



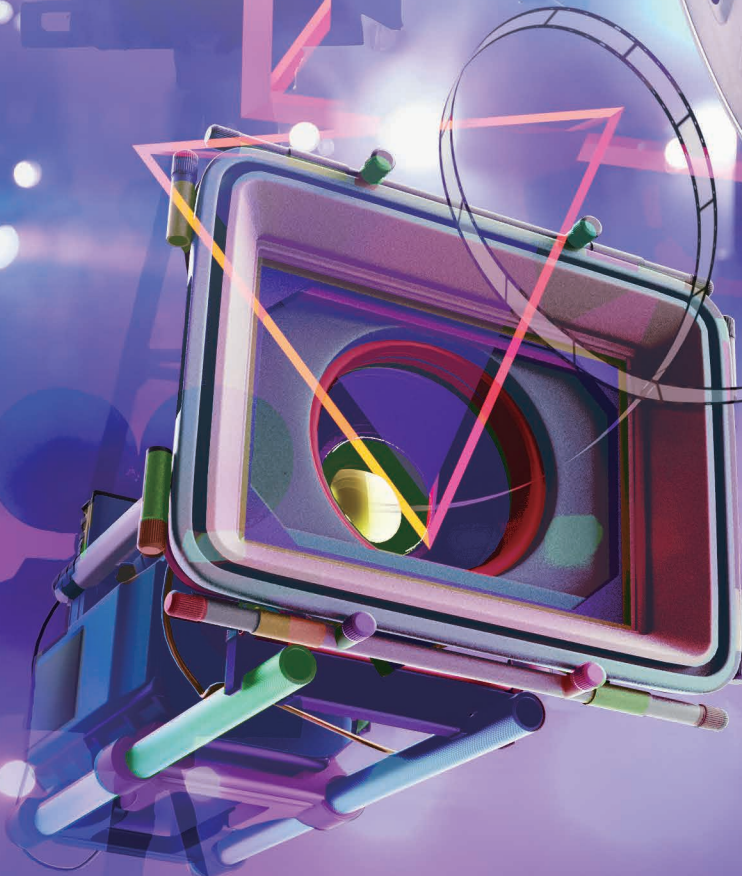
STARLIGHT CULTURE
ENTERTAINMENT

Starlight Culture Entertainment Group Limited
星光文化娛樂集團有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號：1159)



ANNUAL
REPORT
2021 年報

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Corporate Information 公司資料

DIRECTORS

Executive Directors

Mr. Tang Liang (*Chairman*)
Mr. Chau Chit (*Deputy Chairman*)
Mr. Luo Lei (*Chief Executive Officer*)
Mr. Zhou Jingbo (appointed on 15 July 2021)
Mr. Sang Kangqiao
Ms. Wu Xiaoli
Mr. Gao Qun (resigned on 15 July 2021)

Independent Non-Executive Directors

Mr. Wong Wai Kwan
Mr. Michael Ngai Ming Tak
Mr. Jing Xufeng (appointed on 12 May 2021)
Mr. Ma Runsheng (resigned on 12 May 2021)
Mr. Wong Wai Hung (resigned on 12 May 2021)

JOINT COMPANY SECRETARY

Mr. Li Jiajia (appointed on 28 June 2021)
Mr. Cheung Yiu Kuen

AUDIT COMMITTEE

Mr. Wong Wai Kwan (*Chairman*)
Mr. Michael Ngai Ming Tak
Mr. Jing Xufeng (appointed on 12 May 2021)
Mr. Ma Runsheng (resigned on 12 May 2021)
Mr. Wong Wai Hung (resigned on 12 May 2021)

REMUNERATION COMMITTEE

Mr. Michael Ngai Ming Tak (*Chairman*)
Mr. Tang Liang
Mr. Wong Wai Kwan
Mr. Jing Xufeng (appointed on 12 May 2021)
Mr. Ma Runsheng (resigned on 12 May 2021)
Mr. Wong Wai Hung (resigned on 12 May 2021)

董事

執行董事

唐亮先生 (*主席*)
周哲先生 (*副主席*)
羅雷先生 (*行政總裁*)
周晶波先生 (於二零二一年七月十五日獲委任)
桑康喬先生
鄒小麗女士
高群先生 (於二零二一年七月十五日辭任)

獨立非執行董事

王偉軍先生
魏明德先生
景旭峰先生 (於二零二一年五月十二日獲委任)
馬潤生先生 (於二零二一年五月十二日辭任)
黃惟洪先生 (於二零二一年五月十二日辭任)

聯席公司秘書

李佳佳先生 (於二零二一年六月二十八日獲委任)
張耀權先生

審核委員會

王偉軍先生 (*主席*)
魏明德先生
景旭峰先生 (於二零二一年五月十二日獲委任)
馬潤生先生 (於二零二一年五月十二日辭任)
黃惟洪先生 (於二零二一年五月十二日辭任)

薪酬委員會

魏明德先生 (*主席*)
唐亮先生
王偉軍先生
景旭峰先生 (於二零二一年五月十二日獲委任)
馬潤生先生 (於二零二一年五月十二日辭任)
黃惟洪先生 (於二零二一年五月十二日辭任)

Corporate Information 公司資料

NOMINATION COMMITTEE

Mr. Tang Liang (*Chairman*) (appointed on 12 May 2021)
Mr. Chau Chit (redesignated on 12 May 2021)
Mr. Wong Wai Kwan
Mr. Michael Ngai Ming Tak
Mr. Jing Xufeng (appointed on 12 May 2021)

EXECUTIVE COMMITTEE

Mr. Luo Lei (*Chairman*)
Mr. Chau Chit
Mr. Zhou Jingbo (appointed on 15 July 2021)
Mr. Sang Kangqiao
Ms. Wu Xiaoli
Mr. Tang Liang (resigned on 12 May 2021)

ANTI-MONEY LAUNDERING COMMITTEE

Mr. Luo Lei (*Chairman*) (appointed on 12 May 2021)
Mr. Zhou Jingbo (appointed on 15 July 2021)
Mr. Wong Wai Kwan
Mr. Jing Xufeng (appointed on 12 May 2021)
Mr. Ma Runsheng (resigned on 12 May 2021)
Mr. Wong Wai Hung (resigned on 12 May 2021)

INVESTMENT STEERING COMMITTEE

Mr. Tang Liang (*Chairman*) (appointed on 12 May 2021)
Mr. Zhou Jingbo (appointed on 15 July 2021)
Mr. Wong Wai Kwan
Mr. Michael Ngai Ming Tak
Mr. Jing Xufeng (appointed on 12 May 2021)
Mr. Ma Runsheng (resigned on 12 May 2021)
Mr. Wong Wai Hung (resigned on 12 May 2021)

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

提名委員會

唐亮先生 (*主席*) (於二零二一年五月十二日獲委任)
周哲先生 (於二零二一年五月十二日調任)
王偉軍先生
魏明德先生
景旭峰先生 (於二零二一年五月十二日獲委任)

執行委員會

羅雷先生 (*主席*)
周哲先生
周晶波先生 (於二零二一年七月十五日獲委任)
桑康喬先生
鄒小麗女士
唐亮先生 (於二零二一年五月十二日辭任)

反洗黑錢委員會

羅雷先生 (*主席*) (於二零二一年五月十二日獲委任)
周晶波先生 (於二零二一年七月十五日獲委任)
王偉軍先生
景旭峰先生 (於二零二一年五月十二日獲委任)
馬潤生先生 (於二零二一年五月十二日辭任)
黃惟洪先生 (於二零二一年五月十二日辭任)

投資督導委員會

唐亮先生 (*主席*) (於二零二一年五月十二日獲委任)
周晶波先生 (於二零二一年七月十五日獲委任)
王偉軍先生
魏明德先生
景旭峰先生 (於二零二一年五月十二日獲委任)
馬潤生先生 (於二零二一年五月十二日辭任)
黃惟洪先生 (於二零二一年五月十二日辭任)

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Corporate Information

公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 2001, 20/F.
118 Connaught Road West
Hong Kong

AUDITORS

Ernst & Young

BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
4th floor North
Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKER

The Bank of China (Hong Kong) Limited

WEBSITE

www.starlightcul.com.hk

總辦事處及主要營業地點

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干諾道西118號
20樓2001室

核數師

安永會計師事務所

百慕達主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
4th floor North
Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

股份過戶登記香港分處

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心54樓

主要往來銀行

中國銀行(香港)有限公司

網址

www.starlightcul.com.hk

Chairman's Statement 主席報告

Dear shareholders,

On behalf of the board ("Board") of directors (the "Directors") of Starlight Culture Entertainment Group Limited (the "Company"), together with its subsidiaries (the "Group"), I present herewith to the shareholders of the Group the annual report and audited consolidated results of the Group for the year ended 31 December 2021.

RESULTS OF THE YEAR

The media business of the Group has been affected by the COVID-19 pandemic which has spread all over the world since the year of 2019. Business activities slowed down and some of the film and TV drama projects currently being developed by the Group have been postponed.

Delays in distribution, settlement as well as receipt of income of TV drama and film investments of the Company significantly and negatively affected the operating results regarding these investments, which in turn reduced the amount of revenue recognized during the years of 2021 and 2020. The recorded gross loss for the year of 2021 of approximately HK\$95.4 million (2020: gross loss of approximately HK\$28.2 million) was mainly attributable to the amount of amortization recognized exceeded the revenue recognized from these investments.

Revenue from its media and culture business for the year of 2021 was approximately HK\$199.4 million (2020: approximately HK\$47.8 million). The Group reported a net loss attributable to owners of the Company of approximately HK\$401.1 million for the year ended 31 December 2021 (2020: approximately HK\$162.3 million).

Basic loss per share for the year amounted to approximately 48.70 HK cents (2020: loss per share 19.70 HK cents). Net liabilities of the Group were approximately HK\$190,867,000 (2020: Net assets of approximately HK\$176,575,000).

DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2021.

致各股東：

本人謹代表星光文化娛樂集團有限公司（「本公司」，連同其附屬公司統稱「本集團」）董事（「董事」）會（「董事會」）向本集團股東提呈本集團截至二零二一年十二月三十一日止年度之年度報告及經審核綜合業績。

本年度業績

自二零一九年起，本集團的媒體業務一直受到世界範圍內COVID-19疫情的影響。業務活動轉弱及本集團當前開發的部分電影及電視劇項目已推遲。

由於本公司投資的電視劇及電影發行、結算及收入進賬延遲，對該等投資的經營業績造成重大負面影響，從而減少於二零二一年及二零二零年內確認的收益金額。於二零二一年錄得毛損約95,400,000港元（二零二零年：毛損約28,200,000港元）乃主要由於該等投資確認的攤銷金額超出確認的收益所致。

二零二一年來自傳媒及文化業務的收益為約199,400,000港元（二零二零年：約47,800,000港元）。於截至二零二一年十二月三十一日止年度，本集團錄得本公司擁有人應佔虧損淨額約401,100,000港元（二零二零年：約162,300,000港元）。

年內每股基本虧損約為48.70港仙（二零二零年：每股虧損19.70港仙）。本集團的負債淨額約為190,867,000港元（二零二零年：資產淨值約176,575,000港元）。

股息

董事會不建議派付截至二零二一年十二月三十一日止年度之末期股息。

Chairman's Statement

主席報告

FUTURE PLANS AND PROSPECTS

Referring to the sections of “Disclaimer of Opinion”, “Basis for disclaimer of opinion” and “The Board’s response to the Auditor’s Opinion”, the Company will continue to strive to improve its operating results and financial position and provide further information and communicate with the Company’s auditors from time to time for their assessment of the going concern assumption for subsequent financial reporting periods.

While the management would strive to recover the trade receivables of gross carrying amount of HK\$114,560,000 as at 31 December 2021 to further improve its financial position, and procure the possible loan or equity finance where necessary and in due course, the Company will continue to allocate more resources to media and culture segment (e.g. film and TV series investment and production) which are the Group’s major growth drivers.

With an aim to safeguard a higher shareholder’s return, the Group is in the process of reviewing the future prospect and development of its other business segments, and at the same time exploring new business opportunities and making more efforts to explore market opportunities in Mainland China.

ACKNOWLEDGEMENTS

Finally, on behalf of the Board, I would like to express my sincere gratitude to the management and all the employees of the Group for their dedication. I would also like to thank our shareholders, suppliers, bankers and customers for their continuous support.

Mr. Tang Liang
Chairman

Hong Kong
21 June 2022

未來計劃及展望

參閱「不發表意見」、「不發表意見之基準」及「董事會對核數師意見之回應」章節，本公司將繼續努力改善其經營業績及財務狀況，並就本公司核數師評估其後財務報告期間的持續經營假設不時提供進一步資料並與其進行溝通。

儘管管理層努力收回於二零二一年十二月三十一日賬面總額為114,560,000港元之貿易應收款項，以進一步改善其財務狀況並在必要及適當時獲得潛在貸款或股權融資，惟本公司將繼續分配較多資源至作為本集團主要增長動力的傳媒及文化分部（如投資及製作電影及電視劇）。

為保障股東有較高的回報，本集團正在檢討其他業務分部的未來前景及發展，同時探索新商機加強開拓內地市場機會。

致謝

最後，對於本集團管理層及全體僱員的盡忠職守，本人謹代表董事會致以深切謝意。此外，就各股東、供應商、往來銀行及客戶對本集團的不斷支持，本人謹此致謝。

唐亮先生
主席

香港
二零二二年六月二十一日

Management Discussion and Analysis

管理層討論及分析

BUSINESS AND OPERATION REVIEW

The media business of the Group has been affected by the COVID-19 pandemic which has spread all over the world since the year of 2019. Business activities slowed down and some of the film and TV drama projects currently being developed by the Group have been postponed.

Delays in distribution, settlement as well as receipt of income of TV drama and film investments of the Company significantly and negatively affected the operating results regarding these investments, which in turn reduced the amount of revenue recognized during the years of 2021 and 2020. The recorded gross loss for the year of 2021 of approximately HK\$95.4 million (2020: gross loss of approximately HK\$28.2 million) was mainly attributable to the amount of amortization recognized exceeded the revenue recognized from these investments.

Revenue from its media and culture business for the year of 2021 was approximately HK\$199.4 million (2020: approximately HK\$47.8 million).

The Group reported a net loss attributable to owners of the Company of approximately HK\$401.1 million for the year ended 31 December 2021 (2020: approximately HK\$162.3 million).

The Group will continue to monitor the development of COVID-19 situation closely and assess its impacts on the financial position and operating results of the Group.

Media and Culture

The Group's movies and TV drama series products and investments, projects incubated by film directors and related prepayments amounted to approximately HK\$387.5 million as at 31 December 2021, and the followings are some highlights:

業務及營運回顧

自二零一九年起，本集團的媒體業務一直受到世界範圍內COVID-19疫情的影響。業務活動轉弱及本集團當前開發的部分電影及電視劇項目已推遲。

由於本公司投資的電視劇及電影發行、結算及收入進賬延遲，對該等投資的經營業績造成重大負面影響，從而減少於二零二一年及二零二零年內確認的收益金額。於二零二一年錄得毛損約95,400,000港元（二零二零年：毛損約28,200,000港元）乃主要由於就該等投資確認的攤銷金額超出確認的收益所致。

二零二一年來自傳媒及文化業務的收益為約199,400,000港元（二零二零年：約47,800,000港元）。

於截至二零二一年十二月三十一日止年度，本集團錄得本公司擁有人應佔虧損淨額約401,100,000港元（二零二零年：約162,300,000港元）。

本集團將繼續密切關注COVID-19的發展狀況並評估其對本集團財務狀況及經營業績的影響。

傳媒及文化

於二零二一年十二月三十一日，本集團的電影、電視連續劇作品及投資、電影導演孵化項目及相關預付款項約為387,500,000港元，其中主要項目載列如下：

Management Discussion and Analysis

管理層討論及分析

Media investments and products

Crazy Rich Asians

The movie was invested and released by Warner Bros. Pictures, co-invested by the Group and directed by director Jon M. Chu (who has entered into an agreement with the Group), and was released in August 2018. The film was adapted from a best-selling novel written by Kevin Kwan under the same title, which has a solid reader base. The movie stars Constance Wu, Henry Golding, Michelle Yeoh, and etc. The highly anticipated movie is the first major film that is not a period piece in Hollywood in two and a half decades to feature an all ethnically Asian cast. As the first adapted work of the novel series, there is also expectation for it to develop into commercially successful film series where the stories of the two sequels mainly take place in China. To date, according to Box Office Mojo, its worldwide gross is US\$238,532,921.

Greta

The thriller/crime movie is directed by Neil Jordan who won the Academy Award for Best Original Screenplay and starring French actress Isabelle Huppert who has been nominated for the Academy Award for Best Actress. The international sales of the movie are undertaken by veteran sales agency Sierra/Affinity. To date, international sales are anticipated to be US\$9.5 million. The movie premiered at the Toronto International Film Festival in September 2018 and was released in March 2019.

Midway

The Group arranged the investment in the epic drama movie, directed by the well-known director Roland Emmerich (who has entered into an agreement with the Group), produced by Mark Gordon and starring Woody Harrelson, Mandy Moore and Luke Evans. It started principal photography in 2018 and was released on 8 November 2019. The movie is also the first World War II film of Roland Emmerich. It is adapted from the true stories of the Battle of Midway and tells rarely known stories of war heroes. The total budget is approximately US\$100 million. In terms of distribution, Summit Entertainment, LLC is responsible for the U.S., Bona Film Group is responsible for the Greater China area and Accelerate Global Content, LLC is responsible for overseas sales. The Deadline Magazine has provided extensive coverage in this regard and the commentary described the movie as “one of the biggest movies on-sale at Cannes”. During the pre-sales period, excluding the Greater China area, overseas pre-sales has exceeded US\$30 million.

影視投資及作品

《摘金奇緣》

是由華納兄弟影業(Warner Bros. Pictures)投資發行、本集團參投的，且由本集團的簽約導演—朱浩偉導演的電影，已於二零一八年八月上映。該部電影改編自關凱文(Kevin Kwan)的同名暢銷小說，擁有堅實廣大的讀者基礎。演員陣容包括吳恬敏、亨利•高丁(Henry Golding)、楊紫瓊等，該部備受期待的電影是好萊塢25年來第一部非年代全亞裔陣容電影。作為該系列小說的第一部改編作品，《摘金奇緣》還將發展為具有商業潛力的系列電影，且其後兩部作品的主要發生地點都在中國。截至目前，根據Box Office Mojo的記錄，其全球票房為238,532,921美元。

《遺孀秘聞》

是由曾獲得奧斯卡最佳原創劇本獎的尼爾•喬丹(Neil Jordan)導演，曾獲得奧斯卡最佳女主角提名的法國演員伊莎貝•雨蓓(Isabelle Huppert)主演的驚悚／犯罪類電影。該部電影由資深銷售公司Sierra/Affinity公司進行國際銷售，目前國際地區總銷售額預計950萬美元。該電影已於二零一八年九月的多倫多國際電影節首映，且已於二零一九年三月上映。

《中途島》

是由本集團組投，由本集團簽約的著名導演羅蘭•艾默裡奇(Roland Emmerich)導演，馬克•戈登(Mark Gordon)製片，伍迪•哈裡森(Woody Harrelson)、曼迪•摩爾(Mandy Moore)和盧克•伊萬斯(Luke Evans)主演的史詩類劇情片，已於二零一八年開拍，於二零一九年十一月八日上映。該電影也是羅蘭•艾默裡奇首部二戰題材電影，根據中途島戰役真實故事改編，講述了鮮為人知的戰爭英雄故事，總投資預算將近一億美元。該電影由獅門頂峰娛樂有限公司(Summit Entertainment, LLC)負責美國發行，博納影業集團(Bona Film Group)負責大中華地區發行，Accelerate Global Content, LLC負責海外地區銷售。《好萊塢新聞前線》(Deadline)雜誌對此已進行大幅報道，評論稱該部電影為「戛納電影節上銷售的最重量級的電影之一」。預售期間，除大中華地區以外的海外預售就已超3,000萬美元。

Management Discussion and Analysis

管理層討論及分析

The movie topped the North American box office only in its opening week. According to Box Office Mojo, its worldwide gross amounted to US\$126,696,475. In addition, the movie also enjoyed positive buzz among audiences since releasing, with being scored by up to 92% of audiences (Audience Score) on Rotten Tomatoes, a professional film critics website.

Scary Stories to Tell in the Dark

The movie is distributed in US by Lionsgate, co-financed by CBS Films, eOne, the Group and Rolling Hills and was released in August 2019. The film is adapted from a bestselling series of short horror stories, written by Alvin Schwartz under the same title. It is directed by André Øvredal, produced by Academy Award Winner Guillermo del Toro, written by Dan Hageman, Kevin Hageman, and Guillermo del Toro. Starring Zoe Margaret Colletti, Michael Garza, Gabriel Rush, etc., the movie's international distributor is Entertainment One and Sierra/Affinity is the foreign sales agency of the picture. Produced for US\$25 million, the movie earned US\$21 million at the domestic box office in its opening weekend. To date, according to Box Office Mojo, its worldwide gross is US\$104,545,505.

Malignant

Malignant is a 2021 American horror film directed by James Wan from a screenplay by Akela Cooper, based on a story by Wan, Ingrid Bisu, and Cooper. The film stars Annabelle Wallis as a woman who begins to have visions of people being murdered, only to realize the events are happening in real life. Maddie Hasson, George Young, Michole Briana White, and Jacqueline McKenzie also star. *Malignant* was theatrically released in the United States on September 10, 2021, by Warner Bros. Pictures simultaneously streamed on HBO Max for one month. It is streaming on YouTube, Apple TV, Google Play Movies & TV, Vudu, Amazon Prime Video, YouTube TV and Hulu now.

影片在上映首週即獲得北美票房冠軍，根據Box Office Mojo的記錄，其全球總票房為126,696,475美元。除此之外，影片自上映以來在觀眾中取得了良好的口碑，在專業影片評分網站Rotten Tomatoes上取得了高達92%的觀眾評分(Audience Score)。

《講鬼故》

由獅門娛樂公司(Lionsgate)在美國發行，CBS Films、eOne、本集團及Rolling Hills共同出資，已於二零一九年八月上映。該電影改編自阿爾文·施瓦茨(Alvin Schwartz)創作的同名短篇恐怖故事暢銷系列。由安德列·艾弗道夫(André Øvredal)執導，奧斯卡金像獎得主吉勒摩·戴托羅(Guillermo del Toro)擔任製片人，丹·哈格曼(Dan Hageman)、凱文·哈格曼(Kevin Hageman)及吉勒摩·戴托羅(Guillermo del Toro)撰寫劇本。由柔伊·瑪格麗特·科萊蒂(Zoe Margaret Colletti)、麥可·加爾薩(Michael Garza)、蓋布爾·羅許(Gabriel Rush)等主演，國際發行商為Entertainment One且Sierra/Affinity為該電影的海外銷售代理。該電影的製作成本為2,500萬美元，上映首週美國國內票房斬獲2,100萬美元。截至目前，根據Box Office Mojo的記錄，其全球總票房為104,545,505美元。

《致命感應》

《致命感應》是一部於二零二一年上映的美國恐怖電影，由溫子仁(James Wan)執導，阿克拉·庫珀(Akela Cooper)撰寫劇本，溫子仁、英格麗·比蘇(Ingrid Bisu)及庫珀撰寫故事。電影由安娜貝拉·沃麗絲(Annabelle Wallis)擔任主演，她開始見到有人被謀殺的幻象，但卻意識到這些事件正在現實生活中發生。主演還有麥蒂·哈森(Maddie Hasson)、吳宇衛(George Young)、邁克爾·布莉安娜·懷特(Michole Briana White)及賈桂琳·麥肯錫(Jacqueline McKenzie)。《致命感應》由華納兄弟影業於二零二一年九月十日在美國院線上映，並於同日上線HBO Max，為期一個月。目前，其正在YouTube、Apple TV、Google Play Movies & TV、Vudu、Amazon Prime Video、YouTube TV及Hulu上映。

Management Discussion and Analysis

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Posted to his Twitter handle, Stephen King, the legendary horror author praises Wan's *Malignant*. In one short sentence, King sums up his feelings, saying, "I watched *MALIGNANT* on HBO and thought it was brilliant." King's tweet already has over 2,461 retweets and 33,000 likes. While critics and fans seem mixed over Wan's new horror movie, King sincerely feels the film is brilliant. Given King's expertise in all things horror, receiving praise from the author must feel like a high honor. For many fans who have yet to see *Malignant*, King's high praise is sure to peak their interest.

Malignant was released to high reviews and good word of mouth. David Stratton from *The Australian* mentioned that "Wan cheerfully draws on the extreme work of horror film aficionados such as David Cronenberg and Dario Argento as he piles on the bloody violence." Becca James from *Chicago Reader* mentioned that "Malignant is the type of movie that requires viewers to strap in and shut up from the onset." A.A. Dowd from *AV Club* mentioned that "There's no way to watch this deranged follow-up and not conclude that Wan's back where he belongs." Alison Shoemaker from *Fox 10 Phoenix* mentioned that "Wan's final twist is so maniacal and so (and this is a compliment) deeply and thoroughly stupid that it more than makes up for the minor missteps along the way." Perri Nemiroff from YouTube mentioned that "James Wan swings for the fences and it pays off big time. *Malignant* is a bonkers and bloody delight that showcases a multitude of different skills and styles Wan's honed through his horror films over the years." The IMDb rating of *Malignant* is 6.3/10. And, the Tomatometer of *Malignant* reaches 76%.

Malignant won the ReFrame Stamp for Best Feature at ReFrame 2022. It was also nominated for 1) BloodGuts UK Horror Awards at BloodGuts UK Horror Awards 2022 2) Best CCA Super Awards at Critics Choice Super Awards 2022 3) Dorian Award at GALECA: The Society of LGBTQ Entertainment Critics 2022 4) HFCS Award at Hawaii Film Critics Society 2022 5) HCA Award at Hollywood Critics Association 2022 6) HCA Awards At Hollywood Critics Association 2021 7) INOCA at International Online Cinema Awards (INOCA) 2022 8) MCFCA Award at the Music City Film Critics' Association Awards 2022 9) PCC Award at the Phoenix Critics Circle 2021 10) PCA Award at the Portland Critics Association Awards 2021.

傳奇恐怖作家斯蒂芬·金 (Stephen King) 在推特上稱讚了溫子仁的《致命感應》。金用一句簡短的話總結了自己的感受：「我在HBO上看了《致命感應》，覺得很精彩。」金的推文已有2,461條轉發及33,000個點讚。雖然影評人和影迷對溫子仁的新恐怖電影似乎褒貶不一，但金真心覺得這部電影很精彩。考慮到金是恐怖題材專家，這位作家的讚揚絕對讓人受寵若驚。對於許多還沒有看過《致命感應》的粉絲來說，金的盛讚無疑讓他們興趣高漲。

《致命感應》獲得了高評分和良好口碑。《澳大利亞人》雜誌的大衛·斯特拉頓 (David Stratton) 提到，「溫子仁在勾畫血腥暴力時，欣然借鑒了大衛·柯南伯格 (David Cronenberg) 和達里奧·阿根托 (Dario Argento) 等恐怖電影愛好者的極端作品。」《芝加哥讀者報》的貝卡·詹姆斯 (Becca James) 提到，「《致命感應》是那種讓觀眾從一開始就高度緊張和驚得說不出話的電影。」《AV Club》的A. A. Dowd提到，「我們看完這部續作之後肯定會認為溫子仁是才歸其位。」《Fox 10 Phoenix》的阿里森·休梅克 (Alison Shoemaker) 則提到，「溫子仁的最後一次反轉是如此瘋狂、如此 (此處為讚美) 徹頭徹尾的愚蠢，完全達到了瑕不掩瑜的效果。」YouTube上的佩瑞·納米洛夫 (Perri Nemiroff) 提到「溫子仁不拘一格，大獲成功。《致命感應》充斥著瘋狂和血腥的喜悅，展示了溫子仁多年來從恐怖電影中歷練形成的多種不同技能和風格。」《致命感應》在IMDb得到的評級為6.3/10，在Tomatometer的好評達76%。

《致命感應》在ReFrame 2022上贏得了ReFrame Stamp for Best Feature。其亦獲得了以下提名：1) BloodGuts UK Horror Awards 2022的BloodGuts UK Horror Awards; 2) Critics Choice Super Awards 2022的美國評論家選擇協會超級獎; 3) GALECA: The Society of LGBTQ Entertainment Critics 2022的道林獎; 4) Hawaii Film Critics Society 2022的夏威夷影評人協會獎; 5) Hollywood Critics Association 2022的好萊塢影評人協會獎; 6) Hollywood Critics Association 2021的好萊塢影評人協會獎; 7) International Online Cinema Awards (INOCA) 2022的國際在線電影獎; 8) Music City Film Critics' Association Awards 2022的芝加哥影評人協會獎; 9) Phoenix Critics Circle 2021的費尼克斯評論協會獎; 10) Portland Critics Association Awards 2021的波特蘭影評人協會獎。

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Marshall

The movie was obtained by the Group through acquisition. It is internationally distributed by Sony Pictures Worldwide Acquisitions Inc., and distributed by Open Road Films, LLC in North America. The movie is produced by Paula Wagner, an experienced Hollywood producer, and starring Chadwick Boseman, the leading actor of “Black Panther”, and Sterling K. Brown, an Emmy Award winner and the leading actor of “This Is Us”. The movie was nominated for Oscar Best Original Song (theme song: Stand Up For Something) and received Top Ten Films of African American Film Critics Association Awards, Audience Choice Award of Chicago International Film Festival, Annual Song Award of Hollywood Film Awards, Best Original Song Award of Annual Satellite Awards as well as 18 other internationally renowned awards nominations.

My Robot Boyfriend

My Robot Boyfriend, an urban love sci-fi comedy directed by Lai Chun Tsang and starring Chao Jiang and Xiaotong Mao, which has been firstly broadcasted on Zhejiang Satellite TV on 21 October 2019 with concurrently releasing on Tencent Video and Mango TV.

PROJECTS INCUBATING BY FILM DIRECTORS

With the commitment in further diversifying and enhancing the entertainment business of the Group so as to broaden the income sources, the Group has engaged 8 film directors.

James Wan, Roland Emmerich, Jon M. Chu, Robert Zemeckis, Alan Taylor, Jonathan Liebesman, F. Gary Gray, Sylvester Stallone, Nattawut Poonpiriya and Sam Raimi in relation to the development and production of motion picture projects, which enable the Group to tap into the business of film production and distribution. Reference may be made to the Company’s announcement dated 20 March 2020 for details of the profile of some of the projects under development. With respect to those projects that have not been completed prior to the terminations or expirations of the development agreements, the Company and those directors will continue to collaborate on the development of those projects.

《馬歇爾》

是由本集團通過收購獲得的電影。由索尼影業全球併購有限公司(Sony Pictures Worldwide Acquisitions Inc.)進行國際發行，開路影業有限責任公司(Open Road Films, LLC)進行北美發行，並由好萊塢資深製片人寶拉·瓦格納(Paula Wagner)製作，《黑豹》男主角查德維克·博斯曼(Chadwick Boseman)以及艾美獎獲得者《我們這一天》主角斯特爾林·K·布朗(Sterling K. Brown)主演。此電影獲得包括奧斯卡最佳原創歌曲提名(主題曲《Stand Up For Something》)、非洲裔美國影評人協會獎十佳電影獎、芝加哥國際電影節觀眾選擇獎、好萊塢電影獎年度歌曲獎、金衛星獎最佳原創歌曲獎及其他18項國際知名獎項提名。

《我的機器人男友》

《我的機器人男友》，由曾麗珍執導，姜潮、毛曉彤領銜主演的都市愛情科幻喜劇，已於二零一九年十月二十一日在浙江衛視首播，亦在騰訊視頻、芒果TV同步播出。

電影導演孵化項目

為致力於進一步多元化及提升本集團娛樂業務以擴充收入來源，本集團已聘請8位電影導演。

本集團已就開發及製作電影項目聘請溫子仁 (James Wan)、羅蘭·艾默裡奇(Roland Emmerich)、朱浩偉(Jon M. Chu)、羅伯特·澤米吉斯(Robert Zemeckis)、艾倫·泰勒(Alan Taylor)、喬納森·裡貝斯曼(Jonathan Liebesman)、F.加里·格雷(F. Gary Gray)、西爾維斯特·史泰龍(Sylvester Stallone)、納塔吾·彭皮裡亞(Nattawut Poonpiriya)及森·溫美(Sam Raimi)，以令本集團開展電影製作及發行業務。有關部分發展中項目的概況詳情，請參閱本公司日期為二零二零年三月二十日之公告。就該等開發協議終止或屆滿前尚未完成的項目而言，本公司與該等導演將繼續合作開發該等項目。

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During the year ended 31 December 2021, the Group's revenue generated from media and culture business amounted to approximately HK\$199.4 million (2020: approximately HK\$47.8 million), with a gross loss of approximately HK\$95.4 million (2020: approximately HK\$28.2 million).

Since the year of 2019, the media business of the Group has been affected by the COVID-19 pandemic which has spread all over the world. Business activities slowed down and some of the film and TV drama projects currently being developed by the Group have been postponed.

Delays in distribution, settlement as well as receipt of income of TV drama and film investments of the Company significantly and negatively affected the future cash flow projections regarding these investments, which in turn reduced the amount of revenue recognized during the year. The recorded gross loss was therefore mainly attributable to the amount of amortization recognized exceeded the revenue recognized from these investments.

Entertainment and Gaming

As this segment was no longer revenue or profit generating to the Group, and the management decided to allocate more resources to media and culture segment, this segment's business was ceased in February 2020 and the underlying companies of this segment were either dissolved or disposed of during February 2021.

FINANCIAL REVIEW

The Group reported a loss attributable to owners of the Company of approximately HK\$401,089,000 for the year ended 31 December 2021 (2020: approximately HK\$162,275,000).

The Board considers that the continued losses incurred by the Group were mainly attributable to the gross losses of HK\$95,392,000 and the recognition of impairments of assets totaling HK\$288,636,000 during the year.

Basic loss per share for the year amounted to approximately 48.7 HK cents (2020: approximately 19.70 HK cents). Asset deficiency of the Group were approximately HK\$190,867,000 (2020: net assets of approximately HK\$176,575,000).

截至二零二一年十二月三十一日止年度，本集團的傳媒及文化業務產生收益約199,400,000港元（二零二零年：約47,800,000港元），毛損約95,400,000港元（二零二零年：約28,200,000港元）。

自二零一九年起，本集團之媒體業務受席捲全球的COVID-19疫情影響。業務活動放緩，且本集團目前正在開發之部分電影及電視劇項目遭延遲。

由於本公司投資的電視劇及電影發行、結算及收入進賬延遲，對該等投資的未來現金流預測造成重大負面影響，從而減少年內確認的收益金額。因此，錄得的毛損主要由於就該等投資確認的攤銷金額超出確認的收益所致。

娛樂及博彩

由於該分部不再為本集團產生收益或溢利，管理層決定將更多資源分配至傳媒及文化分部，故該分部的業務已於二零二零年二月停止，且該分部相關公司已於二零二一年二月解散或出售。

財務回顧

截至二零二一年十二月三十一日止年度，本集團錄得本公司擁有人應佔虧損約401,089,000港元（二零二零年：約162,275,000港元）。

董事會認為，本集團產生的持續虧損主要由於年內錄得毛損95,392,000港元及確認資產減值合共288,636,000港元。

年內每股基本虧損約為48.7港仙（二零二零年：約19.70港仙）。本集團的資產虧絀約為190,867,000港元（二零二零年：資產淨值約176,575,000港元）。

Management Discussion and Analysis

管理層討論及分析

Below are material factors underlying the Company's Results and Financial Position

以下為本公司業績及財務狀況之重大因素

- (i) the cost of sales increased by approximately HK\$218,781,000 from approximately HK\$75,997,000 for the year ended 31 December 2020 ("FY2020") to approximately HK\$294,778,000 for the year ended 31 December 2021 ("FY2021") was mainly attributable to the increase in amortization recognised as a new film investment of the Company was released in the year of 2021.
 - (ii) the selling and distribution expenses increased by approximately HK\$17,674,000 from nil in FY2020 to approximately HK\$17,674,000 in FY2021 was mainly attributable to the efforts provided by the Group in relation to selling and distribution of a new film investment of the Company as well as recognition of project costs previously prepaid/capitalised.
 - (iii) the loss on disposal of subsidiaries of the amount of HK\$26,810,000 in FY2021 was mainly attributable to the amount of HK\$25,010,000 of non-controlling interest (In equity) released from reserves, the amount of HK\$4,061,000 of exchange reserve (In equity) released from reserves, which is partly offset by the amount of gain of HK\$2,261,000 upon derecognition of the Gaming Operation's underlying assets and liabilities upon dissolution/disposal to an independent third party for a nominal consideration of HK\$39 in February 2021.
 - (iv) Total impairment losses increased by approximately HK\$198,200,000 from approximately HK\$90,436,000 in FY2020 to approximately HK\$288,636,000 in FY2021 was mainly attributable to the increase in impairment of HK\$233,407,000 of a film investment, prepayments, other receivables and other assets which was partially offset by the decrease in the impairment losses of HK\$35,207,000 on financial and contract assets.
 - (v) the total prepayments, other receivables and other assets decreased by approximately HK\$54,041,000 from approximately HK\$404,567,000 as at 31 December 2020 to approximately HK\$350,526,000 as at 31 December 2021 was mainly attributable to the impairment by approximately HK\$155,584,000 from HK\$1,921,000 as at 31 December 2020 to approximately HK\$155,584,000 as at 31 December 2021. For details of the increase of impairment, please refer to note 18 to the consolidated financial statements.
- (i) 銷售成本由截至二零二零年十二月三十一日止年度(「二零二零財年」)的約75,997,000港元增加約218,781,000港元至截至二零二一年十二月三十一日止年度(「二零二一財年」)的約294,778,000港元，乃主要由於二零二一年本公司的一項新電影投資解除導致已確認攤銷增加。
 - (ii) 銷售及分銷開支由二零二零財年的零增加約17,674,000港元至二零二一財年的約17,674,000港元，乃主要由於本集團就銷售及分銷本公司新電影投資作出之努力以及確認先前預付／資本化之項目成本。
 - (iii) 於二零二一財年，處置附屬公司虧損26,810,000港元，乃主要由於自儲備中解除非控股權益(計入權益)25,010,000港元及自儲備中解除匯兌儲備(計入權益)4,061,000港元，被博彩業務解散／於二零二一年二月以名義代價39港元向獨立第三方出售時終止確認其相關資產及負債之收益2,261,000港元所部分抵銷。
 - (iv) 減值虧損總額由二零二零財年的約90,436,000港元增加約198,200,000港元至二零二一財年的約288,636,000港元，乃主要由於電影投資、預付款項、其他應收款項及其他資產之減值增加233,407,000港元，被金融及合約資產減值虧損減少35,207,000港元所部分抵銷。
 - (v) 預付款項、其他應收款項及其他資產總額由二零二零年十二月三十一日的約404,567,000港元減少約54,041,000港元至二零二一年十二月三十一日的約350,526,000港元，乃主要由於減值約155,584,000港元，由二零二零年十二月三十一日的1,921,000港元至二零二一年十二月三十一日約155,584,000港元。有關減值增加的詳情，請參閱綜合財務報表附註18。

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(vi) Certain current portion of investment in film and television programs and program rights was reclassified to non-current portion of investment in film and television programs and program rights during the year of 2021. Such reclassification is due to full recoupment of this asset being estimated to be taken place beyond the Company's normal business cycle and thus satisfying the definition of non-current assets.

