



# 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)

# 2020

## Interim Report

## 中期報告



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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Ms. Li Na (*Chairlady*)  
Mr. Feng Xing  
Ms. Wang Xin  
Mr. Leng Xuejun

#### Independent Non-executive Directors

Mr. Zhao Gang  
Mr. Li Xue  
Mr. How Sze Ming

### AUDIT COMMITTEE

Mr. Li Xue (*Chairman*)  
Mr. Zhao Gang  
Mr. How Sze Ming

### REMUNERATION COMMITTEE

Mr. Zhao Gang (*Chairman*)  
Ms. Wang Xin  
Mr. How Sze Ming

### NOMINATION COMMITTEE

Ms. Li Na (*Chairlady*)  
Mr. Zhao Gang  
Mr. Li Xue

### AUTHORIZED REPRESENTATIVES

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

### JOINT COMPANY SECRETARIES

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

### REGISTERED OFFICE

Cayman Corporate Centre  
27 Hospital Road  
George Town  
Grand Cayman KY1-9008  
Cayman Islands

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA (the "PRC" or "China")

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

### 董事會

#### 執行董事

李娜女士 (*主席*)  
馮興先生  
王欣女士  
冷學軍先生

#### 獨立非執行董事

趙剛先生  
李雪先生  
侯思明先生

### 審核委員會

李雪先生 (*主席*)  
趙剛先生  
侯思明先生

### 薪酬委員會

趙剛先生 (*主席*)  
王欣女士  
侯思明先生

### 提名委員會

李娜女士 (*主席*)  
趙剛先生  
李雪先生

### 授權代表

冷學軍先生  
李健強先生 *ACIS, ACS, HKICPA*

### 聯席公司秘書

冷學軍先生  
李健強先生 *ACIS, ACS, HKICPA*

### 註冊辦事處

Cayman Corporate Centre  
27 Hospital Road  
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

# Corporate Information

## 公司資料

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

40th Floor, Sunlight Tower  
No.248 Queen's Road East  
Wanchai  
Hong Kong

### CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

**Walkers Corporate Limited**  
Cayman Corporate Centre  
27 Hospital Road, George Town  
Grand Cayman KY1-9008  
Cayman Islands

### 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

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
35/F, One Pacific Place  
88 Queensway  
Hong Kong

### PRINCIPAL BANKS

Bank of Beijing (Zhongguancun Haidian Park Sub-branch)  
Agricultural Bank of China Limited (Beijing Modern City Sub-branch)  
Fubon Huayi Bank (Tianjin Sub-branch)

### 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

### STOCK CODE

1640

### INVESTOR CONTACT

Telephone: 86-10-85769398  
Email: rcpr@reach-ad.com

### 香港主要營業地點

香港  
灣仔  
皇后大道東248號  
陽光中心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  
27 Hospital Road, George Town  
Grand Cayman KY1-9008  
Cayman Islands

### 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號舖

### 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

**德勤•關黃陳方會計師行**  
*執業會計師*  
香港  
金鐘道88號  
太古廣場一座35樓

### 主要往來銀行

北京銀行(中關村海淀園支行)  
中國農業銀行股份有限公司(北京現代城支行)  
富邦華一銀行(天津支行)

### 公司網址

www.reach-ad.com  
(此網站的內容並不構成本報告的一部分)

### 上市地點

香港聯合交易所有限公司

### 股份代號

1640

### 投資者聯絡

電話: 86-10-85769398  
電子郵件: rcpr@reach-ad.com

# Financial Summary

## 財務摘要

RMB'000		<b>For the six months ended 30 June 2020</b>	For the six months ended 30 June 2019	Percentage change (%)
人民幣：千元		<b>截至2020年 6月30日 止六個月</b>	截至2019年 6月30日 止六個月	變動百分比(%)
Revenue	收益	<b>217,395</b>	375,815	(42.2%)
Gross profit	毛利	<b>24,506</b>	39,350	(37.7%)
Profit before tax	除稅前溢利	<b>8,341</b>	13,909	(40.0%)
Profit and total comprehensive income for the period	期內溢利及全面收益總額	<b>8,553</b>	13,222	(35.3%)
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔溢利及全面 收益總額	<b>8,809</b>	13,100	(32.8%)
Earnings per share – Basic and diluted (RMB)	每股盈利 – 基本及攤薄(人民幣元)	<b>0.02</b>	0.04	(50.0%)

### REVENUE

### 收益

RMB'000		<b>For the six months ended 30 June 2020</b>	For the six months ended 30 June 2019	Percentage change (%)
人民幣：千元		<b>截至2020年 6月30日 止六個月</b>	截至2019年 6月30日 止六個月	變動百分比(%)
Television (“TV”) advertising services	電視(「電視」)廣告服務	<b>131,335</b>	133,964	(2.0%)
Online advertising services	數字廣告服務	<b>20,186</b>	198,339	(89.8%)
Outdoor advertising services	戶外廣告服務	<b>40,950</b>	41,046	(0.2%)
Other advertising services	其他廣告服務	<b>24,924</b>	2,466	910.7%
		<b>217,395</b>	375,815	(42.2%)



# Management Discussion and Analysis

## 管理層討論與分析

The board of directors (the “**Directors**”) (the “**Board**”) of Ruicheng (China) Media Group Limited (the “**Company**”) is pleased to announce the unaudited condensed consolidated financial information and the interim results of the Company and its subsidiaries (the “**Group**” or “**we**” or “**us**”) for the six months ended 30 June 2020 (the “**period under review**”), together with the comparative figures for the corresponding period in 2019.

### Market Overview and Business Review

#### (I) Market overview

In the first half of 2020, the worldwide outbreak of the COVID-19 pandemic made a severe impact on China’s macro economy and micro market players. According to National Bureau of Statistics data, the Gross Domestic Product (GDP) of China recorded a year-on-year decrease of 1.6% during the first half of 2020, including a first quarter decrease of 6.8% as compared with the corresponding period in 2019. The advertising market in China was also severely impacted. According to data published by Nielsen, in the first half of 2020, the expenses on multi-channel advertising cases fell by 25.5% compared with the same period of 2019. The industry’s overall advertising volume also experienced an unexpected drop. The industry was under pressure and the business environment was extremely challenging.

The Group’s quick response to the COVID-19 pandemic’s impact was based on seeking stability before development, focusing on existing advantages and core competitiveness, providing customers with high-quality tailored creative solutions and communications services, and continuing to take a diversified approach to promotional advertising services.

However, the global and the PRC’s outbreak of the COVID-19 pandemic resulted in some customers reducing advertising expenses in the first half of 2020. In particular, (i) some customers of the Group’s online advertising services have suspended the advertising placements of mobile games due to the severe disturbance in the development progress of related games caused by the outbreak and escalation of the COVID-19 pandemic; and (ii) the Group has postponed cooperation with certain customers of the Group’s online advertising services as those customers requested for longer credit period, which will extend the time difference between the payment to suppliers and payment received by the Group, and affect the Group’s operating cash flow.

The aforementioned factors resulted in a significant decrease in the Group’s revenue during the period under review as compared with the same period last year.

瑞誠(中國)傳媒集團有限公司(「**本公司**」)董事(「**董事**」)會(「**董事會**」)欣然公佈本公司及其附屬公司(「**本集團**」或「**我們**」)截至2020年6月30日止六個月(「**回顧期**」)的未經審核簡明綜合財務報表及中期業績連同二零一九年同期的比較數字。

### 市場概覽及業務回顧

#### (一) 市場概覽

2020年上半年，世界範圍內新型冠狀病毒(新型冠狀病毒)疫情爆發，對中國宏觀經濟運行和微觀市場主體產生了劇烈衝擊，根國家統計局發佈的數據顯示，2020年上半年中國國內生產總值(GDP)同比下降1.6%，其中第一季度去年同比下降達6.8%。中國廣告市場同樣受到嚴重衝擊，根據尼爾森發佈的數據顯示，2020年第一季度全媒體廣告刊例開支較去年同比下降25.5%，行業整體廣告投放量出現意料之中的斷層式下降。行業狀態低迷，舉步維艱，經營環境充滿挑戰。

本集團在新型冠狀病毒疫情旋渦中快速反應，立足於先求穩定後求發展，聚焦既有優勢與核心競爭力，致力於為客戶提供優質貼合的創意方案和傳播服務，始終堅持推進多樣化廣告服務。

但由於受全球及中國爆發新型冠狀病毒，導致2020年上半年本集團的部分客戶對廣告開銷壓縮顯著。尤其是(i)本集團的數字廣告服務的一些客戶暫停手機遊戲的廣告投放，乃由於新型冠狀病毒疫情的爆發及升級嚴重阻礙了一些客戶有關遊戲的開發進度；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。

以上因素導致本集團於回顧期內的收益較去年同期有明顯減少。



### (II) Business review

#### TV advertising services

The Group provides professional customised TV advertising solutions, and has 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 period under review, while facing an especially challenging COVID-19 pandemic-impacted market, we integrated our advantages and strategically upgraded our TV advertising business into a more comprehensive and in-depth communications services. Its success in providing more accurate and effective personalised advertising solutions during the process of realisation has been acknowledged by such renowned customers such as DouBenDou, FOTILE, Gujing Distillery, Haier Casarte, the 'red can' version of Wanglaoji, Micoe and China Mobile. During the period under review, the revenue from TV advertising services amounted to approximately RMB131.3 million.

#### Online advertising services

The Group has continued to establish and develop an online advertising services business network. By leveraging the advantages of its existing vast supplier network via big data and precise delivery technologies, the Group consistently provides customers with effective high-quality online advertising resources and one-stop online marketing solutions. During the period under review, despite the factors mentioned above in the paragraphs of market overview, we successively completed online media advertising placements for FOTILE, GoalBlue, Friso, CPT, Shiyu Pharmaceutical and Zhengyou Shouyou\* (爭遊手游), the revenue from online advertising services amounted to approximately RMB20.2 million.

#### Outdoor advertising services

The Group continued its market expansion in the field of advertising placements, such as buildings and subway television. The Group's high-quality outdoor advertising resources and good suppliers' relationships ensure that customers' outdoor advertising placements needs are consistently fulfilled. During the period under review, we successively completed outdoor advertising placements services for Shiyu Pharmaceutical, Hitachi Central Air-conditioning and Zixin Pharmaceutical, with revenue from outdoor advertising services amounted to approximately RMB41.0 million.

