any covenants.

附註:

- (i) 於2019年12月31日銀行借款以本集團與若干客戶的貿易應收款項約人民幣53,572,000元作抵押。於2019年12月31日，有抵押銀行借款按7.395%的固定年利率計息，該借款已於截至2020年12月31日止年度悉數償還。
- (ii) 該等銀行借款由四名(2019年12月31日：三名)第三方擔保人擔保，其按相關貸款本金的1.70%至2.00%(2019年：2.5%)收取本集團預付擔保費用。於2020年12月31日，該等銀行借款的實際年利率(亦等於合約利率)為介乎7.15%至7.92%(2019年12月31日：固定每年8.08%)。
- (iii) 截至2020年12月31日止年度，本集團為其附屬公司注資而自一名獨立第三方借入一筆貸款76,480,000港元(相當於約人民幣69,500,000元)。截至2020年12月31日止年度，貸款按固定年利率12%計息，並已悉數償還。

於截至2020年12月31日止年度，本集團為其附屬公司注資向一名獨立第三方借入額外貸款11,000,000港元(相當於約人民幣9,511,000元)及4,626,000港元(約等於人民幣4,000,000元)已於2020年12月31日之前結清。該貸款按固定年利率12%計息並將於2021年10月23日償還。於2020年12月31日，該等貸款未償還結餘為6,374,000港元(相當於約人民幣5,511,000元)(2019年：零)。貸款已於本報告日期後提前結清。

截至2020年12月31日止年度，本集團借入還款期為兩年的另一筆貸款人民幣50,000,000元及應於2022年3月16日償還的貸款人民幣20,000,000元及應於2022年9月16日償還的貸款人民幣30,000,000元，並由本公司控股股東擔保。貸款按固定年利率6.50%計息。

於2019年12月27日，本集團向一名獨立第三方借入貸款1,625,000港元(相當於人民幣1,458,000元)作營運資金用途。貸款於截至二零二零年十二月三十一日止年度悉數償還。貸款按固定年利率12.32%計息。

貸款協議不施加任何契約。



Notes to Consolidated Financial Statements

綜合財務報表附註

25. SHARE CAPITAL

For the purpose of presentation of the consolidated statements of financial position, before the completion of the Group Reorganisation, the balances of paid-in capital of the Group as at 1 January 2019 represent the paid-in capital of Beijing Ruicheng.

25. 股本

就呈列綜合財務狀況表而言，於完成本集團重組前，本集團於2019年1月1日實繳資本結餘指北京瑞誠實繳資本。

		Number of shares 股份數目	Share capital 股本 HK\$ 港元
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股		
Authorised:	法定		
At 15 January 2019 (the date of incorporation) (Note (i))	於2019年1月15日(註冊成立日期)(附註(i))	38,000,000	380
Increased on 22 October 2019 (Note (iv))	於2019年10月22日增加(附註(iv))	1,962,000,000	19,620
At 31 December 2019 and 2020	於2019年及2020年12月31日	2,000,000,000	20,000
			HK\$ 港元
Issued and fully paid:	已發行及繳足：		
At 15 January 2019 (the date of incorporation) (Note (i))	於2019年1月15日(註冊成立日期)(附註(i))	1	—
Issue of new shares (Note (ii))	發行新股份(附註(ii))	8,079,999	80,800
Issue of new shares to Hengrui Co., Ltd. (Note (iii))	向Hengrui Co., Ltd.發行新股份(附註(iii))	80,800	808
Issue of share pursuant to the Loan Capitalisation (Note (v))	根據貸款資本化發行股份(附註(v))	1	—
Issue of shares under the Global Offering (Note (vi))	根據全球發售發行股份(附註(vi))	100,000,000	1,000,000
Issue of shares under the Capitalisation Issue (Note (vii))	根據資本化發行發行股份(附註(vii))	291,839,199	2,918,392
At 31 December 2019 and 2020	於2019年及2020年12月31日的結餘	400,000,000	4,000,000
			As at 31 December 2020 and 2019 於2020年及 2019年 12月31日 RMB'000 人民幣千元
Presented as	呈列為		3,578

Notes:

- (i) The Company was incorporated on 15 January 2019 and 1 share was allotted and issued to the initial subscriber at cash consideration of HKD0.01 and was recorded in share capital.
- (ii) On 25 January 2019, 8,079,999 shares were allotted and issued in cash to nine investment holding companies under the laws of BVI, respectively, including Yingheng Co., Ltd. and Jing Gen Holdings Ltd. at cash consideration of HKD80,800 (equivalent to RMB69,000) and was recorded in share capital. On the same date, the subscriber 1 share was transferred to Jing Gen Holdings Ltd. by the initial subscriber.

附註：

- (i) 本公司於2019年1月15日註冊成立，1股股份已按現金代價0.01港元配發及發行予初始認購人及已錄入股本。
- (ii) 於2019年1月25日，8,079,999股股份已分別根據英屬維京群島的法例以現金方式配發及發行予九間投資控股公司，包括盈恒有限公司及經互控股有限公司，現金代價為80,800港元(等於人民幣69,000元)及已錄入股本。於同日，初始認購人將上述認購人1股股份轉讓予經互控股有限公司。



Notes to Consolidated Financial Statements

綜合財務報表附註

25. SHARE CAPITAL (CONTINUED)

Notes: (continued)

- (iii) On 21 March 2019, Hengrui Co., Ltd., a company incorporated under the laws of BVI which is wholly owned by Mr. Soon, subscribed for 80,800 shares at a subscription price of HKD2,338,000 (equivalent to RMB2,001,000) in cash. Amount of RMB1,000 was recorded in share capital, which represented 0.99% of equity interest of the Company and the remaining amount of RMB2,000,000 was recorded in share premium.
- (iv) On 22 October 2019, the authorised share capital of the Company was increased from HKD380,000 divided into 38,000,000 shares to HKD20,000,000 divided into 2,000,000,000 shares by creation of an additional of 1,962,000,000 shares, each ranking *pari passu* with the existing share in all respects.
- (v) On 22 October 2019, a loan owed to Ms. Wang in an aggregate sum of RMB1,777,000 was capitalised and settled in full by the issuance of 1 new share to Yingheng at the instruction of Ms. Wang (the "Loan Capitalisation"). The new shares rank *pari passu* with the existing shares in all aspects.
- (vi) On 12 November 2019, 100,000,000 ordinary shares with par value of HKD0.01 each of the Company were issued at HKD1.25 by way of public offer with the share capital of HKD1,000,000 (equivalent to approximately RMB894,000) recognised (the "Global Offering"). An amount of RMB111,225,000, being the excess of the consideration received of HKD125,000,000 (equivalent to approximately RMB112,119,000) over the par value of the ordinary shares of RMB894,000, was credited to share premium. On the same date, the Company's shares were listed on the Main Board of the Stock Exchange. The new shares rank *pari passu* with the existing shares.
- (vii) On 12 November 2019, the Company capitalised an amount of HKD2,918,391.99 (equivalent to approximately RMB2,614,000) standing to the credit of the share premium of the Company by applying such sum in paying up in full at par 291,839,199 shares for allotment and issue to Shareholders (the "Capitalisation Issue"). The new shares rank *pari passu* with the existing shares in all aspects.

The holders of ordinary shares are entitled to receive dividends declared from time to time and are entitled to one vote per share at general meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

26. RETIREMENT BENEFITS SCHEMES

The PRC employees of the Group are members of a state-managed retirement benefit plan operated by the government of the PRC. The PRC subsidiaries of the Company are required to contribute a specified percentage of payroll costs to the retirement benefit plan to fund the employee benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions. The total expense recognised in profit or loss of RMB1,776,000 (2019: RMB1,879,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plan.

25. 股本(續)

附註：(續)

- (iii) 於2019年3月21日，Hengrui Co., Ltd. (根據英屬維京群島法律註冊成立，並由孫先生全資擁有的公司)認購80,800股股份，現金認購價為2,338,000港元(相當於人民幣2,001,000元)。人民幣1,000元已錄入股本，佔本公司股權的0.99%，其餘人民幣2,000,000元已錄入股份溢價。
- (iv) 於2019年10月22日，透過增設額外1,962,000,000股股份，本公司法定股本由380,000港元分為38,000,000股股份增加至20,000,000港元分為2,000,000,000股股份，該等股份於各方面與現有股份享有同等地位。
- (v) 於2019年10月22日，結欠王女士合共款額為人民幣1,777,000元的貸款將按王女士的指示向盈恒發行1股新股份予以資本化及悉數清償(「貸款資本化」)。新股份於各方面與現有股份享有同等地位。
- (vi) 於2019年11月12日，本公司100,000,000股每股面值0.01港元的普通股透過公開發售以1.25港元的價格發行，已確認股本1,000,000港元(相當於約人民幣894,000元)(「全球發售」)。人民幣111,225,000元(即已收代價125,000,000港元(相當於約人民幣112,119,000元)超出普通股面值人民幣894,000元的差額)於股份溢價入賬。於同日，本公司股份於聯交所主板上市。新股份與現有股份享有同等地位。
- (vii) 於2019年11月12日，本公司將本公司股份溢價進賬額中的2,918,391.99港元(相當於約人民幣2,614,000元)撥充資本，並將該款項用於按面值悉數繳足291,839,199股股份，以供配發及發行予股東(「資本化發行」)。新股份於各方面與現有股份享有同等地位。

普通股持有人有權收取不時宣派的股息，且每一股份對應於本公司股東大會上的一票表決權。所有普通股就本公司之剩餘資產而言享有同等地位。

26. 退休福利計劃

本集團的中國僱員為中國政府運作的國家管理退休福利計劃的成員。本公司的中國附屬公司須向該退休福利計劃供付工資成本的指定百分比，以就僱員福利撥付資金。本集團就退休福利計劃的唯一責任為作出指定供款。於損益確認的開支總額人民幣1,776,000元(2019年：人民幣1,879,000元)指本集團應按計劃規則指定的比率向該等計劃繳交的供款。



Notes to Consolidated Financial Statements

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27. LEASE LIABILITIES

The Group leases properties to operate its business. These leases are generally ranged from 3 to 5 years. Lease terms are negotiated on an individual basis and contain different payment terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purpose.