The total investment in film and television programs and program rights decreased by approximately HK\$155,825,000 from approximately HK\$301,062,000 as at 31 December 2020 to approximately HK\$145,237,000 as at 31 December 2021 is mainly attributable to impairment loss on a film investment of HK\$80,223,000 and amortization of HK\$294,778,000.

Please see the disclosure under the impairment analysis of film investment set out in "Notes to Financial Statements-20. Investment in Film and Television Programs".

(vii) the financial liabilities at fair value through profit or loss increased by approximately HK\$192,023,000 from nil as at 31 December 2020 to approximately HK\$192,023,000 as at 31 December 2021 mainly attributable to several co-investment agreements with investors in film production projects, which entitled the investors to receive a variable income based on the investor's investment amount and expected rate of return as specified in the respective co-investment agreements. All these films had been released and the carrying amount at the end of the reporting period represented the fair value of the estimated net future cash flows from these films attributable to the investors. The repayment dates of these liabilities are normally after 30 days every time the Company receives cash receipts from distributors. The fair value gains on remeasurement of fair value of financial liabilities at fair value through profit or loss amounting to HK\$81,850,000 during the year. Please see the disclosure under the impairment analysis of film investment is set out in "Notes to Financial Statements-25. Financial Liabilities at Fair Value Through Profit or Loss".

(vi) 於二零二一年，若干電影及電視節目及節目版權投資之即期部分獲重新分類為電影及電視節目及節目版權投資之非即期部分。該重新分類乃由於該項資產的悉數收回估計將在本公司的正常業務週期之後發生，因此符合非流動資產的定義。

電影及電視節目及節目版權投資總額由二零二零年十二月三十一日的約301,062,000港元減少約155,825,000港元至二零二一年十二月三十一日的約145,237,000港元，乃主要由於電影投資減值虧損80,223,000港元及攤銷294,778,000港元。

請參閱「財務報表附註— 20.電影及電視節目投資」所載電影投資減值分析之披露。

(vii) 按公平值計入損益的金融負債由二零二零年十二月三十一日的零增加約192,023,000港元至二零二一年十二月三十一日的約192,023,000港元，乃主要由於與投資者就電影製作項目訂有若干聯合投資協議，根據各聯合投資協議所規定投資者的投資金額及預期回報率，投資者有權獲取可變收益。該等電影均已上映，於報告期末的賬面值指投資者應佔該等電影的估計未來現金流量淨額的公平值。該等負債的還款日期通常為本公司每次收到發行商的現金收據30日後。年內重新計量按公平值計入損益的金融負債的公平值收益為81,850,000港元。請參閱「財務報表附註— 25.按公平值計入損益的金融負債」所載電影投資減值分析之披露。

Management Discussion and Analysis

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FUTURE PLANS AND PROSPECTS

Referring to the sections of “Disclaimer of Opinion”, “Basis for disclaimer of opinion” and “The Board’s response to the Auditor’s Opinion”, the Company will continue to strive to improve its operating results and financial position and provide further information and communicate with the Company’s auditors from time to time for their assessment of the going concern assumption for subsequent financial reporting periods.

While the management would strive to recover the trade receivables of gross carrying amount of HK\$114,560,000 as at 31 December 2021 to further improve its financial position, and procure the possible loan or equity finance where necessary and in due course, the Company will continue to allocate more resources to media and culture segment (e.g. film and TV series investment and production) which are the Group’s major growth drivers.

With an aim to safeguard a higher shareholder’s return, the Group is in the process of reviewing the future prospect and development of its other business segments, and at the same time exploring new business opportunities and making more efforts to explore market opportunities in Mainland China.

MATERIAL ACQUISITION AND DISPOSAL

There is no material acquisition and disposal conducted by the Group during the year that should be notified to the shareholders of the Company.

DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2021 (31 December 2020: NIL).

未來計劃及展望

參閱「不發表意見」、「不發表意見之基準」及「董事會對核數師意見之回應」章節，本公司將繼續努力改善其經營業績及財務狀況，並就本公司核數師評估其後財務報告期間的持續經營假設不時提供進一步資料並與其進行溝通。

儘管管理層努力收回於二零二一年十二月三十一日賬面總額為114,560,000港元之貿易應收款項，以進一步改善其財務狀況並在必要及適當時獲得潛在貸款或股權融資，惟本公司將繼續分配較多資源至作為本集團主要增長動力的傳媒及文化分部（如投資及製作電影及電視劇）。

為保障股東有較高的回報，本集團正在檢討其他業務分部的未來前景及發展，同時探索新商機加強開拓內地市場機會。

重大收購及出售事項

年內，本集團並未進行須知會本公司股東的重大收購及出售事項。

股息

董事會不建議派付截至二零二一年十二月三十一日止年度之末期股息（二零二零年十二月三十一日：無）。

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管理層討論及分析

CAPITAL STRUCTURE

As at 31 December 2021, the Company's capital deficiency was approximately HK\$189,848,000 (2020: equity attributable to its owners of approximately HK\$202,548,000).

IMPAIRMENT LOSSES

Total Impairment losses amounted to approximately HK\$288,636,000 for the year, comprising impairment losses on financial and contract assets of HK\$55,229,000 (details refer to notes 17 and 19 to the consolidated financial statements), impairment losses on a film investment of HK\$80,223,000 (details refer to notes 20 to the consolidated financial statements), and impairment loss on prepayments, other receivables and other assets of HK\$153,184,000 (details refer to notes 18 to the consolidated financial statements).

LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its operation by internally generated cash flow, interest-bearing bank and other borrowings and film investment loans, amount due to a holding company, and through issuance of promissory notes and convertible bonds.

The major shareholders of the Company have been able to provide financial resources (in form of loan advance, equity finance etc.) to support the Group's operations. For example, the Group obtained an advance of HK\$472,229,000 (equivalent to RMB415,000,000) ("**Advance**") from the then controlling shareholder (江陰星輝文化傳播有限公司) in the year of 2019. The Group has fully repaid the Advance and the then controlling shareholder also confirmed the full repayment of the Advance during the year of 2020. The Company believes that its shareholders will continue to provide financial support to the Group where necessary and in due course.

資本架構

於二零二一年十二月三十一日，本公司資本虧絀約為189,848,000港元（二零二零年：其擁有人應佔權益約202,548,000港元）。

減值虧損

年內減值虧損總額約288,636,000港元，包括金融及合約資產減值虧損55,229,000港元（詳情請參閱綜合財務報表附註17及19）、電影投資減值虧損80,223,000港元（詳情請參閱綜合財務報表附註20）以及預付款項、其他應收款項及其他資產減值虧損153,184,000港元（詳情請參閱綜合財務報表附註18）。

流動資金及財政資源

本集團一般以內部產生之現金流量、計息銀行及其他借貸以及電影投資貸款、應付一間控股公司款項及透過發行承兌票據及可換股債券為其業務營運提供資金。

本公司主要股東可以墊付貸款、股權融資等方式提供財務資源以支持本集團營運。例如，本集團於二零一九年度自當時之控股股東江陰星輝文化傳播有限公司獲得墊款472,229,000港元（相當於人民幣415,000,000元）（「**墊款**」）。本集團已悉數償還墊款，且當時之控股股東亦於二零二零年度確認墊款之悉數償還。本公司相信其股東將在必要時及適時繼續向本集團提供財務援助。

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As at 31 December 2021, the Group's bank balances and cash amounted to approximately HK\$157,105,000 (2020: HK\$142,837,000).

As at 31 December 2021, the current ratio was approximately 0.51 (2020: approximately 2.03) based on current assets of approximately HK\$461,019,000 (2020: HK\$1,012,292,000) and current liabilities of approximately HK\$909,907,000 (2020: HK\$497,876,000).

Further details regarding the liquidity of the Group are set out in "going concern assumption" of note 2 of the consolidated financial statements.

EXPOSURE TO FLUCTUATION IN EXCHANGE RATES

Most of the Group's assets, liabilities and business transactions are denominated in Hong Kong dollars, Renminbi and U.S. dollars which have been relatively stable during the year. The Group was not exposed to material foreign exchange risk and has not employed any financial instruments for hedging purposes.

EMPLOYEES AND REMUNERATION POLICIES

The Group employed 22 (2020: 27) employees as at 31 December 2021. The Group's remuneration policies are primarily based on prevailing market salary levels and the performance of the respective companies and individuals concerned. Employees may also be invited to participate in the share option scheme of the Group.

EVENTS AFTER THE REPORTING PERIOD

Subsequent to the reporting period, the Group has entered into agreements with lenders of other borrowings and film investment loans of the Group, among others, to extend the repayment date of the other borrowings and film investment loans and to mitigate the liquidity issues of the Group. Further details are set out in "going concern assumption" of note 2 of the consolidated financial statements.

Other than disclosed above, there is no major event after the reporting period that should be notified to the shareholders of the Company.

於二零二一年十二月三十一日，本集團之銀行結餘及現金約為157,105,000港元（二零二零年：142,837,000港元）。

於二零二一年十二月三十一日，流動比率約為0.51（二零二零年：約2.03），此乃按流動資產約461,019,000港元（二零二零年：1,012,292,000港元）及流動負債約909,907,000港元（二零二零年：497,876,000港元）之基準計算。

本集團流動資金之進一步詳情載於綜合財務報表附註2「持續經營假設」。

匯率波動風險

本集團大部分資產、負債及商業交易均以港元、人民幣及美元計值，而該等貨幣於年內均相對穩定。本集團並無面臨重大外匯風險，故此並無採用任何金融工具作對沖用途。

僱員及酬金政策

於二零二一年十二月三十一日，本集團僱用22名（二零二零年：27名）僱員。本集團之薪酬政策主要根據現時之市場薪酬水平，以及各公司及僱員個人之表現為基準釐定。僱員亦可獲邀參與本集團之購股權計劃。

報告期後事項

於報告期後，本集團與本集團其他借貸及電影投資貸款之放債人訂立協議，（其中包括）以延長其他借貸及電影投資貸款的還款日期及緩解本集團的流動資金問題。進一步詳情載於綜合財務報表附註2「持續經營假設」。

除上文所披露者外，報告期後並無須知會本公司股東之任何重大事項。

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MAJOR VARIANCE BETWEEN AUDITED RESULTS AND UNAUDITED RESULTS

Set out below are the reasons for the major variances between the Unaudited Results and the Audited Results provided on pages 35 to 38 in the Audited Results Announcement pursuant to Rule 13.49(3)(ii)(b) of the Listing Rules:

I. Consolidated Statement of Profit or Loss

- (a) Revenue: increased by HK\$54,094,000 is mainly attributable to increase in revenue recognized of film investments with information subsequently available to the Company;
- (b) Cost of sales: increased by HK\$135,272,000 is mainly attributable to increase in amortization of HK\$135,272,000 of a film investment (with its at-cost value increased) with information subsequently available to the Company;
- (c) Other income and gains: decreased by HK\$2,321,000 is mainly attributable to decrease of other income of HK\$3,839,000 of a receipt which was subsequently classified as contract liabilities, offset by other adjustments of HK\$1,518,000;
- (d) Selling and distribution expenses: increased by HK\$9,637,000 is mainly attributable to recognition of expenses of HK\$9,637,000 previously capitalized as film investment;
- (e) Administrative expenses: increased by HK\$245,000 is mainly attributable to recognition of additional audit fee of HK\$245,000;
- (f) Loss on disposal of subsidiaries: increased by HK\$26,810,000 is mainly attributable to an amount of HK\$1,800,000 reclassified from loss for the year from discontinued operation and to amount of non-controlling interest (In equity) of HK\$25,010,000 released from reserves;
- (g) Impairment losses on financial and contract assets, net: increased by HK\$12,773,000 is mainly attributable to increase in recognition of impairment loss of HK\$12,773,000 of a contract asset;

經審核業績與未經審核業績間之主要差異

下列為根據上市規則第13.49(3)(ii)(b)條於經審核業績公告第35至38頁提供的未經審核業績與經審核業績間之主要差異的原因：

I. 綜合損益表

- (a) 收益：增加54,094,000港元，主要是由於根據本公司其後可獲得的資料確認電影投資收益增加；
- (b) 銷售成本：增加135,272,000港元，主要是由於根據本公司其後可獲得的資料，電影投資攤銷增加135,272,000港元（按成本價值增加）；
- (c) 其他收入及收益：減少2,321,000港元，主要是由於其他收入進賬減少3,839,000港元，其後分類為合約負債並被其他調整1,518,000港元所抵銷；
- (d) 銷售及分銷開支：增加9,637,000港元，主要是由於確認先前資本化為電影投資的開支9,637,000港元；
- (e) 行政開支：增加245,000港元，主要是由於確認額外核數費用245,000港元；
- (f) 處置附屬公司虧損：增加26,810,000港元，主要是由於從已終止經營業務之年內虧損中重新分類1,800,000港元及自儲備中解除非控股權益（計入權益）25,010,000港元；
- (g) 金融及合約資產減值虧損，淨額：增加12,773,000港元，主要是由於確認合約資產減值虧損增加12,773,000港元；

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- (h) Impairment losses on a film investment: increased by HK\$80,223,000 is mainly attributable to impairment recognition regarding a film when adjusting its book amount (after amortization) to value-in-use amount as at 31 December 2021;
- (i) Impairment losses on prepayments, other receivables and other assets: increased by HK\$153,184,000 is mainly attributable to recognition of impairment of HK\$153,184,000 upon completion of an impairment assessment of the Company;
- (j) Changes in fair value of financial and derivative financial liabilities: increased by HK\$81,131,000 is mainly attributable to changes in fair value of HK\$81,131,000 of financial liabilities reclassified from film investment loans;
- (k) Finance cost: increased by HK\$3,304,000 is mainly attributable to the recognition of imputed interest expenses of HK\$2,123,000 of interest-free film loans and recognition of film loan interest of HK\$1,181,000 with information subsequently available to the Company;
- (l) Other expenses: increased by HK\$16,005,000 is mainly attributable to increase in recognition of late charge and default interest of HK\$12,484,000, and other adjustments of HK\$3,521,000; and
- (m) Income tax credit: increased by HK\$20,326,000 is mainly attributable to derecognition of deferred tax liabilities of HK\$14,949,000 and derecognition of tax payables of HK\$5,334,000 upon completion of USA tax review.
- (h) 電影投資減值虧損：增加80,223,000港元，主要是由於在二零二一年十二月三十一日將一部電影的賬面值（攤銷後）調整至使用價值時就該部電影確認減值；
- (i) 預付款項、其他應收款項及其他資產減值虧損：增加153,184,000港元，主要是由於本公司完成減值評估後確認減值153,184,000港元；
- (j) 金融及衍生金融負債公平值變動：增加81,131,000港元，主要是由於從電影投資貸款中重新分類金融負債公平值變動81,131,000港元；
- (k) 融資成本：增加3,304,000港元，主要是由於根據本公司其後可獲得的資料，確認免息電影貸款之推算利息開支2,123,000港元及確認電影貸款利息1,181,000港元；
- (l) 其他開支：增加16,005,000港元，主要是由於確認滯納金及滯納利息增加12,484,000港元以及其他調整3,521,000港元；及
- (m) 所得稅抵免：增加20,326,000港元，主要是由於在美國稅務審查完成時終止確認遞延稅項負債14,949,000港元及終止確認應付稅項5,334,000港元。

II. Consolidated Statement of Financial Position

Non-Current Assets

- (n) Prepayments, other receivables and other assets: decreased by HK\$128,029,000 is mainly attributable to impairment of HK\$127,717,000, and other adjustments of HK\$312,000;

Current Assets

- (o) Trade receivables: increased by HK\$6,384,000 is mainly attributable to increase in revenue of HK\$6,384,000 recognised with information subsequently available to the Company;

II. 綜合財務狀況表

非流動資產

- (n) 預付款項、其他應收款項及其他資產：減少128,029,000港元，主要是由於減值127,717,000港元及其他調整312,000港元；

流動資產

- (o) 貿易應收款項：增加6,384,000港元，主要是由於根據本公司其後可獲得的資料確認收益增加6,384,000港元；

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- (p) Prepayments, other receivables and other assets: decreased by HK\$27,422,000 is mainly attributable to impairment of HK\$25,947,000 recognised and other adjustments of HK\$1,475,000;
- (q) Contract assets: decreased by HK\$13,047,000 is mainly attributable to impairment of HK\$12,775,000 and other adjustments of HK\$272,000;
- (r) Investment in film and television programs and program rights: net decreased by HK\$18,629,000 is mainly attributable to increase in amortization of HK\$135,272,000 and recognition of impairment of HK\$80,223,000, which was partly offset by increase in film cost of HK\$196,866,000 recognised with information subsequently available to the Company;
- (s) Cash and cash equivalent: increased by HK\$114,000 is attributable to the recognition of bank balance of HK\$114,000 with information subsequently available to the Company;
- (p) 預付款項、其他應收款項及其他資產：減少27,422,000港元，主要是由於確認減值25,947,000港元及其他調整1,475,000港元；
- (q) 合約資產：減少13,047,000港元，主要是由於減值12,775,000港元及其他調整272,000港元；
- (r) 電影及電視節目及節目版權投資：淨額減少18,629,000港元，主要是由於攤銷增加135,272,000港元及確認減值80,223,000港元，其由根據本公司其後可獲得的資料確認的電影成本增加196,866,000港元所部分抵銷；
- (s) 現金及現金等值項目：增加114,000港元，是由於根據本公司其後可獲得的資料確認銀行餘額114,000港元；

Current Liabilities

- (t) Other payables and accruals: decreased by HK\$108,306,000 is mainly attributable to amount of HK\$21,398,000 reclassified to film investment loans, amount of HK\$67,615,000 reclassified to contract liabilities, amount of HK\$48,138,000 recognized as revenue, which is partly offset by amount of HK\$12,484,000 recognized as late charge and default interest, amount of HK\$8,381,000 recognised as expenses accruals, amount of HK\$7,800,000 recognised with information subsequently available to the Company and amount of HK\$180,000 reclassified from amount due to a director;
- (u) Contract liabilities: increased by HK\$24,669,000 is mainly attributable to amount of HK\$67,615,000 reclassified from other payables and amount of HK\$3,853,000 recognized as reversal of other income, which is partly offset by an amount of 46,799,000 reclassified to film investment loans;
- (t) 其他應付款項及應計費用：減少108,306,000港元，主要是由於重新分類至電影投資貸款21,398,000港元、重新分類至合約負債67,615,000港元、確認為收益48,138,000港元，其由確認為逾期費用及違約利息12,484,000港元、確認為應計費用8,381,000港元、根據本公司其後可獲得的資料確認7,800,000港元及從應付一名董事款項中重新分類180,000港元所部分抵銷；
- (u) 合約負債：增加24,669,000港元，主要是由於從其他應付款項中重新分類67,615,000港元及確認為撥回其他收益3,853,000港元，其由重新分類至電影投資貸款46,799,000港元所部分抵銷；

流動負債

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- (v) Amount due to a director: decreased by HK\$180,000 is attributable to the amount of HK\$180,000 reclassified to other payables and accruals;
- (w) Interest-bearing bank and other borrowings and film investment loans: decreased by HK\$11,206,000 is mainly attributable to an amount of HK\$274,172,000 reclassified to financial liabilities at fair value through profit or loss, which is partly offset by amount of HK\$194,769,000 recognised with information subsequently available to the Company, amount of HK\$46,799,000 reclassified from contract liabilities, and an amount of HK\$21,398,000 as reclassified from other payables;
- (x) Derivative financial liabilities: increased by HK\$815,000 is mainly attributable to increase in change in fair value of derivative financial liabilities of HK\$815,000;
- (y) Financial liabilities at fair value through profit or loss: increased by HK\$192,023,000 is mainly attributable to an amount of HK\$274,172,000 reclassified from film investment loans, partly offset by decrease in fair value in the amount of HK\$81,850,000, and exchange realignment of HK\$299,000;
- (z) Amount due to a major shareholder: increased by HK\$1,227,000 is attributable to reclassification of HK\$1,227,000 from non-current liabilities;
- (aa) Tax payable: decreased by HK\$5,334,000 is attributable to an amount of HK\$5,334,000 derecognised upon completion of USA tax review.;
- (v) 應付一名董事款項：減少180,000港元，是由於重新分類至其他應付款項及應計費用180,000港元；
- (w) 計息銀行及其他借貸以及電影投資貸款：減少11,206,000港元，主要是由於重新分類至按公平值計入損益的金融負債274,172,000港元，其由根據本公司後來可獲得的資料確認194,769,000港元、從合約負債中重新分類46,799,000港元以及從其他應付款項中重新分類21,398,000港元所部分抵銷；
- (x) 衍生金融負債：增加815,000港元，主要是由於衍生金融負債的公平值變化增加815,000港元；
- (y) 按公平值計入損益的金融負債：增加192,023,000港元，主要是由於從電影投資貸款中重新分類274,172,000港元，其由公平值減少81,850,000港元及匯兌調整299,000港元所部分抵銷；
- (z) 應付一名主要股東款項：增加1,227,000港元，是由於從非流動負債中重新分類1,227,000港元；
- (aa) 應付稅項：減少5,334,000港元，是由於在美國稅務審查完成時終止確認5,334,000港元；

Non-Current Liabilities

- (bb) Amount due to a major shareholder: decreased by HK\$1,227,000 is mainly attributable to reclassification of the HK\$1,227,000 to current liabilities; and
- (cc) Deferred tax liabilities: decreased by HK\$14,949,000 is attributable to an amount of HK\$14,949,000 derecognised upon completion of USA tax review.
- (bb) 應付一名主要股東款項：減少1,227,000港元，主要是由於重新分類至流動負債1,227,000港元；及
- (cc) 遞延稅項負債：減少14,949,000港元，是由於在美國稅務審查完成時終止確認14,949,000港元。

非流動負債

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CORPORATE GOVERNANCE PRACTICES

The Company recognises the importance of maintaining a high standard of corporate governance with an aim to protect the interest of shareholders.

The Company has adopted the Corporate Governance Code (the “Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) including those revised code provisions which became effective on 1 April 2012, 1 September 2013, 1 January 2016 and 1 January 2019. During the year ended 31 December 2021 the Company complied with all applicable provisions of the Code for their respective applicable periods except for the deviations stated below:

Code Provision A.6.7

Under code provision A.6.7, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of the shareholders. Due to other pre-arranged commitments, three of the independent non-executive directors were unable to attend the Company’s annual general meeting held on 23 June 2021.

Code Provision E.1.2

Under code provision E.1.2, chairman of the board should attend the annual general meeting. Due to other pre-arranged commitments, the then chairman of the Board was unable to attend the Company’s annual general meeting held on 23 June 2021.

企業管治常規

本公司深知維持高水平企業管治藉以保障股東之利益之重要性。

本公司已採納香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載之企業管治守則（「該守則」），包括於二零一二年四月一日、二零一三年九月一日、二零一六年一月一日及二零一九年一月一日生效之該等經修訂守則條文。於截至二零二一年十二月三十一日止年度內，本公司已於其各自之適用期間內遵守該守則之所有適用條文，惟下文所述之偏離情況除外：

守則條文第A.6.7條

根據守則條文第A.6.7條，獨立非執行董事及其他非執行董事應出席股東大會並對股東之意見有公正了解。由於其他預先已安排之工作，有三名獨立非執行董事未能出席本公司於二零二一年六月二十三日舉行之股東週年大會。

守則條文第E.1.2條

根據守則條文第E.1.2條，董事會主席應出席股東週年大會。由於其他預先已安排之工作，當時的董事會主席未能出席本公司於二零二一年六月二十三日舉行之股東週年大會。

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THE BOARD

The Board is responsible for the leadership and control of the Company and oversees the Group's business strategic decisions and performances.

As at the date of this report, the Board comprised six Executive Directors, Mr. Tang Liang (Chairman), Mr. Chau Chit (Deputy Chairman), Mr. Luo Lei (Chief Executive Officer), Mr. Zhou Jingbo, Mr. Sang Kangqiao and Ms. Wu Xiaoli; and three Independent Non-executive Directors, Mr. Wong Wai Kwan, Mr. Michael Ngai Ming Tak and Mr. Jing Xufeng.

The Independent Non-executive Directors of the Company are persons with academic and professional qualifications in the fields of accounting and/or appropriate expertise. They provide strong support towards the effective discharge of the duties and responsibilities of the Board. Each Independent Non-executive Director gives an annual confirmation of his independence to the Company and the Company considers these directors to be independent under Rule 3.13 of the Listing Rules.

Details of Directors' attendance records during the year ended 31 December 2021 are set out below:

董事會

董事會負責領導及監控本公司並監察本集團之業務策略方針及表現。

於本報告日期，董事會由六名執行董事唐亮先生（主席）、周哲先生（副主席）、羅雷先生（行政總裁）、周晶波先生、桑康喬先生及鄒小麗女士；及三名獨立非執行董事王偉軍先生、魏明德先生及景旭峰先生組成。

本公司之獨立非執行董事為於會計領域擁有學術及專業資格及／或適當專長之人士。彼等為有效履行董事會之職責及責任提供鼎力支持。各獨立非執行董事均向本公司作出其獨立性之年度確認，而本公司認為根據上市規則第3.13條，該等董事均為獨立人士。

於截至二零二一年十二月三十一日止年度內，董事出席會議記錄之詳情載列如下：

| Directors | 董事 | AGM 股東週年大會 | Board 董事會 | Meetings Attended/Held 出席次數／舉行會議次數 | | | | | Anti-money Laundering Committee 反洗黑錢委員會 | Investment Steering Committee 投資督導委員會 |
|---|------------------------|----------------|--------------|---------------------------------------|----------------------------------|------------------------------------|---------------------------------|-----|--|--|
| | | | | Audit Committee 審核委員會 | Nomination Committee 提名委員會 | Remuneration Committee 薪酬委員會 | Executive Committee 執行委員會 | | | |
| Executive Directors | | 執行董事 | | | | | | | | |
| Mr. Tang Liang | 唐亮先生 | 0/1 | 7/7 | | 1/1 | 1/1 | 0/0 | | 0/0 | |
| Mr. Chau Chit | 周哲先生 | 1/1 | 7/7 | | 2/2 | | 0/0 | | | |
| Mr. Luo Lei | 羅雷先生 | 0/1 | 7/7 | | | | 0/0 | 0/0 | | |
| Mr. Zhou Jingbo (appointed on 15 July 2021) | 周晶波先生 (於二零二一年七月十五日獲委任) | 0/0 | 2/2 | | | | 0/0 | 0/0 | 0/0 | |
| Mr. Sang Kangqiao | 桑康喬先生 | 0/1 | 4/7 | | | 1/1 | 0/0 | | | |
| Ms. Wu Xiaoli | 鄒小麗女士 | 0/1 | 6/7 | | | | 0/0 | | | |
| Mr. Gao Qun (resigned on 15 July 2021) | 高群先生 (於二零二一年七月十五日辭任) | 0/1 | 4/5 | | | | | | | |
| Independent Non-executive Directors | | 獨立非執行董事 | | | | | | | | |
| Mr. Wong Wai Kwan | 王偉軍先生 | 0/1 | 7/7 | 3/3 | 2/2 | 1/1 | | 0/0 | 0/0 | |
| Mr. Michael Ngai Ming Tak | 魏明德先生 | 0/1 | 7/7 | 3/3 | 2/2 | 1/1 | | 0/0 | 0/0 | |
| Mr. Jing Xufeng (appointed on 12 May 2021) | 景旭峰先生 (於二零二一年五月十二日獲委任) | 0/1 | 3/4 | 1/1 | 1/1 | | | 0/0 | 0/0 | |
| Mr. Ma Punsheng (resigned on 12 May 2021) | 馬潤生先生 (於二零二一年五月十二日辭任) | 0/0 | 2/3 | 2/2 | | 0/1 | | 0/0 | 0/0 | |
| Mr. Wong Wai Hung (resigned on 12 May 2021) | 黃惟洪先生 (於二零二一年五月十二日辭任) | 0/0 | 1/3 | 2/2 | | 0/1 | | 0/0 | 0/0 | |

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Apart from the above regular board meetings of the year, the board of Directors will meet on other occasions when a board-level decision on a particular matter is required. The Directors receive details of agenda items for decision and minutes of committee meetings in advance of each board meeting. The board of Directors has reserved for its decision or consideration matters covering corporate strategy, annual and interim results, Directors' appointment, succession planning, risk management, major acquisitions, disposals and capital transactions, and other significant operational and financial matters. Major corporate matters that are specifically delegated by the board of Directors to the management include the preparation of annual and interim accounts for board approval before public reporting, execution of business strategies and initiatives adopted by the board of Directors, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements, rules and regulations.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Non-executive Directors of the Company including Independent Non-executive Directors, are appointed for terms of one year or three years. In addition, all Directors are subject to retirement by rotation and re-election at the annual general meeting pursuant to the Bye-laws of the Company.

According to the Company's Bye-laws, Directors appointed to fill casual vacancies shall hold office until the next following general meeting and can be eligible for re-appointment at that time.

CONTINUOUS PROFESSIONAL DEVELOPMENT OF THE DIRECTORS

The Directors are continually encouraged to update themselves with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities.

All Directors are requested to provide the Company with their respective training records pursuant to the Code.

除年內上述董事會定期會議外，董事會將於須就特定事項作出董事會層面之決定之其他情況下舉行會議。董事於每次董事會會議前取得議程項目之詳情以作決定及委員會會議記錄。董事會保留其對企業策略、全年及中期業績、董事委任、繼任計劃、風險管理、重大收購、出售及資本交易，以及其他重大營運及財務事宜之決策或審議權。董事會向管理層作出特定委託之主要企業事宜包括編製全年及中期賬目以於公開報告前供董事會批准、執行董事會採納之業務策略及計劃、實行充分之內部監控制度及風險管理程序，以及遵守相關法例規定、規則及規例。

委任及重選董事

本公司之非執行董事（包括獨立非執行董事）以一年或三年任期獲委任。此外，全體董事須根據本公司之公司細則於股東週年大會上輪值退任並重選連任。

根據本公司之公司細則，獲委任以填補臨時空缺之董事之任期至下屆股東大會為止，及屆時可符合資格重選連任。

董事之持續專業發展

本公司持續鼓勵董事了解最新之法例及監管發展、業務及市場變動，以促進彼等履行其責任。

根據該守則，全體董事均須向本公司提供彼等各自之培訓記錄。

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During the year, the Directors have confirmed their participation in appropriate continuous professional development activities by ways of attending seminars or self-reading.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all Directors, the Directors have complied with such code of conduct and the required standard of dealings and its code of conduct regarding securities transactions by the Directors throughout the year ended 31 December 2021.

NOMINATION COMMITTEE

The Nomination Committee was established on 28 March 2012. It comprises one Executive Director and three Independent Non-executive Directors, and is currently chaired by Mr. Tang Liang.

Its primary objectives include reviewing the structure, size and composition of the Board under diversified perspectives set out in the Board Diversity Policy, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services, identifying individuals suitably qualified to become Board members, assessing the independence of independent non-executive Directors, making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and review the Board Diversity Policy, as appropriate.

The Company has formulated the nomination policy, and factors which would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate for director include, inter alia, professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy, willingness to devote adequate time to discharge duties as Board member, diversity of the Board, and such other perspectives appropriate to the Company's business.

The Nomination Committee held 2 meetings during the year ended 31 December 2021.

年內，董事已確認，彼等透過出席研討會或自行閱讀而參加適當持續專業發展活動。

董事之證券交易

本公司已採納條款嚴格程度不遜於上市規則附錄十所載之交易規定標準之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，各董事於截至二零二一年十二月三十一日止年度一直遵守該行為守則及交易規定標準以及各董事進行證券交易的行為守則。

提名委員會

提名委員會於二零一二年三月二十八日成立。提名委員會由一名執行董事及三名獨立非執行董事組成，及目前由唐亮先生擔任主席。

其主要目的包括根據董事會成員多元化政策所載之多元化範疇（包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期）檢討董事會之架構、規模及組成，物色符合資格成為董事會成員之合適人士，評估獨立非執行董事之獨立性，就與委任或重新委任董事之相關事宜向董事會作出推薦建議，以及檢討董事會成員多元化政策（如適用）。

本公司已制定提名政策，而提名委員會於評估建議董事候選人是否合適時將用作參考的因素包括（其中包括）切合本公司業務及公司策略的專業資質、技能、知識及經驗、是否願意投入足夠時間履行董事會成員職責、董事會多元化以及其他適合本公司業務的角度。

於截至二零二一年十二月三十一日止年度，提名委員會已舉行兩次會議。

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BOARD DIVERSITY POLICY

The Board adopted a board diversity policy which aims to set out the approach to achieve diversity on the Board. The Company aims to build and maintain a Board with a diversity of Directors, in terms of skills, experience, knowledge, expertise, culture, independence, age and gender appropriate for the requirements of the business development of the Group.

REMUNERATION COMMITTEE

Under the code provision B.1.1, the Company should establish a remuneration committee (the "Remuneration Committee") with specific written terms of reference which deal clearly with its authority and duties. The roles and functions of the Remuneration Committee include the determination of the specific remuneration packages of all executive Directors and senior management of the Company, including benefits in kind, pension rights and compensation payments, such as any compensation payable for loss or termination of their office or appointment, and make recommendations to the board of the remuneration of non-executive Directors.

As at the date of this report, members of the Remuneration Committee included:

Mr. Michael Ngai Ming Tak
Mr. Tang Liang
Mr. Wong Wai Kwan
Mr. Jing Xufeng

One meeting of the Remuneration Committee were held in 2021 to discuss remuneration related matters.

The Remuneration Committee has considered and reviewed the existing terms of employment contracts of the executive Directors and appointment letters of the non-executive Directors with reference to the factors including salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Company and desirability of performance-based remuneration. The Remuneration Committee considers that the existing terms of employment contracts of the executive Directors and appointment letters of the non-executive Directors are fair and reasonable. Details of the emolument policy of the Directors are set out in note 8 of this report.

董事會成員多元化政策

董事會採納董事會成員多元化政策，旨在列明達至董事會成員多元化之方法。本公司旨在促進及維持董事會各董事在適合本集團的業務發展要求方面的技能、經驗、知識、專長、文化、獨立身份、年齡及性別方面趨向多元化。

薪酬委員會

根據守則條文第B.1.1條，本公司應成立具有明確書面權責範圍之薪酬委員會（「薪酬委員會」），有關權責範圍清楚說明其權限及職責。薪酬委員會之角色及職能包括釐定全體執行董事及本公司高級管理人員之特定薪酬待遇，包括實物福利、退休金權利及賠償金（包括喪失或終止職務或委任之任何應付賠償），並就非執行董事之薪酬向董事會作出推薦建議。

於本報告日期，薪酬委員會成員包括：

魏明德先生
唐亮先生
王偉軍先生
景旭峰先生

薪酬委員會於二零二一年舉行一次會議，以討論薪酬相關事宜。

薪酬委員會已參照包括可資比較公司所支付之薪金、董事付出之時間及職責、本公司其他職位之聘用條件及應否按表現釐定薪酬等因素，考慮及檢討執行董事聘用合約及非執行董事委任函之現有條款。薪酬委員會認為執行董事聘用合約及非執行董事委任函之現有條款屬公平合理。董事之酬金政策詳情載於本報告附註8。

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AUDITOR'S REMUNERATION

The Company's external auditors are Ernst & Young (the "Auditors"). The audit committee of the Group (the "Audit Committee") is responsible for considering the appointment of the external auditors and reviewing any non-audit functions performed by the external auditors, including whether such non-audit functions could lead to any potential material adverse effect on the Group. For the year ended 31 December 2021, the auditor's remuneration is HK\$3,068,000 (31 December 2020: HK\$2,446,000).