#### Other advertising services

Building on the stable foundation formed by its original diversified media advertising services, the Group continues to develop and utilize resources in new areas such as radio advertising to meet customers' diversified advertising needs. During the period under review, the Group successively served Shiyu Pharmaceutical, Haier Electric and Gao Miao Pharmaceutical, with revenue from other advertising services amounted to approximately RMB24.9 million.

### (二) 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，已成功與主要供應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。回顧期內，面對新型冠狀病毒疫情影響下嚴峻的市場環境，我們整合自身優勢，將電視廣告業務策略性轉化升級至更加全方位深入的傳播服務，為客戶提供更加精準有效的個性化廣告解決方案，在付諸實踐的過程中，贏得了眾多知名客戶的認可。具體客戶有豆本豆、方太電器、古井貢酒、海爾卡薩帝、紅罐王老吉、四季沐歌、中國移動。回顧期內，電視廣告服務業務收益約為人民幣 131.3 百萬元。

#### 數字廣告服務

本集團持續建立並發展數字廣告服務業務網絡，憑藉自身已有的廣大供應商網絡優勢，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。回顧期內，儘管受上段落「市場概覽」提及的因素影響，先後為方太電器、GoalBlue 為藍、美素佳兒、康比特、十譽藥業、爭遊手遊客戶完成數字類媒體廣告投放，數字廣告服務收益約為人民幣 20.2 百萬元。

#### 戶外廣告服務

本集團持續加強並完善關於樓宇、地鐵電視廣告投放領域的市場開拓。擁有優質的戶外廣告投放資源，與相關供應商建有良好的聯繫，能夠保證客戶的戶外廣告投放需求得到良好滿足。我們穩抓市場機遇，回顧期內，先後為十譽藥業、日立中央空調、紫鑫藥業完成戶外廣告投放服務，戶外廣告服務收益約人民幣 41.0 百萬元。

#### 其他廣告服務

本集團在原有多樣化媒體廣告服務穩定的基礎上，不斷進行新領域資源的開拓，包括廣播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。回顧期內，先後服務客戶有十譽藥業、海爾電器、高邈藥業，其他廣告服務收益約為人民幣 24.9 百萬元。



# Management Discussion and Analysis

## 管理層討論與分析

### Financial Review

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

For the period under review, the Group recorded revenue of approximately RMB217.4 million, representing a decrease of approximately 42.2% as compared to approximately RMB375.8 million for the corresponding period last year.

Revenue details for the period under review:

- (I) During the period under review, revenue from TV advertising services was approximately RMB131.3 million, representing a decrease of approximately 2.0% from approximately RMB134.0 million for the corresponding period last year. The floating amount of the business income was not large, representing a basically stable income.
- (II) During the period under review, revenue from online advertising services was approximately RMB20.2 million, representing a decrease of approximately 89.8% from approximately RMB198.3 million for the corresponding period last year, which was mainly attributable to:
  1. The outbreak and escalation of the pandemic has severely hindered the game development progress of some customers of the Group, leading to the suspension of advertising for mobile games. During the pandemic, the implementation of various prevention and control policies had a greater impact on the working environment as personnel changes and adjustments, work rhythms were disrupted as well as communication and promotion of various businesses were adversely affected. The development work of mobile games was in a "suspended" status. At the same time, channel costs remained high, competition in the capital layout of large companies in the game industry, macro-economic influences and other factors had made it more difficult for companies to raise funds, and they have become more cautious in their marketing strategies. The budget for effect advertising was greatly reduced, and placement of advertisements has basically stopped; and
  2. Customers' demand for a longer credit period has caused delays in customer cooperation, which together with the quarantine measures as a result of the epidemic, have affected new business development with customers of the Group's online advertising business. During the epidemic, several customers of the Group's online advertising business demanded a longer credit period, which will affect the Group's operating cash. The Group has delayed cooperation with certain customers of its online advertising services, resulting in a decline in the overall cooperation business volume in the first half of 2020. On the other hand, due to the impact of the epidemic, the overall advertising market dropped sharply in the first half of 2020, which brought great difficulties to the Company's new business development and acquisition.

### 財務回顧

收益及本公司擁有人應佔溢利及全面收益總額

回顧期內，本集團錄得收益約為人民幣 217.4 百萬元，去年同期約為人民幣 375.8 百萬元，同比下降約 42.2%。

回顧期內收益詳情如下：

- (一) 回顧期內，電視廣告服務業務收益約為人民幣 131.3 百萬元，去年同期約為人民幣 134.0 百萬元，同比下降約 2.0%。該業務收益浮動金額不大，收益基本平穩。
- (二) 回顧期內，數字廣告服務業務收益約為人民幣 20.2 百萬元，去年同期約為人民幣 198.3 百萬元，同比下降約 89.8%。該業務收益下降的主要原因為：
  - 1、 疫情的爆發及升級嚴重阻礙了本集團的一些客戶有關遊戲開發進度及暫停手機遊戲的廣告投放。疫情期間，各項防控政策的實施，對工作環境影響較大，人員變動調整，工作節奏被打亂，各項業務的溝通、推進均受到較大影響，手游研發工作處於「停擺」狀態；同時渠道成本居高不下，大公司遊戲行業資本布局競爭、宏觀經濟影響等因素，導致企業的融資難度加大，在營銷戰略布局上更為謹慎，效果廣告的投放預算大幅縮減，停止投放；及
  - 2、 客戶更長信貸期的需求，導致客戶合作推遲，兼具疫情隔離，影響新業務拓展在與數字廣告業務的若干合作客戶，於疫情期間，提出了需要更長的信貸期的需求，而更長的信貸期會影響本集團的經營現金量，本集團推遲與本集團數字廣告服務的若干客戶合作，導致 2020 上半年整體合作業務量下降。另一方面，受到疫情的影響，2020 上半年整體廣告市場投放量大幅下滑，給公司新業務的開發及獲取帶來較大困難。





# Management Discussion and Analysis

## 管理層討論與分析

With the epidemic drawing to an end and the resumption of work and production, various tasks have gradually returned to the right track. The Group is actively engaged in various communications and business promotion with customers, and is also increasing its efforts to actively develop new customers for the online advertising business. It is expected that the online advertising business will recover and improve in the second half of 2020.

- (III) Revenue from outdoor advertising services was approximately RMB41.0 million during the period under review as compared with approximately RMB41.0 million for the corresponding period last year. The floating amount of the business income was not large, representing a basically stable income.
- (IV) Revenue from other advertising services was approximately RMB24.9 million during the period under review, representing an increase of approximately 910.7% from approximately RMB2.5 million for the corresponding period last year, which was mainly attributable to the provision of production planning services to a pharmaceutical company and a home appliance customer by the Group.

During the period under review, profit and total comprehensive income attributable to the owners of the Company was approximately RMB8.8 million, while profit and total comprehensive income attributable to the owners of the Company for the corresponding period last year amounted to approximately RMB13.1 million.

### *Gross profit and gross profit margin*

During the period under review, the Group recorded gross profit and gross profit margin of approximately RMB24.5 million and 11.3%, respectively. The Group's gross profit and gross profit margin for the corresponding period last year were approximately RMB39.4 million and 10.5%, respectively. The increase in the Group's gross profit and gross profit margin was mainly due to the increased revenue attributable to the Group's production planning services during the period under review. Such services generally have lower costs, which led to the revenue attributable to such services outpacing the corresponding costs and hence a higher profit margin.

### *Other income, gains and loss*

During the period under review, other income, gains and loss of the Group amounted to approximately RMB7.0 million, representing an increase of approximately 40.0% from approximately RMB5.0 million for the corresponding period last year, as since 1 April 2019, the service industry has implemented the input tax of value-added-tax additional 10% deduction accounting into other income. During the period under review, other income, gains and loss were mainly attributable to subsidies received from the local government of approximately RMB5.0 million and additional deductions of input tax for value-added tax of approximately RMB1.1 million. Other income, gains and loss for the same period last year were mainly attributable to the subsidy received from the local government of approximately RMB2.9 million and the additional deduction of input tax for value-added tax of approximately RMB1.1 million. There were no specific conditions attached to the subsidy received from the local government, and the amount was recognized in profit or loss when the subsidy was received.

隨著疫情的結束，復工復產，各項工作逐漸進入正軌，本集團也在積極與客戶展開各項溝通及業務的推進，同時也在加大力度，積極展開數字廣告業務的新客戶開發工作，預期在2020年下半年數字廣告業務能夠有所恢復和提升。

- (三) 回顧期內，戶外廣告服務收益約為人民幣41.0百萬元，較去年同期約為人民幣41.0百萬元。該業務收益浮動金額不大，收益基本平穩。
- (四) 其他廣告服務回顧期內收益約為人民幣24.9百萬元，去年同期約為人民幣2.5百萬元，同比上升約910.7%。該業務收益上升的主要原因為集團新增向一家藥企和一家家電客戶提供製作策劃服務。

回顧期內，本公司擁有人應佔溢利及全面收益總額約為人民幣8.8百萬元，去年同期本公司擁有人應佔溢利及全面收益總額約為人民幣13.1百萬元。

### *毛利及毛利率*

回顧期內，本集團分別錄得毛利及毛利率約為人民幣24.5百萬元及11.3%，去年同期本集團分別錄得毛利及毛利率約為人民幣39.4百萬元及10.5%。本集團毛利及毛利率上升主要由回顧期內製作策劃服務應佔收益增加所致。相應製作策劃成本較低，此導致可歸因於此類服務的收入超過了相應成本，因此獲得了更高的利潤率。

### *其他收入、收益及虧損*

回顧期內，本集團錄得其他收入、收益及虧損約為人民幣7.0百萬元，去年同期的約為人民幣5.0百萬元，同比增加約為40.0%，從2019年4月1日起服務行業執行增值稅進項稅額額外加計扣除10%計入其他收益所致。回顧期內其他收入、收益及虧損主要為自當地政府收取的補貼約為人民幣5.0百萬元以及增值稅進項稅額額外加計扣除約為人民幣1.1百萬元，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約為人民幣2.9百萬元以及增值稅進項稅額額外加計扣除約為人民幣1.1百萬元。自當地政府收取的補貼並無附帶特定條件，其金額於收取補助時在損益確認。



# Management Discussion and Analysis

## 管理層討論與分析

### *Selling and marketing expenses*

During the period under review, selling and marketing expenses of the Group amounted to approximately RMB5.6 million, representing a decrease of approximately 24.8% from approximately RMB7.5 million for the corresponding period last year. The Group's selling and marketing expenses accounted for approximately 2.6% of the Group's total revenue for the same period (six months ended 30 June 2019: approximately 2.0%). 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 number of full-time salespersons, and the reduction of social security insurance required to be paid by the Group during the epidemic.