The Group also leases advertising light boxes in car shelters and billboards with contract terms of less than one year. These leases are short-term and the Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

The exposure of the Group's lease liabilities are as follows:

Analysed for reporting purposes as:

Current liabilities
Non-current liabilities

就呈報目的分析為：

流動負債
非流動負債

Lease liabilities payables:

Within one year
Within a period of more than one year but not exceeding two years
Within a period of more than two years but not more than five years

應付租賃負債：

一年內
一年以上但不超過兩年之期內
兩年以上但不超過五年之期內

Less: Amount due for settlement within 12 months (shown under current liabilities)

Amount due for settlement after 12 months

減：12個月內到期結算的金額
(於流動負債項下列示)

12個月後到期結算的金額

27. 租賃負債

本集團租賃物業以經營其業務。該等租賃通常按3至5年作出。租賃條款按個別基準磋商，並包含不同的付款條款及條件。租賃協議不施加任何契約，但租賃資產不得用作借貸的抵押品。

本集團亦以不足一年的租賃合約條款租賃候車亭廣告燈箱及廣告牌。該等租賃為短期租賃，而本集團已選擇不確認該等租賃為使用權資產及租賃負債。

本集團承擔的租賃負債如下：

2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
867	1,637
307	2,464
1,174	4,101
867	1,637
307	1,820
—	644
1,174	4,101
(867)	(1,637)
307	2,464

During the years ended 31 December 2020 and 2019, the Group had signed supplementary contract with the lessor to terminate lease contract, details are set out in note 15.

於截至2020年及2019年12月31日止年度，本集團已與出租人訂立補充合約，已終止租賃合約，詳情載於附註15。



Notes to Consolidated Financial Statements

綜合財務報表附註

27. LEASE LIABILITIES (CONTINUED)

Lease liabilities of the Group were measured at the present value of the lease payments that are not yet paid using its incremental borrowing rate. All leases are entered at fixed prices. The Group does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the Group's treasury function. During the year ended 31 December 2020, the interest expense on lease liabilities of approximately RMB120,000 (2019: RMB251,000) is recognised.

The total cash outflows for leases amounted to approximately RMB31,275,000 (2019: RMB4,575,000) for the year ended 31 December 2020, including total cash outflow for short-term leases amounted to approximately RMB30,126,000 (2019: RMB2,374,000) for the year ended 31 December 2020.

28. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising the return to equity holders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged during the year.

The capital structure of the Group consists of net debt, which includes bank and other borrowings and lease liabilities, net of short-term bank deposit, bank balances and cash, and equity attributable to owners of the Group, comprising share capital and reserves.

The directors of the Company reviews the capital structure on a continuous basis taking into account the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through new share issues as well as the issue of new debts or the redemption of existing debts.

29. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

Financial assets

Financial assets at amortised cost
(including cash and cash equivalents)

Financial asset at FVTPL
– Financial asset mandatorily measured
at FVTPL

Financial liabilities

Financial liabilities at amortised cost

金融資產

按攤銷成本計量的金融資產
(包括現金及現金等價物)

按公允值計入損益的金融資產
– 強制按公允值計入損益計量
的金融資產

金融負債

按攤銷成本計量的金融負債

27. 租賃負債(續)

本集團租賃負債以增量借款利率按尚未支付的租賃付款的現值計量。所有租賃均按固定價格訂立。本集團並無就其租賃負債面臨重大流動性風險。租賃負債由本集團的財政職能監察。於截至2020年12月31日止年度，已確認租賃負債利息開支約人民幣120,000元(2019年：人民幣251,000元)。

於截至2020年12月31日止年度，租賃現金流出總額為人民幣31,275,000元(2019年：人民幣4,575,000元)，包括截至2020年12月31日止年度的短期租賃現金流出總額約人民幣30,126,000元(2019年：人民幣2,374,000元)。

28. 資本風險管理

本集團管理其資本，以確保其將能夠持續經營，同時通過優化債務及權益平衡最大化權益持有人回報。本集團的整體策略年內保持不變。

本集團的資本架構由債務淨額(包括銀行及其他借款及租賃負債(扣除短期銀行存款、銀行結餘及現金))及本集團擁有人應佔權益(包括股本及儲備)組成。

本公司董事計及資本成本及與各類資本相關的風險持續檢討資本架構。基於本公司董事的建議，本集團將通過發行新股及發行新債務或贖回現有債務平衡其整體資本架構。

29. 金融工具

(a) 金融工具類型

	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Financial assets		
Financial assets at amortised cost (including cash and cash equivalents)	357,071	433,458
Financial asset at FVTPL – Financial asset mandatorily measured at FVTPL	–	38,000
Financial liabilities		
Financial liabilities at amortised cost	168,986	321,405



Notes to Consolidated Financial Statements

綜合財務報表附註

29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies

The Group's major financial instruments include long-term deposit, loan receivable, trade receivables, other receivables, amounts due from related parties, short-term bank deposit, bank balances and cash, financial assets at FVTPL, trade and other payables, bank and other borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

(i) Currency risk

The Group mainly operates in the PRC. All the Group's revenue and cost of revenue are denominated in the functional currency of the Group (i.e. RMB). As at the end of each reporting period, the Group had the following financial assets and financial liabilities, which are bank balances and cash and other payables denominated in currencies other than RMB.

Assets:	資產：
– HKD	— 港元
– USD	— 美元
Liabilities:	負債：
– HKD	— 港元
– USD	— 美元

The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

29. 金融工具(續)

(b) 財務風險管理目標及政策

本集團主要金融工具包括長期按金、應收貸款、貿易應收款項、其他應收款項、應收關聯方款項、短期銀行存款、銀行結餘及現金、按公允值計入損益的金融資產、貿易及其他應付款項、銀行及其他借款。該等金融工具的詳情於各自附註披露。與該等金融工具相關的風險包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險。降低該等風險之政策載於下文。管理層管理及監察該等風險，以確保能及時有效地採取適當措施。

市場風險

(i) 貨幣風險

本集團主要於中國經營業務。所有本集團收益及收益成本均以本集團功能貨幣(即人民幣)計值。於各報告期末，本集團有以下以人民幣以外的貨幣計值的金融資產及金融負債，包括銀行結餘及現金及其他應付款項。

As at 31 December	
於12月31日	
2020	2019
2020年	2019年
RMB'000	RMB'000
人民幣千元	人民幣千元
<hr/>	
207	133
29	1
236	134
<hr/>	
5,511	5,987
-	9
5,511	5,996
<hr/>	

本集團現時並無外幣對沖政策。然而，管理層監督外匯風險並將考慮於需要時對沖重大外幣風險。



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綜合財務報表附註

29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

Sensitivity analysis

The Group is mainly exposed to HKD and USD.

The sensitivity analysis below has been determined based on the exposure to foreign currency rates and includes only outstanding foreign currency denominated monetary items and adjusted their transaction at year end for a 5% (2019: 5%) change in foreign currency rates. The sensitivity analysis includes bank balances and cash, other borrowing and other payables. A 5% (2019: 5%) increase or decrease is used when reporting foreign currency rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign currency rates.

If 5% weakening/strengthening of USD and HKD against RMB, the Group's post tax profit for the year ended 31 December 2020 would increase/decrease by approximately RMB239,000 (2019: RMB230,000). This is mainly attributable to the Group's exposure to foreign currencies rates of HKD related to the other borrowing as at 31 December 2020 (2019: listing expense payables as at 31 December 2019).

(ii) Interest rate risk

The Group's fair value interest rate risk relates primarily to certain fixed-rate other receivables, loan receivables, short-term deposit, bank and other borrowings and lease liabilities. The Group's policy is to manage its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook so as to minimise the fair value interest rate risk. The Group's cash flow interest rate risk relates primarily to bank balances which carry prevailing market interest rates. The management considers that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant, accordingly, no sensitivity analysis is provided. It is the Group's policy to keep its bank balances at floating rate of interests so as to minimise the fair value interest rate risk.