AUDIT COMMITTEE

As required by Rule 3.21 of the Listing Rules, the Company has established an Audit Committee with written terms of reference which deal clearly with its authority and duties. Its principal duties are to review and supervise the Group's financial reporting process, risk management and internal control systems. As at the date of this report, members of the Audit Committee included:

Mr. Wong Wai Kwan
Mr. Michael Ngai Ming Tak
Mr. Jing Xufeng

The Audit Committee held 3 meetings during the year ended 31 December 2021.

The Audit Committee has discussed with the Auditors on the accounting principles and practices adopted by the Group and the consolidated results of the Group for the year ended 31 December 2021, and is of the opinion that the preparation of the consolidated results complied with the applicable accounting standards, the Listing Rules and legal requirements, and that adequate disclosures have been made.

The Audit Committee considered that the existing terms in relation to the appointment of the Group's external auditors are fair and reasonable.

核數師酬金

本公司之外聘核數師為安永會計師事務所（「核數師」）。本集團之審核委員會（「審核委員會」）負責考慮委任外聘核數師及檢討外聘核數師所執行之任何非核數職能，包括該等非核數職能會否對本集團構成任何潛在重大不利影響。截至二零二一年十二月三十一日止年度，核數師之酬金為3,068,000港元（二零二零年十二月三十一日：2,446,000港元）。

審核委員會

本公司已按照上市規則第3.21條之規定成立具有明確書面權責範圍之審核委員會，有關權責範圍清楚說明其權限及職責。其主要職責為檢討及監督本集團之財務報告程序、風險管理及內部監控系統。於本報告日期，審核委員會之成員包括：

王偉軍先生
魏明德先生
景旭峰先生

截至二零二一年十二月三十一日止年度，審核委員會已舉行三次會議。

審核委員會已與核數師就本集團採納之會計原則及慣例以及本集團截至二零二一年十二月三十一日止年度之綜合業績展開討論，並認為該等綜合業績之編製符合適用會計準則、上市規則及法律規定，並已作出充分披露。

審核委員會認為有關委任本集團外聘核數師之現有條款屬公平合理。

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ANTI-MONEY LAUNDERING COMMITTEE

An Anti-money Laundering Committee was established on 12 February 2015. At the date of this report, members composed of two Executive Directors and two Independent Non-executive Directors. The Committee is responsible for reviewing the Company's anti-money laundering policy and procedures and making recommendations on any proposed changes to the Board, monitoring the implementation and compliance with the Company's standard operation procedures for anti-money laundering and reviewing such policy, as appropriate, and making recommendations on any revisions that may be required to the Board.

EXECUTIVE COMMITTEE

An Executive Committee was established on 13 April 2018. At the date of this report, members composed of five Executive Directors. The Committee is responsible for monitoring the day-to-day operation of the Company and any of the Company's subsidiaries ("Subsidiary") from time to time and should be reported to the Board.

INVESTMENT STEERING COMMITTEE

An Investment Steering Committee was established in June 2010. At the date of this report, members composed of two Executive Directors and three Independent Non-executive Directors. The Committee is responsible for the consideration, recommendation of potential investment projects. Ad-hoc meetings will be held when potential projects are identified. During the meeting, they will review individual project's position and action to be taken if necessary, and to recommend to the board for consideration and approval.

反洗黑錢委員會

反洗黑錢委員會於二零一五年二月十二日成立。於本報告日期，成員包括兩名執行董事及兩名獨立非執行董事。該委員會負責檢討本公司之反洗黑錢政策及程序，並就任何建議變動向董事會作出推薦意見、監控本公司反洗黑錢標準作業程序的實施及遵守情況，並檢討有關政策（如適用）及對董事會可能要求的任何修訂作出推薦意見。

執行委員會

執行委員會於二零一八年四月十三日成立。於本報告日期，成員包括五名執行董事。該委員會負責監察本公司及任何本公司不時之附屬公司（「附屬公司」）的日常運作並應向董事會報告。

投資督導委員會

投資督導委員會於二零一零年六月成立。於本報告日期，成員包括兩名執行董事及三名獨立非執行董事。該委員會負責考慮及建議潛在投資項目。臨時會議於已識別潛在項目時舉行。於會議上，彼等將檢討個別項目狀況及將採取之行動（如有需要），並向董事會作出推薦建議，以供考慮及批准。

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DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR ACCOUNTS

The Directors' responsibilities for the accounts and the responsibilities of the Auditors to the shareholders of the Company are set out on pages 58 to 59 of this report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibility for maintaining an adequate risk management and internal control system and for reviewing its effectiveness on an annual basis, in respect of controls on financial, operational, compliance and risk management, to safeguard shareholders' interest and the Group's assets.

The risk management and internal control system are designed to provide reasonable, but not absolute, assurance. The system aims to eliminate, or otherwise manage, risks of failure in achieving the Company's objectives.

Main features of the risk management and internal control system

The objectives of the risk management and internal control framework of the Group include:

- to enhance corporate governance standards;
- to continuously establish and improve the company-wide and top-down approach risk management and internal control system;
- to strengthen the Group's risk management and internal control in compliance with the Main Board Listing Rules requirements; and
- to address on-going changes and challenges and reduce uncertainties.

董事及核數師對賬目之責任

董事對賬目之責任及核數師對本公司股東之責任載於本報告第58至59頁。

風險管理及內部監控

董事會已整體負責就財務、營運、合規及風險管理等方面的監控維持充足之風險管理及內部監控制度並每年檢討其有效性，以保障股東利益及維護本集團資產。

風險管理及內部監控制度旨在提供合理而非絕對之保證。該制度旨在杜絕或管理無法達致本公司目標之風險。

風險管理及內部監控制度之主要特點

本集團風險管理及內部監控框架之目標包括：

- 提升企業管治水平；
- 持續建立及改善全公司自上而下之風險管理方法及內部監控制度；
- 遵照主板上市規則規定，加強本集團之風險管理及內部監控；及
- 應對持續變動及挑戰，減少不明朗因素。

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Three-Line defense risk management model

The Group has used a three-line defense risk management model to identify, assess, mitigate and manage risks. At the first line of defense, operational departments are responsible for identifying, assessing and monitoring risks associated with each business. The management, as the second line of defense, sets out policies and procedures, defines management structure, and provide guidance on risk management. It ensures that risks are within the acceptable range and that the first line of defense is effective. As the third line of defense, the Audit Committee, with the assistance of the Group's internal audit department, ensures that the first and second lines of defense are effective through on-going assessment of the adequacy and effectiveness of the Group's risk management and internal control system.

Process Used to Identify, Evaluate and Manage Significant Risks
The processes used to identify, evaluate and manage significant risks by the Group are summarised as follows:

Identification

- Identifies risks that may affect the Group's businesses.

Assessment

- Assesses the risks identified by using the assessment baseline developed by the management; and
- Considers the impact on the business and the likelihood of their occurrence.

Responding

- Prioritises the risks by comparing the results of the risk assessment; and
- Determines the risk management strategies and internal control processes to prevent, avoid or mitigate the risks.

Monitoring and Reporting

- Performs ongoing and periodic monitoring of the risk and ensures that appropriate internal control processes are in place; and
- Reports the results of risk monitoring to the management and the Board regularly.

三道防線風險管理模式

本集團使用三道防線風險管理模式識別、評估、減輕及管理風險。營運部門於第一道防線負責識別、評估及監察與各項業務有關之風險，而管理層則設定政策及程序、界定管理架構及提供風險管理指引作為第二道防線。此舉確保了風險均在可接受之範圍內及第一道防線具有成效。作為第三道防線，審核委員會在本集團內部審核部門之協助下，透過持續評估本集團風險管理及內部監控制度之充足性及有效性，確保第一道及第二道防線均有成效。

用於識別、評估及管理重大風險之程序
本集團用於識別、評估及管理重大風險之程序概述如下：

識別

- 識別可能影響本集團業務之風險。

評估

- 評估使用管理層制定之評估基線所識別之風險；及
- 考慮其對業務之影響及發生之可能性。

應對

- 透過比較風險評估之結果釐定風險之先後次序；及
- 釐定風險管理策略及內部監控程序，以防範、避免或減輕風險。

監察及報告

- 持續對風險進行定期監察，確保落實適當之內部監控程序；及
- 向管理層及董事會定期報告風險監察之結果。

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With the assistance of the Group's internal audit department for implementation of risk management framework, management promptly identifies risks, evaluates the likelihood and impact of risks, assesses the adequacy of action plans to manage these risks and monitor and evaluate the effectiveness of the actions plans. A risk register is prepared to summarise the identified key risks, the assessment of risk and related risk mitigating actions and tabled for discussion by the Audit Committee, and for reporting to the Board through the Audit Committee members. The risk register summary facilitates the Board in reviewing the changes in the nature and extent of significant risks, the Group's ability to respond to changes in its business and the external environment, as well the scope and quality of management's ongoing risk monitoring and related mitigating internal control measures.

Internal Control

The Group's internal audit function is performed by an internal audit team. The team plays an important part in the assessment of the effectiveness of the internal control systems of the Group and reports directly to the Audit Committee on a regular basis. The team conducts internal audit reviews on material controls and compliance with policies and procedures of the Group. Plans and tools for corrective actions and control improvement are identified and communicated with operations management to address any issues or deficiencies identified. The team monitors the implementation of remediation plans and actions by the operations management and reports the outcome to the Audit Committee.

During the year ended 31 December 2021, the Board conducted a review of the Group's system of internal control to ensure the effective and adequate risk management and internal control system and convened meetings regularly to discuss financial, operational and compliance controls and risk management functions.

Based on the foregoing, the Group concludes that the Group's risk management and internal control system, as well as resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions, is adequate and effective.

在本集團內部審核部門之協助下，管理層執行風險管理框架，即及時識別風險、評估風險之可能性及影響以及評估行動計劃之充分度，以管理該等風險及監察並評估行動計劃之有效性。我們編製了一份風險登記冊，當中概述已識別之主要風險、風險評估及相關降低風險措施，並將其列表供審核委員會討論及用於透過審核委員會成員向董事會作出匯報。風險登記冊當中的概要便於董事會檢討重大風險之性質及程度之變動、提升本集團應對其業務及外部環境變動之能力以及有利於控制管理層之持續風險監察及相關內部監控紓減措施之範圍及質素。

內部監控

本集團之內部審核職能由內部審核團隊履行。該團隊於評估本集團內部監控制度的有效性方面起重要作用，其定期直接向審核委員會匯報。該團隊負責對本集團重大監控及政策與程序的合規情況進行內部審核檢討。該團隊與營運管理層溝通，為解決任何已發現的問題或不足之處釐定正確措施及改善監控的方案及方法。該團隊監察營運管理層執行補救方案及措施的情況並向審核委員會匯報相關結果。

截至二零二一年十二月三十一日止年度，董事會已對本集團之內部監控制度進行檢討，以確保風險管理及內部監控制度之有效性及充足性，並定期召開會議以討論財務、營運及合規監控以及風險管理職能。

基於上文所述，本集團認為，本集團之風險管理及內部監控制度以及資源、員工資格及經驗、培訓課程以及本集團之會計、內部審核及財務報告職能的預算均屬充分及有效。

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Material uncertainties relating to events or conditions that may cast significant doubt on the issuer's ability to continue as a going concern

Reference should be made to the material uncertainties relating to going concern were mentioned in the Disclaimer of Opinion and Basis for Disclaimer of Opinion of the Independent Auditor's Report in this annual report.

The board's response to the Basis for Disclaimer of Opinion can be referred to Directors' Report in this annual report.

WHISTLEBLOWING POLICY

The Audit Committee also ensures that proper whistleblowing policy is in place so that employees can report any concerns, including misconduct, impropriety or fraud in financial reporting matters and accounting practices, in confidence and without fear of recrimination, for a fair and independent investigation and the appropriate follow-up action. Employees can report these concerns to either the Group internal audit department or chairman of the Audit Committee. The identity of the whistleblower will be treated with the strictest confidence.

In 2021, no incidents of fraud or misconduct were reported from employees, Shareholders or stakeholders that had a material effect on the Company's financial statements or overall operations.

INSIDE INFORMATION

The Board ensures the inside information is kept strictly confidential until the relevant announcement is made. The Directors are not aware of any significant areas which need to be brought to the attention of the Shareholders.

COMPANY SECRETARY'S TRAINING

During the year ended 31 December 2021, Mr. Li and Mr. Cheung has received no less than 15 hours of relevant professional training to refresh his skills and knowledge.

有關可能對發行人持續經營能力構成重大疑問的事件或情況的重大不確定因素

請參閱本年報獨立核數師報告不發表意見及不發表意見之基準所述有關持續經營之重大不確定因素。

董事會對不發表意見之基準之回應可參閱本年報董事會報告書。

舉報政策

審核委員會亦確保落實適當的舉報政策，讓僱員能夠以無懼指摘的自信心態報告任何問題，包括財務報告事項及會計常規方面的失當行為、不當行為或欺詐，以便進行公正獨立的調查及採取適當跟進措施。僱員可向本集團內部審核部門或審核委員會主席報告該等問題，而舉報人的身份將受到嚴格保密。

於二零二一年，僱員、股東或持份者概無報告任何對本公司的財務報表或整體營運構成重大影響的欺詐或行為失當事件。

內幕消息

董事會確保內幕消息於刊發相關公告前維持絕對機密。董事並不知悉任何重大方面需提請股東垂注。

公司秘書之培訓

於截至二零二一年十二月三十一日止年度，李先生及張先生已接受不少於15小時之相關專業培訓以更新其技能及知識。

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企業管治報告

SHAREHOLDERS' RIGHTS

Convening a Special General Meeting

Shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings can send a written request to the Board or the Secretary of the Company to request a Special General Meeting ("SGM").

The written request should be deposited at the principal place of business of the Company in Hong Kong at Room 2001, 20/F., 118 Connaught Road West, Hong Kong, for the attention of the Company Secretary.

The written request must state the resolution(s), accompanied by a statement of the matters referred in the proposed resolution(s) and signed by the shareholder(s) concerned.

The request will be verified with the Company's share registrar and upon its confirmation that the request is proper and in order, the Company will convene a SGM within twenty-one (21) days of the deposit of the request. The actual SGM shall be held within two (2) months after the deposit of the written request.

Putting Forward Proposals at Shareholders' Meeting

The procedures for shareholder(s) to put forward proposals at SGM include a written notice of those proposals being submitted by the shareholder(s) of the Company, addressed to the Board or the Company Secretary at the principal place of business of the Company in Hong Kong at Room 2001, 20/F., 118 Connaught Road West, Hong Kong.

Procedures for nomination of Directors for election

The procedures for shareholders to propose a person for election as a Director are available on the Company's website at www.starlightcul.com.hk.

股東之權利

召開股東特別大會

持有賦有於股東大會上投票權之本公司繳足股本不少於十分之一的股東可向董事會或本公司之秘書發出書面要求以要求召開股東特別大會（「股東特別大會」）。

書面要求應遞交至本公司之香港主要營業地點，地址為香港干諾道西118號20樓2001室，註明公司秘書收啟。

書面要求必須列明決議案連同建議決議案內所提述之事項聲明，並經有關股東簽署。

該要求將由本公司之股份過戶登記處予以核實，並於其確認該要求屬適當及依序作出後，本公司將於遞交該要求後二十一(21)日內召開股東特別大會。實際股東特別大會將於遞交書面要求後兩(2)個月內舉行。

於股東大會上提出建議

股東於股東特別大會上提出建議之程序包括由本公司股東提交該等建議之書面通知，遞交至本公司之香港主要營業地點，地址為香港干諾道西118號20樓2001室，註明董事會或公司秘書收啟。

提名董事參選之程序

股東提名人士參選董事之程序可於本公司網站 (www.starlightcul.com.hk)查閱。

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DIVIDEND POLICY

Starlight Culture Entertainment Group Limited (the “Company”, together with its subsidiaries, the “Group”) in general meeting may from time to time declare dividends in any currency to be paid to the shareholders of the Company (the “Shareholders”) but no dividend shall be declared in excess of the amount recommended by the board of directors of the Company (the “Board”) and the Board may from time to time pay to the Shareholders such interim dividends as appear to the Board to be justified by the profits of the Company, in accordance with the provision of the memorandum of association and Bye-laws of the Company (the “Bye-Laws”) and the Companies Act 1981 of Bermuda (as amended from time to time) (the “Companies Act”).

In accordance with the applicable requirements of the Bye-Laws and the Companies Act, the Company shall not declare or pay a dividend, or make a distribution out of profits available for distribution if:

- (a) it would render the Company unable to pay its liabilities as they become due; or
- (b) the realisable value of the Company’s assets would thereby become less than its liabilities.

In addition to cash, dividends may be distributed in the form of shares. The Board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient.

In respect of any dividend that the Board or the Company in general meeting has resolved that such to be paid or declared on any class of the share capital of the Company, the Board may further resolve either:

- (a) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up, provided that the Shareholders entitled thereto will be entitled to elect to receive such dividend (or part thereof if the Board so determines) in cash in lieu of such allotment; or

股息政策

根據本公司組織章程大綱及公司細則（「公司細則」）及百慕達一九八一年公司法（經不時修訂）（「公司法」）的規定，星光文化娛樂集團有限公司（「本公司」，連同其附屬公司統稱「本集團」）可不時於股東大會上以任何貨幣向本公司股東（「股東」）派付股息，惟此等股息不得超過本公司董事會（「董事會」）建議宣派的數額，而董事會可基於本公司溢利在認為合理的情況下向股東不時派付中期股息。

根據公司細則及公司法的適用規定，在下列情況下，本公司不得以可供分派溢利宣派或派付股息或作出分派：

- (a) 將導致本公司無法償還到期債務；或
- (b) 本公司資產的可變現價值將因而低於其負債。

除現金外，股息亦可以股份形式分派。董事會可進一步議決以分派任何類別的指定資產的方式支付全部或部分股息，特別是以繳足股款的股份、債權證或可認購本公司或任何其他公司證券的認股權證或任何一種或多種方式派發，而如在分派上產生任何困難，董事會可以其認為適宜的方式解決。

就董事會或本公司於股東大會上議決按就本公司任何類別股本派付或宣派的任何股息而言，董事會可進一步議決：

- (a) 以配發入賬列為繳足股份之形式全部或部分支付股息，惟有權享有該股息之股東將有權選擇收取現金作為股息（或董事會釐定之部分股息）以代替配發股份；或

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(b) that the Shareholders entitled to such dividend shall be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Board may think fit.

(b) 有權獲派股息之股東可選擇獲配發入賬列作繳足之股份以代替董事會認為適合之全部或部分股息。

The declaration of dividends is subject to the discretion of the Board, which will take into account, inter alia, the following factors when considering the payment or declaration of dividends:

宣派股息由董事會酌情決定，而董事會於考慮是否派付或宣派股息時將考慮(其中包括)以下因素：

- (a) the Group's actual and expected operations, financial performance and conditions and liquidity position;
- (b) the Shareholder's interests;
- (c) the retained earnings and distributable reserves of the Company and each of the members of the Group;
- (d) any restrictions on payment of dividends that may be imposed by the Group's lenders;
- (e) the Group's expected working capital requirements and future expansion plans;
- (f) statutory and regulatory restrictions;
- (g) general economic conditions and other internal or external factors that may have any impact on the business or financial performance and position of the Company; and
- (h) any other factors that the Board deems appropriate.

- (a) 本集團之實際及預期業務營運、財務表現及狀況以及流動資金狀況；
- (b) 股東權益；
- (c) 本公司及本集團各成員公司之保留盈利及可分派儲備；
- (d) 本集團之貸款人可能對派息施加之任何限制；
- (e) 本集團之預期營運資金要求及未來擴充計劃；
- (f) 法定及監管限制；
- (g) 整體經濟狀況及可能對本公司業務或財務表現及狀況構成任何影響之其他內部或外部因素；及
- (h) 董事會認為合適之任何其他因素。

The Board endeavours to maintain a balance between meeting Shareholders' expectations and prudent capital management with a sustainable dividend policy. The Board will continue to review the dividend policy and reserve the right in its sole and absolute discretion to update, amend and/or modify the dividend policy from time to time, and the dividend policy shall in no way constitute an assurance or a legally binding commitment by the Company in respect of its future dividend and/or in no way obligate the Company to declare a dividend in any particular amount for any given period.

董事會致力透過可持續的股息政策以在達到股東預期及審慎資本管理之間維持平衡。董事會將持續檢討股息政策，並保留權利以全權酌情決定不時更新、修訂及／或修改股息政策，且股息政策概不構成本公司對其未來股息之保證或具法律約束力之承諾，及／或亦非本公司於任何特定期間宣派任何特定金額股息之責任。

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AMENDMENT TO CONSTITUTIONAL DOCUMENT

During the year ended 31 December 2021, there were no significant changes to the Company's constitutional document.

COMMUNICATION WITH SHAREHOLDERS

The Company discloses relevant information to shareholders through the Company's annual report and financial statements, the interim report, as well as the AGM. The AGM allows the Directors to meet and communicate with shareholders.

To further promote effective communication, the corporate website is maintained to disseminate Company announcements and other relevant financial and non-financial information electronically on a timely basis.

修訂憲章文件

於截至二零二一年十二月三十一日止年度，本公司之憲章文件並無重大變動。

與股東的溝通

本公司透過本公司之年報及財務報表、中期報告以及股東週年大會向股東披露相關資料。股東週年大會可讓董事與股東會面及溝通。

為進一步促進有效溝通，本公司已設立公司網站，以電子方式及時發放本公司之公告以及其他相關財務及非財務資料。

Directors' Profiles

董事履歷

EXECUTIVE DIRECTORS

Mr. Tang Liang (“Mr. Tang”), aged 44, has been appointed as an executive director on 18 September 2020. Mr. Tang has been serving as (i) a director of Tencent Music Entertainment Group, a company listed on the New York Stock Exchange (stock symbol: TME), since April 2014, (ii) an independent non-executive Director of CMGE Technology Group Limited (中手遊科技集團有限公司), a company listed on The Stock Exchange of Hong Kong Limited (stock code: 00302), since September 2019, (iii) the chairman of China Investment Financial Holdings Fund Management Company Limited (中投中財基金管理有限公司) since April 2015, (iv) a director of CAS Health Industry (Beijing) Company Ltd. (中科健康產業(北京)有限公司) since December 2016, (v) the chairman of Hefei CICFH Industry Investment Management Company Limited (合肥中投中財產業投資管理有限公司) since December 2016, (vi) the chairman of Hefei China Film CICFH Investment Management Company Limited (合肥中影中投中財投資管理有限公司) since March 2017, and (vii) a director of Zhongke Zhiyun Technology Company Limited (中科智雲科技有限公司) since June 2018.

Mr. Tang graduated from Peking University in July 2000 with a bachelor's degree in law. Mr. Tang received a master's degree in litigation law from Peking University in July 2002, a master's degree in law from Yale University in June 2003 and a master's degree in science of law from Stanford University in June 2005.

Mr. Chau Chit (“Mr. Chau”), aged 57, was an Executive Director of the Company on 22 July 2013. Mr. Chau currently serves as the chairman of the Hong Kong Jiangyin Trade Association and the vice president of Federation of HK Jiangsu Community Organisations Limited. He holds a bachelor degree in chemistry from Zhejiang University and an EMBA degree (Executive Master of Business Administration) from Zhejiang University.

執行董事

唐亮先生(「唐先生」)，44歲，於二零二零年九月十八日獲委任為執行董事。唐先生(i)自二零一四年四月起擔任騰訊音樂娛樂集團(一家於紐約證券交易所上市之公司，股份代號:TME)董事；(ii)自二零一九年九月起擔任中手遊科技集團有限公司(一家於香港聯合交易所有限公司上市之公司，股份代號:00302)獨立非執行董事；(iii)自二零一五年四月起擔任中投中財基金管理有限公司董事長；(iv)自二零一六年十二月起擔任中科健康產業(北京)有限公司董事；(v)自二零一六年十二月起擔任合肥中投中財產業投資管理有限公司董事長；(vi)自二零一七年三月起擔任合肥中影中投中財投資管理有限公司董事長；及(vii)自二零一八年六月起擔任中科智雲科技有限公司董事。

唐先生於二零零零年七月畢業於北京大學，取得法律學士學位。唐先生於二零零二年七月自北京大學取得訴訟法碩士學位、於二零零三年六月自耶魯大學取得法律碩士學位及於二零零五年六月自斯坦福大學取得法學理學碩士學位。

周哲先生(「周先生」)，57歲，自二零一三年七月二十二日起擔任本公司執行董事。周先生現為香港江陰商會會長及香港江蘇社團總會有限公司副會長。彼持有浙江大學化學系學士學位及浙江大學高級行政人員工商管理碩士學位(EMBA)。

Directors' Profiles

董事履歷

Mr. Chau was appointed as an executive director and as the Chairman of Green Economy Development Limited (a company listed on the main board of the Stock Exchange in Hong Kong (stock code: 1315)) on 22 July 2015 and 23 September 2015 respectively. He was re-designated to Co-Chairman and appointed as the chief executive officer of Green Economy Development Limited on 1 March 2017. Mr. Chau was re-designated as the Chairman of Green Economy Development Limited and ceased to act as the Co-chairman of Green Economy Development Limited on 7 September 2018.

Mr. Chau was appointed as an executive director and the chief executive officer of Sino Stride Technology (Holdings) Ltd (Stock Code: 8177). Mr. Chau was appointed an executive director, the managing director, the chairman of the executive committee and a member of the investment committee of HNA International Investment Holdings Limited (Stock Code: 521) in June 2006. Mr. Chau resigned his positions at HNA International Investment Holdings Limited with effect from 24 October 2013.

Mr. Luo Lei (“Mr. Luo”), aged 52, is a television and film director and producer. A graduate of the prestigious Directing Program of Beijing Film Academy and a member of the Producers Guild of America, Peter has been involved in film and television productions for decades. Peter produces powerful, innovative and diverse visual narratives that sit at the intersection of prestige and wide commercial appeal, like 馬歇爾 “Marshall”, 摘金奇緣 “Crazy Rich Asians”, 中途島 “Midway”, 黑暗恐怖故事 “Scary Stories to Tell in the Dark”, 武漢武漢 “Wuhan Wuhan”, 致命感應 “Malignant”, 阿媽 “Umma” and so on. Peter also worked as an executive producer, director, screenwriter, and showrunner, making many critically acclaimed and highly-rated film and television programs, starting in 2001. These include: 愛在陽光燦爛時 “Love in Sunshine”, which was the first TV drama in China that finished the whole production outside the country; 芙蓉花開 “Blooming Hibiscus,” which was the first TV drama with a city marketing plan in China; the TV series 便衣警察 “Plainclothes Policeman,” which was broadcast on CCTV-1, ranked in the top three in ratings for a year, and won many awards including ‘The Five Best National Works’ and the ‘Outstanding TV Drama Awards from the State Administration of Radio, Film and Television’; 雪域雄鷹 “Snowy Eagle”, which was broadcast on CCTV-1, and was the highest-rated show of that year, while also setting a record of 1.5 billion views online; and 熊貓與阿西的故事 “Papa, Can You Hear Me Sing,” which was the highest-rated show in China the year it debuted. Due to Mr Luo’s contribution to promote diversity and inclusion in the industry, Mr. Luo has been awarded the Griot Gala Award in 2020 and has been rated as one of the Top dealmakers in Hollywood in 2020 by the Variety Magazine.

周先生分別於二零一五年七月二十二日及二零一五年九月二十三日獲委任為綠色經濟發展有限公司（一間於香港聯交所主板上市之公司，股份代號：1315）之執行董事及主席。彼於二零一七年三月一日調任為綠色經濟發展有限公司之聯席主席並獲委任為行政總裁。周先生於二零一八年九月七日調任為綠色經濟發展有限公司之主席，並不再擔任綠色經濟發展有限公司聯席主席。

周先生曾獲委任為中程科技集團有限公司（股份代號：8177）之執行董事兼行政總裁。周先生於二零零六年六月獲委任為海航國際投資集團有限公司（股份代號：521）之執行董事、董事總經理、執行委員會主席以及投資委員會成員。周先生已辭任於海航國際投資集團有限公司之職務，自二零一三年十月二十四日起生效。

羅雷先生（「羅先生」），52歲，是影視導演及製片人。作為北京電影學院知名導演課程畢業生及美國製片人協會成員，彼已經投身電視電影製作業數十年。彼製作之視覺敘事作品衝擊力強、創意新穎及內容多樣，能夠兼顧口碑及廣泛的商業吸引力，如《馬歇爾》、《摘金奇緣》、《中途島》、《黑暗恐怖故事》、《武漢武漢》、《致命感應》、《阿媽》等。彼亦擔任執行製片人、導演、編劇及節目主持人，自二零零一年起製作了許多高收視率且廣受好評的電影及電視節目。該等節目包括：中國第一部於境外完成全部製作的電視劇《愛在陽光燦爛時》；中國第一部有城市推廣計劃的電視劇《芙蓉花開》；於CCTV-1播出的電視劇《便衣警察》，年度收視率排名前三，並獲得「全國五好作品」及「國家廣播總局優秀電視劇獎」；於CCTV-1播出的《雪域雄鷹》，為當年收視率最高的節目，並創下15億網絡播放量記錄；《熊貓與阿西的故事》，為當年於中國收視率最高的節目。由於羅先生在促進行業多樣性及包容性方面的貢獻，羅先生被授予二零二零年Griot Gala獎，並被《綜藝》雜誌評為二零二零年好萊塢最佳交易人之一。

Directors' Profiles 董事履歷

Mr. Zhou Jingbo ("Mr. Zhou"), aged 39, has been appointed as an executive Director on 15 July 2021. Mr. Zhou has years of experience in the field of investment, mergers and acquisitions, capital markets and corporate management. From 2005 to 2015, Mr. Zhou worked in China International Capital Corporation Limited (中國國際金融有限公司) and held the positions of vice president of the investment banking department, executive director of the growth enterprise investment banking department* (成長企業投資銀行部執行總經理), head of East China* (華東區負責人) and head of the mergers and acquisition business* (併購業務負責人). From 2015 to 2016, Mr. Zhou served as the managing director of group mergers & acquisitions centre of Greenland Holding Group Limited (綠地控股集團有限公司). From 2016 to 2020, Mr. Zhou was the head of the strategic investment department of Bailian Group Co., Ltd* (百聯集團有限公司), director and deputy general manager of Shanghai Commercial Investment (Group) Co., Ltd* (上海市商業投資(集團)有限公司), director and a member of the audit committee of Shanghai No.1 Pharmacy Co., Ltd. (上海第一醫藥股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600833), and a non-executive director and a member of the audit committee of Lianhua Supermarket Holdings Co., Ltd. (聯華超市股份有限公司), a company listed on The Stock Exchange of Hong Kong Limited (stock code: 00980). From 2020 to 2021, Mr. Zhou was the chief financial officer and group vice president of the Guiyang Xingli Department Store Group Limited* (貴陽星力百貨集團有限公司). Since 2021, Mr. Zhou has been the managing director of China Investment Financial Holdings Fund Management Co., Ltd (中投中財基金管理有限公司).

Mr. Zhou obtained a bachelor's degree in economics (major in finance) from Fudan University in 2005. Mr. Zhou obtained a master degree in business administration for senior management staff from Fudan University in 2019. Mr. Zhou was admitted as a fellow of CPA Australia in 2020. Mr. Zhou obtained the PRC Practicing Certificate of Securities Industry* (中國證券業執業證書) issued by the Securities Association of China (中國證券業協會) in 2006.

周晶波先生(「周先生」)，39歲，於二零二一年七月十五日獲委任為執行董事。周先生於投資、併購、資本市場及企業管理領域擁有多年經驗。於二零零五年至二零一五年，周先生於中國國際金融有限公司任職，曾任投資銀行部副總裁、成長企業投資銀行部執行總經理、華東區負責人及併購業務負責人。於二零一五年至二零一六年，周先生擔任綠地控股集團有限公司集團併購中心董事總經理。於二零一六年至二零二零年，周先生擔任百聯集團有限公司戰略投資部負責人、上海市商業投資(集團)有限公司董事及副總經理、上海第一醫藥股份有限公司(一間於上海證券交易所上市之公司，股票代碼：600833)之董事及審核委員會成員，以及聯華超市股份有限公司(一間於香港聯合交易所有限公司上市之公司，股份代號：00980)之非執行董事及審核委員會成員。於二零二零年至二零二一年，周先生擔任貴陽星力百貨集團有限公司之首席財務官及集團副總裁。自二零二一年起，周先生一直擔任中投中財基金管理有限公司之董事總經理。

周先生於二零零五年自復旦大學取得經濟學(主修金融)學士學位。周先生於二零一九年自復旦大學取得高級管理人員工商管理碩士學位。周先生於二零二零年成為澳洲會計師公會資深註冊會計師。周先生於二零零六年取得中國證券業協會頒發之中國證券業執業證書。

Directors' Profiles

董事履歷

Mr. Sang Kangqiao ("Mr. Sang"), aged 46, has been appointed as an executive Director on 20 February 2020. Mr. Sang obtained a bachelor's degree in electrical engineering from Beijing Institute of Technology. Mr. Sang has over 19 years of experience in the securities investment industry in Hong Kong and the People's Republic of China. Mr. Sang also serves as an executive director and the chairman of the board of directors of U Banquet Group Holding Limited (譽宴集團控股有限公司), a company listed on the Main Board of the Stock Exchange of Hong Kong Limited (stock code: 1483).

Ms. Wu Xiaoli ("Ms. Wu"), aged 32, has been appointed as an executive Director and a member of the Executive Committee on 23 July 2019. Ms. Wu obtained a Bachelor Degree in English from China Jiliang University in 2012. She was the general manager of 杭州宜度控股有限公司, a company established in the PRC, from 2012 to 2017. Since 2017, Ms. Wu has served as the general manager of 杭州博創文化創意有限公司 ("HZ Bochuang").

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wong Wai Kwan ("Mr. Wong"), aged 54, obtained a bachelor's degree in accountancy from City University of Hong Kong in 1992 and a master's degree in business administration from Washington University in St. Louis, U.S.A. in 2009. He is a member of The Hong Kong Institute of Certified Public Accountants and a member of The Association of Chartered Certified Accountants. Mr. Wong was the general manager of the financial audit department of Shanghai Fosun High Technology (Group) Co., Ltd., a wholly owned subsidiary of Fosun International Limited, whose shares are listed on the Main Board of the Stock Exchange (stock code: 00656). Mr. Wong has extensive working experience in the audit and consulting areas, particularly in initial public offerings, risk management and mergers and acquisitions. Mr. Wong was an independent non-executive director of Shougang Concord Technology Holdings Limited (now known as HNA Holding Group Co. Limited), whose shares are listed on the Main Board of the Stock Exchange (stock code: 00521) and a member of each of the audit committee, the nomination committee and the remuneration committee of that company, for the period from June 2010 to October 2013.

桑康喬先生 (「桑先生」), 46歲, 於二零二零年二月二十日獲委任為執行董事。桑先生於北京理工大學取得電子工程學士學位。桑先生於香港及中華人民共和國之證券投資行業擁有逾19年經驗。桑先生亦擔任譽宴集團控股有限公司 (一間於香港聯合交易所有限公司主板上市之公司, 股份代號: 1483) 之執行董事兼董事會主席。

鄒小麗女士 (「鄒女士」), 32歲, 於二零一九年七月二十三日獲委任為執行董事及執行委員會成員。鄒女士於二零一二年獲得中國計量大學英語學士學位。於二零一二年至二零一七年, 彼為一間在中國成立之公司杭州宜度控股有限公司之總經理。自二零一七年起, 鄒女士於杭州博創文化創意有限公司 (「杭州博創」) 擔任總經理。

獨立非執行董事

王偉軍先生 (「王先生」), 54歲, 於一九九二年取得香港城市大學會計學學士學位及於二零零九年取得美國聖路易斯華盛頓大學工商管理碩士學位。彼為香港會計師公會會員及英國特許公認會計師公會會員。王先生曾任復星國際有限公司 (其股份於聯交所主板上市 (股份代號: 00656)) 之全資附屬公司上海復星高科技 (集團) 有限公司之財務審計部門之總經理。王先生在審計及諮詢方面, 尤其在首次公開發售、風險管理及併購方面, 擁有豐富的工作經驗。王先生曾於二零一零年六月至二零一三年十月擔任首長科技集團有限公司 (現稱海航實業集團股份有限公司, 其股份於聯交所主板上市 (股份代號: 00521)) 之獨立非執行董事, 並於同一時期任該公司審核委員會、提名委員會及薪酬委員會之成員。

Directors' Profiles 董事履歷

Mr. Wong was previously appointed an independent non-executive director of the Company from September 2013 to November 2014 and served as a member of each of the audit committee, the nomination committee, the remuneration committee and the investment steering committee of the Company. He has been an independent non-executive director of Green Economy Development Limited, whose shares are listed on the Main Board of the Stock Exchange (stock code: 01315) since July 2015 and is a member of each of the audit committee and nomination committee of that company.

He has been a non-executive director of Vobile Group Limited, whose shares are listed on the Main Board of the Stock Exchange (stock code: 03738) since June 21, 2017 and is a member of the audit committee of that company.