### *Administrative expenses*

During the period under review, the Group's administrative expenses amounted to approximately RMB8.8 million, representing a decrease of approximately 32.9% from approximately RMB13.1 million for the corresponding period last year. During the period under review, the Group's administrative expenses accounted for approximately 4.0% of the Group's total revenue for the same period (six months ended 30 June 2019: approximately 3.5%). The main reason for the decrease in administrative expenses of the Group was the recognition of pre-IPO expenses in the same period last year.

### *Finance costs*

During the period under review, finance costs of the Group amounted to approximately RMB3.8 million (six months ended 30 June 2019: approximately RMB4.0 million), representing a year-on-year decrease of approximately 4.4%, which was mainly due to the reduction of bank loan interest rates in 2020.

### *Impairment losses under expected credit loss model, net of reversals*

During the period under review, the Group's impairment losses on receivables was approximately RMB5.0 million (six months ended 30 June 2019: approximately RMB5.9 million), representing a year-on-year decrease of approximately RMB0.9 million. The decrease in impairment losses of receivables was mainly due to the decrease of trade receivables during the period under review. Impairment losses of receivables was mainly due to the decrease in turnover rate of trade receivables which was due to the COVID-19 pandemic. The Group took action and sent demand notices to the relevant customers.

### *Income tax credit/expense*

During the period under review, income tax credit of the Group amounted to approximately RMB0.2 million (six months ended 30 June 2019: income tax expenses of approximately RMB0.7 million), representing a year-on-year decrease of approximately 130.8%, which was mainly due to the decrease in taxable income.

### *Profit for the period*

The Group's profit for the period under review amounted to approximately RMB8.6 million (six months ended 30 June 2019: approximately RMB13.2 million), representing a decrease of approximately 35.3%. Save for the influences from the aforesaid factors, it can be attributed to the significant decline in the Group's revenue.

### *銷售及營銷開支*

回顧期內，本集團錄得銷售及營銷開支約為人民幣 5.6 百萬元，去年同期約為人民幣 7.5 百萬元，同比下降約 24.8%。本集團的銷售及營銷開支佔本集團同期總收益百分比約為 2.6% (截至 2019 年 6 月 30 日止六個月：約 2.0%)。本集團銷售及營銷開支減少的主要原因是受新型冠狀病毒疫情的爆發及升級的影響，全職銷售員工人數減少，且國家減免疫情期間社會保險。

### *行政開支*

回顧期內，本集團錄得行政開支約為人民幣 8.8 百萬元，去年同期約為人民幣 13.1 百萬元，同比降低約為 32.9%。回顧期內，本集團的行政開支佔本集團總收益百分比約 4.0% (截至 2019 年 6 月 30 日止六個月：約 3.5%)。本集團行政開支減少的主要原因是上年同期確認上市前開支。

### *融資成本*

回顧期內，本集團錄得融資成本約為人民幣 3.8 百萬元 (截至 2019 年 6 月 30 日止六個月：約為人民幣 4.0 百萬元)，同比下降約為 4.4%，主要原因是 2020 年銀行貸款利率下調所致。

### *預期信貸模式下的減值虧損(經扣除撥回)*

回顧期內，本集團的應收款項減值虧損約為人民幣 5.0 百萬元 (截至 2019 年 6 月 30 日止六個月：約為人民幣 5.9 百萬元)，同比下降約為人民幣 0.9 百萬元。應收款項減值虧損下降主要原因是回顧期內貿易應收款減少所致。應收款項減值虧損主要是由於新型冠狀病毒疫情原因，應收帳款周轉率下降。本集團有所行動，給客戶發了催款通知書。

### *所得稅抵免/開支*

回顧期內，本集團所得稅抵免約為人民幣 0.2 百萬元 (截至 2019 年 6 月 30 日止六個月：所得稅開支約為人民幣 0.7 百萬元)，同比下降約為 130.8%，主要是本年度應納稅所得款下降所致。

### *期內溢利*

回顧期內，本集團的溢利約為人民幣 8.6 百萬元 (截至 2019 年 6 月 30 日止六個月：約為人民幣 13.2 百萬元)，同比減少約 35.3%。除上述之因素影響外，可歸咎於本集團收益大幅下降所致。



# Management Discussion and Analysis

## 管理層討論與分析

### *Deferred tax assets*

As at 30 June 2020, deferred tax assets amounted to approximately RMB4.1 million (31 December 2019: approximately RMB2.8 million), representing an increase of approximately 45.6%. It was mainly due to the large increase in impairment losses under the expected credit loss model.

### *Loan receivable*

As at 31 December 2018, loan receivable of non-current assets was approximately RMB13 million, which was an internet drama investment with fixed income at 18% per annum held by the Group with two years of income period (from 1 January 2019 to 31 December 2020). Since it has been held for one year, the loan receivable transferred to current assets in 2019. As at 31 December 2019, the carrying amount of loan receivable was approximately RMB12.6 million. As at 30 June 2020, the carrying amount of loan receivable was approximately RMB12.5 million.

### *Trade receivables, prepayments and other receivables*

As at 30 June 2020, the Group's trade receivables, prepayments and other receivables amounted to approximately RMB312.3 million (31 December 2019: approximately RMB443.7 million), representing a decrease of approximately 29.6% as compared with trade receivables, prepayments and other receivables as at 31 December 2019.

As at 30 June 2020, the Group's trade receivables amounted to approximately RMB173.6 million, representing a decline of approximately 42.6% compared to the trade receivables as at 31 December 2019. The decline in trade receivables was mainly to the Group's revenue being affected by (i) seasonal fluctuations in customer demand for the Group's advertising services; (ii) the severe disturbance of the game development progress of some customers of the Group and suspension of the advertising of mobile games caused by the outbreak and escalation of the COVID-19 pandemic; and (iii) the Group's postponed cooperation with certain customers of the Group's digital advertising services due to factors such as the need for longer credit periods for the customers which would affect the Group's operating cash flow.

On 31 December 2019, one receivable from supplier and one receivable from Investment B amounted to approximately RMB28.1 million and RMB18.9 million, respectively. During the period under review, the Group has fully recovered these receivables.

### *Contract assets*

As at 30 June 2020, the Group's contract assets were approximately RMB61.7 million (as at 31 December 2019: approximately RMB6.5 million), representing a year-on-year increase of approximately 849.0%. 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 30 June 2020, trade and other payables of the Group amounted to approximately RMB94.2 million (31 December 2019: approximately RMB240.5 million), representing a year-on-year decrease of approximately 60.8% as compared with the trade and other payables as at 31 December 2019.

### *遞延稅項資產*

於2020年6月30日，遞延稅項資產約為人民幣4.1百萬元(2019年12月31日：約為人民幣2.8百萬元)，同比增加45.6%。主要是預期信貸虧損模式下的減值虧損增加幅度較大所致。

### *應收貸款*

於2018年12月31日，非流動資產中的應收貸款約為人民幣13百萬元，此項為本集團持有的一項享有18%的固定收益的一部網絡劇投資，收益期共計兩年(自2019年1月1日至2020年12月31日)，因已持有一年，於2019年轉入流動資產中的應收貸款。於2019年12月31日，應收貸款賬面金額約為人民幣12.6百萬元。於2020年6月30日，應收貸款賬面金額約為人民幣12.5百萬元。

### *貿易應收賬款、預付款及其他應收款項*

於2020年6月30日，本集團貿易應收賬款、預付款及其他應收款項約為人民幣312.3百萬元(於2019年12月31日：約為人民幣443.7百萬元)，較於2019年12月31日貿易應收賬款、預付款及其他應收款項降低約29.6%。

於2020年6月30日，本集團貿易應收賬款總額約為人民幣173.6百萬元，較於2019年12月31日貿易應收賬款總額下調約42.6%，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)新型冠狀病毒疫情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(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。

於2019年12月31日，本集團一項來自供貨商的應收款項及一項來自投資B的應收款項分別約為人民幣28.1百萬元及人民幣18.9百萬元已回顧期內全額收回。

### *合約資產*

於2020年6月30日，本集團合約資產約為人民幣61.7百萬元(於2019年12月31日：約為人民幣6.5百萬元)，同比增加約849.0%。主要是新型冠狀病毒疫情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6月30日，貿易及其他應付款項約為人民幣94.2百萬元(於2019年12月31日：約為人民幣240.5百萬元)，較於2019年12月31日貿易及其他應付款項降低約60.8%。



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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 2 to 60 days of calculating the actual number of exposures or hits per month. During the period under review, revenue from online advertising services was severely affected, with related major costs and trade payables reduced accordingly.

### Tax payables

As at 30 June 2020, tax payables amounted to approximately RMB14.8 million (as at 31 December 2019: approximately RMB20.1 million), representing a decrease of approximately 26.3% as compared with the tax payables as at 31 December 2019. 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

During the period under review, there was no significant investments, material acquisitions and disposals of subsidiaries or associated companies recorded by the Group.

### Liquidity and financial resources

The Group's overall financial position is stable with sufficient liquidity. As at 30 June 2020, bank balances and cash was approximately RMB70.4 million (as at 31 December 2019: approximately RMB68.0 million), of which, approximately 49.9% was in RMB, the remaining approximately 50.1% was in HKD and other currencies.

The bank balances and cash were denominated in the following currencies:

		As at 30 June 2020 於 2020 年 6 月 30 日		As at 31 December 2019 於 2019 年 12 月 31 日	
		(RMB'000)	(%)	(RMB'000)	(%)
		(人民幣千元)	(%)	(人民幣千元)	(%)
RMB	人民幣	35,113	49.9	64,657	95.0
HK\$	港幣	35,220	50.1	3,368	5.0
US\$	美元	32	0.0	9	0.0
		70,365	100.0	68,034	100.0

### Pledged assets

During the period under review, the Group did not have any pledged assets.

### Capital expenditures

During the period under review, the Group did not have any other significant capital expenditure.

### Contingent liabilities

During the period under review, the Group did not have any other significant contingent liabilities.