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

敏感度分析

本集團主要面臨港元及美元風險。

下文的敏感度分析乃基於外幣匯率風險釐定，且僅包括以外幣計值的尚未支付貨幣項目，並以5% (2019年：5%) 的外幣匯率變動於年末作交易調整。敏感度分析包括銀行結餘及現金、其他借款及其他應付款項。向主要管理人員內部匯報外幣匯率風險時，採用5% (2019年：5%) 的增減，代表管理層對外幣匯率的合理可能變動作出的評估。

倘美元及港元兌人民幣匯率下跌／上升5%，則本集團截至2020年12月31日止年度除稅後溢利將增加／減少約人民幣239,000元 (2019年：人民幣230,000元)。這主要是由於本集團於2020年12月31日的其他借款面臨港元外幣匯率風險 (2019年：於2019年12月31日應付上市開支)。

(ii) 利率風險

本集團公允值利率風險主要與若干其他固定利率應收款項、應收貸款、短期存款、銀行及其他借款及租賃負債相關。本集團的政策是根據利率水平及前景評估任何利率變動所產生的潛在影響，以管理其利率風險，從而將公允值利率風險降至最低。本集團現金流量利率風險主要與按現行市場利率計量的銀行結餘相關。管理層認為，浮息銀行結餘產生的現金流量利率風險屬不重大，因此，並無提供敏感度分析。本集團政策是保持銀行結餘為浮動利率，從而將公允值利率風險降至最低。



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綜合財務報表附註

29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

As at 31 December 2020, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position. The Group's credit risk exposures are primarily attributable to long-term deposit, trade receivables, contract assets, short-term bank deposit, bank balances, amounts due from related parties, other receivables and loan receivable. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout the reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating
- external credit rating
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- actual or expected significant changes in the operating results of the borrower
- significant increase in credit risk on other financial instruments of the borrower
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower.

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估

於2020年12月31日，本集團因交易對手方未能履行義務而導致本集團蒙受財務損失的最大信貸風險來自綜合財務狀況表所載各項已確認金融資產的賬面值。本集團面臨的信貸風險主要來自長期按金、貿易應收款項、合約資產、短期銀行存款、銀行結餘、應收關聯方款項、其他應收款項及應收貸款。本集團並無持有任何抵押品或其他信用增級措施以保障其金融資產有關的信貸風險。

本集團在資產的初始確認時考慮違約的可能性，也評估在每項資產存續的報告期間信貸風險是否會持續顯著增加。在評估信貸風險是否顯著增加時本集團將報告日時資產發生違約的風險與初始確認時發生違約的風險進行比較，同時也考慮可獲得的合理及支持性前瞻資訊。尤其納入以下指標：

- 內部信貸評級；
- 外部信貸評級；
- 預期對借款人履行責任的能力導致造成重大變動的業務、金融或經濟狀況的實際或預期重大不利變動；
- 借款人的經營業績預期或實際出現重大變動；
- 借款人其他金融工具的信貸風險大幅增加
- 預期借款人表現及行為出現重大變動，包括借款人於本集團的付款狀態變動及借款人的經營業績變動。



Notes to Consolidated Financial Statements

綜合財務報表附註

29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

In response to the COVID-19 pandemic, the Group monitors closely the economic environment and where appropriate, takes actions to limit its exposure to customers that are severely impacted.

Trade receivables and contract assets arising from contracts with customers

In order to minimise the credit risk, the Group has delegated a team responsible for determination of credit limits and credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. The Group only accepts bills issued or guaranteed by reputable PRC banks if trade receivables are settled by bills and therefore the management of the Group considers the credit risk arising from the endorsed bills is insignificant. In addition, the Group performs impairment assessment under ECL model upon application of IFRS 9 on trade receivables and contract assets.

For trade receivables and contract assets, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The management of the Group estimates the lifetime ECL of trade receivables and contract assets by using a provision matrix, after considering credit risk characteristics based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information.

In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

為應對COVID-19疫情，本集團密切監察經濟環境，並在適當情況下採取措施以減少其對受到嚴重影響的客戶之影響。

客戶合約產生的貿易應收款項及合約資產

為盡量降低信貸風險，本集團已委派專門團隊負責確定信貸限額及信貸審批及其他監控程序，以確保採取跟進行動收回逾期債務。倘貿易應收款項以票據結算，本集團僅接納由信譽良好的中國銀行發行或擔保的票據，因此本集團管理層認為已背書票據所產生的信貸風險屬微不足道。此外，本集團於應用國際財務報告準則第9號時，根據預期信貸虧損模式對貿易應收款項及合約資產進行減值評估。

就貿易應收款項及合約資產而言，本集團已應用國際財務報告準則第9號的簡化方法按全期預期信貸虧損計量虧損撥備。考慮按過往觀察所得違約率除以應收賬款預期年期的信貸風險特徵，前瞻性資料作出調整後，本集團管理層使用撥備矩陣估計貿易應收款項及合約資產的全期預期信貸虧損。

就此而言，本公司董事認為，本集團信貸風險已大幅下降。



Notes to Consolidated Financial Statements

綜合財務報表附註

29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Trade receivables and contract assets arising from contracts with customers (Continued)

As part of the Group's credit risk management, trade receivables and contract assets have been grouped based on the following credit risk characteristics:

Category 類別	Description 描述	Basis for recognising ECL 確認預期信貸虧損的基準
Class A A類	Indicates the exposure at default ("EAD") is still current does not have any past-due amounts 表明違約風險(「違約風險」)仍然存在並無任何預期金額	Lifetime ECL (not credit- impaired) 全期預期信貸虧損(無信貸減值)
Class B B類	The major portion of the EAD has been past due for less than 60 days. 違約風險主要部分已逾期不超過60天。	Lifetime ECL (not credit- impaired) 全期預期信貸虧損(無信貸減值)
Class C C類	The major portion of the EAD has been past due for less than 1 year. The risk of non-payment increases as the time period is longer than normal expected payment process. 違約風險主要部分已逾期不超過一年。隨著時間超過正常預期付款流程，無法付款風險增加。	Lifetime ECL (not credit- impaired) 全期預期信貸虧損(無信貸減值)
Class D D類	Indicates the past due aging of the debtor exceeding at least 1 year. It indicates that the recovery of complete payments is likely to be difficult. 表明債務人的逾期賬齡超過至少一年。其表明可能難以收回全部付款。	Lifetime ECL (not credit- impaired) 全期預期信貸虧損(無信貸減值)
Class E E類	Financial assets are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred 當發生一項或多項對該資產的估計未來現金流量產生不利影響的事件時，金融資產被評估為信貸減損	Lifetime ECL (credit- impaired) 全期預期信貸虧損(信貸減值)
Class F F類	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據表明債務人面臨嚴重的財務困難，而本集團沒有現實的複蘇前景	Amount is written off 金額已撇銷

The Group's concentration of credit risk by geographical locations is mainly in the PRC, which accounted for 100% (31 December 2019: 100%) of the total trade receivable as at 31 December 2020.

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

客戶合約產生的貿易應收款項及合約資產(續)

作為本集團信貸風險管理的一部分，貿易應收款項及合約資產已按以下信貸風險特徵分類：

按地理位置劃分，本集團的主要信貸風險主要集中於中國，佔於2020年12月31日貿易應收款項總額的100%(2019年12月31日：100%)。



Notes to Consolidated Financial Statements

綜合財務報表附註

29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Trade receivables and contract assets arising from contracts with customers (Continued)

The Group has concentration of credit risk as 29.59% (2019: 20.89%) and 49.98% (2019: 46.24%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively.

The Group has concentration of credit risk on the full amount of trade receivable backed by bills due from a customer as set out in note 17b.

The Group's current credit risk grading framework of loan receivable, bank balances, other receivables and amounts due from related parties comprises the following categories:

Category 類別	Description 描述	Basis for recognising ECL 確認預期信貸虧損的基準
Performing 履行	For financial assets where there has low risk of default or has not been a significant increase in credit risk since initial recognition and that are not credit impaired (refer to as Stage 1) 就違約風險較低或自初始確認後信貸風險並未顯著上升且並無信貸減值的金融資產(稱為第1階段)	12m ECL 12個月預期信貸虧損
Doubtful 呆賬	For financial assets where there has been a significant increase in credit risk since initial recognition but that are not credit impaired (refer to as Stage 2) 就自初始確認後信貸風險顯著上升但並無信貸減值的金融資產(稱為第2階段)	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)
Default 違約	Financial assets are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred (refer to as Stage 3) 當發生會對金融資產估計未來現金流量造成不利影響的一項或多項事件，則有關金融資產被評定為信貸減值(稱為第3階段)	Lifetime ECL (credit-impaired) 全期預期信貸虧損(信貸減值)
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人面臨嚴重財務困境，而本集團並無收回款項的現實前景	Amount is written off 金額已撇銷

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

客戶合約產生的貿易應收款項及合約資產(續)

由於貿易應收款項總額的29.59%(2019年: 20.89%)及49.98%(2019年: 46.24%)分別來自應收本集團最大客戶及五大客戶款項，故本集團有集中信貸風險。

誠如附註17b所載，本集團應收客戶的票據質押的貿易應收款項全額擁有集中信貸風險。

本集團應收貸款、銀行結餘、其他應收款項及應收關聯方款項的當前信貸風險評級框架包括以下類別：



Notes to Consolidated Financial Statements

綜合財務報表附註

29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Loan receivable

For loan receivable, the Group has applied the general approach in IFRS 9 to measure the loss allowance. The measurement of loss allowance for ECL is charged from 12m ECL as at 31 December 2019 to Lifetime ECL (no credit-impaired) as at 31 December 2020 since there is a significant increase in credit risk. The Group actively monitors the outstanding amounts owed by each debtor and identifies any credit risks in a timely manner in order to reduce the risk of a credit related loss.

The Group has concentration of credit risk as the whole amount of loan receivable is due from the producer of an internet drama as set out in note 20.