Mr. Michael Ngai Ming Tak (“Mr. Ngai”), aged 54, is Chairman of The Red Group, Chairman of Asia GreenTech Fund, President of Green Economy Development Limited (HKSE: 1315), and was previously Managing Director of UBS AG. He has a wealth of experience in the international financial sector.

Mr Ngai is also an independent non-executive director of CRRC Corporation Limited (HKSE: 1766, SHSE: 601766), an independent non-executive director of China Longyuan Power Group Corporation Limited (HKSE: 916), and an independent non-executive director of True Partner Capital Holding Limited (HKSE: 8657).

Mr Ngai is also a member of the National Committee of Chinese People's Political Consultative Conference (“CPPCC”); a Standing Committee member and Convener of the Heilongjiang Provincial CPPCC; Honorary Citizen of Harbin City, Heilongjiang Province; Chairman of Hong Kong Finance Association; Fellow Commoner and Development Advisory Council Member of Clare Hall, University of Cambridge; and Council Member of The Hong Kong University of Science and Technology.

Mr Ngai graduated from University of Cambridge.

王先生先前於二零一三年九月至二零一四年十一月獲委任為本公司獨立非執行董事並任本公司審核委員會、提名委員會、薪酬委員會及投資督導委員會之成員。彼於二零一五年七月至今出任綠色經濟發展有限公司(其股份於聯交所主板上市(股份代號: 01315))之獨立非執行董事,並任該公司審核委員會及提名委員會之成員。

彼於二零一七年六月二十一日至今出任阜博集團有限公司(其股份於聯交所主板上市(股份代號: 03738))之非執行董事,並任該公司審核委員會之成員。

魏明德先生(「魏先生」), 54歲,現擔任安德資本主席、亞洲綠色科技基金主席、綠色經濟發展有限公司(HKSE: 1315)總裁,並曾出任瑞士銀行董事總經理。彼在國際金融業擁有豐富經驗。

魏先生亦為中國中車股份有限公司(HKSE: 1766, SHSE: 601766)獨立非執行董事、龍源電力集團股份有限公司(HKSE: 916)獨立非執行董事及True Partner Capital Holding Limited(HKSE: 8657)獨立非執行董事。

魏先生亦是中國人民政治協商會議(「政協」)全國委員會委員、黑龍江省政協常務委員會委員及召集人、黑龍江省哈爾濱市榮譽市民、香港金融業協會主席、英國劍橋大學克萊爾學堂院士同席人及發展顧問會議成員及香港科技大學校董會成員。

魏先生畢業於英國劍橋大學。

Directors' Profiles

董事履歷

Mr. Jing Xufeng ("Mr. Jing"), aged 51, has been appointed as an independent non-executive Director on 12 May 2021. Mr. Jing has years of experience in the fields of news media, audiovisual, culture media and investment management. From July 1994 to May 2010, he served in Xinhua News Agency (新華社) as the reporter of Jiangsu Branch, director of television news centre* (電視新聞中心), director of news and information centre* (新聞信息中心), assistant to director of Xinhua News Agency Audio News Editorial Department* (新華社音像新聞編輯部) as well as person-in-charge and director of Xinhua News Agency Audio News Desk* (新華社音像中心). From October 2008 to October 2013, he served as the director of the China Audiovideo and Digital Publishing Association (中國音像與數字出版協會). Subsequently, he held various management positions in different companies, including serving as the director of 360 Enterprise Security Technology (Beijing) Group Co., Ltd. (360企業安全技術(北京)集團有限公司) from October 2017 to December 2018, the chairman of Tengyue Culture Media (Beijing) Group Co., Ltd. (騰閱文化傳媒(北京)集團有限公司) from September 2016 to December 2020, the executive director of Beijing Jinhui Graham Investment Limited (北京金匯金投資集團有限公司) from April 2019 to December 2020, the chairman and manager of Tianjin Tengyue Tianxia Culture and Technology Co., Ltd.* (天津騰閱天下文化科技有限公司) since June 2017, the vice chairman of Zhongan Huixin Investment Management Co., Ltd. (中安匯信投資管理有限公司) since July 2017, the director of Moer Xingling (Beijing) Network Technology Co., Ltd.* (摩爾星靈(北京)網絡科技有限公司) since September 2017, the director of Zhejiang Talent Television & Film Co., Ltd. (浙江唐德影視股份有限公司), a company listed on the Shenzhen Stock Exchange with stock code 300426, since May 2019 and the independent director of CITIC Press Corporation (中信出版集團股份有限公司), a company listed on the Shenzhen Stock Exchange with stock code 300788, since September 2016.

Mr. Jing graduated from Yangzhou University majoring in Chinese Language and Literature in June 1994.

景旭峰先生(「景先生」)，51歲，於二零二一年五月十二日獲委任為獨立非執行董事。景先生於新媒體、音像、文化傳媒及投資管理領域擁有多年經驗。自一九九四年七月至二零一零年五月，彼歷任新華社江蘇分社記者、電視新聞中心主任、新聞信息中心主任、新華社音像新聞編輯部主任助理以及新華社音像中心負責人及主任。自二零零八年十月至二零一三年十月，彼擔任中國音像與數字出版協會理事。隨後，彼於不同公司出任多個管理職位，包括自二零一七年十月至二零一八年十二月，擔任360企業安全技術(北京)集團有限公司董事；自二零一六年九月至二零二零年十二月，擔任騰閱文化傳媒(北京)集團有限公司董事長；自二零一九年四月至二零二零年十二月，擔任北京金匯金投資集團有限公司執行董事；自二零一七年六月起，擔任天津騰閱天下文化科技有限公司董事長兼經理；自二零一七年七月起，擔任中安匯信投資管理有限公司副董事長；自二零一七年九月起，擔任摩爾星靈(北京)網絡科技有限公司董事；自二零一九年五月起，擔任浙江唐德影視股份有限公司(一間於深圳證券交易所上市的公司，股份代號：300426)董事以及自二零一六年九月起，擔任中信出版集團股份有限公司(一間於深圳證券交易所上市的公司，股份代號：300788)獨立董事。

景先生於一九九四年六月畢業於揚州大學漢語言文學專業。

Directors' Report

董事會報告書

The Directors hereby presents their annual report and the audited consolidated financial statements of Starlight Culture Entertainment Group Limited (the "Company") and its subsidiaries (collectively the "Group") for the year ended 31 December 2021.

PRINCIPAL ACTIVITIES

During the year and up to 31 December 2021, the company and its subsidiaries (the "Group") were involved in the following principal activities:

- media and culture business

RESULTS

The results of the Group for the year ended 31 December 2021 are set out in the consolidated statement of profit or loss and consolidated statement of comprehensive income on page 60 of the annual report.

BUSINESS REVIEW

The media business of the Group has been affected by the COVID-19 pandemic which has spread all over the world since the year of 2019. Business activities slowed down and some of the film and TV drama projects currently being developed by the Group have been postponed.

Delays in distribution, settlement as well as receipt of income of TV drama and film investments of the Company significantly and negatively affected the operating results regarding these investments, which in turn reduced the amount of revenue recognized during the years of 2021 and 2020. The recorded gross loss for the year of 2021 of approximately HK\$95.4 million (2020: gross loss of approximately HK\$28.2 million) was mainly attributable to the amount of amortization recognized exceeded the revenue recognized from these investments.

Revenue from its media and culture business for the year of 2021 was approximately HK\$199.4 million (2020: approximately HK\$47.8 million). The Group reported a net loss attributable to owners of the Company of approximately HK\$401.1 million for the year ended 31 December 2021 (2020: approximately HK\$162.3 million).

董事會欣然提呈星光文化娛樂集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零二一年十二月三十一日止年度之年報及經審核綜合財務報表。

主要業務

截至二零二一年十二月三十一日止年度，本公司及其附屬公司(「本集團」)從事以下主要業務：

- 傳媒及文化業務

業績

本集團截至二零二一年十二月三十一日止年度之業績載於本年報第60頁之綜合損益表及綜合全面收益表。

業務回顧

自二零一九年起，本集團的媒體業務受到世界範圍內蔓延的COVID-19疫情的影響。業務活動放緩，本集團當前開發的若干電影及電視劇項目推遲。

由於本公司投資的電視劇及電影發行、結算及收入進賬延遲，對該等投資的經營業績造成重大負面影響，從而減少於二零二一年及二零二零年內確認的收益金額。於二零二一年錄得毛損約95,400,000港元(二零二零年：毛損約28,200,000港元)乃主要由於就該等投資確認的攤銷金額超出確認的收益所致。

二零二一年來自傳媒及文化業務的收入為約199,400,000港元(二零二零年：約47,800,000港元)。於截至二零二一年十二月三十一日止年度，本集團錄得本公司擁有人應佔虧損淨額約401,100,000港元(二零二零年：約162,300,000港元)。

Directors' Report

董事會報告書

Basic loss per share for the year amounted to approximately 48.70 HK cents (2020: loss per share 19.70 HK cents). Net liabilities of the Group were approximately HK\$190,867,000 (2020: Net assets of approximately HK\$176,575,000).

The Group will continue to monitor the development of COVID-19 situation closely and assess its impacts on the financial position and operating results of the Group.

Key Risks Factors

The following section lists out the key risks and uncertainties which the Group faces. It is a non-exhaustive list and there may be other risks and uncertainties in addition to the key risks factors outlined below. Besides, this report does not constitute a recommendation or advice for anyone to invest in the securities of the Company and investors are advised to make their own judgment or consult their own investment advisors before making any investment in the securities of the Company.

1. Local taxation may increase and tax liability may increase for future amendment of tax rules.
2. The impact of COVID-19 and the weakening in economic and credit market conditions may continue to adversely affect film boxing revenue and the profitability of our media business.
3. Risk regarding material uncertainties relating to events or conditions that may cast significant doubt on the issuer's ability to continue as a going concern may be referred to the Disclaimer of Opinion and Basis for Disclaimer of Opinion of the Independent Auditor's Report in this annual report, and the board's response to the Basis for Disclaimer of Opinion can be referred to Directors' Report in this annual report.

年內每股基本虧損約為48.70港仙（二零二零年：每股虧損19.70港仙）。本集團的負債淨額約為190,867,000港元（二零二零年：資產淨值約176,575,000港元）。

本集團將繼續密切關注COVID-19的發展狀況並評估其對本集團財務狀況及經營業績的影響。

主要風險因素

下節列明本集團所面對之主要風險及不明朗因素。此清單並不詳盡，而除下文所列之主要風險因素外，其他風險及不明朗因素亦可能存在。此外，本報告並不構成任何人士投資本公司證券之推薦意見或意見，且建議投資者於投資任何本公司證券前自行作出判斷或諮詢彼等本身之投資顧問。

1. 未來稅則之修訂將導致本地稅收及稅項負債或有增加。
2. COVID-19及經濟及信貸市場狀況日益衰退或繼續對電影票房收益及我們傳媒業務的盈利能力造成不利影響。
3. 有關可能對發行人持續經營能力構成重大疑問的事件或情況的重大不確定因素風險，可參閱本年報獨立核數師報告不發表意見及不發表意見之基準，且董事會對不發表意見之基準之回應可參閱本年報董事會報告書。

Directors' Report

董事會報告書

Future development and important events after the end of the financial year

Details of events after the reporting period has been disclosed in note 40 to financial Statements of page 206 of this report.

Looking ahead, the business environment remains very challenging as downward pressure on economy of the PRC, the global financial and economic conditions are expected to remain unstable in view of the impacts of COVID-19. Nevertheless, the Group will cautiously review and adjust the business strategies from time to time, and seek the best returns to maximise value of the Shareholders.

Environmental policies and performance

The Group is committed to the long term sustainability of the environment and communities in which it operates. We are aware that, minimizing the consumption of resources and adoption of best environmental practices in the business process of the Group to the extent practicable is our underlying commitment to preserving and improving the environment. Acting in an environmentally responsible manner, the Group endeavours to comply with laws and regulations regarding environmental protection and adopts effective measures to achieve efficient use of resources, energy saving and waste reduction. Green initiatives include recycling of used papers, energy saving and water saving.

The 2021 environmental, social and governance report (the "ESG Report") which depicts the performance on the sustainability of the Group are available in the "Investor Relations" section of the website of the Company at www.starlightcul.com.hk and on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

Relationship with suppliers, customers, employees and other stakeholders

The Group understands the importance of maintaining a good relationship with its suppliers, customers, employees and other stakeholders to meet the Group's medium and long-term goals. The Company creates a framework for motivating staff and a formal communication channel in order to maintain healthy relationships with its employees and other stakeholders.

財政年度結束後之未來發展及重要事件

報告期後事項的詳情已披露於本報告第206頁財務報表附註40。

展望未來，鑒於COVID-19的影響，由於中國經濟之下行壓力、全球金融及經濟狀況預期繼續不穩，營商環境仍然充滿十足挑戰。然而，本集團將不時審慎檢討及調整業務策略，務求實現最佳回報以將股東價值最大化。

環境政策及表現

本集團致力於實現其經營所在之環境及社區的長期可持續發展。我們知悉，我們保護及改善環境之相關承諾是於本集團業務過程中盡量降低資源消耗及在實際可行情況下盡可能採取最佳環境常規。本集團以愛護環境之方式行事，致力於遵守有關環境保護之法例及法規，並採取有效措施實現有效使用資源、節約能源及減少廢物。我們的環保措施包括回收已用紙張、節省能源及節省用水。

描述有關本集團可持續發展之表現的二零二一年環境、社會及管治報告（「環境、社會及管治報告」）可於本公司網站www.starlightcul.com.hk的「投資者關係」一節及香港交易及結算所有限公司網站www.hkexnews.hk查閱。

與供應商、客戶、僱員及其他持份者之關係

本集團明白維持與供應商、客戶、僱員及其他持份者之良好關係對達致其中長期目標而言至關重要。本公司創立了激勵員工之框架及正式溝通渠道，以維持與其僱員及其他持份者之穩健關係。

Directors' Report

董事會報告書

Compliance with the relevant laws and regulations

In relation to human resources, the Group is committed to complying with the requirements of the ordinances relating to disability, gender, family status and racial discrimination, as well as the Employment Ordinance, the Minimum Wage Ordinance and ordinances relating to occupational safety of employees of the Group, so as to safeguard the interests and well-being of its employees.

There is no reported case of non-compliance with relevant laws and regulations in relation to the groups' media and culture, and entertainment and gaming business.

SHARE CAPITAL

There was no movement in the authorised share capital of the Company during the year. Details of the movement in the issued share capital of the Company are set out in note 27 to the consolidated financial statements.

RESERVES

Details of movements in reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 65 of the annual report.

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company had no distributable reserves at 31 December 2021 calculated under The Companies Act 1981 of Bermuda (as amended). The Company's share premium account, in the amount of HK\$556,778,000 at 31 December 2021 (2020: HK\$556,778,000) may be distributed in the form of fully paid bonus shares.

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (a) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

遵守相關法例及規例

就人力資源而言，本集團致力於遵守有關殘疾、性別、家庭崗位及種族歧視的條例、僱傭條例、最低工資條例以及有關本集團僱員職業安全之條例的要求，以保障其僱員之權益及福祉。

概無有關本集團傳媒及文化、娛樂及博彩業務之違反相關法例及法規的呈報個案。

股本

於年內，本公司之法定股本概無變動。本公司之已發行股本變動詳情載於綜合財務報表附註27。

儲備

本集團於年內之儲備變動詳情載於年報第65頁之綜合權益變動表。

本公司之可供分派儲備

根據百慕達一九八一年公司法（經修訂）計算，於二零二一年十二月三十一日，本公司概無可供分派儲備。本公司於二零二一年十二月三十一日為數556,778,000港元之股份溢價賬（二零二零年：556,778,000港元）可以繳足股本紅股股份之方式予以分派。

根據百慕達一九八一年公司法（經修訂），本公司之繳入盈餘賬可供分派。然而，在下列情況下，本公司不得宣派或派付股息或從繳入盈餘作出分派：

- (a) 本公司現時或作出派付後將無力償還其到期債務；或
- (b) 本公司資產之可變現價值將因分派而少於其負債、已發行股本及股份溢價賬之總和。

Directors' Report

董事會報告書

MAJOR CUSTOMERS AND SUPPLIERS

During the year, sales to the largest one and five largest customers accounted for 92% and 100% respectively of the total sales for the year. Purchases from the largest one and five largest suppliers accounted for 86% and 99% respectively of the total purchases for the year.

None of the directors, their associates or any shareholders of the Company (which to the knowledge of the directors of the Company own more than 5% of the Company's share capital) had any interest in the five largest suppliers or customers.

DIRECTOR'S INTERESTS IN COMPETING BUSINESSES

During the year, none of the Directors of the Company is interested in any business apart from the Company's businesses which compete or is likely to compete, either directly or indirectly with businesses of the Company.

DIRECTORS

The directors who held office during the year and up to the date of this report were:

Chairman

Mr. Tang Liang

Chief Executive Officer

Mr. Luo Lei

Executive Directors

Mr. Chau Chit (*Deputy Chairman*)

Mr. Zhou Jingbo (appointed on 15 July 2021)

Mr. Sang Kangqiao

Ms. Wu Xiaoli

Mr. Gao Qun (resigned on 15 July 2021)

Independent Non-Executive Directors

Mr. Wong Wai Kwan

Mr. Michael Ngai Ming Tak

Mr. Jing Xufeng (appointed on 12 May 2021)

Mr. Ma Runsheng (resigned on 12 May 2021)

Mr. Wong Wai Hung (resigned on 12 May 2021)

主要客戶及供應商

於本年度內，向最大客戶及五大客戶的銷售分別佔本年度總銷售額之92%及100%。向最大供應商及五大供應商的採購分別佔本年度總採購額之86%及99%。

本公司各董事、彼等之聯繫人士或任何股東（據本公司董事所知擁有本公司5%以上股本）概無擁有五大供應商或客戶之任何權益。

董事於競爭業務之權益

於本年度內，本公司董事概無於與本公司業務直接或間接構成或可能構成競爭之本公司業務外之任何業務擁有權益。

董事

於年內及直至本報告日期為止在職董事如下：

主席

唐亮先生

行政總裁

羅雷先生

執行董事

周哲先生 (*副主席*)

周晶波先生 (於二零二一年七月十五日獲委任)

桑康喬先生

鄒小麗女士

高群先生 (於二零二一年七月十五日辭任)

獨立非執行董事

王偉軍先生

魏明德先生

景旭峰先生 (於二零二一年五月十二日獲委任)

馬潤生先生 (於二零二一年五月十二日辭任)

黃惟洪先生 (於二零二一年五月十二日辭任)

Directors' Report

董事會報告書

In accordance with Bye-laws 86(2), 87(1) and 87(2) of the Company's bye-laws, Mr. Luo Lei, Mr. Zhou Jingbo, Mr. Sang Kangqiao and Ms. Wu Xiaoli shall retire from office at the forthcoming annual general meeting of the Company, and being eligible to offer themselves for re-election at the forthcoming annual general meeting of the Company.

None of the directors being eligible for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the Independent Non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the Independent Non-executive Directors are independent.

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

As at 31 December 2021, the interests or short positions of the Directors and Chief Executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were disclosed to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), or as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") set out in the Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange ("the Listing Rules") were as follows:

根據本公司之公司細則第86(2)、87(1)及87(2)條，羅雷先生、周晶波先生、桑康喬先生及鄒小麗女士將於本公司應屆股東週年大會上退任，且符合資格並願意於本公司應屆股東週年大會上重選連任。

於應屆股東週年大會上符合資格重選連任的各董事並無與本公司或其任何附屬公司訂立本集團不可於一年內免付賠償(法定賠償除外)而予以終止之服務合約。

獨立非執行董事

本公司已接獲各獨立非執行董事根據上市規則第3.13條就其獨立性作出的年度確認。本公司認為所有獨立非執行董事均為獨立人士。

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於二零二一年十二月三十一日，本公司董事及主要行政人員於本公司或任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有須披露予本公司及香港聯合交易所有限公司(「聯交所」)，或記錄於本公司根據證券及期貨條例第352條須予存置之登記冊或根據聯交所證券上市規則(「上市規則」)附錄10所載之上市發行人董事進行證券交易的標準守則(「標準守則」)須另行知會本公司及聯交所之權益或淡倉如下：

Directors' Report

董事會報告書

Ordinary shares of HK\$0.1 each of the Company (Long positions)

本公司每股面值0.1港元之普通股 (好倉)

| Name of Director | | Number of ordinary shares held personal interests 持有個人權益之 普通股數目 | Approximate percentage of issued share capital 佔已發行股本之 概約百分比 |
|-------------------|-------|--|--|
| 董事姓名 | | | |
| Mr. Sang Kangqiao | 桑康喬先生 | 13,629,500 | 1.65% |
| Mr. Chau Chit | 周哲先生 | 49,693,600 | 6.03% |

Save as disclosed above, as at 31 December 2021, none of the Directors nor the Chief Executive of the Company nor their associates had any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be disclosed to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise disclosed to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零二一年十二月三十一日，概無本公司董事或主要行政人員或彼等之聯繫人士於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中擁有根據證券及期貨條例第XV部之第7及8分部規定須披露予本公司及聯交所，或記錄於本公司根據證券及期貨條例第352條須予存置之登記冊或根據標準守則須另行知會本公司及聯交所之任何權益或淡倉。

DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE

No contract of significance in relation to the Group's business (as defined in the Listing Rules) to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year of 2021.

董事於重大合約之權益

本公司或其任何附屬公司概無訂立任何本公司董事直接或間接擁有重大權益而於年終時或於二零二一年任何時間內仍然存續之有關本集團業務之重大合約（定義見上市規則）。

Directors' Report

董事會報告書

PERMITTED INDEMNITY PROVISION

The Bye-laws of the Company provide that each Director, secretary or other officer of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which any of them may incur or sustain in or about the execution of the duties in their respective offices. The Company has taken out and maintained appropriate insurance to cover potential legal actions against its Directors.

The above provision for the benefit of the Directors is currently in force and was in force throughout the year.

SHARE OPTION SCHEME

The Company adopted a share option scheme on 1 June 2012 ("Share Option Scheme"). No options have been granted under the Share Option Scheme since its adoption.

DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as the Share Option Scheme of the Company, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

獲准許彌償條文

本公司的公司細則規定本公司每名董事、秘書或其他高管，就其各自的職務執行其職責時可能產生或招致或與之有關的所有訴訟、費用、收費、損失、損害及開支，均可從本公司的資產及溢利獲得彌償。本公司已就其董事可能會面對的法律訴訟辦理及投購適當的保險。

上述有關董事利益的條文於目前及本年度內一直有效。

購股權計劃

本公司於二零一二年六月一日採納一項購股權計劃（「購股權計劃」）。自採納以來，概無根據購股權計劃授出購股權。

董事收購股份或債權證之權利

除本公司之購股權計劃外，於年內任何時間內，本公司或其任何附屬公司概無參與任何安排，致使本公司董事可藉購買本公司或任何其他法人團體之股份或債權證而獲益。

Directors' Report

董事會報告書

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

主要股東之權益及淡倉

As at 31 December 2021, so far as was known to the Directors and the Chief Executive of the Company, the following persons (other than any director and chief executive of the Company) who had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

於二零二一年十二月三十一日，就本公司董事及主要行政人員所知，以下人士（本公司任何董事及主要行政人員除外）於本公司之股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文而須向本公司披露之權益或淡倉，或根據證券及期貨條例第336條須由本公司存置之登記冊所記錄之權益或淡倉，或另行知會本公司及聯交所之權益或淡倉：

| Name of shareholder | Capacity | Number of ordinary shares held | Approximate percentage of issued share capital of the Company |
|--|---|--------------------------------|---|
| 股東姓名／名稱 | 身份 | 所持普通股數目 | 佔本公司已發行股本概約百分比 |
| | | | (Note 1) (附註1) |
| Timcha Investment Limited (鼎創投資有限公司) ("Formerly known as CICFH Innovation Investment Limited") 鼎創投資有限公司 (「前稱CICFH Innovation Investment Limited」) | Beneficial owner (note 2) 實益擁有人 (附註2) | 181,513,514 (L) | 22.04% |
| 江陰星輝文化傳播有限公司 | Interest of corporation controlled by you (note 2) 閣下控制的法團權益 (附註2) | 181,513,514 (L) | 22.04% |
| 江陰濱江科技創業投資有限公司 | Interest of corporation controlled by you (note 2) 閣下控制的法團權益 (附註2) | 181,513,514 (L) | 22.04% |
| 江陰科技新城投資管理有限公司 | Interest of corporation controlled by you (note 2) 閣下控制的法團權益 (附註2) | 181,513,514 (L) | 22.04% |
| Mega Start Limited | Beneficial owner (note 3) 實益擁有人 (附註3) | 49,693,600 (L) | 6.03% |
| Chau Chit 周哲 | Interest of corporation controlled by you (note 3) 閣下控制的法團權益 (附註3) | 49,693,600 (L) | 6.03% |

Directors' Report

董事會報告書

Notes:

- (L) All the shares are long positions.
1. The percentages are calculated based on the total number of issued shares of the Company of 823,564,799 shares as at 31 December 2021.
 2. The entire issued share capital of Timcha Investment Limited ("Formerly known as CICFH Innovation Investment Limited") is wholly and beneficially owned by 江陰星輝文化傳播有限公司, which is owned as to 34.97% by 江陰濱江科技創業投資有限公司, which is wholly and beneficially owned by 江陰科技新城投資管理有限公司. By virtue of the Securities and Futures Ordinance, 江陰星輝文化傳播有限公司, 江陰濱江科技創業投資有限公司 and 江陰科技新城投資管理有限公司 are deemed to be interested in all the shares in which Timcha Investment Limited is interested under the SFO.
 3. The entire issued share capital of Mega Start Limited is wholly and beneficially owned by Mr. Chau Chit. By virtue of the Securities and Futures Ordinance, Mr. Chau Chit is deemed to be interested in the 49,693,600 shares of the Company.

Save as disclosed above, the Company had not been notified and is not aware of any other persons who had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO as at 31 December 2021.

CONVERTIBLE SECURITIES, WARRANTS OR SIMILAR RIGHTS

The Company had no outstanding convertible securities, warrants or other similar rights as at 31 December 2021 and there has been no exercise of any convertible securities, warrants or similar rights during the year.

RELATED PARTY TRANSACTIONS

Related party transactions entered into for the year are set out in note 35 to the consolidated financial statements.

附註：

- (L) 所有股份均為好倉。
1. 該等百分比乃根據於二零二一年十二月三十一日之本公司已發行股份總數823,564,799股計算。
 2. 鼎創投資有限公司（「前稱CICFH Innovation Investment Limited」）的全部已發行股本由江陰星輝文化傳播有限公司全資及實益擁有，江陰星輝文化傳播有限公司由江陰濱江科技創業投資有限公司擁有34.97%權益，江陰濱江科技創業投資有限公司由江陰科技新城投資管理有限公司全資及實益擁有。根據證券及期貨條例，江陰星輝文化傳播有限公司、江陰濱江科技創業投資有限公司及江陰科技新城投資管理有限公司被視為於根據證券及期貨條例鼎創投資有限公司擁有權益的所有股份中擁有權益。
 3. Mega Start Limited的全部已發行股本由周哲先生全資及實益擁有。根據證券及期貨條例，周哲先生被視為於本公司49,693,600股股份中擁有權益。

除上文所披露者外，於二零二一年十二月三十一日，本公司並無獲知會且不知悉任何其他人士於本公司股份及相關股份中擁有根據證券及期貨條例第336條須由本公司存置之登記冊所記錄之權益或淡倉。

可換股證券、認股權證或類似權利

於二零二一年十二月三十一日，本公司並無尚未行使之可換股證券、認股權證或其他類似權利，而年內亦無任何可換股證券、認股權證或類似權利獲行使。

關聯方交易

於年內訂立之關聯方交易載於綜合財務報表附註35。

Directors' Report

董事會報告書

EMOLUMENT POLICY

The emolument policy of the employees of the Group is based on their merits, qualifications and competence.

The emoluments of the directors of the Company are decided by the Remuneration Committee, upon considering the Group's operating results, individual performance and comparable market statistics.

The Company has adopted the Share Option Scheme as an incentive to directors and eligible employees.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws, or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY LISTED SECURITIES

During the year ended 31 December 2021, neither the Company nor any of its subsidiaries has purchase sold or redeemed any of the Company's listed securities.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to and within the knowledge of the Directors, it is confirmed that there is a sufficient public float of the issued share capital of the Company throughout the year ended 31 December 2021.

DISCLOSURE OF DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Following is the changes in the information of Directors since the date of the 2021 Interim Report of the Company, which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules: As agreed by Ms. Wu Xiaoli, Ms. Wu's annual director's remuneration would be reduced to HK\$240,000 effective from the year of 2021.

酬金政策

本集團僱員之酬金政策根據彼等之長處、資格及能力釐定。

本公司董事之酬金由薪酬委員會於考慮本集團經營業績、個人表現及可比較市場數據後決定。

本公司已採納購股權計劃，作為對董事及合資格僱員之獎勵。

股份優先購買權

本公司之公司細則或百慕達法律均無關於股份優先購買權之規定，要求本公司須向現有股東按比例發售新股。

購買、出售或贖回本公司上市證券

截至二零二一年十二月三十一日止年度，本公司及其任何附屬公司並無購買、出售或贖回本公司之任何上市證券。

足夠之公眾持股量

根據公開可得資料及就董事所知，本公司確認於截至二零二一年十二月三十一日止年度其已發行股本一直具有足夠之公眾持股量。

根據上市規則第13.51B(1)條作出之董事資料披露

以下為自本公司二零二一年中期報告日期起之董事資料變動，有關變動須根據上市規則第13.51B(1)條予以披露：經鄒小麗女士同意，鄒女士之年度董事酬金將自二零二一年起降至240,000港元。

Directors' Report

董事會報告書

CORPORATE GOVERNANCE

The Board recognises the importance of maintaining a high standard of corporate governance with an aim to protect the interests of shareholders. A report on the principal corporate governance practices adopted by the Company is set out on pages 21 to 35 of the annual report.

AUDIT COMMITTEE

The Audit Committee has reviewed the consolidated financial statements of the Group for the year ended 31 December 2021.

AUDITORS

Ernst & Young (“EY”) will retire at the conclusion of the forthcoming annual general meeting of the Company (“AGM”) and being eligible, offer themselves for re-appointment at the AGM. A resolution for the reappointment of EY as auditors of the Company will be proposed at the forthcoming annual general meeting.

Independent Auditor's Report on the Company's Consolidated Financial Statements for the year ended 31 December 2021

As disclosed in sections headed “Basis for Disclaimer of Opinion” and “Disclaimer of Opinion” in independent auditor's report contained on pages 56 to 59 of this report, the auditor of the Company did not express an audit opinion on the consolidated financial statements of the Group for the year ended 31 December 2021 as the Group incurred a net loss of HK\$401,139,000 for the year ended 31 December 2021, and as at 31 December 2021, the Group had net current liabilities and total deficiency in net assets of approximately HK\$448,888,000 and HK\$190,867,000, respectively. During the year, the Group defaulted on the repayment of overdue other borrowings and film investment loans (including financial liabilities at fair value through profit or loss and derivative financial liabilities) amounted to HK\$308,495,000, and have a further other borrowings and film investment loans (including financial liabilities at fair value through profit or loss and derivative financial liabilities) in an aggregate amount of HK\$277,093,000 which will be due for repayment in June 2023 or before, while its cash and cash equivalents amounted to HK\$157,105,000 as at 31 December 2021.

企業管治

董事會認同維持高水平企業管治以保障股東權益之重要性。有關本公司所採納之主要企業管治常規之報告載於年報第21至35頁。

審核委員會

審核委員會已審閱本集團截至二零二一年十二月三十一日止年度之綜合財務報表。

核數師

安永會計師事務所（「安永」）將於本公司應屆股東週年大會（「股東週年大會」）結束時退任，且符合資格並願意於股東週年大會上獲續聘。將於應屆股東週年大會上提交決議案以續聘安永為本公司之核數師。

本公司截至二零二一年十二月三十一日止年度綜合財務報表之獨立核數師報告

誠如載於本報告第56至59頁獨立核數師報告「不發表意見之基準」及「不發表意見」章節所披露，本公司核數師並未對本集團截至二零二一年十二月三十一日止年度之綜合財務報表出具審核意見，原因為本集團於截至二零二一年十二月三十一日止年度產生虧損淨額401,139,000港元，且本集團於二零二一年十二月三十一日之流動負債淨額及資產虧絀總額分別約為448,888,000港元及190,867,000港元。年內，本集團未能償還逾期的其他借貸及電影投資貸款（包括按公平值計入損益的金融負債及衍生金融負債）308,495,000港元，且還有其他借貸及電影投資貸款（包括按公平值計入損益的金融負債及衍生金融負債）合共277,093,000港元將於二零二三年六月或之前到期償還，而於二零二一年十二月三十一日，其現金及現金等值項目為157,105,000港元。

The Board's response to the Auditor's Opinion

In regard to the matters described in the section headed "Basis for Disclaimer of Opinion" in the Independent Auditor's Report, the Board would like to take this opportunity to provide the Board's response and other relevant information, as well as measures taken or to be taken by management of the Company for information purpose.

The Board's response to the basis for disclaimer of opinion

The directors of the Company (the "Directors") have been undertaking measures to improve the Group's liquidity and financial position, which are set out in note 2 to the consolidated financial statements.

The Directors have given careful consideration to the future liquidity and performance of the Group and its available sources of finance in assessing whether the Group will have sufficient financial resources to continue as a going concern. The following plans and measures are formulated to mitigate the liquidity pressure, to improve the financial position of the Group, and to remediate the overdue repayments to the lenders:

- a) The management is closely monitoring the development of the COVID-19 pandemic in major markets of the Group's business, which has a significant negative impact on the film and cinema industry and in turn the Group's film investment business, the Group's plans to raise new financing and to realise its assets in the normal course of business when needed.
- b) The Group has been actively negotiating with all the lenders for renewal and extension for repayments of the overdue borrowings. The Group entered into extension agreements with lenders of other borrowings and film investment loans (including financial liabilities at fair value through profit or loss and derivative financial liabilities) in the amount of approximately HK\$332,920,000 to extend the repayment due date to June 2023. Lenders in respect of other borrowings and film investment loans (including financial liabilities at fair value through profit or loss and derivative financial liabilities) of approximately HK\$26,520,000 preliminarily intended to renew or extend certain overdue borrowings, however, no formal agreement has been reached yet. The Directors are confident that such lenders will not exercise their rights to demand the Group's immediate repayment of the borrowings and the Group will reach final agreements with such lenders in due course.