貿易應付款項主要代表本集團向供應商購買廣告資源的應付金額。償付一般根據與供應商相關合約內的指定條款作出。就數字廣告服務而言，本集團一般須於每月計算實際曝光數或點擊量後兩至六十天內支付。回顧期內，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 6 月 30 日，應付稅項約為人民幣 14.8 百萬元（於 2019 年 12 月 31 日：約為人民幣 20.1 百萬元），較於 2019 年 12 月 31 日應付稅項降低約 26.3%，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

回顧期內，本集團未發生重大投資、重大收購及出售子公司或聯營公司。

### 流動資金及財務資源

本集團整體財務狀況穩健，流動資金充裕。於 2020 年 6 月 30 日，銀行結餘及現金約為人民幣 70.4 百萬元（於 2019 年 12 月 31 日：約為人民幣 68.0 百萬元），其中約 49.9% 為人民幣，其餘約 50.1% 為港幣及其他貨幣。

銀行結餘及現金總額乃以下列貨幣計值：

### 資產抵押

回顧期內，本集團無任何資產抵押。

### 資本開支

回顧期內，本集團並無任何其他重大資本支出。

### 或然負債

回顧期內，本集團並無任何其他重大或然負債。



# Management Discussion and Analysis

## 管理層討論與分析

### Gearing ratio

The Group's gearing ratio increased from approximately 47.8% as at 31 December 2019 to approximately 59.8% as at 30 June 2020, which was primarily due to borrowing a loan for daily operation purposes from an independent third party during the period under review. 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%.

### Use of proceeds from the initial public offering

The Company's shares (the "Shares") were listed on the Main Board of the Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 12 November 2019 (the "Listing Date") and the net proceeds raised from the 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").

On 24 February 2020, the Board resolved to change the use of the unutilized IPO Net Proceeds. Please refer to the Company's announcement dated 24 February 2020 for details.

As at 30 June 2020, an analysis of the utilization of the IPO Net Proceeds is shown as follows:

### 資產負債比率

本集團的資產負債比率由於2019年12月31日約47.8%增加至於2020年6月30日約59.8%，主要是由於在回顧期內向一名獨立第三方借入一筆用作日常營運用途的貸款。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。

### 首次公開發售所得款項用途

本公司股份(「股份」)於2019年11月12日(「上市日期」)在香港聯合交易所有限公司(「聯交所」)主板上市，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」)。

於2020年2月24日，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。詳情請參閱本公司日期為2020年2月24日的公告。

於2020年6月30日，首次公開發售所得款項的動用情況分析如下：

		Revised approximate percentage of the IPO Net Proceeds (%) 首次公開發售 所得款項淨額 經修訂概約 百分比 (%)	Revised net amount of the IPO Net Proceeds 首次公開發售 經修訂所得 款項淨額 (HK\$ million) (百萬港元)	Utilized amount of the IPO Net Proceeds as at 30 June 2020 於2020年 6月30日 已動用 所得款項淨額 (HK\$ million) (百萬港元)	Unutilized amount of the IPO Net Proceeds as at 30 June 2020 於2020年 6月30日 未動用的 所得款項淨額 (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	42.2%	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	30.0%	23.6	17.8	5.8
Further developing the Group's outdoor advertising business	進一步發展本集團的戶外廣告業務	12.3%	9.7	8.6	1.1
Strengthening the Group's strategy formulation and data analytical capabilities and enhance its reputation in the market	本集團的企劃及數據分析能力及提升本集團的市場聲譽	10.0%	7.9	2.3	5.6
General working capital purpose	一般營運資金	5.5%	4.3	3.3	1.0
Total	總計	100%	78.8	65.3	13.5



# Management Discussion and Analysis

## 管理層討論與分析

As at 30 June 2020, the unutilized amount of the IPO Net Proceeds of the Company were approximately HK\$13.5 million (equivalent to approximately RMB12.1 million). The Company intended to use the unutilized IPO Net Proceeds in accordance with the method described in the prospectus of the Company dated 31 October 2019 (the "Prospectus") and the proportion set out in the Company's announcement dated 24 February 2020. Save as disclosed in the Company's announcement dated 24 February 2020, there is no change in the expected utilization of IPO Net Proceed previously disclosed in the Prospectus. The Company expects to fully utilize the IPO Net Proceeds within 2 years from the Listing Date.

### 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, lease liabilities, and amounts due to a related party. The Group's policy is to maintain short-term borrowings at prevailing market interest rates so as to minimize the fair value interest rate risk.

### EMPLOYEE AND EMOLUMENT POLICIES

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.

於 2020 年 6 月 30 日，本公司尚未動用的所得款項淨額約為 13.5 百萬港元(相等於約人民幣 12.1 百萬元)。本公司擬按本公司日期為 2019 年 10 月 31 日之招股章程(「招股章程」)所述方式及本公司日期為 2020 年 2 月 24 日之公告比例使用尚未使用的所得款項淨額。除本公司日期為 2020 年 2 月 24 日的公告所披露者外，招股章程中所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 年內完全使用首次公開發售所得款項淨額。

### 外幣風險

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

### 利率風險

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

本集團的公允值利率風險主要與固定利率的銀行及其他借款、租賃負債及應付關聯方款項有關。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。

### 僱員及薪酬政策

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、表現相關花紅、退休福利供款(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。

表現相關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、表現相關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。表現相關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。



# Management Discussion and Analysis

## 管理層討論與分析

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.

The independent 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 30 June 2020, the Group employed a total of 62 full-time employees (as at 30 June 2019: 80 full-time employees). Compared with the total number of employees as at 30 June 2019, the number of employees decreased by 18. The COVID-19 pandemic has caused certain impact on the Group's business operations. In order to ensure its profits, the Group adjusted its employee structure. Further, certain employees did not return to Beijing as a result of the COVID-19 pandemic and have disengaged with the Group, and the Group has not filled the corresponding vacancies in the short run.

For the period under review, the relevant staff costs amounted to approximately RMB8.4 million (six months ended 30 June 2019: approximately RMB9.5 million), representing a decrease of approximately 11.2% as compared to the same period last year. In addition to the aforementioned factors, the PRC has reduced the social insurance payable during the COVID-19 pandemic, which has led to the reduction of staff costs.

### SUBSEQUENT EVENTS AFTER THE PERIOD UNDER REVIEW

On 11 August 2020, the head office and principal place of business of the Company in the PRC was changed to Room 201, 2/F, Building C1, Phase II, Dongyi International Media Industrial Park, No. 8 Gaojing Culture Park Road, Chaoyang District, Beijing, the PRC.

Save as disclosed above, the Directors confirmed that subsequent to 30 June 2020 and up to the date of this report, there have not been any major events affecting the Group.

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。

獨立非執行董事的酬金按照該董事投放的時間和承擔的責任釐定，其酬金包括：

- (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6月30日，本集團共僱用62名全職員工（於2019年6月30日：80名全職員工），相較於2019年6月30日的全體人員數量減少18名，新型冠狀病毒疫情已對本集團業務營運造成若干影響。為確保其利潤，本集團對其僱員結構予以調整。此外，若干僱員因新型冠狀病毒疫情未能回京，並已與本集團辭任，而本集團於短期內並無填補相應空缺。

回顧期內，有關僱員的成本約為人民幣8.4百萬元（截至2019年6月30日止六個月：約為人民幣9.5百萬元），較去年同期減少約11.2%。除上述因素外，中國已減少於新型冠狀病毒疫情期間應付社會保險款項，導致員工成本減少。

### 回顧期後事項

於2020年8月11日，本公司於中國之總部及主要營業地點已更改為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。

除上述披露外，董事確認，於2020年6月30日後及直至本報告日期，並無發生任何影響本集團的重大事項。



# Management Discussion and Analysis

## 管理層討論與分析

### INDUSTRY AND THE GROUP'S OUTLOOK

Since the beginning of the year of 2020, the COVID-19 pandemic has spread in China and has affected the business and economic activities of the Group to a certain extent. However, in a long run, it may have limited impact on enterprises and the economy in China; the long-term positive development outlook of China's economy remains unchanged.

In the second half of 2020, the Group will focus on its existing advantages and core competitiveness and continue to enlarge the investment on internet to further stimulate the team's innovative vitality, strive to maintain a stable operation during the economic down cycle, and lay a foundation for the medium and long-term development of the Group. Specifically, in terms of TV advertising and content marketing, we will continue to actively enhance creative production and communication capabilities, develop content marketing business so as to enhance customers' brand value by content integration.

In terms of online advertising and online marketing, we will follow the trends of the entire new media environment, comply with the changes in customer's needs and continue to enlarge the investment on internet to leverage the matrix advantages of internet media and new media resources, strength the resource efficiency of high-quality traffic, further improve the online marketing business, continuously improve the internet integrated service capacity and provide one-stop online marketing solutions to more customers.

In terms of outdoor advertising, we leverage on the Company's accumulated advantages and experience in TV advertising to continuously strengthen the market expansion in the field of outdoor subway TV advertising placement. Meanwhile, we will continue to explore and follow up on new technologies. By using new technologies, we will look for new media advertising methods and start new advertising business so as to expand new market, provide customers with new advertising value and seek new profit growth points.

### 行業及本集團展望

自 2020 年初以來，新型冠狀病毒疫情在中國蔓延，並在一定程度上影響了本集團的業務及經濟活動。但從長遠來看，企業和中國經濟受影響可能有限，中國經濟長期向好的基本面並未改變。

在 2020 年下半年，本集團將聚焦既有優勢與核心競爭力，繼續加大互聯網投入，進一步激發團隊創新活力，致力於經濟下行周期中保持平穩運行，並為中長期發展奠定基礎。具體而言，在電視廣告及內容營銷方面，我們將繼續積極提升創意設計和傳播能力，發展內容營銷業務，依靠內容整合為客戶提升品牌價值。

在數字廣告及數字營銷方面，我們將順應整個新媒體環境的趨勢與潮流，遵循客戶需求變化，繼續加大互聯網投入，發揮網絡媒體及新媒體資源矩陣的優勢，強化優質流量的資源效益，進一步完善數字營銷業務，持續提升互聯網整合服務能力，為更多客戶提供一站式的數字營銷解決方案。

在戶外廣告方面，我們憑藉公司積累的電視廣告投放優勢及經驗，持續加強戶外地鐵電視廣告投放領域的市場開拓；同時，我們將繼續探索並跟進新技術，利用新技術探尋新媒體廣告形式，開展廣告新業務以此開拓市場空間，為客戶提供新的廣告價值，探尋新的利潤增長點。





# Corporate Governance and Other Information

## 企業管治及其他資料

### CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. The Company has complied with the required code provisions set out in the Corporate Governance Code contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) for the six months ended 30 June 2020.

### COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix 10 of the Listing Rules 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 six months ended 30 June 2020.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities for the six months ended 30 June 2020.

### CHANGES IN THE INFORMATION OF DIRECTORS AND CHIEF EXECUTIVE OF THE COMPANY

Mr. How Sze Ming, an independent non-executive Director, resigned as an independent non-executive director of Forgame Holdings Limited (stock code: 484), a company listed on the Main Board of Stock Exchange, with effect from 30 April 2020.

Save as the aforementioned, there has been no disclosable change in information of the Directors and chief executive of the Company pursuant to Rule 13.51B (1) of the Listing Rules since the publication of the 2019 annual report of the Company.

### 企業管治

本公司致力於實現高標準企業管治，以保障股東權益及提高企業價值與責任承擔。截至2020年6月30日止六個月，本公司已採納聯交所證券上市規則「**上市規則**」附錄十四所載企業管治守則（「**企業管治守則**」）作為其本身的企業管治守則。

### 遵守《上市發行人董事進行證券交易的標準守則》

本公司已採納上市規則附錄十所載《上市發行人董事進行證券交易的標準守則》（「**標準守則**」）作為董事進行證券交易的行為守則。經向全體董事作出特定查詢後，全體董事確認截至2020年6月30日止六個月已遵守標準守則所載規定準則。

### 購買、出售或贖回本公司之上市證券

截至2020年6月30日止六個月，本公司及其附屬公司概無購買、出售或贖回本公司任何上市證券。

### 董事及本公司主要行政人員資料變更

本公司的獨立非執行董事侯思明先生辭任於聯交所主板上市的雲游控股有限公司（股份代號：484）獨立非執行董事一職，自2020年4月30日起生效。

除上文所述外，自本公司2019年年報刊發以來，概無根據上市規則第13.51B(1)條須作披露的董事及本公司主要行政人員的資料變更。

# Corporate Governance and Other Information

## 企業管治及其他資料

### SHARE OPTION SCHEME

The Company has conditionally adopted the share option scheme (the “**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 optimize 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.

Please refer to the section “D. Share Option Scheme” set out in Appendix IV of the Prospectus for the details of the Share Option Scheme and the terms of the Share Option Scheme.

Since the adoption of the Share Option Scheme up to 30 June 2020, there was no option outstanding, granted, cancelled, exercised or lapsed.

### 購股權計劃

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、行政人員或高級人員；(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。

有關購股權計劃及購股權計劃條款的詳情，請參閱招股章程附錄四「D.購股權計劃」一節。

自購股權計劃採納以後及截至2020年6月30日止，概無尚未行使、已授出、已註銷、已行使或失效的購股權。

# Corporate Governance and Other Information

## 企業管治及其他資料

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

As at 30 June 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 Securities and Futures Ordinance (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:

#### (a) Interest 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 held <sup>(1)</sup> 所持股份數目 <sup>(1)</sup>	Shareholding percentage in the Shares 股權概約百分比
Ms. Li Na <sup>(2)</sup> 李娜女士 <sup>(2)</sup>	Interest in a controlled corporation 受控法團的權益	36,761,102 (L) 36,761,102 (L)	9.19% 9.19%
Mr. Feng Xing <sup>(3)</sup> 馮興先生 <sup>(3)</sup>	Interest in a controlled corporation 受控法團的權益	17,645,329 (L) 17,645,329 (L)	4.41% 4.41%
Ms. Wang Xin <sup>(4)</sup> 王欣女士 <sup>(4)</sup>	Interest in a controlled corporation 受控法團的權益	25,246,606 (L) 25,246,606 (L)	6.31% 6.31%
Mr. Leng Xuejun <sup>(5)</sup> 冷學軍先生 <sup>(5)</sup>	Interest in a controlled corporation 受控法團的權益	14,781,639 (L) 14,781,639 (L)	3.70% 3.70%

Notes:

- (1) The letter "L" indicates the person's "long position" in the Shares (as defined in Part XV of the SFO).
- (2) Ms. Li Na is interested in the entire issued share capital of Jujia Co., Ltd ("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 Ruichengdema Co., Ltd ("Ruichengdema") which holds 4.41% of the shareholding in the Company. He is therefore deemed to be interested in the Shares held by Ruichengdema by virtue of the SFO.
- (4) Ms. Wang Xin is interested in 53.38% of Youyi Co., Ltd ("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 Holdings Limited ("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.

### 董事及最高行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉

於2020年6月30日，本公司的董事或最高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、相關股份及債權證中擁有根據《證券及期貨條例》第352條規定本公司須存置的登記冊所記錄，或根據上市規則附錄十所載標準守則須知會本公司及聯交所的權益或淡倉如下：

#### (a) 本公司董事及行政總裁的權益

附註：

- (1) [L] 字母表示該人士於該股份中的「好倉」(如證券及期貨條例第XV部所定義)。
- (2) 李娜女士於巨佳有限公司(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，彼被視為於巨佳有限公司([巨佳])持有的股份中擁有權益。
- (3) 馮興先生於瑞誠德茂有限公司(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有限公司([瑞誠德茂])持有的股份中擁有權益。
- (4) 王欣女士於優壹有限公司(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有限公司([優壹])持有的股份中擁有權益。
- (5) 冷學軍先生於經互控股有限公司(持有本公司3.70%股權)擁有52.43%的權益。因此，根據證券及期貨條例，冷學軍先生被視為於經互控股有限公司([經互控股])持有的股份中擁有權益。



# Corporate Governance and Other Information

## 企業管治及其他資料

### (b) Interest in the shares of an associated corporation

### (b) 於相聯法團股份的權益

Name of Director	Name of associate corporation	Nature of interest and Capacity	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
董事姓名	相聯法團名稱	權益性質		
Mr. Feng Xing	Lingyu (Beijing) Cultural Media Co., Ltd.*	Beneficial interest	70,000 (L)	7.00%
馮興先生	領育(北京)文化傳媒有限公司	實益權益	70,000 (L)	7.00%

Save as disclosed above, as at 30 June 2020, none of the Directors and chief executives 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.

除上文所披露者外，於2020年6月30日，概無董事或本公司最高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。

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

### 主要股東於股份及相關股份中之權益及淡倉

As at 30 June 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:

於2020年6月30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 <sup>(1)</sup> 所持股份或 證券數量 <sup>(1)</sup>	Approximate percentage of interest 佔本公司權益的 概約百分比
股東名稱	權益性質及身份		
Yingheng Co., Ltd ("Yingheng") 盈恒有限公司(「盈恒」)	Beneficial owner <sup>2</sup> 實益擁有人 <sup>2</sup>	161,704,734 (L) 161,704,734 (L)	40.43% 40.43%
Ms. Wang Lei ("Ms. Wang") 王蕾女士(「王女士」)	Interest in a controlled corporation <sup>2</sup> 受控制公司的權益 <sup>2</sup>	161,704,734 (L) 161,704,734 (L)	40.43% 40.43%
Jujia 巨佳	Beneficial owner <sup>3</sup> 實益擁有人 <sup>3</sup>	36,761,102 (L) 36,761,102 (L)	9.19% 9.19%
Mr. Shi Rui 史銳先生	Interest of spouse <sup>3</sup> 配偶權益 <sup>3</sup>	36,761,102 (L) 36,761,102 (L)	9.19% 9.19%
Ruichengtianhe Co., Ltd ("Ruichengtianhe") 瑞誠天禾有限公司(「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 <sup>4</sup> 實益擁有人 <sup>4</sup>	25,246,606 (L) 25,246,606 (L)	6.31% 6.31%



# Corporate Governance and Other Information

## 企業管治及其他資料

Name of Shareholder	Nature of Interest and Capacity	Number of Shares or securities held <sup>(1)</sup> 所持股份或證券數量 <sup>(1)</sup>	Approximate percentage of interest 佔本公司權益的概約百分比
Mr. Wei Chunlei 魏春雷先生	Interest of spouse <sup>4</sup> 配偶權益 <sup>4</sup>	25,246,606 (L) 25,246,606 (L)	6.31% 6.31%
Mr. Wang Pingpin 王平頻先生	Interest in controlled corporation <sup>5</sup> 受控制公司的權益 <sup>5</sup>	25,246,606 (L) 25,246,606 (L)	6.31% 6.31%
Ms. Zhang Miao 張淼女士	Interest of spouse <sup>5</sup> 配偶權益 <sup>5</sup>	25,246,606 (L) 25,246,606 (L)	6.31% 6.31%

Notes:

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

附註：

- (1) 「L」字母表示該人士於該股份中的「好倉」（如證券及期貨條例第 XV 部所定義）。
- (2) 本公司的全部已發行股本由盈恒直接持有約40.43%。盈恒由王女士全資擁有。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。李娜女士及其配偶史銳先生就證券及期貨條例而言，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%。王欣女士及其配偶魏春雷先生就證券及期貨條例而言，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%。王平頻先生及其配偶張淼女士就證券及期貨條例而言，被認為或視作於優壹所持有的全部股份中擁有權益。

Save as disclosed above, as at 30 June 2020, the Directors were not aware of any other persons (other than the Directors or the chief executives 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.

除上文所披露者外，於2020年6月30日，董事並不知悉任何其他人士（本公司董事或最高行政人員除外）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。



# Corporate Governance and Other Information

## 企業管治及其他資料

### AUDIT COMMITTEE AND REVIEW OF INTERIM RESULTS

The Company has established an Audit Committee with written terms of reference in compliance with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules.

The primary duties of the Audit Committee are to review and supervise our financial reporting process and internal control system of our Group, oversee the audit process, provide advice and comments to our Board and perform other duties and responsibilities as may be assigned by the Board.

The Audit Committee consist of three members, namely Mr. Li Xue, Mr. Zhao Gang and Mr. How Sze Ming, and all of them are independent non-executive Directors. The chairman of the Audit Committee is Mr. Li Xue, who is the independent non-executive Director with the appropriate accounting and related financial management expertise.