Bank balances and short-term bank deposit

Credit risk on bank balances and short-term bank deposit is limited because the counterparties are reputable banks with good credit ratings assigned by international credit agencies. The Group assessed 12m ECL for bank balances and short-term bank deposit by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. The 12m ECL on bank balances and short-term bank deposit is considered to be insignificant.

The Group has concentration of credit risk as approximately 52.02% and 100% (2019: 47.71% and nil) of the Group's bank balances and short-term bank deposit is placed with a bank at 31 December 2020.

Other receivables, amounts due from related parties and long-term deposit

The directors of the Company make periodic individual assessment on the recoverability of other receivables, amounts due from related parties and long-term deposit based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL.

The 12m ECL on amounts due from related parties is considered as insignificant for the years ended 31 December 2020 and 2019 as the counterparties involved are considered with limited credit risk and the ECL involved is not material. The disclosure of loss allowance recognised for other receivables was made below in this note for the years ended 31 December 2020 and 2019.

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

應收貸款

就應收貸款而言，本集團已應用國際財務報告準則第9號的一般方法。預期信貸虧損的虧損撥備計量由2019年12月31日的12個月預期信貸虧損變更為2020年12月31日的全期預期信貸虧損(無信貸減值)，乃由於信貸虧損大幅增加。本集團積極監察各債務人所欠的未償還款項，並及時識別任何信貸風險，以降低信貸相關損失的風險。

如附註20所載，由於應收貸款全部金額為應收一部網劇製片人的款項，本集團有集中信貸風險。

銀行結餘及短期銀行存款

由於對手方為具有國際信貸評級機構給予較佳信貸評級的信譽良好的銀行，故銀行結餘及短期銀行存款的信貸風險有限。本集團參考有關違約可能性及虧損導致違反外部信用評級機構公佈的有關信貸評級等級資料，對銀行結餘及短期銀行存款進行12個月預期信貸虧損評估。銀行結餘及短期銀行存款的12個月預期信貸虧損被認為並不重大。

於2020年12月31日，本集團約52.02%及100%的銀行結餘及短期銀行存款存放於一家銀行，故本集團有集中信貸風險(2019年：47.71%及零)。

其他應收款項、應收關聯方款項及長期按金

本公司董事根據過往償付記錄、過往經驗以及合理且具理據支持的前瞻性定量及定性資料，對其他應收款項、應收關聯方款項及長期按金的可收回性進行定期個別評估。本集團計量虧損撥備等於12個月預期信貸虧損，除非自初始確認起信貸風險大幅增加，則本集團確認全期信貸虧損。

於截至2020及2019年12月31日止年度，應收關聯方款項12個月預期信貸虧損不重大，乃由於相關對手方被視為具有有限信貸風險及相關預期信貸虧損不屬重大。截至2020及2019年12月31日止年度就其他應收款項確認的虧損撥備於本附註下文披露。



Notes to Consolidated Financial Statements

綜合財務報表附註

29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Other receivables, amounts due from related parties and long-term deposit (Continued)

The Group has concentration of credit risk as approximately 51.80% (2019: 51.93%) of the Group's other receivables is due from a counterparty at 31 December 2020.

As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases. The tables below detail the credit risk exposures of the Group's financial assets and contract assets, which are subject to ECL assessment:

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

其他應收款項、應收關聯方款項及長期按金(續)

於2020年12月31日，本集團約51.80%的其他應收款項來自應收一名對手方款項，故本集團有集中信貸風險(2019年：51.93%)。

因本集團的過往信貸虧損經驗沒有顯示不同客戶分部有重大差異的虧損型態，故按逾期狀態計算的虧損撥備並無在本集團不同客戶群間進一步區分。下表詳列本集團金融資產及合約資產之信貸風險，該等風險須進行預期信貸虧損評估：

	Credit risk characteristic	12m or lifetime ECL	Average loss rate	Gross carrying amount as at 31 December 2020 於2020年12月31日的賬面總值 RMB'000 人民幣千元	Total ECL 預期信貸虧損總額 RMB'000 人民幣千元	Net carrying amount as at 31 December 2020 於2020年12月31日的賬面淨值 RMB'000 人民幣千元
Trade receivables 貿易應收款項						
	Class A A類	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	0.8%	86,988	682	86,306
	Class B B類	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	3.2%	117,586	3,789	113,797
	Class C C類	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	10.8%	113,977	12,348	101,629
	Class D D類	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	20.8%	21,772	4,519	17,253
				340,323	21,338	318,985
Loan receivable (Note 20) 應收貸款(附註20)	Doubtful 呆賬	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	25.2%	13,000	3,274	9,726
Contract assets (Note 19) 合約資產(附註19)	Class A A類	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	0.7%	21,233	154	21,079
Other receivables (Note 17a) 其他應收款項(附註17a)	Performing 履行	12m ECL (not credit-impaired) 12個月預期信貸虧損(無信貸減值)	0.7%	9,628	72	9,556
	Doubtful 呆賬	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	2.4%	750	18	732
	Default 違約	Lifetime ECL (credit-impaired) 全期預期信貸虧損(信貸減值)	100.0%	300	300	-
				10,678	390	10,288



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綜合財務報表附註

29. FINANCIAL INSTRUMENTS (CONTINUED)

29. 金融工具(續)

(b) Financial risk management objectives and policies (Continued)

(b) 財務風險管理目標及政策(續)

Credit risk and impairment assessment (Continued)

信貸風險及減值評估(續)

	Credit risk characteristic	12m or lifetime ECL	Average loss rate	Gross carrying amount as at 31 December 2019 於2019年12月31日的賬面總值 RMB'000 人民幣千元	Total ECL	Net carrying amount as at 31 December 2019 於2019年12月31日的賬面淨值 RMB'000 人民幣千元
Trade receivables 貿易應收款項						
	Class A A類	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	0.6%	159,539	936	158,603
	Class B B類	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	2.2%	60,101	1,331	58,770
	Class C C類	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	6.6%	82,756	5,436	77,320
				302,396	7,703	294,693
Loan receivable (Note 20) 應收貸款(附註20)	Performing 履行	12m ECL (not credit-impaired) 12個月預期信貸虧損(無信貸減值)	3.2%	13,000	421	12,579
Contract assets (Note 19) 合約資產(附註19)	Class A A類	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	0.6%	6,536	38	6,498
Other receivables (Note 17a) 其他應收款項(附註17a)	Performing 履行	12m ECL (not credit-impaired) 12個月預期信貸虧損(無信貸減值)	2.5%	26,766	660	26,106
	Doubtful 呆賬	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(無信貸減值)	6.5%	30,927	2,003	28,924
	Default 違約	Lifetime ECL (credit-impaired) 全期預期信貸虧損(信貸減值)	100.0%	300	300	–
				57,993	2,963	55,030



Notes to Consolidated Financial Statements

綜合財務報表附註

29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The following tables show the movements in lifetime ECL that has been recognised for trade receivables under the simplified approach:

As at 1 January 2019	於2019年1月1日
Impairment losses recognised	已確認減值虧損
As at 31 December 2019	於2019年12月31日
Impairment losses recognised	已確認減值虧損
As at 31 December 2020	於2020年12月31日

The significant increase in impairment loss during the year ended 31 December 2020 is mainly attributable to increase in the long aged and overdue trade receivables related to the customers with credit risk characteristic of Class C and D. The business of these customers was affected due to the COVID-19 pandemic, which deferred the settlement of the trade receivables.

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

下表列示已按簡化法就貿易應收款項確認的全期預期信貸虧損變動。

Lifetime ECL (not credit-impaired) 全期預期 信貸虧損 (無信貸減值) RMB'000 人民幣千元	Lifetime ECL (credit-impaired) 全期預期 信貸虧損 (信貸減值) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
2,183	–	2,183
5,520	–	5,520
7,703	–	7,703
13,635	–	13,635
21,338	–	21,338

截至2020年12月31日止年度減值虧損大幅增加主要由於信貸風險特徵為C及D類的客戶相關長期及逾期貿易應收款項增加。該等客戶的業務受COVID-19的影響，延遲結算貿易應收款項。



Notes to Consolidated Financial Statements

綜合財務報表附註

29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The following tables show the movements in lifetime ECL that has been recognised for contract assets under the simplified approach:

		Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (無信貸減值) RMB'000 人民幣千元	Lifetime ECL (credit-impaired) 全期預期 信貸虧損 (信貸減值) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2019	於2019年1月1日	—	—	—
Impairment losses recognised	已確認減值虧損	38	—	38
As at 31 December 2019	於2019年12月31日	38	—	38
Impairment losses recognised	已確認減值虧損	116	—	116
As at 31 December 2020	於2020年12月31日	154	—	154

The following table shows the movement in loss allowances that has been recognised for loan receivable:

		12m ECL 12個月 預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (無信貸減值) RMB'000 人民幣千元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2019	於2019年1月1日	—	—	—	—
Impairment losses recognised	已確認減值虧損	421	—	—	421
As at 31 December 2019	於2019年12月31日	421	—	—	421
Transfer to Lifetime ECL (not credit-impaired) (note (i))	轉至全期預期信貸虧損(無信貸減值) (附註(i))	(421)	421	—	—
Impairment losses recognised	已確認減值虧損	—	2,853	—	2,853
As at 31 December 2020	於2020年12月31日	—	3,274	—	3,274

Note:

- (i) The loan receivable with gross carrying amount of RMB13,000,000 for which the counterparty failed to make demanded repayments on time, the Group determined that the loan receivable became doubtful and measured the loan receivable from 12m ECL with 3.2% loss rate as at 31 December 2019 to Lifetime ECL (not credit-impaired) with 25.2% loss rate as at 31 December 2020.