董事會對核數師意見之回應

就獨立核數師報告「不發表意見之基準」一節內所述之事宜，董事會謹藉此機會提供董事會之回應及其他相關資料，以及本公司管理層已採取或將採取之措施，以供參考。

董事會對不發表意見之基準之回應

本公司董事（「董事」）已經採取措施改善本集團之流動資金及財務狀況，其載於綜合財務報表附註2。

在評估本集團是否擁有可實現持續經營的充足財務資源時，董事已審慎考慮本集團的未來流動資金及表現以及可動用財務資源。本集團已制訂下列計劃及措施以緩解流動資金壓力、改善本集團的財務狀況及向放債人就逾期還款進行補救：

- a) 管理層正密切關注COVID-19疫情於本集團業務所處主要市場中的發展狀況，有關狀況對電影及影院行業造成重大負面影響，進而對本集團的電影投資業務以及本集團於必要時在正常業務過程中籌集新融資及變現其資產的計劃造成重大負面影響。
- b) 本集團一直積極與所有放債人就重續及延期償還逾期借貸進行磋商。本集團就金額約332,920,000港元之其他借貸及電影投資貸款（包括按公平值計入損益的金融負債及衍生金融負債）與放債人訂立延期協議，以將還款到期日延長至二零二三年六月。與約26,520,000港元之其他借貸及電影投資貸款（包括按公平值計入損益的金融負債及衍生金融負債）有關之放債人初步擬定重續或延長若干逾期借貸，但尚未達成正式協議。董事相信，該等放債人將不會行使其權利要求本集團即時償還借貸，且本集團將適時與該等放債人達成最終協議。

Directors' Report

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- c) Subsequent to 31 December 2021, the Group has also been negotiating with financiers of the film industry to secure new sources of financing. The Directors believe that, given the Group's track record of film investment and relationship with famous film directors, the Group will be able to obtain new financing.
- d) The Group will continue to take active measures to control administrative costs and prioritise film investment expenditures. In this connection, the Group has agreed with third party film production companies for the withdrawal of prepaid investments in the amount of HK\$63,181,000 made subsequent to 31 December 2021 which will generate cash flows to the Group in a longer run.
- e) The management is closely monitoring and planned to take action in the first half of 2023 to re-finance the other borrowings and film investment loans (including financial liabilities at fair value through profit or loss and derivative financial liabilities) with repayment due date postponed to June 2023 due to their low finance cost. However, the Directors are confident that the Group will secure new sources of financing to refinance the other borrowings and film investment loans (including financial liabilities at fair value through profit or loss and derivative financial liabilities), or to further extend the repayment due date, or otherwise negotiate with lenders not to take actions against the Group before their due date in June 2023.
- c) 於二零二一年十二月三十一日後，本集團亦一直與電影業融資方進行磋商以爭取新的融資來源。董事認為，鑒於本集團於電影投資之往績記錄及與知名電影導演之關係，本集團將能夠獲得新的融資。
- d) 本集團將繼續採取積極措施控制行政成本，並優先考慮電影投資開支。就此而言，本集團已與第三方電影製作公司達成協議，撤回於二零二一年十二月三十一日後作出之金額為63,181,000港元之預付投資，該等投資將於較長期間內為本集團產生現金流量。
- e) 管理層正密切監察並計劃於二零二三年上半年採取行動，將其他借貸及電影投資貸款（包括按公平值計入損益之金融負債及衍生金融負債）再融資，由於其融資成本較低，還款到期日延長至二零二三年六月。然而，董事相信本集團將取得新融資來源，以將其他借貸及電影投資貸款（包括按公平值計入損益之金融負債及衍生金融負債）再融資，或進一步延長還款到期日，或與放債人磋商，以避免於二零二三年六月到期日前對本集團採取行動。

On behalf of the Board

代表董事會

Mr. Tang Liang

Chairman

Hong Kong

21 June 2022

唐亮先生

主席

香港

二零二二年六月二十一日

Independent Auditor's Report 獨立核數師報告



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To the shareholders of Starlight Culture Entertainment Group Limited

(Incorporated in Bermuda with limited liability)

致星光文化娛樂集團有限公司股東

(於百慕達註冊成立之有限公司)

DISCLAIMER OF OPINION

We have audited the consolidated financial statements of Starlight Culture Entertainment Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 60 to 206, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group due to significance of the matter leading on multiple uncertainties of the Group's going concern. Because of the potential interaction of the multiple uncertainties and their possible cumulative effect on the consolidated financial statements as described in the Basis for Disclaimer of Opinion section of our report, it is not possible for us to form an opinion on these consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

不發表意見

我們已審核載於第60至206頁的星光文化娛樂集團有限公司(「貴公司」)及其附屬公司(以下合稱「貴集團」)之綜合財務報表,此綜合財務報表包括於二零二一年十二月三十一日之綜合財務狀況表與截至該日止年度之綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註(包括主要會計政策概要)。

由於事宜之重要性導致 貴集團持續經營存在多項不確定事項,我們不就 貴集團之綜合財務報表發表意見。由於本報告「不發表意見之基準」一節所述之多項不確定事項之間可能存在互相影響以及可能對綜合財務報表產生累計影響,故我們未能就該等綜合財務報表達致意見。就所有其他方面而言,我們認為綜合財務報表已根據香港公司條例的披露規定妥為編製。

Independent Auditor's Report

獨立核數師報告

BASIS FOR DISCLAIMER OF OPINION

Multiple uncertainties relating to going concern

As set out in note 2.1 to the consolidated financial statements, the Group incurred a net loss of HK\$401,139,000 for the year ended 31 December 2021, and as at 31 December 2021, the Group had net current liabilities and total deficiency in net assets of approximately HK\$448,888,000 and HK\$190,867,000, respectively. During the year, the Group defaulted on the repayment of overdue other borrowings and film investment loans (including financial liabilities at fair value through profit or loss and derivative financial liabilities) amounted to HK\$308,495,000, and have a further other borrowings and film investment loans (including financial liabilities at fair value through profit or loss and derivative financial liabilities) in an aggregate amount of HK\$ 277,093,000 which will be due for repayment in June 2023 or before, while its cash and cash equivalents amounted to HK\$157,105,000 as at 31 December 2021. These conditions, together with other matters disclosed in note 2.1 to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern.

The directors of the Company (the "Directors") have been undertaking measures to improve the Group's liquidity and financial position, which are set out in note 2.1 to the consolidated financial statements and prepared cashflow forecast for an eighteen months period ending 30 June 2023 for the going concern assessment. The validity of the going concern assumption on which the consolidated financial statements have been prepared depends on the outcome of these measures, which are subject to multiple uncertainties, including whether i) the COVID-19 pandemic will soon be controlled or contained in major markets of the Group so that the film and cinema industry which is negatively impacted will recover to enable the Group to continue to carry out its film investment business, to raise financing, and to realise its assets in the normal course of business when needed; ii) new financing will be obtained to support its operating cash outflows; and iii) re-finance or extensions will be obtained to extend the due date of the other borrowings and film investment loans (including financial liabilities at fair value through profit or loss and derivative financial liabilities) before their due date in June 2023.

不發表意見之基準

有關持續經營之多項不確定事項

誠如綜合財務報表附註2.1所載，貴集團於截至二零二一年十二月三十一日止年度產生虧損淨額401,139,000港元，且貴集團於二零二一年十二月三十一日之流動負債淨額及資產淨值虧絀總額分別約為448,888,000港元及190,867,000港元。年內，貴集團未能償還逾期的其他借貸及電影投資貸款（包括按公平值計入損益的金融負債及衍生金融負債）308,495,000港元，且還有其他借貸及電影投資貸款（包括按公平值計入損益的金融負債及衍生金融負債）合共277,093,000港元將於二零二三年六月或之前到期償還，而於二零二一年十二月三十一日，其現金及現金等值項目為157,105,000港元。該等情況連同綜合財務報表附註2.1披露之其他事宜顯示存有可能對貴集團持續經營能力構成重大疑問之重大不確定事項。

貴公司董事（「董事」）已經採取措施改善貴集團的流動資金及財務狀況（載於綜合財務報表附註2.1），並已編製截至二零二三年六月三十日止十八個月期間之現金流量預測以用於持續經營評估。按持續經營假設編製綜合財務報表之有效性取決於該等措施之結果，而該等措施存在多項不確定事項，包括：i) COVID-19疫情能否快速於貴集團的主要市場得到控制或遏制，從而使受到負面影響的電影及影院行業得到恢復，貴集團得以繼續開展其電影投資業務、籌集資金及於必要時在正常業務過程中將其資產變現；ii) 獲得新的融資以支持其營運現金流出；及iii) 獲得再融資或延期，以於到期日二零二三年六月前延長其他借貸及電影投資貸款（包括按公平值計入損益的金融負債及衍生金融負債）的到期日。

Independent Auditor's Report 獨立核數師報告

BASIS FOR DISCLAIMER OF OPINION

(continued)

Multiple uncertainties relating to going concern (continued)

Should the Group be unable to operate as a going concern, adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The Directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

不發表意見之基準 (續)

有關持續經營之多項不確定事項 (續)

倘 貴集團無法持續經營，則須作出調整將 貴集團資產之賬面值撇減至其可收回金額，以為將來可能產生之任何進一步負債計提撥備，及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整之影響並未反映於該等綜合財務報表中。

董事就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」）及按照香港公司條例之披露規定編製綜合財務報表，以作出真實而公平的反映，以及負責董事確定所需之內部監控，以使編製綜合財務報表時不存在由於欺詐或錯誤而導致之重大錯誤陳述。

於編製綜合財務報表時，董事須負責評估 貴集團持續經營的能力，並披露與持續經營有關的事項（如適用）。除非 貴公司董事擬將 貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則董事須採用以持續經營為基礎的會計法。

董事亦須負責監督 貴集團的財務報告流程。審核委員會協助董事履行此方面的職責。

Independent Auditor's Report

獨立核數師報告

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA and to issue an auditor's report. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, it is not possible for us to form an opinion on the consolidated financial statements.

We are independent of the Group in accordance with the HKICPA's Code of *Ethics for Professional Accountants* (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

The engagement partner on the audit resulting in this independent auditor's report is Siu Fung Terence Ho.

Ernst & Young

Certified Public Accountants

Hong Kong

21 June 2022

核數師就審核綜合財務報表須承擔之責任

我們的責任是根據香港會計師公會頒佈之香港審計準則審核 貴集團之綜合財務報表，並出具核數師報告。我們根據百慕達一九八一年公司法第90條，僅向 閣下 (作為整體) 報告，除此以外，不作其他用途。我們概不就本報告之內容向任何其他人士負責或承擔責任。然而，由於本報告「不發表意見之基準」一節所述之事宜，我們無法就該等綜合財務報表達致意見。

我們根據香港會計師公會之專業會計師道德守則 (「守則」) 獨立於 貴集團，我們已遵照守則履行我們之其他道德責任。

此次獨立核數師報告的審核工作合夥人是何兆烽。

安永會計師事務所

執業會計師

香港

二零二二年六月二十一日

Consolidated Statement of Profit or Loss

綜合損益表

Year ended 31 December 2021 截至二零二一年十二月三十一日止年度

| | | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|-------------|----------------------|----------------------------------|----------------------------------|
| | Notes 附註 | | | |
| CONTINUING OPERATIONS | | 持續經營業務 | | |
| REVENUE | 5 | 收益 | 199,386 | 47,761 |
| Cost of sales | | 銷售成本 | (294,778) | (75,997) |
| Gross (loss) | | 毛 (損) | (95,392) | (28,236) |
| Other income and gains | 5 | 其他收入及收益 | 3,135 | 3,775 |
| Selling and distribution expenses | | 銷售及分銷開支 | (17,674) | - |
| Administrative expenses | | 行政開支 | (35,149) | (24,219) |
| (Loss)/Gain on disposal of subsidiaries | | 處置附屬公司 (虧損) / 收益 | (26,810) | 2,455 |
| Impairment losses on financial and contract assets, net | | 金融及合約資產減值虧損，淨額 | (55,229) | (90,436) |
| Impairment loss on a film investment | | 電影投資減值虧損 | (80,223) | - |
| Impairment losses on prepayments, other receivables and other assets | | 預付款項、其他應收款項及其他資產減值虧損 | (153,184) | - |
| Changes in fair value of financial and derivative financial liabilities | | 金融及衍生金融負債公平值變動 | 83,751 | 14,390 |
| Finance costs | 7 | 融資成本 | (14,987) | (13,602) |
| Other expenses | | 其他開支 | (24,927) | (12,143) |
| (LOSS) BEFORE TAX FROM CONTINUING OPERATIONS | 6 | 持續經營業務之除稅前 (虧損) | (416,689) | (148,016) |
| Income tax credit/(expense) | 10 | 所得稅抵免 / (開支) | 15,550 | (11,785) |
| (LOSS) FOR THE YEAR FROM CONTINUING OPERATIONS | | 持續經營業務之年內 (虧損) | (401,139) | (159,801) |
| DISCONTINUED OPERATIONS | | 已終止經營業務 | | |
| (Loss) for the year from discontinued operations | 11 | 已終止經營業務之年內 (虧損) | - | (2,067) |
| (LOSS) FOR THE YEAR | | 年內 (虧損) | (401,139) | (162,408) |

Consolidated Statement of Profit or Loss

綜合損益表

Year ended 31 December 2021 截至二零二一年十二月三十一日止年度

| | Notes 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|---------------------------------|----------------------------------|----------------------------------|
| Attributable to: | 以下人士應佔： | | |
| Owners of the parent | 母公司擁有人 | (401,089) | (162,275) |
| Non-controlling interests | 非控股權益 | (50) | (133) |
| | | (401,139) | (162,408) |
| (LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT | 母公司普通權益持有人 應佔每股 (虧損) | | |
| | 13 | | |
| Basic and diluted | 基本及攤薄 | | |
| – For loss for the year | 一年內虧損 | HK(48.70) cents港仙 | HK(19.70) cents港仙 |
| – For loss for continuing operations | — 持續經營業務之 虧損 | HK(48.70) cents港仙 | HK(19.38) cents港仙 |

Consolidated Statement of Comprehensive Income

綜合全面收益表

Year ended 31 December 2021 截至二零二一年十二月三十一日止年度

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|-----------------------|----------------------------------|----------------------------------|
| (LOSS) FOR THE YEAR | 年內(虧損) | (401,139) | (162,408) |
| OTHER COMPREHENSIVE INCOME | 其他全面收益 | | |
| Other comprehensive income that may be reclassified to profit or loss in subsequent periods: | 其後期間可能重新分類至損益之其他全面收益： | | |
| Exchange differences: | 匯兌差額： | | |
| Exchange differences on translation of foreign operations | 兌換海外業務產生之匯兌差額 | 8,687 | 8,531 |
| Net other comprehensive income that may be reclassified to profit or loss in subsequent periods | 其後期間可能重新分類至損益之其他全面淨收益 | 8,687 | 8,531 |
| OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX | 年內其他全面收益(稅後) | 8,687 | 8,531 |
| TOTAL COMPREHENSIVE (LOSS) FOR THE YEAR | 年內全面(虧損)總額 | (392,452) | (153,877) |
| Attributable to: | 以下人士應佔： | | |
| Owners of the parent | 母公司擁有人 | (392,396) | (153,748) |
| Non-controlling interests | 非控股權益 | (56) | (129) |
| | | (392,452) | (153,877) |

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2021 二零二一年十二月三十一日

| | Notes 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|--------------------|----------------------------------|----------------------------------|
| NON-CURRENT ASSETS | 非流動資產 | | |
| Property, plant and equipment | 物業、廠房及設備 | 14 | 1,720 |
| Right-of-use assets | 使用權資產 | 15 | 4,191 |
| Prepayments, other receivables and other assets | 預付款項、其他應收款項及其他資產 | 18 | 242,250 |
| Investment in film and television programs and program rights | 電影及電視節目及節目版權投資 | 20 | 11,700 |
| Total non-current assets | 非流動資產總值 | | 259,861 |
| | | | 6,165 |
| CURRENT ASSETS | 流動資產 | | |
| Trade receivables | 貿易應收款項 | 17 | 33,650 |
| Prepayments, other receivables and other assets | 預付款項、其他應收款項及其他資產 | 18 | 108,276 |
| Contract assets | 合約資產 | 19 | 28,451 |
| Investment in film and television programs and program rights | 電影及電視節目及節目版權投資 | 20 | 133,537 |
| Cash and cash equivalents | 現金及現金等值項目 | 21 | 157,105 |
| Assets of a disposal group classified as held for sale | 分類為持作出售的處置組別資產 | 11 | - |
| Total current assets | 流動資產總值 | | 461,019 |
| | | | 1,012,292 |
| CURRENT LIABILITIES | 流動負債 | | |
| Other payables and accruals | 其他應付款項及應計費用 | 22 | 162,502 |
| Contract liabilities | 合約負債 | 23 | 105,040 |
| Interest-bearing bank and other borrowings and film investment loans | 計息銀行及其他借貸以及電影投資貸款 | 24 | 391,056 |
| Derivative financial liabilities | 衍生金融負債 | 24 | 16,140 |
| Financial liabilities at fair value through profit or loss | 按公平值計入損益的金融負債 | 25 | 192,023 |
| Amount due to a major shareholder | 應付一名主要股東款項 | 35 | 1,227 |
| Promissory notes | 承兌票據 | 26 | - |
| Lease liabilities | 租賃負債 | 15 | 2,653 |
| Tax payable | 應付稅項 | | 39,266 |
| Liabilities directly associated with the assets classified as held for sale | 與分類為持作出售資產直接相關的負債 | 11 | - |
| Total current liabilities | 流動負債總額 | | 909,907 |
| | | | 497,876 |
| NET CURRENT (LIABILITIES)/ ASSETS | 流動(負債)/資產淨額 | | (448,888) |
| | | | 514,416 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 總資產減流動負債 | | (189,027) |
| | | | 520,581 |

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2021 二零二一年十二月三十一日

| | Notes 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|----------------------|----------------------------------|----------------------------------|
| NON-CURRENT LIABILITIES | 非流動負債 | | |
| Interest-bearing bank and other borrowings and film investment loans | 計息銀行及其他借貸以及電影投資貸款 | 24 | 325,089 |
| Amounts due to a shareholder | 應付一名股東款項 | 35 | 1,188 |
| Lease liabilities | 租賃負債 | 15 | 2,780 |
| Deferred tax liabilities | 遞延稅項負債 | 16 | 14,949 |
| Total non-current liabilities | 非流動負債總額 | 1,840 | 344,006 |
| Net (liabilities)/assets | (負債)／資產淨額 | (190,867) | 176,575 |
| EQUITY | 權益 | | |
| Equity attributable to owners of the parent | 母公司擁有人應佔權益 | | |
| Share capital | 股本 | 27 | 82,356 |
| Reserves | 儲備 | 30 | 120,192 |
| | | (189,848) | 202,548 |
| Non-controlling interests | 非控股權益 | (1,019) | (25,973) |
| Total (deficiency in net assets)/ equity | (資產淨值虧絀)／權益總額 | (190,867) | 176,575 |

Tang Liang
唐亮
Chairman
主席

Chau Chit
周哲
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2021 截至二零二一年十二月三十一日止年度

| | | Attributable to owners of the parent 母公司擁有人應佔 | | | | | | | | |
|--|----------------|--|---|--|--|--------------------------|--------------------------|-----------------------|---------------------------|-------------------------|
| | | Share capital | Share premium* | Capital redemption reserve* 資本贖回儲備* | Statutory reserve fund* | Exchange reserves* | Accumulated losses* | Total | Non-controlling interests | Total equity |
| | | 股本 HK\$'000 千港元 (note 27) (附註27) | 股份溢價* HK\$'000 千港元 (note 30) (附註30) | 資本贖回儲備* HK\$'000 千港元 | 法定公積金* HK\$'000 千港元 (note 30) (附註30) | 匯兌儲備* HK\$'000 千港元 | 累計虧損* HK\$'000 千港元 | 合計 HK\$'000 千港元 | 非控股權益 HK\$'000 千港元 | 權益總額 HK\$'000 千港元 |
| At 1 January 2020 | 於二零二零年一月一日 | 82,356 | 556,778 | 1,564 | 5,000 | (4,421) | (284,981) | 356,296 | (46,744) | 309,552 |
| Loss for the year | 年內虧損 | - | - | - | - | - | (162,275) | (162,275) | (133) | (162,408) |
| Other comprehensive income for the year: | 年內其他全面收益： | | | | | | | | | |
| Exchange differences related to foreign operations | 換算海外業務產生之匯兌差額 | - | - | - | - | 8,527 | - | 8,527 | 4 | 8,531 |
| Total comprehensive income/(loss) for the year | 年內全面收益／(虧損)總額 | - | - | - | - | 8,527 | (162,275) | (153,748) | (129) | (153,877) |
| Waiver of an amount payable to a non-controlling shareholder | 豁免應付一名非控股股東之款項 | - | - | - | - | - | - | - | 20,900 | 20,900 |
| At 31 December 2020 | 於二零二零年十二月三十一日 | 82,356 | 556,778 | 1,564 | 5,000 | 4,106 | (447,256) | 202,548 | (25,973) | 176,575 |

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2021 截至二零二一年十二月三十一日止年度

| | | Attributable to owners of the parent 母公司擁有人應佔 | | | | | | | | Total equity/ (deficiency in net assets) 權益總額/ (資產淨值 虧絀) |
|--|---------------|--|--|-----------------------------|--|--------------------|---------------------|-----------------|---------------------------|---|
| | | Share capital | Share premium* | Capital redemption reserve* | Statutory reserve fund* | Exchange reserves* | Accumulated losses* | Total | Non-controlling interests | |
| | | 股本 | 股份溢價* | 資本贖回儲備* | 法定公積金* | 匯兌儲備* | 累計虧損* | 合計 | 非控股權益 | |
| | | HK\$'000 千港元 (note 30) (附註30) | HK\$'000 千港元 (note 33) (附註33) | HK\$'000 千港元 | HK\$'000 千港元 (note 33) (附註33) | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| At 1 January 2021 | 於二零二一年一月一日 | 82,356 | 556,778 | 1,564 | 5,000 | 4,106 | (447,256) | 202,548 | (25,973) | 176,575 |
| Loss for the year | 年內虧損 | - | - | - | - | - | (401,089) | (401,089) | (50) | (401,139) |
| Other comprehensive income for the year: | 年內其他全面收益： | | | | | | | | | |
| Exchange differences related to foreign operations | 換算海外業務產生之匯兌差額 | - | - | - | - | 8,693 | - | 8,693 | (6) | 8,687 |
| Total comprehensive loss for the year | 年內全面虧損總額 | - | - | - | - | 8,693 | (401,089) | (392,396) | (56) | (392,452) |
| Dissolution of subsidiaries | 解散附屬公司 | - | - | - | - | - | - | - | 25,010 | 25,010 |
| At 31 December 2021 | 於二零二一年十二月三十一日 | 82,356 | 556,778 | 1,564 | 5,000 | 12,799 | (848,345) | (189,848) | (1,019) | (190,867) |

* These reserve accounts comprise the consolidated reserves of HK\$(272,204,000) (2020: HK\$120,192,000) in the consolidated statement of financial position.

* 此等儲備賬包括綜合財務狀況表中的綜合儲備(272,204,000)港元(二零二零年: 120,192,000港元)。

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2021 截至二零二一年十二月三十一日止年度

| | Notes 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|-------------|----------------------------------|----------------------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| 經營業務之現金流量 | | | |
| Loss before tax: | | | |
| 除稅前虧損： | | | |
| From continuing operations | | (416,689) | (148,016) |
| 來自持續經營業務 | | | |
| From discontinued operations | 11 | - | (2,607) |
| 來自已終止經營業務 | | | |
| Adjustments for: | | | |
| 按下列各項調整： | | | |
| Finance costs | 7 | 14,987 | 13,602 |
| 融資成本 | | | |
| Interest income | 5 | (53) | (4) |
| 利息收入 | | | |
| Gain on waiver of interest | 5 | (2,504) | (3,032) |
| 豁免利息之收益 | | | |
| Loss on disposal of items of property, plant and equipment | | 101 | - |
| 出售物業、廠房及設備項目之虧損 | | | |
| Gain on disposal of items of right-of-use assets | | (51) | - |
| 出售使用權資產之收益 | | | |
| Loss/(gain) on disposal of subsidiaries | 33 | 26,810 | (2,455) |
| 處置附屬公司之虧損／(收益) | | | |
| Fair value gains, net: | | | |
| 公平值收益淨額： | | | |
| Derivative financial liabilities | 6 | (1,901) | (14,390) |
| 衍生金融負債 | | | |
| Financial liabilities measured at fair value through profit or loss | 6 | (81,850) | - |
| 按公平值計入損益之金融負債 | | | |
| Depreciation of property, plant and equipment | 6,14 | 836 | 966 |
| 物業、廠房及設備折舊 | | | |
| Depreciation of right-of-use assets | 6,15 | 2,851 | 2,719 |
| 使用權資產折舊 | | | |
| Amortisation of prepaid expenditures | | 1,475 | 71 |
| 預付費用攤銷 | | | |
| Impairment loss on a film investment | 6,20 | 80,223 | - |
| 電影投資減值虧損 | | | |
| Impairment losses on prepayments, other receivables and other assets | 6,18 | 153,184 | - |
| 預付款項、其他應收款項及其他資產減值虧損 | | | |
| Impairment losses on financial and contract assets, net | 6 | 55,229 | 90,436 |
| 金融及合約資產減值虧損，淨額 | | | |
| | | (167,352) | (62,710) |
| Change in investment in film and television programs and program rights, net | | 279,028 | (3,881) |
| 電影及電視節目及節目版權投資變動，淨額 | | | |
| Decrease in trade receivables | | 60,665 | 192,374 |
| 貿易應收款項減少 | | | |
| Increase in prepayments, other receivables and other assets | | (99,835) | (122,399) |
| 預付款項、其他應收款項及其他資產增加 | | | |
| (Decrease)/increase in other payables and accruals | | (19,666) | 16,384 |
| 其他應付款項及應計費用(減少)／增加 | | | |
| Increase in contract assets | | (14,863) | (27,360) |
| 合約資產增加 | | | |
| Increase in contract liabilities | | 67,615 | 19,012 |
| 合約負債增加 | | | |

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2021 截至二零二一年十二月三十一日止年度

| | Notes 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|-------------|----------------------------------|----------------------------------|
| Cash generated from operations 來自經營業務之現金 | | 105,592 | 11,420 |
| Taxes received/(paid) 已收/(已付) 稅款 | | 636 | (11,300) |
| Net cash flows from operating activities 來自經營業務之現金流量淨額 | | 106,228 | 120 |
| CASH FLOWS FROM INVESTING ACTIVITIES 投資業務之現金流量 | | | |
| Purchases of items of property, plant and equipment 購買物業、廠房及設備項目 | 14 | (866) | (1,106) |
| Disposal of subsidiaries 處置附屬公司 | 33 | (7) | (101) |
| Interest received 已收利息 | | 53 | 4 |
| Net cash flows used in investing activities 用於投資業務之現金流量淨額 | | (820) | (1,203) |
| CASH FLOWS FROM FINANCING ACTIVITIES 融資業務之現金流量 | | | |
| Increase in amounts due to a shareholder 應付一名股東之款項增加 | | - | 1,188 |
| Repayment of amounts due to a shareholder 償還應付一名股東之款項 | | - | (175,652) |
| Repayment of promissory notes 償還承兌票據 | | (1,000) | (8,000) |
| Proceeds from film investor 來自電影投資者的所得款項 | | 31,824 | - |
| New bank loans and other borrowings and film investment loans 新銀行貸款及其他借貸以及電影投資貸款 | | 89,140 | 155,195 |
| Repayment of bank loans and other borrowings and film investment loans 償還銀行貸款及其他借貸以及電影投資貸款 | | (208,957) | (6,152) |
| Principal portion of lease payments 租賃付款的本金部分 | 15 | (2,734) | (2,656) |
| Interest paid 已付利息 | 15 | (298) | (306) |
| Net cash flows used in financing activities 用於融資業務之現金流量淨額 | | (92,025) | (36,383) |

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2021 截至二零二一年十二月三十一日止年度

| | Notes 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|--------------------------------|----------------------------------|----------------------------------|
| NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS | 現金及現金等值項目增加 ／(減少)淨額 | 13,383 | (37,466) |
| Cash and cash equivalents at beginning of year | 年初之現金及現金等值項目 | 142,844 | 180,404 |
| Effect of foreign exchange rate changes, net | 匯率變動的影響，淨額 | 878 | (94) |
| CASH AND CASH EQUIVALENTS AT END OF YEAR | 年末之現金及現金等值項目 | 157,105 | 142,844 |
| ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS | 現金及現金等值項目結餘 分析 | | |
| Cash and cash equivalents as stated in the statement of financial position | 於財務狀況表呈列的現金及 現金等值項目 | 21 157,105 | 142,837 |
| Cash attributable to a discontinued operation | 已終止經營業務應佔現金 | 11 - | 7 |
| Cash and cash equivalents as stated in the statement of cash flows | 於現金流量表呈列的現金及 現金等值項目 | 157,105 | 142,844 |

Notes to Financial Statements

財務報表附註

31 December 2021 二零二一年十二月三十一日

1. CORPORATE AND GROUP INFORMATION

Starlight Culture Entertainment Group Limited (the “Company”) was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of the registered office and principal place of business of the Company is Room 2001, 20/F, 118 Connaught Road West, Hong Kong.

During the year and up to 31 December 2021, the Company and its subsidiaries (the “Group”) were involved in the media and culture business.

In the opinion of the directors of the Company (the “Directors”), the single largest shareholder of the Company is Timcha Investment Limited (formerly known as CICFH Innovation Investment Limited) (“Timcha”), a company wholly owned by 江陰星輝文化傳播有限公司 (Jiangyin Starlight Communications Co., Ltd. *), a limited company incorporated in the PRC. In the opinion of the Directors, as of 31 December 2021, the Company had no single controlling shareholder.

* The English name of the entity registered in the People’s Republic of China (the “PRC”) represents the best efforts made by the management of the Company to translate its Chinese name as the entity does not have an official English name.

1. 公司及集團資料

星光文化娛樂集團有限公司(「本公司」)在百慕達註冊成立為一家獲豁免有限公司及其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司註冊辦事處及主要營業地點之地址為香港干諾道西118號20樓2001室。

於本年度及直至二零二一年十二月三十一日，本公司及其附屬公司(「本集團」)從事傳媒及文化業務。

本公司董事(「董事」)認為，本公司之單一最大股東為鼎創投資有限公司(前稱為CICFH Innovation Investment Limited)(「鼎創」)(一間由江陰星輝文化傳播有限公司(於中國註冊成立的有限公司)全資擁有之公司)。董事認為，截至二零二一年十二月三十一日，本公司並無單一控股股東。

Notes to Financial Statements

財務報表附註

31 December 2021 二零二一年十二月三十一日

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

| Name 名稱 | Place of incorporation/ registration and business 註冊成立/登記及 營業地點 | Issued ordinary/ registered share capital 已發行普通股股本 /註冊資本 | Percentage of equity attributable to the Company 本公司應佔股權百分比 | | Principal activities 主要業務 |
|--|---|--|---|----------------|--------------------------------------|
| | | | Direct 直接 | Indirect 間接 | |
| Surin Development Ltd. | British Virgin Islands 英屬處女群島 | US\$1 Ordinary share 普通股1美元 | 100% | - | Investment holding 投資控股 |
| Star Media International Limited | Republic of Seychelles 塞舌爾共和國 | US\$1 Ordinary share 普通股1美元 | - | 100% | Film investment 電影投資 |
| Starlight Legend Investment Limited | Republic of Seychelles 塞舌爾共和國 | US\$1 Ordinary share 普通股1美元 | 100% | - | Investment holding 投資控股 |
| Starlight Media Inc. | United States of America 美利堅合眾國 | US\$1,000,000 Ordinary share 普通股1,000,000美元 | - | 100% | Media and movie operation 傳媒及電影業務 |
| Marshall Holding, LLC | United States of America 美利堅合眾國 | US\$7,138,000 Ordinary share 普通股7,138,000美元 | - | 51% | Investment holding 投資控股 |

1. 公司及集團資料 (續)

附屬公司資料

本公司之主要附屬公司詳情如下：

Notes to Financial Statements

財務報表附註

31 December 2021 二零二一年十二月三十一日

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

| Name 名稱 | Place of incorporation/ registration and business 註冊成立／登記及 營業地點 | Issued ordinary/ registered share capital 已發行普通股股本 ／註冊資本 | Percentage of equity attributable to the Company | | Principal activities 主要業務 |
|--|---|--|---|----------------|--------------------------------------|
| | | | Direct 直接 | Indirect 間接 | |
| Marshall Film, LLC | United States of America 美利堅合眾國 | US\$8,413,867 Ordinary share 普通股8,413,867美元 | - | 46.15% | Media and movie operation 傳媒及電影業務 |
| Marshall Movie, Inc. | United States of America 美利堅合眾國 | US\$20,000 Ordinary share 普通股20,000美元 | - | 46.15% | Media and movie operation 傳媒及電影業務 |
| Starry Ample Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | - | 100% | Film investment 電影投資 |
| Beautiful Asia Ltd. | British Virgin Islands 英屬處女群島 | US\$1 1美元 | - | 100% | Film investment 電影投資 |
| 江陰星空文化傳播有限公司 (Jiangyin Xing Kong Culture Media Limited)* | PRC/Mainland China | HK\$100,000,000 | - | 100% | Media and movie operation |
| 江陰星空文化傳播有限公司 | 中國／中國內地 | 100,000,000港元 | | | 傳媒及電影業務 |
| Starlight Culture Entertainment Limited | United States of America 美利堅合眾國 | US\$1,000 1,000美元 | - | 100% | Media and movie operation 傳媒及電影業務 |

* 江陰星空文化傳播有限公司 (Jiangyin Xing Kong Culture Media Limited) is registered as a wholly-foreign-owned enterprise under PRC law. The English translation of the name is for identification purposes only.

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

1. 公司及集團資料 (續)

附屬公司資料 (續)

* 江陰星空文化傳播有限公司根據中國法律註冊為外商獨資企業。英文譯名僅供參考。

上表列示董事認為主要影響本年度業績或構成本集團資產淨值之重要部分之本公司附屬公司。董事認為，提供其他附屬公司之詳情將導致篇幅過於冗長。

Notes to Financial Statements

財務報表附註

31 December 2021 二零二一年十二月三十一日

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for financial liabilities at fair value through profit or loss and derivative financial instruments which have been measured at fair value. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

Going concern assumption

During the year ended 31 December 2021, the Group incurred a net loss of HK\$401,139,000 for the year ended 31 December 2021, and as at 31 December 2021, the Group had net current liabilities and total deficiency in net assets of approximately HK\$448,888,000 and HK\$190,867,000, respectively. During the year, the Group defaulted on the repayment of overdue other borrowings and film investment loans (including financial liabilities at fair value through profit or loss and derivative financial liabilities) amounted to HK\$308,495,000, and have a further other borrowings and film investment loans (including financial liabilities at fair value through profit or loss and derivative financial liabilities) in an aggregate amount of HK\$277,093,000 which will be due for repayment in June 2023 or before, while its cash and cash equivalents amounted to HK\$ 157,105,000 as at 31 December 2021. The above conditions indicate the existence of material uncertainties which may cast significant doubt on the Group’s ability to continue as a going concern.

2.1 編製基準

該等財務報表乃按照香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）（包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則及香港公司條例之披露規定而編製。該等財務報表乃以歷史成本慣例編製，惟按公平值計入損益的金融負債及衍生金融工具按公平值計量。除另有指明者外，該等財務報表乃以港元呈列及所有價值已四捨五入至最接近千位數。

持續經營假設

截至二零二一年十二月三十一日止年度，本集團於截至二零二一年十二月三十一日止年度產生虧損淨額401,139,000港元，且本集團於二零二一年十二月三十一日之流動負債淨額及資產淨值虧絀總額分別約為448,888,000港元及190,867,000港元。年內，本集團未能償還逾期的其他借貸及電影投資貸款（包括按公平值計入損益的金融負債及衍生金融負債）308,495,000港元，且還有其他借貸及電影投資貸款（包括按公平值計入損益的金融負債及衍生金融負債）合共277,093,000港元將於二零二三年六月或之前到期償還，而於二零二一年十二月三十一日，其現金及現金等值項目為157,105,000港元。上述狀況表明存在可能對本集團持續經營能力構成重大疑問的重大不確定因素。

Notes to Financial Statements

財務報表附註

31 December 2021 二零二一年十二月三十一日

2.1 BASIS OF PREPARATION (continued)

Going concern assumption (continued)

In view of these circumstances, the Directors have given careful consideration to the future liquidity and performance of the Group and its available sources of finance in assessing whether the Group will have sufficient financial resources to continue as a going concern. The following plans and measures are formulated to mitigate the liquidity pressure, to improve the financial position of the Group, and to remediate the overdue repayments to the lenders:

- a) The management is closely monitoring the development of the COVID-19 pandemic in major markets of the Group's business, which has a significant negative impact on the film and cinema industry and in turn the Group's film investment business, the Group's plans to raise new financing and to realise its assets in the normal course of business when needed.
- b) The Group has been actively negotiating with all the lenders for renewal and extension for repayments of the overdue borrowings. The Group entered into extension agreements with lenders of other borrowings and film investment loans (including financial liabilities at fair value through profit or loss and derivative financial liabilities) in the amount of approximately HK\$332,920,000 to extend the repayment due date to June 2023. Lenders in respect of other borrowings and film investment loans (including financial liabilities at fair value through profit or loss and derivative financial liabilities) of approximately HK\$26,520,000 preliminarily intended to renew or extend certain overdue borrowings, however, no formal agreement has been reached yet. The Directors are confident that such lenders will not exercise their rights to demand the Group's immediate repayment of the borrowings and the Group will reach final agreements with such lenders in due course.

2.1 編製基準 (續)

持續經營假設 (續)

鑒於上述情況，在評估本集團是否擁有可實現持續經營的充足財務資源時，董事已審慎考慮本集團的未來流動資金及表現以及可動用財務資源。本集團已制訂下列計劃及措施以緩解流動資金壓力、改善本集團的財務狀況及向放債人就逾期還款進行補救：

- a) 管理層正密切關注COVID-19疫情於本集團業務所處主要市場中的發展狀況，有關狀況對電影及影院行業造成重大負面影響，進而對本集團的電影投資業務以及本集團於必要時在正常業務過程中籌集新融資及變現其資產的計劃造成重大負面影響。
- b) 本集團一直積極與所有放債人就重續及延期償還逾期借貸進行磋商。本集團就金額約332,920,000港元之其他借貸及電影投資貸款（包括按公平值計入損益的金融負債及衍生金融負債）與放債人訂立延期協議，以將還款到期日延長至二零二三年六月。與約26,520,000港元之其他借貸及電影投資貸款（包括按公平值計入損益的金融負債及衍生金融負債）有關之放債人初步擬定重續或延長若干逾期借貸，但尚未達成正式協議。董事相信，該等放債人將不會行使其權利要求本集團即時償還借貸，且本集團將適時與該等放債人達成最終協議。

Notes to Financial Statements

財務報表附註

31 December 2021 二零二一年十二月三十一日

2.1 BASIS OF PREPARATION (continued)

Going concern assumption (continued)

- c) Subsequent to 31 December 2021, the Group has also been negotiating with financiers of the film industry to secure new sources of financing. The Directors believe that, given the Group's track record of film investment and relationship with famous film directors, the Group will be able to obtain new financing.
- d) The Group will continue to take active measures to control administrative costs and prioritise film investment expenditures. In this connection, the Group has agreed with third party film production companies for the withdrawal of prepaid investments in the amount of HK\$63,181,000 made subsequent to 31 December 2021 which will generate cash flows to the Group in a longer run.
- e) The management is closely monitoring and planned to take action in the first half of 2023 to re-finance the other borrowings and film investment loans (including financial liabilities at fair value through profit or loss and derivative financial liabilities) with repayment due date postponed to June 2023 due to their low finance cost. However, the Directors are confident that the Group will secure new sources of financing to refinance the other borrowings and film investment loans (including financial liabilities at fair value through profit or loss and derivative financial liabilities), or to further extend the repayment due date, or otherwise negotiate with lenders not to take actions against the Group before their due date in June 2023.