The Group's interim results for the six months ended 30 June 2020 have not been audited by the auditor of the Company. On 28 August 2020, the Audit Committee of the Company has reviewed the Company's unaudited interim results for the six months ended 30 June 2020 and confirmed that it has complied all applicable accounting principles, standards and requirements, and made sufficient disclosures. The audit committee has also discussed the matters of financial reporting.

### DIVIDEND

The Board did not recommend the payment of an interim dividend for the six months ended 30 June 2020 (six months ended 30 June 2019: Nil).

### 審核委員會及審閱中期業績

本公司已根據上市規則附錄十四所載企業管治守則成立審核委員會，並訂明其書面職權範圍。

審核委員會的主要職責為審查及監督財務報告流程及本集團的內部控制系統、監察審計流程、為董事會提供建議及意見並履行董事會可能指派的其他職責。

審核委員會包括三名成員，即李雪先生、趙剛先生及侯思明先生，彼等均為獨立非執行董事。審核委員會主席為李雪先生，彼為具備適當會計及有關財務管理專業知識的獨立非執行董事。

本集團截至2020年6月30日止六個月的中期業績未經本公司核數師審核。於2020年8月28日，本公司審計委員會已審閱本公司截至2020年6月30日止六個月的未經審核中期業績，並確認已遵從所有適用的會計原則、準則及規定及已作出足夠披露。審核委員會亦已討論財務報告事宜。

### 股息

董事會不建議派付截至2020年6月30日止六個月的中期股息(截至2019年6月30日止六個月：無)。



# Interim Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 中期簡明綜合損益及其他全面收益表

		<b>Six months ended 30 June</b>	
		截至6月30日止六個月	
		2020	2019
		2020年	2019年
Notes		RMB'000	RMB'000
附註		人民幣千元	人民幣千元
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
		(未經審核)	(未經審核)
	Revenue	217,395	375,815
	Cost of revenue	<b>(192,889)</b>	(336,465)
	Gross profit	<b>24,506</b>	39,350
	Other income, gains and loss	<b>6,984</b>	4,989
	Selling and marketing expenses	<b>(5,601)</b>	(7,451)
	Administrative expenses	<b>(8,783)</b>	(13,089)
	Finance costs	<b>(3,801)</b>	(3,976)
	Impairment losses under expected credit loss model, net of reversals	<b>(4,964)</b>	(5,914)
	Profit before tax	<b>8,341</b>	13,909
	Income tax credit (expenses)	<b>212</b>	(687)
	Profit and total comprehensive income for the period	<b>8,553</b>	13,222
	Profit and total comprehensive income attributable to the owners of the Company	<b>8,809</b>	13,100
	(Loss) profit and total comprehensive income attributable to non-controlling interests	<b>(256)</b>	122
		<b>8,553</b>	13,222
	EARNINGS PER SHARE		
	– Basic and diluted (RMB)	<b>0.02</b>	0.04

# Interim Condensed Consolidated Statement of Financial Position

## 中期簡明綜合財務狀況表

		As at	
		30 June 2020 於2020年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2019 於2019年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
		Notes 附註	
<b>Non-current assets</b>	<b>非流動資產</b>		
Property and equipment	物業及設備		5,234
Other intangible assets	其他無形資產		38
Deferred tax assets	遞延稅項資產		2,789
Long-term deposit	長期按金	9a	303
			<b>6,622</b>
<b>Current assets</b>	<b>流動資產</b>		
Trade receivables, prepayments and other receivables	貿易應收款項、預付款項及其他應收款項	9a	443,700
Trade receivables backed by bills	票據質押的貿易應收款項	9b	38,000
Amounts due from related parties	應收關聯方款項		2,819
Contract assets	合約資產	10	6,498
Loan receivable	應收貸款		12,579
Bank balances and cash	銀行結餘及現金		68,034
			<b>459,744</b>
<b>Total assets</b>	<b>資產總值</b>		<b>579,994</b>
<b>Capital and reserves</b>	<b>股本及儲備</b>		
Share capital	股本	13	3,578
Reserves	儲備		219,777
Equity attributable to the owners of the Company	本公司擁有人應佔權益		214,355
Non-controlling interests	非控股權益		142
<b>Total equity</b>	<b>權益總額</b>		<b>214,497</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Lease liabilities	租賃負債		2,464
Deferred tax liabilities	遞延稅項負債		-
			<b>666</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Trade and other payables	貿易及其他應付款項	11	240,535
Tax payables	應付稅項		20,120
Contract liabilities	合約負債		2,392
Bank and other borrowings	銀行及其他借款	12	98,349
Lease liabilities	租賃負債		1,637
			<b>242,650</b>
<b>Total liabilities</b>	<b>負債總額</b>		<b>365,497</b>
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>579,994</b>



# Interim Condensed Consolidated Statement of Changes in Equity

## 中期簡明綜合權益變動表

### 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 RMB'000 人民幣千元 (Note i) (附註i)	Share premium RMB'000 人民幣千元	Merger reserve RMB'000 人民幣千元	Capital reserve RMB'000 人民幣千元	Statutory reserve RMB'000 人民幣千元 (Note iv) (附註iv)	Retained profits RMB'000 人民幣千元 (Note iv) (附註iv)	Total	Non- controlling interests RMB'000 人民幣千元	Total equity RMB'000 人民幣千元
Balance as at 1 January 2019	於2019年1月1日的結餘	80,800	-	-	(39,291)	6,548	39,754	87,811	120	87,931
Profit and total comprehensive income for the period	期內溢利及全面收益總額	-	-	-	-	-	13,100	13,100	122	13,222
Issue of new shares (Note ii)	發行新股份(附註ii)	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 v)	作為本集團重組一部分的視作分派(附註v)	-	-	-	(2,017)	-	-	(2,017)	-	(2,017)
Distribution to the owners	分派予擁有人	-	-	-	(1,239)	-	-	(1,239)	-	(1,239)
Balance as at 30 June 2019 (unaudited)	於2019年6月30日的結餘 (未經審計)	70	2,000	90,734	(52,481)	6,548	52,854	99,725	242	99,967
<b>Balance as at 1 January 2020</b>	<b>於2020年1月1日的結餘</b>	<b>3,578</b>	<b>89,940</b>	<b>90,734</b>	<b>(52,481)</b>	<b>8,808</b>	<b>73,776</b>	<b>214,355</b>	<b>142</b>	<b>214,497</b>
(Loss)/profit and total comprehensive income for the period	期內溢利及全面(虧損)/收益總額	-	-	-	-	-	8,809	8,809	(256)	8,553
<b>Balance as at 30 June 2020 (unaudited)</b>	<b>於2020年6月30日的結餘 (未經審計)</b>	<b>3,578</b>	<b>89,940</b>	<b>90,734</b>	<b>(52,481)</b>	<b>8,808</b>	<b>82,585</b>	<b>223,164</b>	<b>(114)</b>	<b>223,050</b>



# Interim Condensed Consolidated Statement of Changes in Equity

## 中期簡明綜合權益變動表

### Notes:

i. The paid-in capital/share capital as at 1 January 2019 represents the paid-in capital/share capital of Beijing Ruicheng Advertising Co., Ltd.\* (北京瑞誠廣告有限公司) ("Beijing Ruicheng").

ii. 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.

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

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.

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. Pursuant to the articles of association of subsidiaries established in the People's Republic of China (the "PRC") and the relevant laws and regulations of the PRC, these subsidiaries are required to transfer not less than 10% of the profit after tax as statutory reserves (including general reserves and corporate development funds, where applicable) in accordance with the PRC accounting standards and systems. The transfer to the statutory reserves is subject to the approval of the board of directors of the company, and the statutory reserves can be handled at discretion until the balance of the statutory reserves reaches 50% of the registered capital of the that company. The statutory reserves may only be used to offset accumulated losses or increase capital of the relevant subsidiaries.

v. 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.

\* English name are for identification purpose only.

### 附註:

i. 於2019年1月1日的實繳資本／股本指北京瑞誠廣告有限公司(北京瑞誠)的實繳資本／股本。

ii. 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。

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巨控股有限公司，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股股份轉讓予經巨控股有限公司。

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。

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. 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。

v. 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。

\* 英文名稱僅供識別。



# Interim Condensed Consolidated Statement of Cash Flows

## 中期簡明綜合現金流量表

		<b>Six months ended 30 June</b>	
		截至6月30日止六個月	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
		(未經審計)	(未經審計)
<b>Operating activities</b>			
Cash used in operations	經營活動所用現金	<b>(40,364)</b>	(134)
Income taxes paid	已付所得稅	<b>(6,314)</b>	(10,769)
Interest paid	已付利息	<b>(3,794)</b>	(3,849)
Net cash used in operating activities	經營活動所用現金淨額	<b>(50,472)</b>	(14,752)
<b>Investing activities</b>			
Interest received	已收利息	<b>67</b>	30
Purchase of financial assets at FVTPL	購買按公允值計入損益的金融資產	-	(15,000)
Proceeds from financial assets at FVTPL	按公允值計入損益的金融資產的收入	<b>20,013</b>	293
Purchases of property and equipment	購買物業及設備	-	(6)
Loan to a related party	向一位關聯方貸款	<b>(31)</b>	-
Net cash generated from (used in) investing activities	投資活動所得(所用)現金淨額	<b>20,049</b>	(14,683)
<b>Financing activities</b>			
New bank and other borrowings raised	籌集的新增銀行及其他借款	<b>76,491</b>	40,000
Repayments of bank and other borrowings	償還銀行及其他借款	<b>(42,829)</b>	(35,000)
Repayment of the lease liabilities	償還租賃負債	<b>(908)</b>	(774)
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	-	69
Net cash generated from financing activities	融資活動所得現金淨額	<b>32,754</b>	2,278
Net increase (decrease) in cash and cash equivalents	現金及現金等價物增加(減少)淨額	<b>2,331</b>	(27,157)
Cash and cash equivalents at beginning of period	期初現金及現金等價物	<b>68,034</b>	36,747
Cash and cash equivalents at end of period, represented by bank balances and cash	期末現金及現金等價物，表示為銀行結餘及現金	<b>70,365</b>	9,590



# Notes to Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 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 Cayman Corporate Centre, 27 Hospital Road, 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 condensed consolidated financial statements are presented in the currency of Renminbi (“RMB”), which is also the functional currency of the Company. The Company and its subsidiaries are hereinafter collectively referred to as the “Group”.