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

下表載列根據簡化法就合約資產確認的全期預期信貸虧損之變動：

	Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (無信貸減值) RMB'000 人民幣千元	Lifetime ECL (credit-impaired) 全期預期 信貸虧損 (信貸減值) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2019	—	—	—
Impairment losses recognised	38	—	38
As at 31 December 2019	38	—	38
Impairment losses recognised	116	—	116
As at 31 December 2020	154	—	154

下表列示已就應收貸款確認的虧損撥備變動：

	12m ECL 12個月 預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (無信貸減值) RMB'000 人民幣千元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2019	—	—	—	—
Impairment losses recognised	421	—	—	421
As at 31 December 2019	421	—	—	421
Transfer to Lifetime ECL (not credit-impaired) (note (i))	(421)	421	—	—
Impairment losses recognised	—	2,853	—	2,853
As at 31 December 2020	—	3,274	—	3,274

附註：

- (i) 交易對手方未能及時按要求還款產生應收貸款賬面總值人民幣13,000,000元，本集團釐定，應收貸款成為呆賬，應收貸款計量由虧損率為3.2%的2019年12月31日12個月預期信貸虧損變更為虧損率為25.2%的2020年12月31日全期信貸虧損(無信貸減值)。



Notes to Consolidated Financial Statements

綜合財務報表附註

29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The following table shows of the movement in loss allowances that has been recognised for other receivables:

As at 1 January 2019	於2019年1月1日
Impairment losses recognised	已確認減值虧損
As at 31 December 2019	於2019年12月31日
Impairment losses recognised	已確認減值虧損
Impairment losses reversed (note)	已撥回減值虧損(附註)
As at 31 December 2020	於2020年12月31日

Note: Loss allowance for ECL in respect of other receivables of approximately RMB2,614,000 (2019: nil) has been reversed for the year ended 31 December 2020 as the respective gross amount of receivable from a supplier, Investment A and Investment B of approximately RMB 30,048,000, RMB129,000 and RMB19,530,000 respectively are settled during the year ended 31 December 2020.

Liquidity risk

In management of liquidity risk, the Group's management monitors and maintains a reasonable level of bank balances and cash which deemed adequate by the management to finance the Group's operations and mitigate the impacts of fluctuations in cash flows. The Group relies on the cash generated from operating activities and bank and other borrowings as the main source of liquidity.

In preparing the consolidated financial statements, the directors of the Company have given careful consideration to the future liquidity of the Group. While recognising that the Group has relatively low level of bank balances and cash and short-term bank deposit of approximately RMB1,072,000 and RMB16,700,000 respectively compared to bank and borrowings which is repayable within one year of approximately RMB75,511,000 as at 31 December 2020 and operating cash outflows of approximately RMB89,990,000 for the year ended 31 December 2020.

Up to the date of these consolidated financial statements were authorised for issue, The directors of the Company are satisfied that the Group will have sufficient financial resources to meet its financial obligations as they fall due for the foreseeable future, after taking into consideration of the measures as stated in note 1.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

下表列示已就其他應收款項確認的虧損撥備變動：

12m ECL	Lifetime ECL (not credit-impaired)	Lifetime ECL (credit-impaired)	Total
12個月 預期信貸虧損 RMB'000 人民幣千元	全期預期 信貸虧損 (無信貸減值) RMB'000 人民幣千元	全期預期 信貸虧損 (信貸減值) RMB'000 人民幣千元	總計 RMB'000 人民幣千元
-	-	-	-
660	2,003	300	2,963
660	2,003	300	2,963
41	-	-	41
(629)	(1,985)	-	(2,614)
72	18	300	390

附註：其他應收款項預期信貸虧損的虧損撥備約人民幣2,614,000元(2019年：零)已於截至2020年12月31日止年度撥回，乃由於應收供應商、投資A及投資B各自款項總額分別約人民幣30,048,000元、人民幣129,000元及人民幣19,530,000元已於截至2020年12月31日止年度結清。

流動資金風險

管控流動資金風險時，本集團管理層監察並維持管理層視為足夠的合理水平的銀行結餘及現金以為本集團的營運提供資金及減輕現金流量波動的衝擊。本集團倚賴經營活動產生的現金以及銀行及其他借款作為流動資金的主要來源。

於編製綜合財務報表時，本公司董事已仔細考慮本集團未來流動資金。較截至2020年12月31日須於一年內償還的銀行借款約人民幣75,511,000元及截至2020年12月31日止年度經營現金流出約人民幣89,990,000元相比，本集團銀行結餘及現金短期銀行存款維持較低水平分別約人民幣1,072,000元及人民幣16,700,000元。

截至該等綜合財務報表獲授權刊發日期，本公司董事在考慮附註1所載措施後信納，本集團將擁有充足財務資源履行其於可見未來到期的財務義務。

下表詳列本集團金融負債的餘下合約年期。該表乃按本集團可被要求付款的最早日期的金融負債未貼現現金流量編製。



Notes to Consolidated Financial Statements

綜合財務報表附註

29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

As at 31 December 2020

Financial liabilities

Trade and other payables
Bank borrowings
Other borrowings

Total

Lease liabilities

於2020年12月31日

金融負債

貿易及其他應付款項
銀行借款
其他借款

總計

租賃負債

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險(續)

Less than 1 month	1-3 months	4-12 months	Over 1 year and less than 5 years	Total undiscounted cash flows	Carrying amount
於一個月內	一至三個月	四個月至 十二個月	超過一年及 少於五年	未貼現現金 流量總額	賬面值
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
43,100	125	250	-	43,475	43,475
-	853	71,236	-	72,089	70,000
-	1,625	1,625	59,309	62,559	55,511
43,100	2,603	73,111	59,309	178,123	168,986
-	288	617	309	1,214	1,174

As at 31 December 2019

Financial liabilities

Trade and other payables
Bank borrowings
Other borrowings

Total

Lease liabilities

於2019年12月31日

金融負債

貿易及其他應付款項
銀行借款
其他借款

總計

租賃負債

Less than 1 month	1-3 months	4-12 months	Over 1 year and less than 5 years	Total undiscounted cash flows	Carrying amount
於一個月內	一至三個月	四個月至 十二個月	超過一年及 少於五年	未貼現現金 流量總額	賬面值
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
98,672	124,384	-	-	223,056	223,056
6,115	13,186	81,640	-	100,941	96,891
-	-	1,545	-	1,545	1,458
104,787	137,570	83,185	-	325,542	321,405
-	605	1,210	2,548	4,363	4,101



Notes to Consolidated Financial Statements

綜合財務報表附註

29. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets.

One of the Group's assets is measured at fair value for financial reporting purposes.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the management establishes the appropriate valuation techniques and inputs for fair value measurement.

The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of certain types of financial instruments.

Fair value of the Group's financial asset that are measured at fair value on a recurring basis

The Group's bill receivables are measured at fair value as at 31 December 2019. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

Financial instruments	Fair value as at		Fair value hierarchy	Valuation technique and key inputs	Significant unobservable inputs	Relationship of key inputs and significant unobservable inputs to fair value
金融工具	於下列日期的公允值		公允值層級	估值技術及關鍵輸入數據	重大不可觀察輸入數據	關鍵輸入數據及重大不可觀察輸入數據對公允值的關係
	31/12/2020	31/12/2019				
	2020年	2019年				
	12月31日	12月31日				
	RMB'000	RMB'000				
	人民幣千元	人民幣千元				
Trade receivables backed by bills (Note)	-	38,000	Level 2	The discounted cash flow method was used to capture the nominal amount of the bill	Discounted rate	The higher the discounted rate, the lower the fair value
票據質押的貿易應收款項 (附註)			第二級	貼現現金流量法用於計算票據面值 重大不可觀察輸入數據：貼現率	貼現率	貼現率越高，公允值越低

Note: Due to the short-term nature of the bills, its carrying amounts are considered approximate to its fair value.

29. 金融工具(續)

(c) 金融工具的公允值計量

本附註提供有關本集團如何釐定各類金融資產公允值的資料。

就財務申報而言，本集團的一項資產按公允值計量。

於估計一項資產或負債的公允值時，本集團採用可獲取的市場可觀察數據。倘無法獲得第一級輸入數據，則管理層選用適當的估值技術及輸入數據計量公允值。

本集團所選用的估值技術包括並非基於可觀察市場數據的輸入數據，以估計若干類型金融工具的公允值。

本集團以經常性基準按公允值計量的金融資產的公允值

於2019年12月31日，本集團應收票據按公允值計量。下表提供有關如何釐定該等金融資產公允值的資料(尤其是所採用的估值技術及輸入數據)，以及公允值計量基於其輸入數據的可觀察程度所屬的公允值層級(第一級至第三級)。

附註：由於票據的短期性質，其賬面值被視為與其公允值相若。



Notes to Consolidated Financial Statements

綜合財務報表附註

29. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value measurements of financial instruments (Continued)

Sensitivity analysis

The sensitivity analysis on changes in fair value of these financial assets as are as follows:

A 1% increase/decrease in the discount rate while all other variables keep constant, would decrease/increase the carrying amount by RMB138,000 (2020:nil) as at 31 December 2019.

A 5% increase/decrease in revenue attributable to the Group while all other variables keep constant, would increase/decrease the carrying amount by RMB298,000 (2020:nil) as at 31 December 2019.

Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis

The carrying amount of other borrowing as set out in note 24 was approximate to its fair values as the discounting effect is insignificant.

The directors of the Company consider that the carrying amounts of other current financial assets and financial liabilities measured at amortised cost in the consolidated financial statements approximate their fair values due to their short-term maturities.

Transfers of financial assets

As disclosed in Note 17b, during the year ended 31 December 2019, the Group had transferred a bill receivable amounted to RMB38,000,000 (2020: nil) to its supplier by endorsing the bill receivable on a full recourse basis. As the Group had not transferred the significant risks and rewards relating to the bill receivable, it continues to recognise the full carrying amount of the bill receivable and trade payables.

29. 金融工具(續)

(c) 金融工具的公允值計量(續)

敏感度分析

就該等金融資產的公允值變動的敏感度分析如下：

倘貼現率增加／減少1%而所有其他變數保持不變，則於2019年12月31日的賬面值將減少／增加人民幣138,000元(2020年：無)。

倘本集團應佔收益增加／減少5%而所有其他變數保持不變，則於2019年12月31日的賬面值將增加／減少人民幣298,000元(2020年：無)。

並非以經常性基準按公允值計量的金融資產及金融負債的公允值

附註24所載其他借款的賬面值與其公允值相若，乃由於折讓影響並不重大。

本公司董事認為，綜合財務報表中按攤銷成本計量的其他流動金融資產及金融負債之賬面值與其公允值相若，乃由於其短期期限。

轉讓金融資產

如附註17b所披露，於截至2019年12月31日止年度本集團透過按全面追索權基準背書應收票據向其供應商轉讓人民幣38,000,000元(2020年：無)的應收票據。由於本集團並無轉讓與應收票據有關的重大風險及回報，其繼續悉數確認應收票據及貿易應付款項的賬面值。



Notes to Consolidated Financial Statements

綜合財務報表附註

30. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

30. 融資活動所產生負債的對賬

下表載列本集團融資活動所產生負債之變動詳情，包括現金及非現金變動。融資活動所產生的負債為現金流量已經或其未來現金流量將會於本集團綜合現金流量表分類為融資活動的現金流量的負債。

		Transaction costs attributable to issue of new ordinary shares 發行新普通股 應佔交易成本 應付款項 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Amounts due to related parties 應付關聯方 款項 RMB'000 人民幣千元	Bank and other borrowings 銀行及其他 借款 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2019	於2019年1月1日	856	5,045	5,980	83,523	95,404
Financing cash flow	融資現金流量	(20,548)	(1,950)	(3,253)	14,458	(11,293)
Early termination of a lease	提前終止租約	-	(3,879)	-	-	(3,879)
Finance cost incurred	已產生融資成本	-	-	-	368	368
Additions	添置	-	4,885	-	-	4,885
Decrease in deferred listing expenses	遞延上市開支減少	(1,381)	-	-	-	(1,381)
Transaction costs attributable to issue of new ordinary shares	發行新普通股 應佔交易成本	22,448	-	-	-	22,448
Distribution to the owners (Note 15)	分派予擁有人(附註15)	-	-	(950)	-	(950)
Waive from amount due to Ms. Wang	豁免應付王女士款項	-	-	(1,777)	-	(1,777)
At 31 December 2019	於2019年12月31日	1,375	4,101	-	98,349	103,825
Decrease in deferred listing expenses	遞延上市開支減少	(1,375)	-	-	-	(1,375)
Financing cash flow	融資現金流量	-	(1,029)	-	27,162	26,133
Early termination of a lease	提前終止租約	-	(1,898)	-	-	(1,898)
At 31 December 2020	於2020年12月31日	-	1,174	-	125,511	126,685



Notes to Consolidated Financial Statements

綜合財務報表附註

31. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 December 2019, the Group entered into new lease agreements for the use of leased properties for three years. On the lease commencement, the Group recognised approximately RMB4,885,000 (2020: nil) of right-of-use asset and approximately RMB4,885,000 (2020: nil) lease liability.

During the years ended 31 December 2020 and 2019, the Group early terminated a lease contract, the respective right-of-use assets and lease liabilities are derecognised accordingly. Further details of the early termination of lease contracts are set out in notes 15 and 27.

During the years ended 31 December 2020 and 2019, some of lease contracts expired, the respective right-of-use assets are derecognised accordingly. Further details of the expired lease contracts are set out in note 15.

During the year ended 31 December 2020, transaction costs attributable to issue of new ordinary share payables of approximately RMB1,375,000 (2019: RMB1,381,000) was set off with the respective prepayment by the same amount.

During the year ended 31 December 2020, trade receivable backed by bills of RMB38,000,000 (2019: nil) was set off with trade payable by the same amount.

31. 主要非現金交易

截至2019年12月31日止年度，本集團就使用已租賃物業訂立三年期的新租賃協議。該等租賃開始時，本集團確認使用權資產約人民幣4,885,000元(2020：無)及租賃負債約人民幣4,885,000元(2020：無)。

於截至2020年及2019年12月31日止年度，本集團提早終止租賃合約，各使用權資產及租賃負債因此終止確認。有關提早終止租賃合約的詳情載於附註15及27。

於截至2020年及2019年12月31日止年度，若干租賃合約已到期，各使用權資產因此終止確認。有關到期租賃合約的進一步詳情載於附註15。

截至2020年12月31日止年度，發行新普通股應佔交易成本應付款項約人民幣1,375,000元(2019年：人民幣1,381,000元)與等額預付款項抵銷。

截至2020年12月31日止年度，票據質押的貿易應收款項人民幣38,000,000元(2019年：無)與等額貿易應付款項抵銷。



Notes to Consolidated Financial Statements

綜合財務報表附註

32. RELATED PARTY TRANSACTIONS

(a) Name and relationship

Other than as disclosed elsewhere in these consolidated financial statements, during the year, the Group entered into the following transactions with related parties:

Name	Relationship
Ms. Wang	Controlling Shareholder
Qingdao Economic and Technological Development Zone Chaoqun Culture Co., Ltd.*	A company controlled by Ms. Wang
Beijing Ruicheng Jiaye Public Relations Consulting Co., Ltd.*	A company controlled by Ms. Wang
Beijing Yuehe Management Consulting Co., Ltd.*	A company controlled by Ms. Wang

(b) Related party balances

Amounts due from related parties:

		Maximum amount outstanding during the year 年內最高未償還款項			
		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Qingdao Chaoqun	青島超群	2,719	14,826	170	2,719
Beijing Ruicheng Jiaye	北京瑞誠嘉業	100	100	100	100
Beijing Yuehe	北京悅和	30	—	30	—
Total	總計			300	2,819

These amounts were non-trade nature, unsecured, interest free and repayable on demand.

The Group measures the loss allowance for amounts due from related parties at an amount equal to 12-month ECL. The directors of the Company considered that the amounts due from related parties to be low credit risk and no recent history of default, and thus no impairment losses recognised during the years ended 31 December 2020 and 2019.

(c) Remuneration of key management personnel of the Group

The emoluments of key management during the reporting period are as follows:

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Salaries and allowances	薪資及津貼	1,828	2,159
Performance related bonuses	表現掛鉤花紅	100	—
Retirement benefits scheme contributions	退休福利計劃供款	161	170
		2,089	2,329

32. 關聯方交易

(a) 姓名及關係

除該等綜合財務報表其他部分所披露者外，於年內，本集團與關聯方訂立以下交易：

姓名	關係
王女士	控股股東
青島經濟技術開發區超群文化有限公司	由王女士控制的公司
北京瑞誠嘉業公關顧問有限公司	由王女士控制的公司
北京悅和管理諮詢有限公司	由王女士控制的公司

(b) 關聯方結餘

應收關聯方款項：

該等款項為非貿易性質、無抵押、免息及須按要求償還。

本集團按等於12個月預期信貸虧損的金額計量應收關聯方款項的虧損撥備。本公司董事認為，應收關聯方款項為低信貸風險，且近期並無違約歷史，因此於截至2020年及2019年12月31日止年度並無確認減值虧損。

(c) 本集團主要管理人員之薪酬

本集團主要管理人員於報告期間的薪酬如下：

2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
1,828	2,159
100	—
161	170
2,089	2,329



Notes to Consolidated Financial Statements

綜合財務報表附註

33. PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below:

33. 本公司附屬公司詳情

於報告期末本公司直接及間接持有的附屬公司詳情載列如下：

Name of subsidiary 附屬公司名稱	Place of establishment and operation 成立及營運地點	Issued and fully paid share capital 已發行及繳足股本	Percentage of equity interest and voting power attributable to the Company 本公司應佔股權百分比及投票權				Principal activities 主要活動
			2020 2020年		2019 2019年		
			Direct 直接 %	Indirect 間接 %	Direct 直接 %	Indirect 間接 %	
Ruicheng BVI 瑞誠英屬維京群島	BVI 英屬維京群島	USD0.01 0.01美元	100	–	100	–	Investment holding 投資控股
Ruicheng HK 瑞誠香港	Hong Kong 香港	HKD100 100港元	–	100	–	100	Investment holding 投資控股
Qingdao Ruicheng Jiaye (Note (i)) 青島瑞誠嘉業(附註(i))	The PRC 中國	RMB170,368,520 (2019: RMB88,900,420) 人民幣170,368,520元 (2019年：人民幣88,900,420元)	–	100	–	100	Provision of advertising services 投資控股
Beijing Ruicheng (Note (ii)) 北京瑞誠(附註(ii))	The PRC 中國	RMB169,992,000.00 (2019: RMB166,740,317.32) 人民幣169,992,000.00元 (2019年：人民幣166,740,317.32元)	–	100	–	100	Provision of advertising services 提供廣告服務
Shanghai Kailun Advertising Co., Ltd (Note (ii)) 上海凱倫廣告有限公司(附註(ii))	The PRC 中國	RMB5,000,000 人民幣5,000,000元	–	100	–	100	Provision of advertising services 提供廣告服務
Xizang Wanmei (Note (ii)) 西藏萬美(附註(ii))	The PRC 中國	RMB5,000,000 人民幣5,000,000元	–	100	–	100	Provision of advertising services 提供廣告服務
Lingyu (Beijing) Cultural Media Co., Ltd. (Note (ii)) 領育(北京)文化傳媒有限公司(附註(ii))	The PRC 中國	RMB1,000,000 人民幣1,000,000元	–	88	–	88	Provision of advertising services 提供廣告服務

Note:

(i) The entity was established in the PRC as a sino-foreign investment enterprise.