2.1 編製基準 (續)

持續經營假設 (續)

- c) 於二零二一年十二月三十一日後，本集團亦一直與電影業融資方進行磋商以爭取新的融資來源。董事認為，鑒於本集團於電影投資之往績記錄及與知名電影導演之關係，本集團將能夠獲得新的融資。
- d) 本集團將繼續採取積極措施以控制行政成本及優先考慮電影投資支出。就此而言，本集團已與第三方電影製作公司達成協議以撤回於二零二一年十二月三十一日後作出的預付投資63,181,000港元，此舉長遠而言將為本集團帶來現金流量。
- e) 管理層正密切監察並計劃於二零二三年上半年採取行動，將其他借貸及電影投資貸款（包括按公平值計入損益之金融負債及衍生金融負債）再融資，由於其融資成本較低，還款到期日延長至二零二三年六月。然而，董事相信本集團將取得新融資來源，以將其他借貸及電影投資貸款（包括按公平值計入損益之金融負債及衍生金融負債）再融資，或進一步延長還款到期日，或與放債人磋商，以避免於二零二三年六月到期日前對本集團採取行動。

Notes to Financial Statements

財務報表附註

31 December 2021 二零二一年十二月三十一日

2.1 BASIS OF PREPARATION *(continued)*

Going concern assumption *(continued)*

According to HKAS 1, in assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The COVID-19 pandemic has a significant negative impact on the film and cinema industry, which again has a significant impact on the normal business operation of the Group. Also, most other borrowings and film investment loans (including financial liabilities at fair value through profit or loss and derivative financial liabilities) which have been extended will be due in June 2023. Therefore, management considers it is appropriate to extend the going concern assessment to eighteen months from the reporting date to 30 June 2023.

The Directors have reviewed the Group's cash flow forecast prepared by management which covers a period of eighteen months from the end of the reporting period. They are of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and meet its financial obligations as and when they fall due in the foreseeable future. Accordingly, the Directors believe it is appropriate to prepare the consolidated financial statements of the Group for the year ended 31 December 2021 on a going concern basis.

2.1 編製基準 *(續)*

持續經營假設 *(續)*

根據香港會計準則第1號，於評估持續經營假設是否適當時，管理層會考慮有關未來（最少但不限於報告期末起計十二個月）之所有可得資料。COVID-19疫情已對電影及影院行業造成重大負面影響，進而對本集團的正常業務營運造成重大影響。此外，大部分已延期的其他借貸及電影投資貸款（包括按公平值計入損益的金融負債及衍生金融負債）將於二零二三年六月到期。因此，管理層認為將持續經營評估延長至報告日期起計十八個月至二零二三年六月三十日止屬適當。

董事已審閱管理層編製的涵蓋自報告期末起十八個月期間的本集團現金流量預測。彼等認為，經計及上述計劃及措施，本集團將擁有充足營運資金，可供在可預見的未來為其業務經營提供資金及履行其到期的財務責任。因此，董事認為按持續經營基準編製本集團截至二零二一年十二月三十一日止年度綜合財務報表屬適當。

Notes to Financial Statements

財務報表附註

31 December 2021 二零二一年十二月三十一日

2.1 BASIS OF PREPARATION (continued)

Going concern assumption (continued)

Notwithstanding the above, significant uncertainties exist as to whether the Group is able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern for a period of eighteen months from the reporting date would depend upon the following:

- (a) Whether the COVID-19 pandemic will soon be controlled or contained in major markets of the Group so that the film and cinema industry which is negatively impacted will recover to enable the Group to continue to carry out its film investment business, to raise financing, and to realise its assets in the normal course of business when needed;
- (b) Obtaining new financing to support its operating cash outflows; and
- (c) Obtaining new financing to re-finance the other borrowings and film investment loans (including financial liabilities at fair value through profit or loss and derivative financial liabilities) before their due date in June 2023, or to further extending the repayment due date, or otherwise negotiating with the debtors not to take actions against the Group.

Should the going concern assumption be inappropriate, adjustments may have to be made to write down the values of assets to their recoverable amounts, to provide for any further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

2.1 編製基準 (續)

持續經營假設 (續)

儘管如此，本集團能否實現上述計劃及措施仍存在重大不確定性。本集團能否於報告日期起十八個月期間持續經營將取決於下列因素：

- (a) COVID-19疫情能否快速於本集團的主要市場得到控制或遏制，從而使受到負面影響的電影及影院行業得到恢復，本集團得以繼續開展其電影投資業務、籌集資金及於必要時在正常業務過程中將其資產變現；
- (b) 獲得新的融資以支持其營運現金流出；及
- (c) 獲得新的融資，以於其他借貸及電影投資貸款（包括按公平值計入損益的金融負債及衍生金融負債）於二零二三年六月到期前為其再融資、或進一步延長還款到期日或與債務人協商不對本集團採取行動。

倘持續經營假設不適當，則可能須作出調整，以撇減資產的價值至其可收回金額，就可能產生的任何其他負債作出撥備，將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並未於綜合財務報表中反映。

Notes to Financial Statements

財務報表附註

31 December 2021 二零二一年十二月三十一日

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation

The consolidated financial statements include the financial statements of the Group for the year ended 31 December 2021. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e. existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

2.1 編製基準 (續)

綜合賬目基準

綜合財務報表包括本集團截至二零二一年十二月三十一日止年度之財務報表。附屬公司乃指本公司直接或間接控制的實體(包括結構性實體)。當本集團對參與投資對象業務的浮動回報承擔風險或享有權利以及能透過對投資對象的權力(即賦予本集團現時主導投資對象相關活動的能力的現有權利)影響該等回報時,即取得控制權。

倘本公司直接或間接擁有少於投資對象大多數投票或類似權利的權利,則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況,包括:

- (a) 與投資對象的其他投票權持有人的合約安排;
- (b) 其他合約安排所產生的權利;及
- (c) 本集團投票權及潛在投票權。

附屬公司之財務報表使用與本公司一致之會計政策按同一報告期間編製。附屬公司之業績由本集團取得控制權當日起計入綜合賬目,並持續計入綜合賬目至該控制權終止當日為止。

Notes to Financial Statements

財務報表附註

31 December 2021 二零二一年十二月三十一日

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised HKFRSs for the first time for the current year's financial statements.

| | |
|---|--|
| Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 | <i>Interest Rate Benchmark Reform – Phase 2</i> |
| Amendment to HKFRS 16 | <i>Covid-19-Related Rent Concessions beyond 30 June 2021 (early adopted)</i> |

2.1 編製基準 (續)

綜合賬目基準 (續)

損益及其他全面收益之各個組成部份歸屬於本集團母公司之擁有人及非控股權益，即使此舉會導致非控股權益有虧絀結餘。所有有關本集團各成員公司間之交易的集團內部公司間資產及負債、權益、收入、開支及現金流量會於綜合賬目時全數抵銷。

倘事實及情況顯示上文所述三項控制因素之一項或多項出現變化，本集團會重新評估其是否控制投資對象。於一間附屬公司之擁有權權益變動，惟並無失去控制權，則以權益交易入賬。

倘本集團失去附屬公司之控制權，則會終止確認(i)該附屬公司之資產(包括商譽)及負債，(ii)任何非控股權益之賬面值及(iii)計入權益之累計匯兌差額；並於損益確認(i)已收取代價之公平值，(ii)任何保留投資之公平值及(iii)所產生之任何盈餘或虧絀。先前已於其他全面收益確認之本集團應佔組成部份乃重新分類至損益或保留溢利(如適用)，基準與本集團直接出售相關資產或負債所需使用之基準相同。

2.2 會計政策變動及披露

本集團於本年度之財務報表首度採納以下經修訂香港財務報告準則。

| | |
|---|---|
| 香港財務報告準則第9號、 香港會計準則第39號、 香港財務報告準則 第7號、香港財務報告 準則第4號及香港財務 報告準則第16號之 修訂本 | <i>利率基準改革—階段二</i> |
| 香港財務報告準則第16號 之修訂本 | 二零二一年六月三十日之後 <i>Covid-19相關租金寬減</i> (提早採納) |

Notes to Financial Statements

財務報表附註

31 December 2021 二零二一年十二月三十一日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

(continued)

The nature and the impact of the revised HKFRSs are described below:

- (a) Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 address issues not dealt with in the previous amendments which affect financial reporting when an existing interest rate benchmark is replaced with an alternative risk-free rate (“RFR”). The amendments provide a practical expedient to allow the effective interest rate to be updated without adjusting the carrying amount of financial assets and liabilities when accounting for changes in the basis for determining the contractual cash flows of financial assets and liabilities, if the change is a direct consequence of the interest rate benchmark reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis immediately preceding the change. In addition, the amendments permit changes required by the interest rate benchmark reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued. Any gains or losses that could arise on transition are dealt with through the normal requirements of HKFRS 9 to measure and recognise hedge ineffectiveness. The amendments also provide a temporary relief to entities from having to meet the separately identifiable requirement when an RFR is designated as a risk component. The relief allows an entity, upon designation of the hedge, to assume that the separately identifiable requirement is met, provided the entity reasonably expects the RFR risk component to become separately identifiable within the next 24 months. Furthermore, the amendments require an entity to disclose additional information to enable users of financial statements to understand the effect of interest rate benchmark reform on an entity’s financial instruments and risk management strategy.

2.2 會計政策變動及披露 (續)

經修訂香港財務報告準則的性質及影響載述如下：

- (a) 香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號之修訂本針對前修訂未有處理的事宜，有關修訂本在以替代無風險利率（「無風險利率」）取代現有利率基準時會影響財務報告。該等修訂本提供一項可行權宜方法，允許在將釐定金融資產及負債合約現金流量的基準變動入賬時，倘該變動乃因利率基準改革而直接造成，且釐定合約現金流量的新基準在經濟上等同緊接該變動前的前基準，可更新實際利率而毋須調整賬面值。此外，該等修訂本允許對對沖指定及對沖文件作出利率基準改革所需的變更，而毋須終止對沖關係。過渡時可能產生的任何收益或虧損乃透過香港財務報告準則第9號的一般規定計量及確認對沖無效性而處理。該等修訂本亦為實體提供一項暫時救濟，允許實體在無風險利率獲指定為風險成分時毋須滿足單獨可識別規定。該項救濟允許實體在指定對沖時假設已滿足單獨可識別規定，惟該實體必須合理預期無風險利率風險成分於未來24個月內成為單獨可識別。此外，該等修訂本要求實體披露額外資料，讓財務報表使用者了解利率基準改革對實體金融工具及風險管理策略的影響。

Notes to Financial Statements

財務報表附註

31 December 2021 二零二一年十二月三十一日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

(continued)

(a) *(continued)*

The Group had no interest-bearing bank and other borrowings and film investment loans denominated in Hong Kong dollars based on the Hong Kong Interbank Offered Rate (“HIBOR”) and United States dollars based on the London Interbank Offered Rate (“LIBOR”) as at 31 December 2021.

- (b) Amendment to HKFRS 16 issued in April 2021 extends the availability of the practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the covid-19 pandemic by 12 months. Accordingly, the practical expedient applies to rent concessions for which any reduction in lease payments affects only payments originally due on or before 30 June 2022, provided the other conditions for applying the practical expedient are met. The amendment is effective retrospectively for annual periods beginning on or after 1 April 2021 with any cumulative effect of initially applying the amendment recognised as an adjustment to the opening balance of retained profits at the beginning of the current accounting period. Earlier application is permitted.

The Group has early adopted the amendment on 1 January 2021. However, the Group has not received covid-19-related rent concessions and plans to apply the practical expedient when it becomes applicable within the allowed period of application.

2.2 會計政策變動及披露 (續)

(a) (續)

於二零二一年十二月三十一日，本集團並無持有根據香港銀行同業拆息（「香港銀行同業拆息」）以港元計值及根據倫敦銀行同業拆息（「倫敦銀行同業拆息」）以美元計值的計息銀行及其他借貸以及電影投資貸款。

- (b) 二零二一年四月發佈之香港財務報告準則第16號之修訂本將承租人選擇不因covid-19疫情直接導致的租金寬減應用租賃修訂會計處理的可行權宜方法延長12個月。因此，在滿足應用可行權宜方法的其他條件下，可行權宜方法適用於租金的寬減，租賃付款的任何減少僅影響原定於二零二二年六月三十日或之前到期的付款。該修訂本於二零二一年四月一日或之後開始的年度期間生效，且將追溯應用，初始應用該修訂本的任何累積影響確認為對當前會計期間初保留盈利期初結餘的調整。允許提早應用。

本集團已於二零二一年一月一日提前採納該修訂本。然而，本集團尚未收到covid-19相關租金寬減，並計劃於允許的應用期限內於適用時應用可行權宜方法。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in the financial statements:

| | |
|---|---|
| Amendments to HKFRS 3 | <i>Reference to the Conceptual Framework</i> ¹ |
| Amendments to HKFRS 10 and HKAS 28 (2011) | <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³ |
| Amendments to HKAS 1 | <i>Classification of Liabilities as Current or Non-current</i> ^{2,4} |
| Amendments to HKAS 1 and HKFRS Practice Statement 2 | <i>Disclosure of Accounting Policies</i> ² |
| Amendments to HKAS 8 | <i>Definition of Accounting Estimates</i> ² |
| Amendments to HKAS 12 | <i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> ² |
| Amendments to HKAS 16 | <i>Property, Plant and Equipment: Proceeds before Intended Use</i> ¹ |
| Amendments to HKAS 37 | <i>Onerous Contracts – Cost of Fulfilling a Contract</i> ¹ |
| <i>Annual Improvements to HKFRSs 2018-2020</i> | Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41 ¹ |

- 1 Effective for annual periods beginning on or after 1 January 2022
- 2 Effective for annual periods beginning on or after 1 January 2023
- 3 No mandatory effective date yet determined but available for adoption
- 4 As a consequence of the amendments to HKAS 1, Hong Kong Interpretation 5 *Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised in October 2020 to align the corresponding wording with no change in conclusion

2.3 已頒佈但尚未生效之香港財務報告準則

本集團並未於該等財務報表中應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

| | |
|------------------------------------|--|
| 香港財務報告準則第3號之修訂本 | <i>對概念框架之提述</i> ¹ |
| 香港財務報告準則第10號及香港會計準則第28號(二零一一年)之修訂本 | <i>投資者及其聯營公司或合營企業出售或注入資產</i> ³ |
| 香港會計準則第1號之修訂本 | <i>將負債分類為流動或非流動</i> ^{2,4} |
| 香港會計準則第1號及香港財務報告準則實務報告第2號之修訂本 | <i>會計政策的披露</i> ² |
| 香港會計準則第8號之修訂本 | <i>會計估計之定義</i> ² |
| 香港會計準則第12號之修訂本 | <i>與單一交易產生之資產及負債有關的遞延稅項</i> ² |
| 香港會計準則第16號之修訂本 | <i>物業、廠房及設備：作擬定用途前的所得款項</i> ¹ |
| 香港會計準則第37號之修訂本 | <i>虧損性合約—履行合約的成本</i> ¹ |
| <i>香港財務報告準則二零一八年至二零二零年之年度改進</i> | 香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號隨附的說明性示例及香港會計準則第41號之修訂本 ¹ |

- 1 於二零二二年一月一日或之後開始的年度期間生效
- 2 於二零二三年一月一日或之後開始的年度期間生效
- 3 尚未釐定強制生效日期，惟可供採納
- 4 因應香港會計準則第1號之修訂本，香港詮釋第5號財務報表的呈列—借款人對包含應要求償還條款的定期貸款的分類已於二零二零年十月予以修訂，以統一相關用詞，總結部分並無變動

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

Amendments to HKFRS 3 are intended to replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group expects to adopt the amendments prospectively from 1 January 2022. Since the amendments apply prospectively to business combinations for which the acquisition date is on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

預期將適用於本集團之該等香港財務報告準則之進一步資料於下文載述。

香港財務報告準則第3號之修訂本旨在以對於二零一八年六月頒佈的財務報告概念框架的提述取代對先前的編製及呈列財務報表框架的提述，而其規定並無重大變動。該等修訂本亦就實體提述概念框架以釐定構成資產或負債的確認原則在香港財務報告準則第3號中加入一個例外情況。該例外情況指明，就屬於香港會計準則第37號或香港（國際財務報告詮釋委員會）－詮釋第21號範圍內的負債及或然負債而言，倘該等負債乃分開產生而非於業務合併中承擔，則應用香港財務報告準則第3號的實體應分別提述香港會計準則第37號或香港（國際財務報告詮釋委員會）－詮釋第21號而非概念框架。此外，該等修訂本澄清或然資產於收購日期不符合確認資格。本集團預期自二零二二年一月一日起前瞻性採用該等修訂本。由於該等修訂本預期適用於收購日期為首次應用日期或之後的業務合併，本集團於過渡日期將不受該等修訂本的影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

2.3 已頒佈但尚未生效之香港財務 報告準則 *(續)*

香港財務報告準則第10號及香港會計準則第28號(二零一一年)之修訂本針對香港財務報告準則第10號及香港會計準則第28號(二零一一年)兩者對有關投資者與其聯營公司或合營企業出售或注入資產規定的不一致性。該等修訂本規定，當投資者與其聯營公司或合營企業出售或注入資產構成一項業務時，須悉數確認下游交易產生的收益或虧損。當交易涉及不構成一項業務的資產時，由該交易產生的收益或虧損於該投資者的損益內確認，惟僅以不相關投資者於該聯營公司或合營企業的權益為限。該等修訂本將前瞻性應用。香港會計師公會已於二零一六年一月移除香港財務報告準則第10號及香港會計準則第28號(二零一一年)之修訂本之先前強制性生效日期，而新強制性生效日期將於完成對聯營公司及合營企業作更廣泛的會計審閱後釐定。然而，該等修訂本現時可供採納。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Amendments to HKAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current. The amendments specify that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective for annual periods beginning on or after 1 January 2023 and shall be applied retrospectively. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 1 *Disclosure of Accounting Policies* require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to HKAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to HKFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The Group is currently assessing the impact of the amendments on the Group's accounting policy disclosures.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

香港會計準則第1號之修訂本將負債分類為流動或非流動澄清將負債分類為流動或非流動的規定。該等修訂本規定，倘實體延遲清償負債的權利受限於該實體須符合特定條件，則倘該實體符合當日之條件，其有權於報告期末延遲清償債務。負債的分類並不受實體將行使其權利延遲清償負債的可能性的影響。該等修訂本同時對被視為清償負債的情況進行澄清。該等修訂本於二零二三年一月一日或之後開始的年度期間生效，且將追溯應用。允許提早應用。該等修訂本預期不會對本集團的財務報表產生任何重大影響。

香港會計準則第1號之修訂本會計政策披露要求實體披露其重大會計政策，而非其主要會計政策。倘連同實體財務報表所載其他資料一併考慮，會計政策資料可以合理預期會影響通用財務報表的主要使用者根據該等財務報表所作出的決定，則該會計政策資料屬重大。香港財務報告準則實務報告第2號之修訂本就重要性概念應用於會計政策披露之方式提供非強制性指引。香港會計準則第1號之修訂本於二零二三年一月一日或之後開始的年度期間生效，並允許提早應用。由於香港財務報告準則實務報告第2號之修訂本所提供的指引屬非強制性，故毋須列明該等修訂本的生效日期。本集團現正評估該等修訂本對本團會計政策披露的影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 12 narrow the scope of the initial recognition exception so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Earlier application is permitted.

2.3 已頒佈但尚未生效之香港財務報告準則 *(續)*

香港會計準則第8號之修訂本澄清會計估算變動與會計政策變動之間的分別。會計估算界定為受到計量不確定性規限的財務報表所載貨幣金額。該等修訂本亦澄清實體如可運用計量技巧及輸入數據來制定會計估算。該等修訂本於二零二三年一月一日或之後開始的年度報告期間生效，並應用於該期間開始時或之後發生的會計政策變動及會計估算變動。允許提早應用。該等修訂本預期不會對本集團的財務報表造成任何重大影響。

香港會計準則第12號之修訂本收窄初始確認豁免的範圍，使有關豁免不再適用於導致應課稅項與可扣減暫時差額相同的交易，例如租賃及除役責任。因此，實體須就該等交易所產生的暫時差額確認遞延稅項資產及遞延稅項負債。該等修訂本於二零二三年一月一日或之後開始的年度報告期間生效，並須於所呈報的最早比較期間開始時應用於有關租賃及除役責任的交易，其中任何累計影響確認為於當日的保留溢利或其他權益部分（如適用）期初結餘的調整。此外，該等修訂本須前瞻性地應用於除租賃及除役責任以外的交易。允許提早應用。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

Amendments to HKAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied retrospectively only to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented in the financial statements in which the entity first applies the amendments. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied to contracts for which an entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments. Earlier application is permitted. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening equity at the date of initial application without restating the comparative information. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效之香港財務報告準則 *(續)*

香港會計準則第16號之修訂本禁止實體從物業、廠房及設備項目的成本中扣除資產達到管理層預定的可使用狀態(包括位置與條件)過程中產生的全部出售項目所得款項。實體須將來自出售任何有關項目的所得款項以及該等項目的成本計入損益中。該等修訂本於二零二二年一月一日或之後開始的年度期間生效,且將追溯應用,惟僅適用於該實體首次應用該等修訂本之財務報表呈列的最早期間的期初或之後方可使用的物業、廠房及設備項目。允許提早應用。該等修訂本預期不會對本集團的財務報表產生任何重大影響。

香港會計準則第37號之修訂本澄清,就根據香港會計準則第37號評估合約是否屬虧損性而言,履行合約的成本包括與合約直接相關的成本。與合約直接相關的成本包括履行該合約的增量成本(如直接勞工及材料)及與履行該合約直接相關的其他成本分配(如分配履行合約所用物業、廠房及設備項目的折舊開支以及合約管理及監督成本)。一般及行政成本與合約並無直接關係,除非根據合約乃明確由對手方承擔,否則不包括在內。該等修訂本於二零二二年一月一日或之後開始的年度期間生效,並將應用於實體在首次應用該等修訂本之年度報告期間的期初尚未履行其所有責任的合約。允許提早應用。任何首次應用該等修訂本的累積影響將被確認為於首次應用日期的期初權益的調整,並毋須重列比較資料。該等修訂本預期不會對本集團的財務報表產生任何重大影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Annual Improvements to HKFRSs 2018-2020 sets out amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41. Details of the amendments that are expected to be applicable to the Group are as follows:

- HKFRS 9 Financial Instruments: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendment is effective for annual periods beginning on or after 1 January 2022. Earlier application is permitted. The amendment is not expected to have a significant impact on the Group's financial statements.
- HKFRS 16 Leases: removes the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 accompanying HKFRS 16. This removes potential confusion regarding the treatment of lease incentives when applying HKFRS 16.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

香港財務報告準則二零一八年至二零二零年之年度改進載列對香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號隨附的說明性示例及香港會計準則第41號之修訂本。預期將適用於本集團的該等修訂本的詳情如下：

- 香港財務報告準則第9號金融工具：就評估新訂或經修改的金融負債的條款是否與原先的金融負債條款存在明顯差異，釐清實體所包括的費用。該等費用僅包括借款人及貸款人所支付或收取的費用，包括由借款人或貸款人代表另一方所支付或收取的費用。實體會就其首次應用該修訂本的年度報告期間的期初或之後獲修改或交換的金融負債應用該修訂本。該修訂本於二零二二年一月一日或之後開始的年度期間生效。允許提早應用。該修訂本預期不會對本集團的財務報表產生重大影響。
- 香港財務報告準則第16號租賃：刪除香港財務報告準則第16號隨附的說明性示例13中出租人與租賃物業裝修有關的付款說明，以消除應用香港財務報告準則第16號時有關租賃激勵措施的任何潛在混淆。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

2.4 主要會計政策概要

業務合併及商譽

業務合併採用收購法入賬。所轉讓代價按收購日期的公平值計量，即本集團對被收購方原擁有人所轉讓資產、本集團所承擔負債以及本集團為換取被收購方控制權所發行股權於收購日期之公平值總和。至於各業務合併，本集團選擇是否以公平值或被收購方可識別資產淨值的應佔比例，計量於被收購方的非控股權益，即於被收購方中賦予持有人在清盤時按比例分佔資產淨值的現有所有權權益。非控股權益的所有其他組成部分乃按公平值計量。收購相關成本於產生時支銷。

本集團認為，當所收購的一組活動及資產包括一項投入及一項實質性過程，能共同顯著促進創造產出的能力時，其已收購一項業務。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

2.4 主要會計政策概要 (續)

業務合併及商譽 (續)

本集團收購業務時根據按合約條款、於收購日期的經濟狀況及相關條件所作適當分類及指定用途評估所接收金融資產及負債，其中包括分離被收購方主合約中的嵌入式衍生工具。

若業務合併分階段進行，則先前所持權益按收購日期公平值重新計量及任何所產生收益或虧損於損益中確認。

由收購方將予轉讓的任何或然代價將於收購日期按公平值確認。分類為資產或負債的或然代價乃按公平值計量，而公平值變動於損益確認。分類為權益的或然代價不會進行重新計量，其後結算於權益內入賬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

2.4 主要會計政策概要 (續)

業務合併及商譽 (續)

商譽初步按成本計量，即已轉讓代價、已確認非控股權益及本集團先前持有的被收購方股權的公平值總額，超逾與所收購可識別資產及所承擔負債的差額。如代價及其他項目的總和低於所收購資產淨值的公平值，於重新評估後其差額將於損益內確認為議價收購收入。

於初步確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，若有事件發生或情況改變顯示賬面值有可能減值時，則會更頻密地進行檢討。本集團於十二月三十一日進行商譽的年度減值測試。為進行減值測試，因業務合併而購入的商譽自收購日期起被分配至預期可從合併產生的協同效益中獲益的本集團各個現金產生單位或現金產生單位組別，而無論本集團其他資產或負債是否已分配予該等單位或單位組別。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

2.4 主要會計政策概要 (續)

業務合併及商譽 (續)

減值乃通過評估與商譽有關的現金產生單位(現金產生單位組別)的可收回金額釐定。當現金產生單位(現金產生單位組別)的可收回金額低於賬面值時，減值虧損便予以確認。已就商譽確認的減值虧損不得於其後期間撥回。

倘商譽已被分配至現金產生單位(或現金產生單位組別)而該單位的部分業務已出售，則在釐定出售收益或虧損時，與所出售業務相關的商譽會計入該業務的賬面值。在該等情況下出售的商譽，乃根據所出售業務的相對價值及現金產生單位的保留份額進行計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement

The Group measures its financial liabilities at fair value through profit or loss and derivative financial instruments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

2.4 主要會計政策概要 (續)

公平值計量

本集團在各報告期末按公平值計入損益計量其金融負債或以公平值計量其衍生金融工具。公平值為市場參與者在於計量日期進行之有序交易中出售資產所收取或轉移負債所支付之價格。公平值計量乃基於假設出售資產或轉移負債的交易於資產或負債的主要市場進行，或於未有主要市場的情況下，則於資產或負債的最有利市場進行。主要或最有利市場須位於本集團能到達的地方。資產或負債的公平值乃基於市場參與者為資產或負債定價所用的假設計量（假設市場參與者依照彼等的最佳經濟利益行事）。

非金融資產的公平值計量乃經計及一名市場參與者透過使用其資產的最高及最佳用途或透過將資產出售予將使用其最高及最佳用途的另一名市場參與者而能夠產生經濟利益的能力。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.4 主要會計政策概要 (續)

公平值計量 (續)

本集團使用適用於不同情況的估值方法，而其有足夠數據計量公平值，以盡量利用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

於財務報表中以公平值計量或披露之所有資產及負債均於公平值層級內分類（基於對公平值計量整體而言屬重大之最低層級輸入數據）概述如下：

- 第一級 – 乃按相同資產或負債於活躍市場中所報價格（未經調整）計量
- 第二級 – 乃按估值技巧計量，就此而言，對公平值計量確屬重要的最低層級輸入數據可被直接或間接觀察
- 第三級 – 乃按估值技巧計量，就此而言，對公平值計量確屬重要的最低層級輸入數據為不可觀察

就於財務報表中按經常性基準確認的資產及負債而言，本集團於各報告期末通過重新評估分類（基於對公平值計量整體而言屬重大之最低層級輸入數據）以決定各層級之間是否有轉移。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, contract assets, deferred tax assets, financial assets, investment properties and non-current assets/a disposal group classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

2.4 主要會計政策概要 (續)

非金融資產之減值

當顯示有減值存在或當資產需要每年作減值測試(不包括存貨、合約資產、延遲稅項資產、金融資產、投資物業及非流動資產/分類為持作出售的出售組別),則估計資產之可收回金額。資產之可收回金額以資產或現金產生單位之使用價值與其公平值減出售成本的較高者計算,及以個別資產釐定,除非資產主要依靠其他資產或資產組別而本身無產生現金流入,該情況下,可收回金額由資產所屬之現金產生單位釐定。在對現金產生單位進行減值測試時,倘公司資產(如總部大樓)賬面值的一部分能在合理及一致的基礎上分配,則其將被分配至單一現金產生單位,否則將分配至最小現金產生單位組別。

減值虧損僅於資產賬面值超過其可收回金額時確認。評估使用價值時,估計未來現金流量乃以反映市場對貨幣時間價值的現行評估及資產特定風險的除稅前貼現率折現至其現值。減值虧損於其產生之期間在損益表中支銷,並計入與減值資產之功能一致之有關費用類別內。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets

(continued)

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

2.4 主要會計政策概要 (續)

非金融資產之減值 (續)

於各報告期末，會就是否有任何跡象顯示先前確認之減值虧損不再存在或可能已減少作出評估。倘有該等跡象，便會估計可收回金額。先前就資產（不包括商譽）確認之減值虧損，僅於用以釐定該資產之可收回金額之估計有變時予以撥回，但撥回金額不得高於假設過往年度並無就該資產確認減值虧損而應有之賬面值（扣除任何折舊／攤銷）。此減值虧損之撥回計入發生當期之損益表內，除非資產以重估金額入賬，於此情況下，則減值虧損撥回將根據該重估資產的相關會計政策入賬。

關連方

任何一方如屬以下情況，即被視為與本集團有關連：

- (a) 倘屬以下人士，即該人士或該人士之近親與本集團有關連：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司之主要管理層成員；

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties (continued)

or

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2.4 主要會計政策概要 (續)

關連方 (續)

或

- (b) 倘符合下列任何條件，即該實體與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 一實體為另一實體（或其他實體之母公司、附屬公司或同系附屬公司）之聯營公司或合營企業；
 - (iii) 該實體與本集團均為同一第三方之合營企業；
 - (iv) 一實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司；
 - (v) 該實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃；
 - (vi) 該實體受(a)所識別人士控制或受共同控制；
 - (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體（或該實體之母公司）主要管理層成員；及
 - (viii) 該實體或其所屬集團的成員公司向本集團或本集團的母公司提供主要管理人員服務。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5, as further explained in the accounting policy for “Non-current assets and disposal groups held for sale”. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

2.4 主要會計政策概要 (續)

物業、廠房及設備以及折舊

物業、廠房及設備（不包括在建工程）按成本減去累計折舊和任何減值虧損入賬。倘物業、廠房及設備項目被分類為持作出售或屬分類為持作出售的出售組別其中一部分，則其不會計提折舊並按香港財務報告準則第5號入賬（有關「非流動資產和持作出售的出售組別」的會計政策中有進一步解釋）。物業、廠房及設備項目之成本包括其購買價格和使資產達到運作狀態及運抵指定地點作擬定用途之任何直接可歸屬成本。

物業、廠房及設備項目投入運行後產生之開支，如維修和保養，通常在產生開支當期之損益表中扣除。倘符合確認標準，主要檢查之開支於資產賬面值中資本化為重置成本。倘物業、廠房及設備之重要部分須不時更換，則本集團將該等部分確認為具有特定可使用年期之個別資產並相應對其計提折舊。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used or useful life for this purpose are as follows:

| | |
|------------------------|---|
| Furniture and fixtures | 25% |
| Office equipment | 25% |
| Land and building | 2.5% |
| Motor vehicles | 30% |
| Leasehold improvements | Over the shorter of the lease terms and 50% |

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

2.4 主要會計政策概要 (續)

物業、廠房及設備以及折舊 (續)

物業、廠房及設備各項目採用直線法計算折舊以於其估計可使用年內撇銷其成本至其殘值。就該目的所用之主要年度比率或可使用年期如下：

| | |
|--------|-------------|
| 傢俬及裝置 | 25% |
| 辦公室設備 | 25% |
| 土地及樓宇 | 2.5% |
| 汽車 | 30% |
| 租賃物業裝修 | 租期及50%之較短期間 |

如果某項物業、廠房及設備項目其中部分的可使用年期不同，該項目的成本會按合理基準分配至有關部分，而各部分均分開計提折舊。剩餘價值、可使用年期及折舊方法將至少於各財政年度末檢討及按需要作出調整。

物業、廠房及設備項目（包括任何初次確認的重大部分）於出售或預期使用或出售有關項目不會產生未來經濟利益時取消確認。於取消確認資產年度在損益表確認的出售或報廢資產的任何收益或虧損，為出售有關資產所得款項淨額與其賬面值兩者間的差額。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

2.4 主要會計政策概要 (續)

無形資產 (商譽除外)

分開購入的無形資產於初次確認時按成本計量。於業務合併中購入的無形資產成本為收購日期的公平值。無形資產的可使用年期被評估為有限或無限。可使用年期有限的無形資產其後在可用的經濟年期內攤銷，並在有跡象顯示無形資產可能已減值時進行減值評估。可使用年期有限的無形資產的攤銷期和攤銷法至少於各財政年度末作檢討。

具無限可使用年期的無形資產每年個別地或按現金產生單位層面進行減值測試。該等無形資產不予以攤銷。具無限年期的無形資產的可使用年期每年予以檢討，以釐定該無限年期的評估是否仍有根據。如否，則該可使用年期評估從無限至有限的轉變按預期基準入賬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment in film and television programs and program rights

Investment in film and television programs includes the unamortised costs of completed and in progress film and television programs which have been produced or acquired by the Group.

For films produced by the Group, capitalised costs include all direct production costs, production overheads and capitalised interest. Costs of film program rights comprise fees paid and payable under agreements, direct costs/expenses incurred during the production of films, and fees for the reproduction and/or distribution of films. Production overheads include allocable costs of individuals or departments with exclusive or significant responsibility for production of films and excludes printing and advertising costs.

Investment in film and television programs and program rights is stated at cost less accumulated amortisation and identified impairment loss. The Group amortises its costs based on the proportion of projected revenue income over the life of a film/television. Any portion of the unamortised amount that appears not to be recoverable is impaired in the period the loss becomes evident.

2.4 主要會計政策概要 (續)

電影及電視節目及節目版權投資

電影及電視節目投資包括本集團已製作或收購的已完成及在製電影及電視節目的未攤銷成本。

就本集團製作的電影而言，資本化成本包括所有直接製作成本、製作經常費用及資本化利息。電影節目版權成本包括協議項下已付及應付費用、製作電影期間產生的直接成本／開支以及複製及／或分銷電影的費用。製作經常費用包括對電影製作有獨家或重大責任的個人或部門的可分配成本，惟不包括印刷及廣告成本。

電影及電視節目及節目版權投資按成本減累計攤銷及可識別減值虧損列示。本集團根據於電影／電視週期內的项目收益收入比例攤銷其成本。可能無法收回的任何部分未攤銷金額於明顯可能虧損的期間做出減值。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investment in film and television programs and program rights *(continued)*

Investment in film and television programs and program rights is stated at the lower of amortised cost and estimated fair value. The valuation of investment in film and television programs and program rights, whether released or unreleased, is reviewed on a title-by-title basis, when an event or change in circumstances indicates that the fair value of a film or television program is less than its unamortised cost. In determining the fair value of its film and television programs, the Group generally employs a discounted cash flow (“DCF”) methodology that includes cash flow estimates of a film’s ultimate revenue and costs as well as a discount rate. The discount rate utilised in the DCF analysis is based on the weighted average cost of capital of the Group plus a risk premium representing the risk associated with producing a particular film or television program. The fair value of any film costs associated with a film or television program that management plans to abandon is zero. Additional amortisation is recorded in the amount by which the unamortised cost exceeds the estimated fair value of the film or television program. Estimates of future revenue involve measurement uncertainty and it is therefore possible that reductions in the carrying value of investment in film and television programs and program rights may be required as a consequence of changes in management’s future revenue estimates.

Film and television programs in progress include the accumulated costs of production which have not yet been completed.

2.4 主要會計政策概要 *(續)*

電影及電視節目及節目版權投資 *(續)*

電影及電視節目及節目版權投資按攤銷成本及估計公平值(以較低者為準)列示。倘存在事件或情況變化表示電影或電視節目的公平值低於其未攤銷成本時，則會對電影及電視節目及節目版權投資(不論已發行或未發行)的估值逐一進行審閱。於釐定電影及電視節目公平值時，本集團通常採用折現現金流量(「折現現金流量」)法，其包括對電影最終收益及成本的現金流量估計以及折現率。折現現金流量分析所使用的折現率乃根據本集團的加權平均資本成本加風險溢價(為製作特定電影或電視節目的相關風險)得出。與管理層計劃放棄的電影或電視節目有關的任何電影成本公平值為零。額外攤銷按未攤銷成本超過電影或電視節目的估計公平值的金額列賬。對未來收益的估計涉及計量不穩定性，因此，由於管理層對未來收益估計的變化，可能須減少電影及電視節目及節目版權投資的賬面值。

在製電影及電視節目包括尚未完成的累計製作成本。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

| | |
|-----------|-------------|
| Buildings | 2 – 8 years |
|-----------|-------------|

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the assets.