These interim condensed consolidated financial statements are unaudited.

#### 1.2 Group reorganisation, basis of preparation and presentation of condensed 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”).

Upon completion of the Reorganisation, the Company has become the holding company of the companies now comprising the Group by interspersing the Company, Ruicheng Media Co., Ltd, Ruicheng (Hong Kong) Media Co., Limited (“Ruicheng HK”) and Qingdao Ruicheng Jiaye Advertising Co., Ltd\* (青島瑞誠嘉業廣告有限公司) 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 condensed consolidated financial statements has been prepared as if the Company had always been the holding company of the Group.

The Group’s unaudited interim condensed consolidated financial statements for the six months ended 30 June 2020 have been prepared in accordance with International Accounting Standard (the “IAS”) 34 “Interim Financial Reporting” issued by the International Accounting Standards Board (the “IASB”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

### 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Cayman Corporate Centre, 27 Hospital Road, 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號東德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。

簡明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」。

該等簡明綜合中期財務報表乃未經審核。

#### 1.2 集團重組以及簡明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。

於重組完成後，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)傳媒有限公司(「瑞誠香港»)及青島瑞誠嘉業廣告有限公司，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，因此簡明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。

本集團截至2020年6月30日止六個月之未經審核中期簡明綜合財務報表乃根據國際會計準則委員會(「國際會計準則委員會»)頒布之國際會計準則第34號「中期財務報告」及聯交所證券上市規則(「上市規則»)附錄十六之適用披露規定而編製。



# Notes to Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 2. SIGNIFICANT ACCOUNTING POLICIES

The unaudited interim condensed consolidated financial statements have been prepared on the historical cost basis.

The accounting policies and methods of computation used in the unaudited interim condensed consolidated financial statements for the six months ended 30 June 2020 are the same as those followed in the preparation of the Company's annual financial statements for the year ended 31 December 2019.

In the current interim period, the Group has applied the following new and amendments to International Financial Reporting Standards (the "IFRSs") issued by the IASB for the first time, which are mandatory effective for the annual period beginning on or after 1 January 2020 for the preparation of the Group's condensed consolidated financial statements.

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

The application of the new and amendments to IFRSs in the current period has had no material impact on the Group's financial performance and positions for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

### 2. 主要會計政策

未經審核中期簡明綜合財務報表乃根據歷史成本法編製。

編製截至2020年6月30日止六個月之未經審核中期簡明綜合財務報表所採用之會計政策及計算方法與本公司截至2019年12月31日止年度之年度財務報表所呈列者一致。

於本中期期間，本集團已首次應用以下由國際會計準則委員會頒布的新訂及經修訂國際財務報告準則，有關準則於2020年1月1日或之後開始的年度期間強制生效，以編製本集團的簡明綜合財務報表：

國際會計準則第1號及第8號 (修訂本)	對重大之釋義
國際財務報告準則第3號(修訂本)	對業務之釋義
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

於本期間應用新訂及經修訂國際財務報告準則對本集團本期間及過往期間之財務狀況及表現及/或該等簡明綜合財務報表所載之披露事項並無重大影響。



# Notes to Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 3. REVENUE AND SEGMENT INFORMATION

#### i. Disaggregation of revenue from contracts with customers

Television advertising services	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.*

### 3. 收益及分部資料

#### i. 與客戶合約產生收益的拆分

Six months ended 30 June	
截至6月30日止六個月	
2020	2019
RMB'000	RMB'000
人民幣千元	人民幣千元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
77,066	103,099
54,269	30,865
131,335	133,964
20,186	198,339
40,950	41,046
24,924	2,466
217,395	375,815

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。



# Notes to Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 3. 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
Food and beverages	飲食
Telecommunications	電信
Internet and mobile games	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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### 3. 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

Six months ended 30 June	
截至6月30日止六個月	
2020	2019
2020年	2019年
RMB'000	RMB'000
人民幣千元	人民幣千元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
68,383	29,107
69,763	69,812
19,593	19,601
1,887	139,458
54,510	27,908
-	3,987
3,259	85,942
<b>217,395</b>	<b>375,815</b>

收益確認的時間

Six months ended 30 June	
截至6月30日止六個月	
2020	2019
2020年	2019年
RMB'000	RMB'000
人民幣千元	人民幣千元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
217,395	375,815



# Notes to Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 3. REVENUE AND SEGMENT INFORMATION (CONTINUED)

#### ii. Segment information

Information reported to Directors, being the chief operating decision maker (the “CODM”), for the purpose of resources allocation and assessment of segment performance, focuses on types of goods or services delivered or provided. As at 30 June 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, noncurrent assets and operations of the Group are primarily derived from its activities in the PRC.

### 4. FINANCE COSTS

Interest expenses on bank and other borrowings	銀行及其他借款的利息開支
Interest expenses on lease liabilities	租賃負債的利息開支

### 3. 收益及分部資料(續)

#### ii. 分部資料

向董事(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，重點關注已交付或已提供之貨品或服務的類型。於截至2020年6月30日止，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。

### 4. 融資成本

#### Six months ended 30 June

截至6月30日止六個月

2020	2019
2020年	2019年
RMB'000	RMB'000
人民幣千元	人民幣千元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
3,707	3,849
94	127
<b>3,801</b>	<b>3,976</b>





# Notes to Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 5. INCOME TAX (CREDIT)/EXPENSE

PRC Enterprise Income Tax ("EIT")	中國企業所得稅(「企業所得稅」)
- Current period	- 本期間
- Deferred tax	- 遞延稅項
Income tax (credit)/expense	所得稅(抵免)/開支

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 periods.

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 periods.

According to the EIT Law and Implementation Regulation of the EIT Law, withholding income tax at a rate of 10% would be imposed on dividends relating to profits earned in year 2008 onwards to foreign investors for the companies established in the PRC. Such dividend tax rate may be further reduced by applicable tax treaties or arrangement. According to the arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income, the withholding tax rate on dividends paid by a PRC resident enterprise to a Hong Kong resident enterprise is further reduced to 5% if the Hong Kong resident enterprise holds at least 25% equity interests in the PRC resident enterprise, and remains at 10% otherwise.

No provision for taxation in Hong Kong has been made as the Group's income neither arises in, nor is derived from, Hong Kong.

### 5. 所得稅(抵免)/開支

Six months ended 30 June  
截至6月30日止六個月

2020	2019
2020年	2019年
RMB'000	RMB'000
人民幣千元	人民幣千元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

1,028	5,968
(1,240)	(5,281)
(212)	687

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，中國附屬公司兩個期間的稅率為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，西藏萬美於兩個期間內適用的企業所得稅稅率為15%。

根據企業所得稅法及企業所得稅法實施條例，外國投資者於中國成立的公司自2008年起賺取的溢利，其相關股息將會被徵收10%的預提所得稅。該等股息稅率可能會就適用的稅務協定或安排進一步調低。根據中國內地和香港特別行政區關於對所得稅避免雙重徵稅和防止偷漏稅的安排，倘若香港居民企業持有中國居民企業至少25%權益，由該中國居民企業向香港居民企業所支付股息的預提稅稅率將進一步調低至5%，否則有關稅率將維持在10%。

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。



# Notes to Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 6. PROFIT FOR THE PERIOD

The following items have been included in the profit for the period:

### 6. 期內溢利

下列各項已計入期內溢利：

		<b>Six months ended 30 June</b>	
		截至6月30日止六個月	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
		<b>(未經審核)</b>	<b>(未經審核)</b>
Depreciation of property and equipment	物業及設備折舊	<b>1,233</b>	1,023
Depreciation of asset classified as hold for distribution to owners	分類為持作分派予擁有人的資產的折舊	-	54
Amortisation of other intangible assets	其他無形資產攤銷	<b>3</b>	3
Total depreciation and amortisation	折舊及攤銷總額	<b>1,236</b>	1,080
Staff costs	員工成本		
Salaries and allowances	薪金及津貼	<b>6,736</b>	7,350
Performance related bonuses (Note)	表現掛鈎花紅(附註)	<b>1,529</b>	1,215
Retirement benefits contribution	退休福利供款	<b>159</b>	920
Total staff costs	總員工成本	<b>8,424</b>	9,485
Auditor's remuneration	核數師薪酬	-	-
Cost of revenue recognised relating to short-term leases	有關短期租約確認的收益成本	<b>722</b>	451

Note: The performance related bonus is determined based on the performance of the Group, the performance of the relevant individuals in the Group and comparable market data.

附註：表現掛鈎花紅乃基於本集團表現、相關個人於本集團的表現及可資比較市場數據釐定。



# Notes to Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 7. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

Earnings figures are calculated as follows:

Profit for the period attributable to the owners of the Company for the purpose of basic and diluted earnings per share

就計算每股基本及攤薄盈利之  
本公司擁有人應佔期內溢利

#### Number of shares

Weighted average number of ordinary shares for the purpose of basic earnings per share ('000)

計算每股基本盈利的普通股  
加權平均數(千股)

The denominators used are the same as those detailed above for basic earnings per share.

Diluted earnings per share were the same as the basic earnings per share as there was no dilutive potential ordinary shares in existence during the six months ended 30 June 2020 and 2019.

### 7. 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：

盈利數字計算如下：

#### Six months ended 30 June

截至6月30日止六個月

2020 2019

2020年 2019年

RMB'000 RMB'000

人民幣千元 人民幣千元

(Unaudited) (Unaudited)

(未經審核) (未經審核)

8,809

13,100

#### 股份數目

#### Six months ended 30 June

截至6月30日止六個月

2020 2019

2020年 2019年

(Unaudited) (Unaudited)

(未經審核) (未經審核)

400,000

298,704

所用的分母與上文詳述用於計算每股基本盈利的分母相同。

因於截至2020年6月30日止六個月及2019年6月30日止六個月內並無具潛在攤薄普通股，故每股攤薄盈利與每股基本盈利一致。



# Notes to Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 8. DIVIDENDS

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2020 (2019: nil).