(ii) The entity was established in the PRC as a company with limited liability.

None of the subsidiaries has issued any debt securities at the end of the year.

* English name is for identification purpose only

附註：

(i) 該實體於中國成立為一間中外合資企業。

(ii) 該實體為於中國註冊成立的有限公司。

於年末，概無附屬公司已發行任何債務證券。

* 英文名稱僅供識別。



Notes to Consolidated Financial Statements

綜合財務報表附註

34. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

34. 財務狀況表及本公司的儲備

		Note 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Non-current asset	非流動資產			
Investment in a subsidiary	於附屬公司的投資		94,665	94,665
Current assets	流動資產			
Prepayments	預付款項		129	129
Amount due from a subsidiary	應收一間附屬公司款項	(a)	1,150	–
Bank balances and cash	銀行結餘及現金		43	104
			1,322	233
Total assets	資產總值		95,987	94,898
Capital and reserves	股本及儲備			
Share capital	股本		3,578	3,578
Reserves	儲備		87,571	90,196
Total equity	權益總額		91,149	93,774
Current liability	流動負債			
Other payable	其他應付款項		1,176	1,124
Amounts due to subsidiaries	應付附屬公司款項	(a)	3,662	–
			4,838	1,124
Total equity and liability	權益及負債總額		95,987	94,898

Note:

(a) The amount(s) are unsecured, non-interest bearing and repayable on demand.

附註：

(a) 該款項為無擔保，不計息及須按要求償還。

Movement in the Company's reserves

本公司儲備的變動

		Share premium 股份溢價 RMB'000 人民幣千元	Capital reserve 資本儲備 RMB'000 人民幣千元 (Note) (附註)	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At the date of incorporation	於註冊成立日期	–	–	(4,143)	(4,143)
Loss and total comprehensive expense for the period	期內虧損及全面開支總額	–	–	(18,715)	(18,715)
Waiver of listing expenses by a subsidiary	附屬公司豁免上市開支	–	23,114	–	23,114
Share premium from Hengrui Co., Ltd.	來自Hengrui Co., Ltd.的股份溢價	2,000	–	–	2,000
Issue of shares under the Loan Capitalisation	根據貸款資本化發行股份	1,777	–	–	1,777
Issue of shares under the Global Offering	根據全球發售發行股份	111,225	–	–	111,225
Transaction costs of issue of new ordinary shares	發行新普通股的交易成本	(22,448)	–	–	(22,448)
Issue of shares under the Capitalisation Issue	根據資本化發行發行股份	(2,614)	–	–	(2,614)
At 31 December 2019	於2019年12月31日	89,940	23,114	(22,858)	90,196
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	–	–	(2,625)	(2,625)
At 31 December 2020	於2020年12月31日	89,940	23,114	(25,483)	87,571

Note:

Capital reserve represents waiver of listing expense paid by a subsidiary of the Company.

附註：

資本儲備指豁免本公司一間附屬公司已付的上市開支。



Five Years Financial Summary

五年財務概要

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Results	業績					
Revenue	收益	446,993	845,820	783,364	660,612	313,082
Gross Profit	毛利	40,299	106,828	95,611	83,365	43,325
Finance costs	融資成本	(8,519)	(7,576)	(6,043)	(1,803)	(499)
Profit before tax	除稅前溢利	4,376	56,134	62,469	51,355	22,093
Income tax expense	所得稅開支	(1,550)	(19,830)	(15,846)	(13,615)	(6,327)
Profit for the year from continuing operations	來自持續經營業務的 年內溢利	2,826	36,304	46,623	37,740	15,766
Attributable to:	下列各項應佔：					
Equity shareholders of the Company	本公司權益股東	2,844	36,282	46,149	37,740	15,766
Non-controlling interests	非控股權益	(18)	22	—	—	—
Profit for the year	年內溢利	2,826	36,304	46,149	37,740	15,766
Assets and liabilities	資產及負債					
Property and equipment	物業及設備	1,814	5,234	5,493	50,873	12,794
Other intangible assets	其他無形資產	33	38	43	39	44
Goodwill	商譽	—	—	—	60	—
Deferred tax assets	遞延稅項資產	6,291	2,789	638	131	107
Trade receivables, prepayments and other receivables	貿易應收款項、預付款項及 其他應收款項	343,142	443,700	208,515	182,759	109,915
Net current assets/(liabilities)	流動資產／(負債)淨值	259,340	208,597	65,101	82,276	88,650
Total assets less current liabilities	資產總值減流動負債	267,630	216,961	90,726	148,280	101,996
Net assets	淨資產	217,323	214,497	87,931	135,042	94,829
Capital and reserves	資本及儲備					
Share capital	股本	217,199	214,355	87,811	135,042	94,829
Reserves	儲備	3,578	3,578	80,800	80,000	80,000
		213,621	210,777	7,011	55,042	14,829
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔 權益總額	217,199	214,355	87,811	135,042	94,829
Non-controlling interests	非控股權益	124	142	120	—	—
Total equity	權益總額	217,323	214,497	87,931	135,042	94,829
Earnings per share	每股盈利					
From continuing and discontinued operations – Basic (RMB)	來自持續及已終止經營業務 — 基本(人民幣)	0.01	0.12	0.16	0.14	0.05
From continuing operations – Basic (RMB)	來自持續經營業務 — 基本(人民幣)	0.01	0.12	0.16	0.13	0.05



Glossary

技術詞彙

ABBREVIATIONS

縮寫

“affiliate(s)” 「聯屬人士」	any person(s), directly or indirectly, controlling, controlled by or under direct or indirect common control with another person(s) 直接或間接控制另一人士或受另一人士控制的任何人士，或與另一人士受到直接或間接共同控制的任何人士
“AGM” 「股東週年大會」	the forthcoming annual general meeting for the year 2020 of the Company 本公司2020年應屆股東週年大會
“Articles” or “Articles of Association” 「細則」或「組織章程細則」	the amended and restated articles of association of our Company conditionally adopted on 22 October 2019 which became effective upon the date on which our Shares are listed and Shares first commence dealing on the Mai Board being 12 November 2019, as amended, supplemented or otherwise modified from time to time 本公司於2019年10月22日有條件採納的經修訂及重列組織章程細則，經不時修訂、補充或以其他方式修改，並於股份上市及股份首次於主板買賣日期(即2019年11月12日)生效
“Audit Committee” 「審核委員會」	the Audit Committee under the Board 董事會轄下審核委員會
“Beijing Lingyu” 「北京領育」	Lingyu (Beijing) Cultural Media Co., Ltd.* (領育(北京)文化傳媒有限公司), a limited liability company established in the PRC on 29 October 2018 and an indirect non-wholly-owned subsidiary of our Company, which was owned as to 88.0%, 7.0% and 5.0% by Beijing Ruicheng, Mr. Feng Xing and Ms. Lin Zi, respectively, as at the Latest Practicable Date 領育(北京)文化傳媒有限公司，於2018年10月29日於中國成立的有限責任公司，為本公司的間接非全資附屬公司，於最後實際可行日期，由北京瑞誠、馮興先生及林姿女士分別擁有88.0%、7.0%及5.0%
“Beijing Ruicheng” 「北京瑞誠」	Beijing Ruicheng Advertising Co., Ltd.* (北京瑞誠廣告有限公司) (formerly known as Beijing Ruicheng Advertising Co., Ltd.* (北京瑞誠廣告股份有限公司)), a limited liability company established in the PRC on 9 April 2003 and an indirect wholly-owned subsidiary of our Company 北京瑞誠廣告有限公司(前稱北京瑞誠廣告股份有限公司)，於2003年4月9日於中國成立的有限責任公司，為本公司的間接非全資附屬公司
“Beijing Ruicheng Jiaye” 「北京瑞誠嘉業」	Beijing Ruicheng Jiaye Public Relations Consulting Co., Ltd.* (北京瑞誠嘉業公關顧問有限公司) (formerly known as Beijing Ruicheng Jiaye Advertising Co., Ltd.* (北京瑞誠嘉業廣告有限公司)), a limited liability company established in the PRC on 21 December 2015 and was wholly-owned subsidiary of Ruicheng Hexin 北京瑞誠嘉業公關顧問有限公司(前稱北京瑞誠嘉業廣告有限公司)，於2015年12月21日於中國成立的有限責任公司為瑞誠不信全資附屬公司
“Board” 「董事會」	board of directors of the Company 本公司董事會
“BVI” 「英屬維京群島」	the British Virgin Islands 英屬維京群島
“CG Code” 「企業管治守則」	the Corporate Governance Code as set out in Appendix 14 of the Listing Rules 上市規則附錄14所載的企業管治守則
“China” or “PRC” 「中國」	the People’s Republic of China, but for the purposes of this annual report and for geographical reference only (unless otherwise indicated), excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan 中華人民共和國，僅就本年報及僅就地域參考而言，不包括香港、中國澳門特別行政區及台灣
“Company” or “we” or “our Company” or “the Company” 「本公司」	Ruicheng (China) Media Group Limited (瑞誠(中國)傳媒集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 15 January 2019 瑞誠(中國)傳媒集團有限公司，於2019年1月15日於開曼群島註冊成立的獲豁免有限公司