2.4 主要會計政策概要 (續)

租賃

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約為或包含租賃。

本集團作為承租人

本集團對所有租賃(惟短期租賃及低價值資產租賃除外)採取單一確認及計量方法。本集團確認租賃負債以作出租賃款項，而使用權資產指使用相關資產的權利。

(a) 使用權資產

使用權資產於租賃開始日期(即相關資產可供使用當日)確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債的款額、已產生初始直接成本及於開始日期或之前作出的租賃款項減任何已收租賃獎勵。使用權資產於資產之租賃年期或估計可使用年期之較短者按直線法折舊，如下：

| | |
|----|------|
| 樓宇 | 2-8年 |
|----|------|

倘於租期結束前租賃資產的擁有權轉讓至本集團或成本反映購買選擇權的行使，折舊則根據資產的估計可使用年期計算。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessee (continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

2.4 主要會計政策概要 (續)

租賃 (續)

本集團作為承租人 (續)

(b) 租賃負債

於租賃開始日期，租賃負債按租賃期內將予作出的租賃款項現值確認。租賃款項包括定額付款（含實質定額款項）減任何應收租賃獎勵款項、取決於指數或利率的可變租賃款項以及預期根據剩餘價值擔保將予支付的金額。租賃款項亦包括本集團合理確定行使的購買選擇權的行使價，及倘在租賃期內反映本集團正行使終止租賃選擇權時，則包括有關終止租賃支付的罰款。不取決於指數或利率的可變租賃款項在出現觸發付款的事件或條件的期間內確認為支出。

於計算租賃款項的現值時，由於租賃內所含利率不易釐定，故本集團應用租賃開始日期的增量借款利率計算。於開始日期後，租賃負債金額的增加反映利息的增加，並因支付租賃款項而減少。此外，倘有任何修改、租期變更、租賃款項變更（例如指數或比率的變更導致未來租賃款項發生變化）或購買相關資產的選擇權評估的變更則重新計量租賃負債的賬面值。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessee (continued)

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

2.4 主要會計政策概要 (續)

租賃 (續)

本集團作為承租人 (續)

(c) 短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於其機械及設備之短期租賃（即自租賃開始日期起計租期為十二個月或以下，並且不包含購買選擇權的租賃）。低價值資產租賃的確認豁免亦應用於被認為低價值的辦公室設備及手提電腦租賃。當本集團就低價值資產訂立租賃時，本集團決定是否按個別租賃基準將租賃資本化。短期租賃的租賃款項及低價值資產租賃在租期內按直線法確認為支出。

投資及其他金融資產

初步確認及計量

金融資產於初步確認時分類為其後按攤銷成本、按公平值計入其他全面收益及按公平值計入損益計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

初步確認及計量 (續)

於初步確認時，金融資產分類取決於金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用不對重大融資成分之影響進行調整的可行權宜方法的貿易應收款項外，本集團初步按公平值加上（倘金融資產並非按公平值計入損益）交易成本計量金融資產。並無重大融資成分或本集團已應用可行權宜方法的貿易應收款項，根據下文「收益確認」所述政策按香港財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本或按公平值計入其他全面收益進行分類及計量，需產生純粹為支付本金及未償還本金的利息（「純粹為支付本金及利息」）的現金流量。現金流量並非純粹為支付本金及利息的金融資產，不論其業務模式如何，均按公平值計入損益分類及計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sale of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sale of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

初步確認及計量 (續)

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。按攤銷成本進行分類及計量的金融資產乃於以持有金融資產從而收取合約現金流量為目標的業務模式內持有，而按公平值計入其他全面收益進行分類及計量的金融資產乃於同時以持有從而收取合約現金流量及出售為目標的業務模式內持有。並非於上述業務模式內持有的金融資產乃按公平值計入損益進行分類及計量。

金融資產之所有常規買賣在交易日，即本集團承諾購入或出售該資產之日確認。常規買賣指須於市場規則或慣例一般設定的期限內交付資產的金融資產購買或出售。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

後續計量

金融資產的後續計量取決於其分類，載列如下：

按攤銷成本計量之金融資產 (債務工具)

按攤銷成本計量之金融資產其後使用實際利率法計量，並可予減值。倘資產終止確認、修訂或減值，則收益及虧損於損益表確認。

終止確認金融資產

金融資產 (或如適用，金融資產其中一部分或一組類似金融資產其中部分) 主要在下列情況下終止確認 (即自本集團的綜合財務狀況表移除)：

- 自該資產收取現金流量的權利已屆滿；或
- 本集團已轉讓其收取來自該資產的現金流量的權利，或已根據「轉遞」安排就向第三方承擔責任全數支付款項，且無重大延誤，並且(a)本集團已轉讓該資產的絕大部分風險及回報，或(b)本集團並無轉讓或保留該資產的絕大部分風險及回報，惟已轉讓該資產的控制權。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets (continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

2.4 主要會計政策概要 (續)

終止確認金融資產 (續)

倘若已轉讓其自資產收取現金流量的權利或訂立轉遞安排，本集團會評估其是否保留該資產所有權的風險及回報以及其程度。當並無轉讓或保留該資產的絕大部分風險及回報，亦無轉讓該資產的控制權，則本集團繼續按其持續參與該資產的程度確認已轉讓資產。就此而言，本集團亦將確認相關負債。已轉讓資產及相關負債的計量基準反映本集團保留的權利及責任。

持續參與指就已轉讓資產作出的一項擔保，按該項資產的原賬面值與本集團或須償還的最高代價的較低者計量。

金融資產減值

本集團確認對並非按公平值計入損益的所有債務工具預期信貸虧損（「預期信貸虧損」）的撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他信貸提升措施。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.4 主要會計政策概要 (續)

金融資產減值 (續)

一般法

預期信貸虧損分兩個階段進行確認。就自初步確認起未有顯著增加的信貸風險而言，預期信貸虧損按未來十二個月內可能發生違約事件而導致的信貸虧損(十二個月預期信貸虧損)計提。就自初步確認起經已顯著增加的信貸風險而言，不論何時發生違約，於餘下風險年期內的預期信貸虧損均須計提虧損撥備(全期預期信貸虧損)。

於各報告日期，本集團評估金融工具的信貸風險自初始確認以來是否已大幅增加。於作出該評估時，本集團將於報告日期金融工具發生的違約風險與於初始確認日期金融工具發生的違約風險進行比較，及考慮毋須付出過多成本或精力即可獲得的合理及可靠資料(包括歷史及前瞻性資料)。

本集團認為，倘合約已逾期90天還款，則相關金融資產違約。然而，在若干情況下，倘內部或外部資料反映，在計及本集團所持的任何增信措施前，本集團不大可能悉數收到未償還合約款項，則本集團亦可認為金融資產違約。倘無法合理預期收回合約現金流量，則撇銷金融資產。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

General approach (continued)

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2.4 主要會計政策概要 (續)

金融資產減值 (續)

一般法 (續)

按攤銷成本列賬之金融資產須根據一般法作出減值並就計量預期信貸虧損於以下階段內分類，惟應用下文詳述之簡化法的貿易應收款項及合約資產除外。

- 階段一 – 自初始確認起信貸風險並無大幅增加並按相等於12個月預期信貸虧損之金額計量虧損撥備之金融工具
- 階段二 – 自初始確認起信貸風險已大幅增加而並非為信貸減值金融資產且按相等於全期預期信貸虧損之金額計量虧損撥備之金融工具
- 階段三 – 於報告日期為信貸減值(惟並非購買或最初信貸減值)及按相等於全期預期信貸虧損之金額計量虧損撥備之金融資產

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, financial liabilities at fair value through profit or loss, derivative financial liabilities, promissory notes, amounts due to non-controlling shareholders of subsidiaries, convertible bonds, amounts due to a shareholder and interest-bearing bank and other borrowings and film investment loans.

2.4 主要會計政策概要 (續)

金融資產減值 (續)

簡化方法

就並無重大融資成分或本集團已應用不對重大融資成分之影響進行調整的可行權宜方法的貿易應收款項及合約資產而言，本集團於計算預期信貸虧損時應用簡化方法。根據該簡化方法，本集團並無追蹤信貸風險的變化，反而於各報告日期根據全期預期信貸虧損確認虧損撥備。本集團構建了一個基於過往信貸虧損經驗（已就債務人和經濟環境的特定前瞻性因素作出調整）的撥備矩陣模型。

金融負債

初步確認及計量

金融負債於初步確認時被分類為按公平值計入損益的金融負債、貸款及借貸、應付款項或於有效對沖中指定為對沖工具的衍生工具（如適用）。

所有金融負債初步按公平值確認及倘為貸款及借貸以及應付款項，則應扣除直接應佔交易成本。

本集團的金融負債包括貿易及其他應付款項、按公平值計入損益的金融負債、衍生金融負債、承兌票據、應付附屬公司非控股股東款項、可換股債券、應付股東款項及計息銀行及其他借貸以及電影投資貸款。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

2.4 主要會計政策概要 (續)

金融負債 (續)

其後計量

金融負債之其後計量取決於彼等以下的分類情況：

按公平值計入損益的金融負債

按公平值計入損益的金融負債包括持作交易之金融負債及於初始確認時指定為按公平值計入損益的金融負債。

金融負債如為於短期內購回而產生，則會分類為持作交易。該分類亦包括本集團所訂立並非指定為對沖關係（定義見香港財務報告準則第9號）中之對沖工具之衍生金融工具。獨立內嵌式衍生工具亦分類為持作交易，惟倘指定為有效對沖工具則作別論。持作交易負債之收益或虧損於損益表確認。於損益表確認之公平值收益或虧損淨額不包括就此等金融負債收取之任何利息。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Financial liabilities at fair value through profit or loss (continued)

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in HKFRS 9 are satisfied. Gains or losses on liabilities designated at fair value through profit or loss are recognised in the statement of profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

2.4 主要會計政策概要 (續)

金融負債 (續)

按公平值計入損益的金融負債 (續)

於初始確認時指定為按公平值計入損益的金融負債，乃於初始確認當日及於符合香港財務報告準則第9號之標準時方會指定。指定為按公平值計入損益的負債的損益於損益表確認，惟本集團自身的信貸風險產生的收益或虧損除外，該收益或虧損在其他全面收益中列報，且其後不會重新分類至損益表。於損益表確認之公平值收益或虧損淨額不包括就此等金融負債收取之任何利息。

按攤銷成本計量之金融負債 (貸款及借貸)

於初始確認後，計息貸款及借貸其後以實際利率法按攤銷成本計量，倘貼現之影響微不足道，在此情況下則按成本列賬。終止確認負債及透過實際利率攤銷過程中產生之收益或虧損於損益表中確認。

計算攤銷成本時會考慮收購所產生之任何折讓或溢價，及包括作為實際利率整體部分之費用或成本。實際利率攤銷計入損益表作為融資成本。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

2.4 主要會計政策概要 (續)

終止確認金融負債

當負債項下之責任取消或註銷或屆滿時終止確認金融負債。

當現有金融負債為來自同一貸款人且條款大致不同之另一金融負債取代時，或現有負債之條款被大幅修改時，該轉換或修改視為原有負債之終止確認及新負債之確認處理，而有關賬面值之差額於損益表中確認。

抵銷金融工具

倘本集團目前具有抵銷已確認金額的可依法強制執行權利，且擬以淨額基準結算交易，或同時變現資產和清償負債，則金融資產及金融負債會抵銷，並在財務狀況表內呈報淨額。

現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目包括庫存現金、活期存款及可隨時轉換為已知數額現金、價值變動風險極微及一般自購入後三個月內到期的短期高流通性投資，減須按要求償還並構成本集團現金管理一部分的銀行透支。

就綜合財務狀況表而言，現金及現金等值項目包括用途不受限制的庫存現金及銀行存款（包括定期存款）及性質與現金類似的資產。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4 主要會計政策概要 (續)

所得稅

所得稅包括當期和遞延稅項。與在損益以外確認的項目相關的所得稅於損益以外確認，在其他綜合收益或直接在權益中確認。

當期稅項資產和負債，以報告期末已經頒佈或實質已經頒佈的稅率(及稅法)，並已考慮本集團運營所在國家的現行詮釋及慣例，按照預期自稅務機關收回或向稅務機關支付的金額進行計量。

遞延稅項採用債務法就報告期末資產及負債的稅基與其出於財務報告目的的賬面值兩者間的所有暫時性差異計提撥備。

所有應納稅暫時性差異均確認為遞延稅項負債，惟下列情況除外：

- 遞延稅項負債是由商譽或不構成企業合併交易中的資產或負債的初始確認所產生，而在交易時既不影響會計溢利也不影響應課稅溢利或虧損；及
- 就與附屬公司的投資相關的應納稅暫時性差異而言，如果能夠控制該暫時性差異轉回的時間安排並且暫時性差異在可預見的未來有可能不會轉回。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and the taxable profit will be available against which the temporary differences can be utilised.

2.4 主要會計政策概要 (續)

所得稅 (續)

遞延稅項資產乃就所有可抵扣的暫時性差異、未動用的稅項抵免和任何未動用稅務虧損的結轉予以確認。遞延稅項資產乃於有應課稅溢利可動用以抵銷可抵扣暫時性差異以及未動用稅項抵免及未動用稅項虧損的結轉的情況下予以確認，惟下列情況除外：

- 可抵扣暫時性差異相關之遞延稅項資產是由不構成業務合併交易中的資產或負債的初始確認所產生，而在交易時既不影響會計溢利也不影響應課稅溢利或虧損；及
- 就與附屬公司的投資相關的可抵扣暫時性差異而言，遞延稅項資產確認僅是以暫時性差異將於可預見的未來轉回且有足夠的應課稅溢利可用以抵銷暫時性差異為限。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2.4 主要會計政策概要 (續)

所得稅 (續)

於各報告期末對遞延稅項資產的賬面金額予以覆核。如果不再是很可能獲得足夠的應課稅溢利以允許利用全部或部分遞延稅項資產時，應扣減該賬面金額。於各報告期末應重新評估未確認的遞延稅項資產，在有足夠應課稅溢利可供收回全部或部分遞延稅項資產的情況下予以確認。

遞延稅項資產和負債以在報告期末已頒佈或實質上已頒佈的稅率(和稅法)為基礎，按預期變現該資產或清償該負債期間的適用稅率計量。

當且僅當本集團擁有法定行使權可將當期稅項資產與當期稅項負債相互抵銷及遞延稅項資產與遞延稅項負債與由同一稅務機關對同一應課稅實體或不同的應課稅實體所徵收的所得稅有關，而該等實體有意在日後每個預計有大額遞延稅項負債需要清償或大額遞延稅項資產可以收回的期間內，按淨額基準清償當期稅項負債及資產，或同時變現該資產及清償該負債，即遞延稅項資產可與遞延稅項負債互相抵銷。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

2.4 主要會計政策概要 (續)

政府補助

政府補助於有合理保證確定其可收到且滿足一切附屬條件時以公平值確認。若補助與費用項目相關，則於將該項補助用於擬補貼成本支銷期間系統地確認為收入。

收益確認

客戶合約收益

客戶合約收益於商品或服務的控制權轉移至客戶時，按反映本集團預期將因交換該等商品或服務而有權取得的代價確認。

當合約中的代價包含可變金額時，代價金額於本集團向客戶轉讓商品或服務而有權獲得交換時估計。可變代價於合約開始時估計並受到約束，直至與可變代價相關的不確定因素其後得到解決時，確認的累積收益金額極有可能不會發生重大收益回撥。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

Revenue is recognised when the Group has fulfilled the obligations stated in the contracts, and when the Group has transferred control over relative services or goods to the customer, on the following bases:

- (a) Revenue from motion pictures and television programs

Revenue from motion pictures is recognised at the later of when the subsequent sale or usage of the royalties occurs, and when the performance obligation to which some or all of the sales-based or usage-based royalty has been allocated has been satisfied (or partially satisfied). The actual amounts due to the Group under these arrangements are generally not reported to the Company until after the close of the reporting period. The Group records revenue under these arrangements for the amounts due and not yet reported to the Group based on estimates of the sales or usage of the royalties and pursuant to the terms of the contracts. Such estimates are based on information from the statement of net receipt, historical experience with similar genres in that market or territory, the performance of the genres in other markets, and/or data available in the industry.

Revenue from television programs is recognised when master tapes and materials have been delivered to broadcasting sources and the rights to broadcast have been licensed in accordance with the terms of the underlying agreements, and the rights to receive payments are established, based on the pre-determined share of the sales proceeds from the licensing of the related television programs set out in the respective agreements.

2.4 主要會計政策概要 (續)

收益確認 (續)

客戶合約收益 (續)

收益於本集團已履行合約所規定義務時及本集團已將對相關服務或商品的控制權轉移至客戶時，按以下基準確認：

- (a) 來自影片及電視節目之收益

來自影片之收益於後續出售或使用版權發生時或獲分配部分或所有基於銷售或基於使用情況的版權的履約義務已經履行(或部分履行)時(以較後者為準)確認。本集團根據該等安排應收的實際金額通常於報告期結束後方會報告予本公司。本集團根據該等安排基於對版權的銷售或使用情況的估計及按照合約條款就本集團應收但尚未獲報告的金額記錄收益。有關估計乃基於收款淨額的結賬單、在該市場或地區中類似類型的過往經驗、該類型於其他市場的表現及／或行業可用數據作出。

當母帶及材料已送交播放來源，且已根據相關協議條款獲許播放權並確定收取付款的權利時，按相關協議所載之事先確定應佔許可相關電視節目銷售所得款項份額確認來自電視節目之收益。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

(b) Film production services

Revenue from film production services is recognised over time, using the output method to measure progress towards complete satisfaction of the services, because the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. The output method recognises revenue based on the proportion of the work completed relative to the estimated total work.

(c) Other services

Revenue from other services is recognised at the point in time when the service is fully delivered to the customer, and the right to receive payments is established.

Other income

Interest income is recognised, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts over the expected life of the financial instrument of the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

2.4 主要會計政策概要 (續)

收益確認 (續)

客戶合約收益 (續)

(b) 電影製作服務

電影製作服務之收益乃隨時間轉移確認，使用產出法衡量服務達致獲得完全滿意的進度，原因為本集團履約並無產生供本集團作其他用途的資產，且本集團有權就迄今為止已完成的履約部分強制收回款項。產出法乃根據已完成工作量佔估計總工作量的比例確認收益。

(c) 其他服務

來自其他服務之收益於服務全部交付予客戶，且已確立收取付款之權利之時點確認。

其他收入

利息收入以累計基準採用實際利息法按將金融工具在預期年期的估計未來現金收入貼現至金融資產賬面淨值的利率確認。

股息收入於股東收取相關付款的權利確立，很可能將於與股息相關經濟利益流入本集團且股息金額能夠可靠計量時確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

Contract liabilities

A contract liability is recognised when a payment is received or the payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Employee benefits

Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group’s subsidiary which operates in Mainland China are required to participate in a central pension scheme operated by the local municipal government. This subsidiary is required to contribute certain percentage of its payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

2.4 主要會計政策概要 (續)

合約資產

合約資產乃就換取已向客戶轉讓的貨品或服務而收取代價的權利。倘若本集團於客戶支付代價或付款到期前向客戶轉讓貨品或服務，則就所賺取的有條件代價確認合約資產。合約資產須進行減值評估，其詳情載於有關金融資產減值的會計政策中。

合約負債

合約負債在本集團轉移相關貨品或服務前已收客戶款項或付款到期（以較早者為準）時確認。合約負債在本集團於履行合約（即將相關貨品或服務的控制權轉讓予客戶）時確認為收益。

僱員福利

退休金計劃

本集團根據強制性公積金計劃條例，設立一項定額供款強制性公積金退休福利計劃（「強積金計劃」）。供款金額按僱員基本薪金的一個百分比計算，並在其根據強積金計劃規則成為應付款項時於損益表扣除。強積金計劃的資產由一個獨立管理的基金持有，與本集團的資產分開。本集團於強積金計劃所作的僱主供款全歸僱員所有。

本集團於中國內地營運的附屬公司的僱員須參加由地方市政府設立的中央退休金計劃。該附屬公司須按工資開支的若干百分比向中央退休金計劃作出供款。供款在根據中央退休金計劃規則成為應付時於損益表扣除。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowings and film investment loans costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

2.4 主要會計政策概要 (續)

借貸成本

與收購、興建或生產合資格資產(即需要相當長時間方能作擬定用途或銷售的資產)直接相關的借貸成本資本化為該等資產的部分成本。當資產實質上可作擬定用途或可銷售時,借貸成本終止資本化。尚未用於合資格資產的特定借貸作暫時投資所賺取的投資收入,自資本化的借貸成本扣除。所有其他借貸及電影投資貸款成本於產生期間支銷。借貸成本包括一間實體就借貸資金產生的利息及其他成本。

股息

末期股息於經股東在股東大會上批准時確認為負債。建議末期股息於財務報表附註披露。

由於本公司的組織章程大綱及細則授予董事宣派中期股息的權力,因此中期股息的建議及宣派同時進行。因而,中期股息於提出建議及宣派時即時確認為負債。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

2.4 主要會計政策概要 (續)

外幣

該等財務報表以本公司功能貨幣港元呈列。本集團內各實體釐定其自身功能貨幣，計入各實體財務報表的項目使用該功能貨幣計量。本集團實體入賬的外幣交易初始使用其各自功能貨幣於交易日期的適用匯率入賬。以外幣計值的貨幣資產及負債按報告期末適用的功能貨幣匯率換算。貨幣項目的結算或換算產生的差額於損益表確認。

按外幣歷史成本計量的非貨幣項目使用初始交易日期的匯率換算。以外幣計值按公平值計量的非貨幣項目按釐定公平值當日的匯率換算。按公平值計量的非貨幣項目換算產生的收益或虧損按與該項目的公平值變動收益或虧損的確認一致的方式處理(即公平值收益或虧損於其他全面收益或損益確認的項目的換算差額亦分別於其他全面收益或損益確認)。

在釐定與一項預付代價相關的非貨幣資產或非貨幣負債終止確認產生的相關資產、開支或收入初始確認時的匯率時，初始交易日期為本集團初始確認該預付代價產生的非貨幣資產或非貨幣負債的日期。倘有多項預付或預收款項，則本集團會釐定預付代價的各付款或收款交易日期。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange reserves. On disposal of foreign operations, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollar at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollar at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

2.4 主要會計政策概要 (續)

外幣 (續)

若干海外附屬公司的功能貨幣為港元以外的貨幣。於報告期末，該等實體的資產及負債按報告期末的適用匯率換算為港元，其損益表按與交易日期的適用匯率相若的匯率換算為港元。

所產生的匯兌差額於其他全面收益確認並於匯兌儲備累計。出售海外業務時，其他全面收益中與該特定海外業務相關的部分於損益表確認。

因收購海外業務產生的任何商譽及收購產生的資產及負債賬面值的任何公平值調整視作相關海外業務的資產及負債並按期末匯率換算。

就綜合現金流量表而言，海外附屬公司的現金流量按現金流量日期的匯率換算為港元。於整個年度產生的海外附屬公司的經常性現金流量按年內加權平均匯率換算為港元。

3. 主要會計判斷及估計

編製本集團財務報表需要管理層作出判斷、估計及假設，該等判斷、估計及假設影響收益、開支、資產及負債之呈報金額及隨附之披露資料以及或然負債之披露。該等假設及估計之不確定因素可能導致須於日後對受影響資產或負債之賬面值作出重大調整。

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財務報表附註

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(continued)

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Amortisation and impairment of Investment in film and television programs and program rights

The costs of investment in film and television programs and program rights are amortised upon the release of a film/television program based on the proportion of projected revenue over the life of the film/television program. Any portion of the unamortised amount that appears not to be recoverable is impaired in the period the loss becomes evident. The recoverable amounts are determined with reference to the marketability of each of the film and television programs, and the current market conditions. These estimated recoverable amounts can change significantly due to the variety of factors. This could have an impact on the Group's results of operations. The carrying amounts of investment in film and television programs and program rights are disclosed in note 20 to the financial statements.

Revenue from motion pictures and television programs

Revenue from motion pictures is recognised at the later of when the subsequent sale or usage of the royalties occurs, and when the performance obligation to which some or all of the sales-based or usage-based royalty has been allocated has been satisfied (or partially satisfied). The actual amounts due to the Group under these arrangements are generally not reported to the Company until after the close of the reporting period. The Group records revenue under these arrangements for the amounts due and not yet reported to the Group based on estimates of the sales or usage of the royalties and pursuant to the terms of the contracts. Such estimates are based on information from the statement of net receipt, historical experience with similar genres in that market or territory, the performance of the genres in other markets, and/or data available in the industry.

3. 主要會計判斷及估計 (續)

估計不確定因素

報告期末有關未來的主要假設及估計不確定因素的其他主要來源具有導致對下個財政年度資產及負債的賬面值作出重大調整的重大風險載列如下。

電影及電視節目及節目版權投資的攤銷及減值

電影及電視節目及節目版權投資之成本於電影／電視節目年期內預計收益的比例於電影／電視節目發行時攤銷。出現不可收回情況的未攤銷金額的任何部分於虧損明顯期間予以減值。可收回金額參照每部電影及電視節目的市場適銷性及當前市況釐定。該等估計可收回金額可能會因為各種因素而發生顯著變化。這可能會影響本集團的經營業績。電影及電視節目及節目版權投資之賬面值披露於財務報表附註20。

來自影片及電視節目之收益

來自影片之收益於後續出售或使用版權發生時或部分或所有已經分攤的基於銷售或基於使用情況的版權費的履約義務已經履行(或部分履行)時(以較後者為準)確認。本集團根據該等安排應收的實際金額通常於報告期結束後方會報告予本公司。本集團根據該等安排基於對版權的銷售或使用情況的估計及按照合約條款就本集團應收但尚未獲報告的金額記錄收益。有關估計乃基於收款淨額的結賬單、在該市場或地區中類似類型的過往經驗、該類型於其他市場的表現及／或行業可用數據作出。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(continued)

Estimation uncertainty (continued)

Revenue from motion pictures and television programs (continued)

Revenue from television programs is recognised when master tapes and materials have been delivered to broadcasting sources and the rights to broadcast have been licensed in accordance with the terms of the underlying agreements, and the rights to receive payments are established, based on the pre-determined share of the sales proceeds from the licensing of the related television programs set out in the respective agreements.

Fair value measurement of financial liabilities

The fair value assessment of financial liabilities of the Group, which include financial liabilities at fair value through profit or loss and derivative financial instruments measured at level 3 fair value hierarchy, requires significant estimates, including estimating the projected revenues ratios and determining appropriate discount rates and other assumptions. Changes in these assumptions and estimates could materially affect the respective fair values of these financial liabilities.

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).

3. 主要會計判斷及估計 (續)

估計不確定因素 (續)

來自影片及電視節目之收益 (續)

當母帶及材料已送交播放來源，且已根據相關協議條款獲許播放權並確定收取付款的權利時，按相關協議所載之事先確定應佔許可相關電視節目銷售所得款項份額確認來自電視節目之收益。

金融負債之公平值計量

本集團按第三級公平值層級計量的金融負債之公平值評估 (包括按公平值計入損益的金融負債及衍生金融工具) 須作出重大估計，包括估算預計收益率及釐定適當的貼現率及其他假設。該等假設及估計的變動可能會對該等金融負債的相關公平值造成重大影響。

租賃 – 估算增量借款利率

本集團無法輕易釐定租賃內所隱含的利率，因此，使用增量借款利率 (「增量借款利率」) 計量租賃負債。增量借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近之資產，而以類似抵押品與類似期間借入所需資金應支付之利率。因此，增量借款利率反映了本集團「應支付」的利率，當無可觀察的利率時 (如就並無訂立融資交易之附屬公司而言) 或當需對利率進行調整以反映租賃之條款及條件時 (如當租賃並非以附屬公司之功能貨幣訂立時)，則須作出利率估計。當可觀察輸入數據可用時，本集團使用可觀察輸入數據 (如市場利率) 估算增量借款利率並須作出若干實體特定的估計 (如附屬公司的獨立信用評級)。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(continued)

Estimation uncertainty (continued)

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value-in-use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. No deferred tax asset relating to tax losses was recognised as at 31 December 2021 (2020: nil). The amount of unrecognised tax losses at 31 December 2021 amounted to HK\$448,380,000 (2020: HK\$247,817,000). Further details are set out in note 16 to the financial statements.

3. 主要會計判斷及估計 (續)

估計不確定因素 (續)

非金融資產減值

於各報告期末，本集團評估所有非金融資產（包括使用權資產）是否有任何減值跡象。不確定年期的無形資產每年及於出現減值跡象的其他時間進行減值測試。其他非金融資產於有跡象表明未必能收回賬面值時進行減值測試。當資產或現金產生單位的賬面值超過其可收回金額（即其公平值減出售成本及使用價值兩者中的較高者）時，則存在減值。公平值減出售成本根據按公平原則進行具有約束力的類似資產出售交易所得的數據或可觀察市場價格減去出售資產的增量成本而計算。當計算使用價值時，管理層須估計預期未來來自資產或現金產生單位的現金流量，同時選擇適當的貼現率計算該等現金流量的現值。

遞延稅項資產

遞延稅項資產根據所有未動用稅項虧損予以確認，惟以應課稅溢利有可能以可動用稅項虧損抵銷為限。釐定可確認遞延稅項資產金額時，管理層需要根據將來預期應課稅溢利水平及時間以及稅務計劃策略作出重要的判斷。於二零二一年十二月三十一日，並無確認稅項虧損有關的遞延稅項資產（二零二零年：無）。於二零二一年十二月三十一日，未確認稅項虧損金額為448,380,000港元（二零二零年：247,817,000港元）。進一步詳情載於財務報表附註16。

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財務報表附註

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(continued)

Estimation uncertainty (continued)

Provision for expected credit losses on trade receivables and contract assets

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type and customer type).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in different operating sectors, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets is disclosed in notes 17 and 19 to the financial statements, respectively.

3. 主要會計判斷及估計 (續)

估計不確定因素 (續)

貿易應收款項及合約資產的預期信貸虧損撥備

本集團使用撥備矩陣計算貿易應收款項及合約資產的預期信貸虧損。撥備率乃基於具類似虧損模式(即按地理、產品類型及客戶類型劃分)的各客戶分部類別的逾期天數計算。

撥備矩陣最初基於本集團過往觀察得到的違約率。本集團將根據前瞻性資料調整矩陣以調整過往信貸虧損。例如，倘預期預測經濟狀況(如國內生產總值)將於未來一年內惡化，可能導致不同經營分部違約數目增加，則調整過往違約率。於各報告日期更新過往觀察得到的違約率並分析前瞻性估計的變動。

對過往觀察得到的違約率、預測經濟狀況與預期信貸虧損之間的相關性的評估乃重大估計。預期信貸虧損金額對情況變動及預測經濟狀況很敏感。本集團的過往信貸虧損經驗及經濟狀況預測亦可能無法代表未來客戶的實際違約情況。有關本集團貿易應收款項及合約資產的預期信貸虧損資料分別披露於財務報表附註17及19。

Notes to Financial Statements

財務報表附註

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4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has only one reportable operating segment that is the media and culture business segment, which engages in investment in the production and distribution of entertainment content such as film and television programs.

Management monitors the results of the Group's operating results of its business as a whole for the purpose of making decisions about resource allocation and performance assessment.

Geographical information

The Group mainly operates in the United States of America, Hong Kong and Mainland China, and the geographical segment information as required by HKFRS 8 *Operating Segments* is presented as follows:

(a) Revenue from external customers

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--------------------------|--------|----------------------------------|----------------------------------|
| United States of America | 美利堅合眾國 | 199,386 | 47,761 |

The revenue information of continuing operations above is based on the locations of the customers.

4. 經營分部資料

出於管理目的，本集團根據其產品及服務進行業務單位分類，並僅有一個可呈報經營分部，即傳媒及文化業務分部，從事生產及分銷電影及電視節目等娛樂內容的投資。

管理層監察本集團整體業務的經營業績，以就資源分配及業績評估作出決策。

地區資料

本集團主要於美利堅合眾國、香港及中國內地經營，香港財務報告準則第8號經營分部規定的地區分部資料呈列如下：

(a) 來自外部客戶之收益

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|--|----------------------------------|----------------------------------|
| | | 199,386 | 47,761 |

上述持續經營業務之收益資料乃基於客戶所在地。

Notes to Financial Statements

財務報表附註

31 December 2021 二零二一年十二月三十一日

4. OPERATING SEGMENT INFORMATION (continued)

Geographical information (continued)

(b) Non-current assets

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--------------------------|--------|----------------------------------|----------------------------------|
| United States of America | 美利堅合眾國 | 206,361 | 5,028 |
| Hong Kong | 香港 | 53,500 | 1,137 |
| | | 259,861 | 6,165 |

The non-current asset information of continuing operations above is based on the locations of the assets and excludes deferred tax assets.

Information about major customers

Revenue from major customers individually amounting to over 10% to the total revenue of the Group is set out below:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|------------|-----|----------------------------------|----------------------------------|
| Customer A | 客戶A | 165,776 | - |
| Customer B | 客戶B | - | 13,372 |
| Customer C | 客戶C | - | 13,970 |
| Customer D | 客戶D | - | 11,176 |
| Customer E | 客戶E | - | 7,451 |
| | | 165,776 | 45,969 |

4. 經營分部資料 (續)

地區資料 (續)

(b) 非流動資產

上述持續經營業務之非流動資產資料乃基於資產所在地且不計及遞延稅項資產。

有關主要客戶之資料

來自個別佔本集團收益總額逾10%的主要客戶的收益載列如下：

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5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

5. 收益、其他收入及收益

收益分析如下：

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|----------------------------------|----------------------------------|
| Revenue from contracts with customers 來自客戶合約之收益 | 199,386 | 47,761 |

Revenue from contracts with customers

(a) Disaggregated revenue information

來自客戶合約之收益

(a) 分拆收益資料

| | | Media and culture business 傳媒及文化業務 | |
|---|----------------|--|----------------------------------|
| | | For the year ended 31 December 截至十二月三十一日止年度 | |
| Segment | 分部 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
| Types of goods or services | 貨品或服務類別 | | |
| Revenue from motion pictures | 來自影片之收益 | 199,386 | 13,391 |
| Film production services | 電影製作服務 | - | 15,743 |
| Other services | 其他服務 | - | 18,627 |
| Total revenue from contracts with customers | 來自客戶合約之收益總額 | 199,386 | 47,761 |
| Geographical market | 地區市場 | | |
| United States of America | 美利堅合眾國 | 199,386 | 47,761 |
| Total revenue from contracts with customers | 來自客戶合約之收益總額 | 199,386 | 47,761 |
| Timing of revenue recognition | 收益確認時間 | | |
| At a point in time | 於某一時間點 | 199,386 | 32,018 |
| Services transferred over time | 隨時間轉移服務 | - | 15,743 |
| Total revenue from contracts with customers | 來自客戶合約之收益總額 | 199,386 | 47,761 |

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財務報表附註

31 December 2021 二零二一年十二月三十一日

5. REVENUE, OTHER INCOME AND GAINS (continued)

Revenue from contracts with customers (continued)

(b) Performance obligations

Information about the Group's performance obligations is summarised below:

Revenue from motion pictures

Revenue from motion pictures is recognised at the later of when the subsequent sale or usage of the royalties occurs, and when the performance obligation to which some or all of the sales-based or usage-based royalty has been allocated has been satisfied (or partially satisfied). The actual amounts due to the Group under these arrangements are generally not reported to the Company until after the close of the reporting period. The Group records revenue under these arrangements for the amounts due and not yet reported to the Group based on estimates of the sales or usage of the royalties and pursuant to the terms of the contracts. Such estimates are based on information from the statement of net receipt, historical experience with similar genres in that market or territory, the performance of the genres in other markets, and/or data available in the industry.

Film production services

Revenue from film production services is recognised over time, using the output method to measure progress towards complete satisfaction of the services, because the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. The output method recognises revenue based on the proportion of the work completed relative to the estimated total work.

5. 收益、其他收入及收益 (續)

來自客戶合約之收益 (續)

(b) 履約義務

有關本集團履約義務之資料概述如下：

來自影片之收益

來自影片之收益於後續出售或使用版權發生時及於獲分配部分或所有基於銷售或基於使用情況的版權的履約義務已經履行(或部分履行)時(以較後者為準)確認。本集團根據該等安排應收的實際金額通常於報告期結束後方會報告予本公司。本集團根據該等安排基於對版權的銷售或使用情況的估計及按照合約條款就本集團應收但尚未獲報告的金額記錄收益。有關估計乃基於收款淨額的結賬單、在該市場或地區中類似類型的過往經驗、該類型於其他市場的表現及／或行業可用數據作出。

電影製作服務

電影製作服務之收益乃隨時間轉移確認，使用產出法衡量服務達致獲得完全滿意的進度，原因為本集團履約並無產生供本集團作其他用途的資產，且本集團有權就迄今為止已完成的履約部分強制收回款項。產出法乃根據已完成工作量佔估計總工作量的比例確認收益。

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5. REVENUE, OTHER INCOME AND GAINS (continued)

Revenue from contracts with customers
(continued)

(b) Performance obligations (continued)

Other services

Revenue from other services is recognised at the point in time when the service is fully delivered to the customer, and the right to receive payments is established.