### 8. 股息

董事會並不建議派付截至2020年6月30日止六個月之中期股息(2019年：無)。

### 9a. TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES

### 9a. 貿易應收款項、預付款項及其他應收款項

		As at 30 June 2020 於2020年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2019 於2019年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Trade receivables – contracts with customers (Note i)	貿易應收款項 – 與客戶合約(附註i)	173,578	302,396
Less: allowance for credit losses	減：信貸虧損撥備	(12,974)	(7,703)
		<b>160,604</b>	294,693
Prepayments to suppliers	對供應商的預付款項	136,298	75,592
Receivable from a supplier (Note ii)	來自供應商的應收款項(附註ii)	–	28,074
Receivable from Investment A	來自投資A的應收款項	726	850
Receivable from Investment B (Note iii)	來自投資B的應收款項(附註iii)	–	18,901
Deductible value-added tax	不可扣減增值稅	4,719	18,688
Rental and other deposits	租金及其他按金	3,663	5,382
Others	其他	6,481	1,823
		<b>312,491</b>	444,003
Less: long-term deposit	減：長期按金	(151)	(303)
Analysed as: Current	分析為：流動	<b>312,340</b>	443,700

#### Notes:

- i. The significant decrease in trade receivables – contracts with customers results from a seasonal fluctuation in demand for the Group's advertising services of customers in different industries.
- ii. 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 subsequent to after 31 December 2019. Accordingly, on 31 December 2019, the prepayment is derecognised and a receivable from a supplier is being recognised at the carrying amount of approximately RMB28,074,000, net of ECL impairment of RMB1,974,000. As at 30 June 2020, the Group has fully recovered the amount.
- iii. The receivables from the investment in the drama ("Investment B") were settled in March 2020.

The Group's trade receivables with certain customers are used to secure certain bank borrowings which is disclosed in Note 12.

#### 附註：

- i. 不同行業客戶對本集團廣告服務需求的季節性波動引致貿易應收款項 – 與客戶合約大幅減少。
- ii. 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2019年12月31日後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值約人民幣28,074,000元(扣除預期信貸虧損減值人民幣1,974,000元)確認。於截至2020年6月30日止，本集團已全額收回此款項。
- iii. 來自於劇集的投資("投資B")的應收款項已於2020年3月結清。

本集團與若干客戶的貿易應收款項用於就若干銀行貸款作抵押(於附註12披露)。



# Notes to Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 9a. 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 after performing the advertising services to customers. For certain customers, the Group demands payment by instalments or in full prior to services being provided.

For online advertising services, the Group generally provide credit periods ranging from 1 to 90 days after performing the advertising services to customers. For certain customers, the Group receives prepayment before services are provided and the amounts are deducted based on monthly services provided.

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 aging analysis of trade receivables net of credit loss provisions based on the invoice date:

0 to 30 days	0至30天
31 to 90 days	31至90天
91 to 180 days	91至180天
181 to 360 days	181至360天
Over 360 days	360天以上

Total 總計

### 9a. 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履行廣告服務後提供介乎15至90天的信貸期。就若干客戶而言，本集團要求分期付款或於提供服務前全數支付。

就數字廣告服務而言，本集團一般於向客戶履行廣告服務後提供介乎1至90天的信貸期。就若干客戶而言，本集團於提供服務前收取預付款項，且金額將根據每月提供的服務進行扣減。

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。

以下為根據發票日期呈列經扣除信貸虧損撥備的貿易應收款項的賬齡分析：

As at	
30 June 2020 於2020年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2019 於2019年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
28,289	144,656
24,612	105,707
37,712	14,909
56,887	27,921
13,104	1,500
<b>160,604</b>	<b>294,693</b>



# Notes to Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 9b. TRADE RECEIVABLES BACKED BY BILLS

Current	即期
Trade receivables backed by bills	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"). 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. The Bill has matured in May 2020. The Group has settled such trade payable with the relevant supplier.

### 10. CONTRACT ASSETS

Current	流動
Contract assets	合約資產

The Group generally collects service fees at the beginning of the service contract or in installments during the service period. After entering into service contracts with customers, the Group obtains the right to receive consideration from the customers and assumes the performance responsibility for the performance of advertising services to the customers. If the measurement of the remaining conditional consideration rights exceeds the fulfilled performance obligations, the service contract is a property. Contract assets are recognized during the contract period for the performance of the service, representing the Group's right to receive consideration for the performance of the service, as the relevant rights will not be implemented until the Group performs the remaining advertising services in the future. When the rights become unconditional (that is, after an independent third party with relevant qualifications and experience verifies the performed advertising services), the contract assets are transferred to trade receivables.

### 9b. 票據質押的貿易應收款項

As at	
30 June 2020	31 December 2019
於2020年6月30日	於2019年12月31日
RMB'000	RMB'000
人民幣千元	人民幣千元
(Unaudited)	(Audited)
(未經審核)	(經審核)
-	38,000

於2019年5月15日，本集團收取一筆一年期的應收票據人民幣38,000,000元（「該票據」）。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而是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。該票據已於2020年5月到期。本集團已與相關供應商全數結清該貿易應付款項。

### 10. 合約資產

As at	
30 June 2020	31 December 2019
於2020年6月30日	於2019年12月31日
RMB'000	RMB'000
人民幣千元	人民幣千元
(Unaudited)	(Audited)
(未經審核)	(經審核)
61,663	6,498

本集團一般於服務合約開始時或於服務期內分期收取服務費。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後），合約資產轉移至貿易應收款項。



# Notes to Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 11. 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應付款項
Listing expenses payables	應付上市開支
Others	其他

### 11. 貿易及其他應付款項

		As at	
		30 June 2020 於2020年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2019 於2019年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
		<b>86,034</b>	215,109
		<b>1,822</b>	1,615
		<b>1,765</b>	17,479
		<b>78</b>	1,375
		<b>1,447</b>	4,247
		<b>3,086</b>	710
		<b>94,232</b>	240,535

An aged analysis of the Group's trade payables, as at the end of each reporting period, based on the date of billing is as follows:

於各報告期末，本集團按賬單日期的貿易應付款項的賬齡分析如下：

0-30 days	0至30天
31-90 days	31至90天
Over 90 days	90天以上
Total	總計

		As at	
		30 June 2020 於2020年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2019 於2019年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
		<b>33,234</b>	170,569
		<b>18,129</b>	41,876
		<b>34,671</b>	2,664
		<b>86,034</b>	215,109

The Group is granted a credit period from 5 to 60 days from its suppliers, unless prepayment to suppliers is specified on the contract.

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。



# Notes to Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 12. BANK AND OTHER BORROWINGS

### 12. 銀行及其他借款

		As at	
		30 June 2020	31 December 2019
		於2020年 6月30日	於2019年 12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Bank loans	銀行貸款		
– secured (Note i)	– 有抵押 (附註i)	18,000	18,000
– unsecured (Note ii)	– 無抵押 (附註ii)	78,804	78,891
Other borrowings	其他借款		
– unsecured (Note iii & iv)	– 無抵押 (附註iii及iv)	35,120	1,458
		<b>131,924</b>	<b>98,349</b>

The carrying amounts of the above borrowings are all repayable within one year.

上述借款的賬面值均須於一年內償還。

Notes:

附註：

- (i) The bank loans were secured by the Group's trade receivables with certain customers for 30 June 2020 and 31 December 2019. The secured bank loans bear a fixed interest rate of 7.395% per annum as at 30 June 2020 (31 December 2019: 7.395%).
- (ii) The bank loans were guaranteed by three third party guarantors, who charged an upfront guarantee fees at 2.5% of the corresponding loan principal amounts. The effective interest rates of these bank loans are ranged from 7.70% to 8.80% per annum as at 30 June 2020 (31 December 2019: fixed at 8.08% per annum).
- (iii) On 27 December 2019, Ruicheng HK borrowed a loan of HKD1,625,000 (equivalent to RMB1,458,000) from an independent third party, such loan matured on 27 June 2020 and was repaid in full on 16 March 2020. The effective interest rate is 12.32%.
- (iv) On 20 June 2020, Ruicheng HK borrowed a loan of HKD38,480,000 (equivalent to RMB35,119,928) from an independent third party. It was repaid in full on 2 July 2020, with the effective interest rate being 12%.
- (i) 於2020年6月30日及2019年12月31日，該銀行貸款以本集團與若干客戶的貿易應收款項作抵押。於2020年6月30日，有抵押銀行貸款按7.395%的固定年利率計息(2019年12月31日：7.395%)。
- (ii) 該等銀行貸款由三名第三方擔保人擔保，其按相關貸款本金額的2.5%收取預付擔保費用。於2020年6月30日，該等銀行貸款的實際年利率為介乎7.70%到8.08%之間(2019年12月31日：實際年利率為固定8.08%)。
- (iii) 於2019年12月27日，瑞誠香港向一名獨立第三方借入一筆1,625,000港元(相等於人民幣1,458,000元)的貸款，該筆貸款於2020年6月27日到期，並已於2020年3月16日全額償還。實際利率為12.32%。
- (iv) 於2020年6月20日，瑞誠香港向獨立第三方借入38,480,000港元(相等於人民幣35,119,928元)的貸款，已於2020年7月2日全額償還，實際利率為12%。





# Notes to Unaudited Interim Financial Statements

## 未經審核中期財務報表附註

### 13. SHARE CAPITAL

### 13. 股本

Shares	股份	As at	
		30 June 2020 於2020年 6月30日 HKD'000 港幣千元 (Unaudited) (未經審核)	31 December 2019 於2019年 12月31日 HKD'000 港幣千元 (Audited) (經審核)
Statutory: 2,000,000,000 shares (31 December 2019: 2,000,000,000 shares) ordinary shares of HK\$0.01 each	法定： 2,000,000,000股(2019年12月31日： 2,000,000,000股)每股面值0.01港元 的普通股	<b>20,000</b>	20,000
Issued and fully paid: 400,000,000 shares (31 December 2019: 400,000,000 shares) ordinary shares of HK\$0.01 each	已發行及繳足 400,000,000股(2019年12月31日： 400,000,000股)每股面值0.01港元 的普通股	<b>3,578</b>	3,578

### 14. EVENTS AFTER THE REPORTING PERIOD

On 11 August 2020, the head office and principal place of business of the Company in the PRC was changed to Room 201, 2/F, Building C1, Phase II, Dongyi International Media Industrial Park, No. 8 Gaojing Culture Park Road, Chaoyang District, Beijing, the PRC.

Save as disclosed above, the Directors confirmed that subsequent to 30 June 2020 and up to the date of this report, there have not been any major events affecting the Group.

### 14. 報告期後事項

於2020年8月11日，本公司於中國之總部及主要營業地點已更改為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。

除上述披露者外，董事確認，於2020年6月30日後及直至本報告日期，並無發生任何影響本集團的重大事項。