“Director(s)” 「董事」	director(s) of the Company 本公司的董事
“Global Offering” 「全球發售」	the Hong Kong Public Offer and the International Placing (as defined in the Prospectus) 香港公開發售及國際配售(定義見招股章程)
“Group”, “the Group”, “we”, “our”, “us” or Ruicheng 「本集團」或「我們」或「瑞誠」	our Company and our subsidiaries at the relevant time or, where the context refers to any time prior to our Company becoming the holding company of our present subsidiaries, such subsidiaries and the business carried on by such subsidiaries or (as the case may be) our predecessors, and “we”, “our” or “us” shall be construed accordingly 本公司及其附屬公司於有關時間，或如文義所指於本公司成為其現有附屬公司的控股公司前任何時間，則指該等附屬公司以及該等附屬公司或(視乎情況而定)我們的前身公司所經營的業務，而「我們」或「我們的」亦作相應詮釋
“HK\$” or “HKD” 「港元」	Hong Kong dollars, the lawful currency for the time being of Hong Kong 香港法定貨幣港元
“Hong Kong” 「香港」	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“Hong Kong Branch Share Registrar” 「香港股份過戶登記分處」	Computershare Hong Kong Investor Services Limited 香港中央證券登記有限公司
“IFRS” 「國際財務報告準則」	International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by the IASB and the International Accounting Standards and interpretation issued by the International Accounting Standards Committee 國際財務報告準則，包括國際會計準則理事會頒佈的準則、修訂及詮釋，以及國際會計準則委員會發佈的國際會計準則及詮釋
“Independent Non-executive Directors” 「獨立非執行董事」	the independent non-executive Directors of the Company 本公司的獨立非執行董事
“Independent Third Party(ies)” 「獨立第三方」	an individual(s) or a company(ies) who or which is/are independent of and not connected with (within the meaning of the Listing Rules) any Directors, chief executive or substantial Shareholders (within the meaning of the Listing Rules), of our Company, our subsidiaries or any of their respective associates 獨立於本公司、其附屬公司或彼等任何各自聯繫人之任何董事、主要行政人員或主要股東(定義見上市規則)且與彼等概無任何關連(定義見上市規則)之人士或公司
“Jing Gen” 「經亘」	Jing Gen Holdings Limited (經亘控股有限公司), a company with limited liability incorporated in the BVI on 19 December 2018 and is owned as to approximately 52.43%, 18.65%, 21.96% and 6.96% by Mr. Leng Xuejun, Ms. Lin Zi, employees of Beijing Ruicheng and an Independent Third Party, respectively 經亘控股有限公司，於2018年12月19日於英屬維京群島註冊成立的有限責任公司，分別由冷學軍先生、林姿女士、北京瑞誠僱員及一名獨立第三方擁有52.43%、18.65%、21.96%及6.96%
“Jujia” 「巨佳」	Jujia Co., Ltd (巨佳有限公司), a company with limited liability incorporated in the BVI on 19 December 2018 and is wholly-owned by Ms. Li Na 巨佳有限公司，於2018年12月19日於英屬維京群島註冊成立的有限責任公司，由李娜女士全資擁有
“Listing Date” 「上市日期」	the date on which our Shares are listed and Shares first commence dealing on the Main Board, being 12 November 2019 股份於主板上市及股份首次買賣之日期，即2019年11月12日
“Listing Rules” 「上市規則」	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time 聯交所證券上市規則



Glossary

技術詞彙

“Model Code” 「標準守則」	Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules 上市規則附錄10所載上市發行人董事進行證券交易的標準守則
“Ms. Wang” 「王女士」	Ms. Wang Lei (王蕾), one of our Controlling Shareholders 王蕾女士，為我們的控股股東之一
“Nomination Committee” 「提名委員會」	the nomination committee under the Board 董事會轄下提名委員會
“Prospectus” 「招股章程」	the prospectus of the Company dated 31 October 2019 in connection with the Hong Kong public offering of the Company 本公司日期為2019年10月31日有關本公司在香港公開發售的招股章程
“Qingdao Ruicheng Jiaye” 「青島瑞誠嘉業」	Qingdao Ruicheng Jiaye Advertising Co., Ltd.* (青島瑞誠嘉業廣告有限公司), a limited liability company established in the PRC on 7 December 2018, and an indirectly wholly-owned subsidiary of our Company 青島瑞誠嘉業廣告有限公司，於2018年12月7日於中國成立的有限責任公司，為本公司的間接全資附屬公司
“Remuneration Committee” 「薪酬委員會」	the remuneration committee under the Board 董事會轄下薪酬委員會
“Renminbi” or “RMB” 「人民幣」	the lawful currency of the PRC 中國法定貨幣人民幣
“Reporting Period” 「報告期」	the year ended 31 December 2020 截至2020年12月31日止年度
“Ruichengdema” 「瑞誠德茂」	Ruichengdema Co., Ltd (瑞誠德茂有限公司), a company with limited liability incorporated in the BVI on 19 December 2018 and is owned as to approximately 83.33% by Mr. Feng Xing and 16.67% by Ms. Liu Yang, respectively 瑞誠德茂有限公司，於2018年12月19日於英屬維京群島註冊成立的有限責任公司，由馮興先生及劉陽女士分別擁有約83.33%及16.67%
“Ruichengtianhe” 「瑞誠天禾」	Ruichengtianhe Co., Ltd (瑞誠天禾有限公司), a company with limited liability incorporated in the BVI on 19 December 2018 and is owned as to approximately 32.17% by Ms. Wang Zeli and 67.83% by Independent Third Parties, respectively 瑞誠天禾有限公司，於2018年12月19日於英屬維京群島註冊成立的有限責任公司，由王澤麗女士及獨立第三方分別擁有約32.17%及67.83%
“Ruicheng BVI” 「瑞誠英屬維京群島」	Ruicheng Media Co., Ltd (瑞誠傳媒有限公司), a company with limited liability incorporated in the BVI on 28 January 2019 and a direct wholly-owned subsidiary of our Company 瑞誠傳媒有限公司，於2019年1月28日於英屬維京群島註冊成立的有限責任公司，為本公司直接全資附屬公司
“Ruicheng HK” 「瑞誠香港」	Ruicheng (Hong Kong) Media Co., Limited (瑞誠(香港)傳媒有限公司), a limited company incorporated in Hong Kong on 21 February 2019 and an indirectly wholly subsidiary of our Company 瑞誠(香港)傳媒有限公司，於2019年2月21日於香港註冊成立的有限公司，為本公司間接全資附屬公司
“SFO” 「證券及期貨條例」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time 香港法例第571章證券及期貨條例(經不時修訂、補充或以其他方式修改)

“Shanghai Kailun” 「上海凱倫」	Shanghai Kailun Advertising Co., Ltd.* (上海凱倫廣告有限公司), a limited liability company established in the PRC on 17 June 2010 and an indirect wholly-owned subsidiary of our Company 上海凱倫廣告有限公司，於2010年6月17日於中國成立的有限責任公司，且為本公司間接全資附屬公司
Share(s)” 「股份」	ordinary share(s) with nominal value of HK\$0.01 each in the share capital of our Company 本公司股本中每股面值0.01港元的普通股
“Shareholder(s)” 「股東」	holder(s) of the Shares 股份持有人
“Share Option Scheme” 「購股權計劃」	the share option scheme conditionally adopted by our Company on 22 October 2019, the principal terms of which are summarised in the section headed “D. Share Option Scheme” in Appendix IV to the prospectus 本公司於2019年10月22日有條件採納的購股權計劃，其主要條款概述於招股章程附錄四「D.購股權計劃」一節
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Yingheng” 「盈恒」	Yingheng Co., Ltd (盈恒有限公司), a company with limited liability incorporated in the BVI on 19 December 2018 and is wholly-owned by Ms. Wang, and one of our Controlling Shareholders 盈恒有限公司，於2018年12月19日於英屬維京群島註冊成立的有限責任公司，由王女士及本公司其中一名控股股東全資擁有
“Youyi” 「優壹」	Youyi Co., Ltd (優壹有限公司), a company with limited liability incorporated in the BVI on 19 December 2018 and is owned as to approximately 53.38% by Ms. Wang Xin and 46.62% by Mr. Wang Pingpin, respectively 優壹有限公司，於2018年12月19日在英屬維京群島註冊成立的有限責任公司，由王欣女士及王平頻先生分別擁有約53.38%及46.62%
“%” 「%」	per cent. 百分比



Ruicheng (China) Media Group Limited
瑞誠(中國)傳媒集團有限公司