5. 收益、其他收入及收益 (續)

來自客戶合約之收益 (續)

(b) 履約義務 (續)

其他服務

來自其他服務之收益於服務全部交付予客戶，且已確立收取付款之權利之時點確認。

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|----------------------|-------------|----------------------------------|----------------------------------|
| Other income | 其他收入 | | |
| Management fee | 管理費 | - | 145 |
| Waiver of interest | 豁免利息 | 2,504 | 3,032 |
| Bank interest income | 銀行利息收入 | 53 | 4 |
| Others | 其他 | 578 | - |
| | | 3,135 | 3,181 |
| Gains | 收益 | | |
| Government subsidies | 政府補助 | - | 594 |
| | | - | 594 |

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6. LOSS BEFORE TAX

The Group's loss before tax from continuing operations is arrived at after charging/(crediting):

6. 除稅前虧損

本集團來自持續經營業務之除稅前虧損乃經扣除／(計入)以下各項後達致：

| | | Notes 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|------------------------------|-------------|----------------------------------|----------------------------------|
| Cost of sales* | 銷售成本* | | 294,778 | 75,997 |
| Amortisation of investment in film and television programs and program rights* | 電影及電視節目及節目版權投資之攤銷* | 20 | 294,778 | 64,425 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 14 | 836 | 966 |
| Depreciation of right-of-use assets | 使用權資產折舊 | 15(a) | 2,851 | 2,719 |
| Lease payments not included in the measurement of lease liabilities | 未計入租賃負債計量的租賃付款 | 15(c) | 216 | 842 |
| Auditor's remuneration | 核數師酬金 | | 3,068 | 2,446 |
| Employee benefit expense (excluding Directors' and chief executive's remuneration (note 8)): | 僱員福利開支(扣除董事及主要行政人員之薪酬(附註8)): | | | |
| Wages and salaries | 工資及薪金 | | 11,614 | 5,496 |
| Pension scheme contributions | 退休計劃供款 | | 151 | 162 |
| | | | 11,765 | 5,658 |
| Foreign exchange differences, net | 匯兌差額，淨額 | | 606 | 2,381 |
| Impairment of a film investment, net | 電影投資減值，淨額 | 20 | 80,223 | — |
| Impairment of prepayments, other receivables and other assets, net | 預付款項、其他應收款項及其他資產減值，淨額 | 18 | 153,118 | — |
| Impairment of financial and contract assets, net: | 金融及合約資產減值，淨額： | | | |
| Impairment of trade receivables, net | 貿易應收款項減值，淨額 | 17 | 6,823 | 65,005 |
| Impairment of contract assets, net | 合約資產減值，淨額 | 19 | 48,406 | 25,431 |
| Impairment of financial assets included in prepayments, other receivables and other assets, net | 計入預付款項、其他應收款項及其他資產之金融資產減值，淨額 | 18 | 66 | — |
| | | | 288,636 | 90,436 |
| Fair value losses/(gains), net: | 公平值虧損／(收益)，淨額： | | | |
| Derivative financial liabilities | 衍生金融負債 | 24 | (1,901) | (14,390) |
| Financial liabilities at fair value through profit or loss | 按公平值計入損益的金融負債 | 25 | (81,850) | — |
| Loss/(Gain) on disposal of subsidiaries | 處置附屬公司虧損／(收益) | 33 | 26,810 | (2,455) |

* Cost of services provided and amortisation of investment in film and television programs and program rights are included in "Cost of sales" in the consolidated statement of profit or loss.

* 提供服務之成本以及電影及電視節目及節目版權投資之攤銷計入綜合損益表「銷售成本」。

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7. FINANCE COSTS

An analysis of finance costs from continuing operations is as follows:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|------------------------|----------------------------------|----------------------------------|
| Interest on bank loans and other borrowings and film investment loans | 銀行貸款及其他借貸以及電影投資貸款利息 | 14,678 | 13,073 |
| Interest on lease liabilities (note 15) | 租賃負債利息 (附註15) | 298 | 306 |
| Interest expense on promissory notes (note 26) | 承兌票據利息開支 (附註26) | 11 | 223 |
| Total interest expense on financial liabilities not at fair value through profit or loss | 並非按公平值計入損益的金融負債之利息開支總額 | 14,987 | 13,602 |

7. 融資成本

持續經營業務之融資成本分析如下：

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Mr. Zhou Jingbo was appointed as an executive Director and Mr. Gao Qun resigned as an executive Director on 15 July 2021. Mr. Jing Xufeng was appointed as an independent non-executive Director and Mr. Ma Runsheng and Mr. Wong Waihung resigned as independent non-executive Directors on 12 May 2021.

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

8. 董事及主要行政人員薪酬

於二零二一年七月十五日，周晶波先生獲委任為執行董事及高群先生辭任執行董事。於二零二一年五月十二日，景旭峰先生獲委任為獨立非執行董事及馬潤生先生與黃惟洪先生辭任獨立非執行董事。

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司(披露董事利益資料)規例第2部披露之本年度董事及主要行政人員之薪酬如下：

| | | Group 本集團 | |
|---|------------|----------------------------------|----------------------------------|
| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
| Fees | 袍金 | 2,991 | 5,549 |
| Other emoluments: | 其他酬金： | | |
| Salaries, allowances and benefits in kind | 薪金、津貼及實物福利 | 3,000 | 3,000 |
| Pension scheme contributions | 退休計劃供款 | 18 | 18 |
| | | 3,018 | 3,018 |
| | | 6,009 | 8,567 |

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

(continued)

(a) Independent non-executive Directors

The fees paid to independent non-executive Directors during the year were as follows:

| | Notes 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|-------------|----------------------------------|----------------------------------|
| Mr. Michael Ngai Ming Tak 魏明德先生 | | 240 | 240 |
| Mr. Wong Wai Kwan 王偉軍先生 | | 240 | 240 |
| Mr. Jing Xufeng 景旭峰先生 | a | 153 | – |
| Mr. Wong Wai Hung (resigned) 黃惟洪先生 (已辭任) | b | 100 | 240 |
| Mr. Ma Runsheng (resigned) 馬潤生先生 (已辭任) | c | 88 | 240 |
| | | 821 | 960 |

There were no other emoluments payable to the independent non-executive Directors during the year (2020: nil).

- a) Mr. Jing Xufeng was appointed as an independent non-executive Director on 12 May 2021.
- b) Mr. Wong Wai Hung resigned as an independent non-executive Director on 12 May 2021.
- c) Mr. Ma Runsheng resigned as an independent non-executive Director on 12 May 2021.

8. 董事及主要行政人員薪酬 (續)

(a) 獨立非執行董事

本年度已付獨立非執行董事之袍金如下：

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|----------------------------------|----------------------------------|
| Mr. Michael Ngai Ming Tak 魏明德先生 | 240 | 240 |
| Mr. Wong Wai Kwan 王偉軍先生 | 240 | 240 |
| Mr. Jing Xufeng 景旭峰先生 | 153 | – |
| Mr. Wong Wai Hung (resigned) 黃惟洪先生 (已辭任) | 100 | 240 |
| Mr. Ma Runsheng (resigned) 馬潤生先生 (已辭任) | 88 | 240 |
| | 821 | 960 |

本年度概無應付獨立非執行董事之其他酬金 (二零二零年：無)。

- a) 景旭峰先生於二零二一年五月十二日獲委任為獨立非執行董事。
- b) 黃惟洪先生於二零二一年五月十二日辭任獨立非執行董事。
- c) 馬潤生先生於二零二一年五月十二日辭任獨立非執行董事。

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

(continued)

(b) Executive Directors, a non-executive Director and the chief executive

8. 董事及主要行政人員薪酬 (續)

(b) 執行董事、非執行董事及主要行政人員

| | Notes 附註 | Salaries allowances and benefits | | | Pension scheme | Total |
|---|-------------|----------------------------------|-----------------|-----------------|-----------------|--------------|
| | | Fees | in kind | contributions | | |
| | | 袍金 | 薪金、津貼及 實物福利 | 退休計劃供款 | 總計 | |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | |
| 2021 | | | | | | |
| | | 二零二一年 | | | | |
| Executive Directors: | | 執行董事： | | | | |
| Mr. Gao Qun (retired) | a | 高群先生(已退任) | 130 | - | - | 130 |
| Mr. Chau Chit | | 周哲先生 | - | 3,000 | 18 | 3,018 |
| Mr. Sang Kangqiao | | 桑康喬先生 | - | - | - | - |
| Mr. Tang Liang | | 唐亮先生 | - | - | - | - |
| Mr. Zhou Jing Bo (appointed in 2021) | b | 周晶波先生 (於二零二一年 獲委任) | - | - | - | - |
| Ms. Wu Xiaoli | | 鄔小麗女士 | 240 | - | - | 240 |
| Chief executive: | | 主要行政人員： | | | | |
| Mr. Luo Lei | | 羅雷先生 | 1,800 | - | - | 1,800 |
| | | | 2,170 | 3,000 | 18 | 5,188 |

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

(continued)

(b) Executive Directors, a non-executive Director and the chief executive

(continued)

| | | Fees | Salaries allowances and benefits in kind | Pension scheme contributions | Total |
|--|--------------------------|-----------------------|--|------------------------------|-----------------------|
| | | 袍金 HK\$'000 千港元 | 薪金、津貼及 實物福利 HK\$'000 千港元 | 退休計劃供款 HK\$'000 千港元 | 總計 HK\$'000 千港元 |
| 2020 | 二零二零年 | | | | |
| Executive Directors: | 執行董事： | | | | |
| Mr. Gao Qun | 高群先生 | 600 | - | - | 600 |
| Mr. Chau Chit | 周哲先生 | - | 3,000 | 18 | 3,018 |
| Mr. Sang Kangqiao (appointed in 2020) | 桑康喬先生 (於二零二零年 獲委任) | - | - | - | - |
| Mr. Hung Ching Fung (retired) | 洪清峰先生(已退休) | 480 | - | - | 480 |
| Mr. Tang Liang (appointed in 2020) | 唐亮先生 (於二零二零年 獲委任) | - | - | - | - |
| Mr. Chen Jie (resigned) | 陳杰先生(已辭任) | 341 | - | - | 341 |
| Ms. Wu Xiaoli | 鄔小麗女士 | 480 | - | - | 480 |
| Mr. Fang Jun (resigned) | 方軍先生(已辭任) | 853 | - | - | 853 |
| | | 2,754 | 3,000 | 18 | 5,772 |
| Non-executive Director: | 非執行董事： | | | | |
| Mr. Wang Shoulei (resigned) | 王守磊先生(已辭任) | 35 | - | - | 35 |
| Chief executive: | 主要行政人員： | | | | |
| Mr. Luo Lei | 羅雷先生 | 1,800 | - | - | 1,800 |
| | | 4,589 | 3,000 | 18 | 7,607 |

a) Mr. Gao Qun retired as an executive Director on 15 July 2021.

b) Mr. Zhou Jing Bo was appointed as an executive Director on 15 July 2021.

There was no arrangement under which a Director or the chief executive waived or agreed to waive any remuneration during the year.

8. 董事及主要行政人員薪酬 (續)

(b) 執行董事、非執行董事及主要行政人員 (續)

| | Fees | Salaries allowances and benefits in kind | Pension scheme contributions | Total |
|--|-----------------------|--|------------------------------|-----------------------|
| | 袍金 HK\$'000 千港元 | 薪金、津貼及 實物福利 HK\$'000 千港元 | 退休計劃供款 HK\$'000 千港元 | 總計 HK\$'000 千港元 |

| | | | | |
|--|--------------------------|-------|-------|-------|
| 2020 | 二零二零年 | | | |
| Executive Directors: | 執行董事： | | | |
| Mr. Gao Qun | 高群先生 | 600 | - | 600 |
| Mr. Chau Chit | 周哲先生 | - | 3,000 | 3,018 |
| Mr. Sang Kangqiao (appointed in 2020) | 桑康喬先生 (於二零二零年 獲委任) | - | - | - |
| Mr. Hung Ching Fung (retired) | 洪清峰先生(已退休) | 480 | - | 480 |
| Mr. Tang Liang (appointed in 2020) | 唐亮先生 (於二零二零年 獲委任) | - | - | - |
| Mr. Chen Jie (resigned) | 陳杰先生(已辭任) | 341 | - | 341 |
| Ms. Wu Xiaoli | 鄔小麗女士 | 480 | - | 480 |
| Mr. Fang Jun (resigned) | 方軍先生(已辭任) | 853 | - | 853 |
| | | 2,754 | 3,000 | 5,772 |
| Non-executive Director: | 非執行董事： | | | |
| Mr. Wang Shoulei (resigned) | 王守磊先生(已辭任) | 35 | - | 35 |
| Chief executive: | 主要行政人員： | | | |
| Mr. Luo Lei | 羅雷先生 | 1,800 | - | 1,800 |
| | | 4,589 | 3,000 | 7,607 |

a) 高群先生於二零二一年七月十五日退休執行董事。

b) 周晶波先生於二零二一年七月十五日獲委任為執行董事。

本年度概無董事或主要行政人員放棄或同意放棄任何薪酬之安排。

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9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included four Directors and the chief executive (2020: four Directors and the chief executive), details of whose remuneration are set out in note 8 above.

9. 五名最高薪酬僱員

本年度五名最高薪酬僱員包括四名董事及主要行政人員(二零二零年：四名董事及主要行政人員)，彼等薪酬詳情載於上文附註8。

10. INCOME TAX EXPENSE

No provision for Hong Kong profits tax was made as the Group did not generate any assessable profits in Hong Kong during the years ended 31 December 2021 and 2020. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

Income tax consists of income tax charged on the Group in Mainland China and the United States of America ("USA"). Provision for the PRC enterprise income tax was calculated based on the statutory tax rate of 25% on the assessable income of the PRC companies during the years ended 31 December 2021 and 2020. USA income tax applicable to the Group was charged at the federal tax rate of 21% and state tax rate, net of federal effect, of 7% during the years ended 31 December 2021 and 2020.

10. 所得稅開支

由於本集團於截至二零二一年及二零二零年十二月三十一日止年度並無於香港產生任何應課稅溢利，故並無作出香港利得稅撥備。其他地區之應課稅溢利稅項按本集團經營業務所在司法權區之現行稅率計算。

所得稅包括中國內地及美利堅合眾國(「美國」)對本集團徵收的所得稅。中國企業所得稅撥備乃就中國公司於截至二零二一年及二零二零年十二月三十一日止年度的應課稅收入按法定稅率25%計算。於截至二零二一年及二零二零年十二月三十一日止年度，適用於本集團的美國所得稅按聯邦稅率21%及州稅率7% (扣除聯邦稅務影響) 繳納。

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|------------------------|----------------------------------|----------------------------------|
| Current – Elsewhere | 即期—其他地區 | (571) | (120) |
| Deferred (note 16) | 遞延(附註16) | (14,979) | 11,905 |
| Total tax (credit)/charge for the year from continuing operations | 年內來自持續經營業務之稅項(抵免)/支出總額 | (15,550) | 11,785 |

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10. INCOME TAX EXPENSE (continued)

A reconciliation of the tax expense applicable to loss before tax at the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates, and a reconciliation of the applicable rates (i.e., the statutory tax rates) to the effective tax rates, are as follows:

2021

| | | Hong Kong and others 香港及其他 | | United States of America 美利堅合眾國 | | Mainland China 中國內地 | | Total 合計 | |
|--|-------------------|----------------------------------|--------|---------------------------------------|--------|---------------------------|--------|-----------------|--------|
| | | HK\$'000 千港元 | % | HK\$'000 千港元 | % | HK\$'000 千港元 | % | HK\$'000 千港元 | % |
| Loss before tax from continuing operations | 持續經營業務除稅前虧損 | (121,435) | | (216,126) | | (79,128) | | (416,689) | |
| Tax at the statutory tax rate | 按法定稅率計算的稅項 | (20,037) | 16.5 | (60,472) | 28.0 | (19,782) | 25.0 | (100,291) | 24.1 |
| Adjustment from previous periods | 對過往期間之調整 | - | - | (4,961) | 2.3 | - | - | (4,961) | 1.2 |
| Expenses not deductible for tax | 不可扣稅之開支 | - | - | 12,070 | (5.6) | 3 | - | 12,073 | (2.9) |
| Uncertain tax positions | 不確定稅務情況 | - | - | 1,535 | (0.7) | - | - | 1,535 | (0.4) |
| Tax losses not recognised | 未確認稅項虧損 | 20,037 | (16.5) | 36,278 | (16.8) | 19,779 | (25.0) | 76,094 | (18.3) |
| Tax (credit) at the Group's effective rate | 按本集團實際稅率計算之稅項(抵免) | - | - | (15,550) | 7.2 | - | - | (15,550) | 3.7 |

10. 所得稅開支(續)

適用於除稅前虧損並以本公司及其大部分附屬公司司法權區法定稅率計算之稅項開支與以實際稅率計算之稅項開支對賬，以及適用稅率(即法定稅率)與實際稅率之對賬如下：

二零二一年

2020

二零二零年

| | | Hong Kong and others 香港及其他 | | United States of America 美利堅合眾國 | | Mainland China 中國內地 | | Total 合計 | |
|---|----------------------|----------------------------------|--------|---------------------------------------|--------|---------------------------|--------|-----------------|--------|
| | | HK\$'000 千港元 | % | HK\$'000 千港元 | % | HK\$'000 千港元 | % | HK\$'000 千港元 | % |
| Loss before tax from continuing operations | 持續經營業務除稅前虧損 | (4,185) | | (32,406) | | (111,425) | | (148,016) | |
| Loss before tax from discontinued operations | 已終止經營業務稅前虧損 | (264) | | - | | (2,343) | | (2,607) | |
| | | (4,449) | | (32,406) | | (113,768) | | (150,623) | |
| Tax at the statutory tax rate | 按法定稅率計算的稅項 | (734) | 16.5 | (9,067) | 28.0 | (28,442) | 25.0 | (38,243) | 25.4 |
| Adjustment from previous periods | 對過往期間之調整 | - | - | 14,511 | (44.8) | 802 | (0.7) | 15,313 | (10.2) |
| Expenses not deductible for tax | 不可扣稅之開支 | - | - | - | - | 2 | - | 2 | - |
| Uncertain tax positions | 不確定稅務情況 | - | - | 5,539 | (17.1) | - | - | 5,539 | (3.7) |
| Tax losses not recognised | 未確認稅項虧損 | 734 | (16.5) | - | - | 28,440 | (25.0) | 29,174 | (19.4) |
| Tax charge/(credit) at the Group's effective rate | 按本集團實際稅率計算之稅項支出/(抵免) | - | - | 10,983 | (33.9) | 802 | (0.70) | 11,785 | (7.8) |

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11. DISCONTINUED OPERATIONS

The Company's board of Directors decided to cease its entertainment and gaming business (the "Ceased Gaming Business") on 20 February 2020 in order to focus its resources on its media and culture business. The disposal of the Ceased Gaming Business was completed in February 2021. As at 31 December 2021, the Ceased Gaming Business was classified as discontinued operations. With the classification as discontinued operations, the Ceased Gaming Business segment was no longer included in the note for operating segment information.

The results of the Ceased Gaming Business are presented below:

11. 已終止經營業務

本公司董事會決定於二零二零年二月二十日終止其娛樂及博彩業務（「已終止博彩業務」），以將資源集中於其傳媒及文化業務。處置已終止博彩業務於二零二一年二月完成。於二零二一年十二月三十一日，已終止博彩業務被分類為已終止經營業務。由於分類為已終止經營業務，已終止博彩業務分部不再列入經營分部資料之附註內。

已終止博彩業務的業績呈列如下：

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|----------------|----------------------------------|----------------------------------|
| Other income and gains | 其他收入及收益 | - | 9 |
| Administrative expenses | 行政開支 | - | (2,616) |
| Loss before tax from the discontinued operations | 已終止經營業務之除稅前虧損 | - | (2,607) |
| Loss for the year from the discontinued operations | 來自已終止經營業務之年內虧損 | - | (2,607) |

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11. DISCONTINUED OPERATIONS

(continued)

The major classes of assets and liabilities of the Ceased Gaming Business segment classified as held for sale as at 31 December are as follows:

11. 已終止經營業務 (續)

於十二月三十一日分類為持作出售的已終止博彩業務分部的主要資產及負債類別如下：

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|-------------------|----------------------------------|----------------------------------|
| <i>Assets</i> | <i>資產</i> | | |
| Prepayments, other receivables and other assets | 預付款項、其他應收款項及其他資產 | - | 2,561 |
| Cash and cash equivalents | 現金及現金等值項目 | - | 7 |
| Assets classified as held for sale | 分類為持作出售的資產 | - | 2,568 |
| <i>Liabilities</i> | <i>負債</i> | | |
| Tax payable | 應付稅項 | - | (190) |
| Other payables and accruals | 其他應付款項及應計費用 | - | (4,643) |
| Liabilities directly associated with the assets classified as held for sale | 與分類為持作出售資產直接相關的負債 | - | (4,833) |
| Net liabilities directly associated with the disposal group | 與出售集團直接相關的負債淨額 | - | (2,265) |

The net cash flows incurred by the Ceased Gaming Business are as follows:

已終止博彩業務產生的現金流量淨額如下：

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|--------------|----------------------------------|----------------------------------|
| Operating activities | 經營活動 | - | (265) |
| Net cash outflow | 現金流出淨額 | - | (265) |
| Loss per share: | 每股虧損： | | |
| Basic, from the discontinued operations | 基本，來自已終止經營業務 | - | HK0.02 cents 0.02港仙 |
| Diluted, from the discontinued operations | 攤薄，來自已終止經營業務 | - | HK0.02 cents 0.02港仙 |

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11. DISCONTINUED OPERATIONS

(continued)

The calculation of basic loss per share from the discontinued operations is based on:

11. 已終止經營業務 (續)

計算已終止經營業務的每股基本虧損乃基於下列各項：

| | | 2021 二零二一年 | 2020 二零二零年 |
|---|------------------------|---------------|------------------------------|
| Loss attributable to ordinary equity holders of the parent from the discontinued operations | 已終止經營業務的母公司普通權益持有人應佔虧損 | - | HK\$2,594,000 2,594,000港元 |
| Weighted average number of ordinary shares used in the basic loss per share calculation | 用於計算每股基本虧損之普通股加權平均數 | 823,564,799 | 823,564,799 |

The Group has no potentially dilutive ordinary shares in issue during the year ended 31 December 2021.

於截至二零二一年十二月三十一日止年度，本集團並無發行任何潛在攤薄普通股。

12. DIVIDENDS

No dividend has been paid or declared during each of the years ended 31 December 2021 and 2020. The Directors do not recommend the payment of any dividends for 2021 (2020: nil).

12. 股息

截至二零二一年及二零二零年十二月三十一日止年度各年並無派付或宣派任何股息。董事並不建議派付二零二一年之任何股息（二零二零年：無）。

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13. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic loss per share amount is based on the loss for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 823,564,799 (2020: 823,564,799) in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2021 and 2020.

The calculation of the basic loss per share is based on:

13. 母公司普通權益持有人應佔每股虧損

每股基本虧損金額乃根據母公司普通權益持有人應佔年度虧損以及本年度已發行的普通股加權平均數823,564,799股(二零二零年: 823,564,799股)計算。

本集團於截至二零二一年及二零二零年十二月三十一日止年度並無已發行的潛在攤薄普通股。

每股基本虧損之計算乃根據以下數據：

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|----------------|----------------------------------|----------------------------------|
| Loss | 虧損 | | |
| Loss attributable to ordinary equity holders of the parent | 母公司普通權益持有人應佔虧損 | | |
| Attributable to: | 以下業務應佔： | | |
| Continuing operations | 持續經營業務 | 401,089 | 159,681 |
| Discontinued operations | 已終止經營業務 | - | 2,594 |
| | | 401,089 | 162,275 |

| | | Number of shares 股份數目 | |
|--|---------------------------|--------------------------|---------------|
| | | 2021 二零二一年 | 2020 二零二零年 |
| Shares | 股份 | | |
| Weighted average number of ordinary shares in issue during the year used in the basic loss per share calculation | 本年度用於計算每股基本虧損之已發行普通股加權平均數 | 823,564,799 | 823,564,799 |

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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

| | | Furniture and fixtures 傢私及裝置 HK\$'000 千港元 | Office equipment 辦公室設備 HK\$'000 千港元 | Motor vehicles 汽車 HK\$'000 千港元 | Leasehold improvements 租賃物業裝修 HK\$'000 千港元 | Total 合計 HK\$'000 千港元 |
|---|-----------------------------|--|--|---|---|--------------------------------|
| 31 December 2021 | 二零二一年十二月三十一日 | | | | | |
| At 1 January 2021: | 於二零二一年一月一日： | | | | | |
| Cost | 成本 | 698 | 2,528 | 2,159 | 230 | 5,615 |
| Accumulated depreciation and impairment | 累計折舊及減值 | (404) | (2,510) | (690) | (230) | (3,834) |
| Net carrying amount | 賬面淨值 | 294 | 18 | 1,469 | - | 1,781 |
| At 1 January 2021, net of accumulated depreciation and impairment | 於二零二一年一月一日， 扣除累計折舊及減值 | 294 | 18 | 1,469 | - | 1,781 |
| Additions | 添置 | 201 | 23 | 642 | - | 866 |
| Depreciation provided during the year | 年內撥備之折舊 | (178) | (15) | (643) | - | (836) |
| Disposal | 出售 | - | - | (101) | - | (101) |
| Exchange realignment | 匯兌調整 | 1 | - | 9 | - | 10 |
| At 31 December 2021, net of accumulated depreciation and impairment | 於二零二一年十二月三十一日， 扣除累計折舊及減值 | 318 | 26 | 1,376 | - | 1,720 |
| At 31 December 2021: | 於二零二一年十二月三十一日： | | | | | |
| Cost | 成本 | 902 | 2,551 | 2,481 | 230 | 6,164 |
| Accumulated depreciation and impairment | 累計折舊及減值 | (584) | (2,525) | (1,105) | (230) | (4,444) |
| Net carrying amount | 賬面淨值 | 318 | 26 | 1,376 | - | 1,720 |

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14. PROPERTY, PLANT AND EQUIPMENT (continued)

14. 物業、廠房及設備 (續)

| | | Furniture and fixtures 傢私及裝置 HK\$'000 千港元 | Office equipment 辦公室設備 HK\$'000 千港元 | Motor vehicles 汽車 HK\$'000 千港元 | Leasehold improvements 租賃物業裝修 HK\$'000 千港元 | Total 合計 HK\$'000 千港元 |
|---|-------------------------|--|--|---|---|--------------------------------|
| 31 December 2020 | 二零二零年十二月三十一日 | | | | | |
| At 1 January 2020: | 於二零二零年一月一日： | | | | | |
| Cost | 成本 | 466 | 3,272 | 4,317 | 3,351 | 11,406 |
| Accumulated depreciation and impairment | 累計折舊及減值 | (263) | (3,224) | (2,825) | (3,351) | (9,663) |
| Net carrying amount | 賬面淨值 | 203 | 48 | 1,492 | - | 1,743 |
| At 1 January 2020, net of accumulated depreciation and impairment | 於二零二零年一月一日，扣除累計折舊及減值 | 203 | 48 | 1,492 | - | 1,743 |
| Additions | 添置 | 241 | - | 865 | - | 1,106 |
| Depreciation provided during the year | 年內撥備之折舊 | (149) | (28) | (789) | - | (966) |
| Disposal | 出售 | - | - | (38) | - | (38) |
| Disposal of subsidiaries (note 33) | 處置附屬公司(附註33) | - | (2) | (59) | - | (61) |
| Exchange realignment | 匯兌調整 | (1) | - | (2) | - | (3) |
| At 31 December 2020, net of accumulated depreciation and impairment | 於二零二零年十二月三十一日，扣除累計折舊及減值 | 294 | 18 | 1,469 | - | 1,781 |
| At 31 December 2020: | 於二零二零年十二月三十一日： | | | | | |
| Cost | 成本 | 698 | 2,528 | 2,159 | 230 | 5,615 |
| Accumulated depreciation and impairment | 累計折舊及減值 | (404) | (2,510) | (690) | (230) | (3,834) |
| Net carrying amount | 賬面淨值 | 294 | 18 | 1,469 | - | 1,781 |

Notes to Financial Statements

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15. LEASES

The Group as a lessee

The Group has lease contracts for various items of buildings used in its operations, which have lease terms between 1 and 8 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of-use assets

The carrying amount of the Group's right-of-use assets and the movements during the year are as follows:

15. 租賃

本集團作為承租人

本集團有用於其業務營運的多個樓宇項目的租賃合約，租期介乎1至8年。一般而言，本集團不可向本集團以外人士轉讓及分租租賃資產。

(a) 使用權資產

年內，本集團使用權資產之賬面值及變動如下：

| | | Buildings 樓宇 HK\$'000 千港元 |
|--|-----------------------------|------------------------------------|
| As at 1 January 2020 | 於二零二零年一月一日 | 6,062 |
| Additions | 添置 | 1,557 |
| Depreciation charge | 折舊支出 | (2,719) |
| Disposal of subsidiaries | 處置附屬公司 | (516) |
| As at 31 December 2020 and 1 January 2021 | 於二零二零年十二月三十一日及 二零二一年一月一日 | 4,384 |
| Additions | 添置 | 2,982 |
| Depreciation charge | 折舊支出 | (2,851) |
| Disposal of subsidiaries | 處置附屬公司 | (324) |
| As at 31 December 2021 | 於二零二一年十二月三十一日 | 4,191 |

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財務報表附註

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15. LEASES (continued)

The Group as a lessee (continued)

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|--------------|----------------------------------|----------------------------------|
| Carrying amount at 1 January | 於一月一日之賬面值 | 4,718 | 6,312 |
| New leases | 新租賃 | 2,884 | 1,557 |
| Accretion of interest recognised during the year | 年內已確認累計利息 | 298 | 306 |
| Payments | 付款 | (3,032) | (2,962) |
| Disposal of subsidiary | 處置附屬公司 | (375) | (495) |
| Carrying amount at 31 December | 於十二月三十一日之賬面值 | 4,493 | 4,718 |
| Analysed into: | 分析為： | | |
| Current portion | 流動部分 | 2,653 | 1,938 |
| Non-current portion | 非流動部分 | 1,840 | 2,780 |

The maturity analysis of lease liabilities is disclosed in note 38 to the financial statements.

The Group has applied the practical expedient to all eligible rent concessions granted by the lessors for leases of certain plant and equipment during the year.

15. 租賃 (續)

本集團作為承租人 (續)

(b) 租賃負債

年內，租賃負債之賬面值及變動如下：

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|----------------------------------|----------------------------------|
| Carrying amount at 1 January | 4,718 | 6,312 |
| New leases | 2,884 | 1,557 |
| Accretion of interest recognised during the year | 298 | 306 |
| Payments | (3,032) | (2,962) |
| Disposal of subsidiary | (375) | (495) |
| Carrying amount at 31 December | 4,493 | 4,718 |
| Analysed into: | | |
| Current portion | 2,653 | 1,938 |
| Non-current portion | 1,840 | 2,780 |

租賃負債的到期情況分析披露於財務報表附註38。

本集團已將可行權宜方法應用於出租人於年內就租賃若干廠房及設備授出的所有合資格租金寬減。

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15. LEASES (continued)

The Group as a lessee (continued)

(c) The amounts recognised in profit or loss in relation to leases are as follows:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|------------------------|----------------------------------|----------------------------------|
| Interest on lease liabilities | 租賃負債利息 | 298 | 306 |
| Depreciation charge of right-of-use assets | 使用權資產折舊支出 | 2,851 | 2,719 |
| Expense relating to short-term leases (included in administrative expenses) | 與短期租賃有關的開支 (計入行政開支) | 216 | 842 |
| Total amount recognised in profit or loss | 於損益確認的款項總額 | 3,365 | 3,867 |

(d) The total cash outflow for leases and future cash outflows relating to leases that have not yet commenced are disclosed in notes 32(c) and 34, respectively, to the financial statements.

15. 租賃 (續)

本集團作為承租人 (續)

(c) 於損益確認有關租賃的款項如下：

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|------------------------|----------------------------------|----------------------------------|
| Interest on lease liabilities | 租賃負債利息 | 298 | 306 |
| Depreciation charge of right-of-use assets | 使用權資產折舊支出 | 2,851 | 2,719 |
| Expense relating to short-term leases (included in administrative expenses) | 與短期租賃有關的開支 (計入行政開支) | 216 | 842 |
| Total amount recognised in profit or loss | 於損益確認的款項總額 | 3,365 | 3,867 |

(d) 與尚未開始的租賃有關之租賃現金流出及未來現金流出總額分別披露於財務報表附註32(c)及34。

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16. DEFERRED TAX

The movements in deferred tax assets and liabilities during the year are as follows:

Deferred tax assets

| | | Impairment losses on prepayments, other receivables and other assets and film investment | Accrued interests | Amortisation of investment in film and television programs and program rights | Others | Total |
|--|------------------------|--|-------------------|---|-----------------|-----------------|
| | | 預付款項、其他應收款項及其他資產以及電影投資減值虧損 | 累計利息 | 電影及電視節目及節目版權投資的攤銷 | 其他 | 合計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| At 1 January 2021 | 於二零二一年一月一日 | - | 7,346 | 4,124 | 2,760 | 14,230 |
| Deferred tax credited to the statement of profit or loss during the year (note 10) | 年內計入損益表的遞延稅項(附註10) | 18,533 | (7,361) | 2,186 | (2,766) | 10,592 |
| Exchange realignment | 匯兌調整 | 61 | 15 | 33 | 6 | 115 |
| Gross deferred tax assets at 31 December 2021 | 於二零二一年十二月三十一日的遞延稅項資產總值 | 18,594 | - | 6,343 | - | 24,937 |

Deferred tax liabilities

| | | Accrual to cash adjustment related to investment in film and television programs and program rights | Depreciation of property, plant and equipment | Change in fair value of financial and derivative financial liabilities | Others | Total |
|---|------------------------|---|---|--|-----------------|-----------------|
| | | 有關電影及電視節目及節目版權投資的現金調整應計費用 | 物業、廠房及設備折舊 | 金融及衍生金融負債公平值變動 | 其他 | 合計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| At 1 January 2021 | 於二零二一年一月一日 | 28,996 | 183 | - | - | 29,179 |
| Deferred tax charged to the statement of profit or loss during the year (note 10) | 年內於損益表扣除的遞延稅項(附註10) | (19,828) | 35 | 14,670 | 736 | (4,387) |
| Exchange realignment | 匯兌調整 | 93 | 1 | 49 | 2 | 145 |
| Gross deferred tax liabilities at 31 December 2021 | 於二零二一年十二月三十一日的遞延稅項負債總額 | 9,261 | 219 | 14,719 | 738 | 24,937 |

16. 遞延稅項

年內遞延稅項資產及負債變動如下：

遞延稅項資產

| | | 2021 二零二一年 | Accrued interests | Amortisation of investment in film and television programs and program rights | Others | Total |
|--|------------------------|-----------------|-------------------|---|-----------------|-----------------|
| | | 累計利息 | 電影及電視節目及節目版權投資的攤銷 | 其他 | 合計 | |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| At 1 January 2021 | 於二零二一年一月一日 | - | 7,346 | 4,124 | 2,760 | 14,230 |
| Deferred tax credited to the statement of profit or loss during the year (note 10) | 年內計入損益表的遞延稅項(附註10) | 18,533 | (7,361) | 2,186 | (2,766) | 10,592 |
| Exchange realignment | 匯兌調整 | 61 | 15 | 33 | 6 | 115 |
| Gross deferred tax assets at 31 December 2021 | 於二零二一年十二月三十一日的遞延稅項資產總值 | 18,594 | - | 6,343 | - | 24,937 |

遞延稅項負債

| | | 2021 二零二一年 | Depreciation of property, plant and equipment | Change in fair value of financial and derivative financial liabilities | Others | Total |
|---|------------------------|-----------------|---|--|-----------------|-----------------|
| | | 物業、廠房及設備折舊 | 金融及衍生金融負債公平值變動 | 其他 | 合計 | |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| At 1 January 2021 | 於二零二一年一月一日 | 28,996 | 183 | - | - | 29,179 |
| Deferred tax charged to the statement of profit or loss during the year (note 10) | 年內於損益表扣除的遞延稅項(附註10) | (19,828) | 35 | 14,670 | 736 | (4,387) |
| Exchange realignment | 匯兌調整 | 93 | 1 | 49 | 2 | 145 |
| Gross deferred tax liabilities at 31 December 2021 | 於二零二一年十二月三十一日的遞延稅項負債總額 | 9,261 | 219 | 14,719 | 738 | 24,937 |

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16. DEFERRED TAX (continued)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

16. 遞延稅項 (續)

就呈報而言，若干遞延稅項資產與負債已於財務狀況報表中互相抵銷。本集團就財務申報用途的遞延稅項結餘分析如下：

| | | 2021 二零二一年 HK\$'000 千港元 |
|---|----------------------|----------------------------------|
| Net deferred tax assets recognised in the consolidated statement of financial position | 於綜合財務狀況報表確認的遞延稅項資產淨額 | 24,937 |
| Net deferred tax liabilities recognised in the consolidated statement of financial position | 於綜合財務狀況報表確認的遞延稅項負債淨額 | (24,937) |
| Net deferred tax liabilities | 遞延稅項負債淨額 | - |

At 31 December 2021, under the current tax legislation of other jurisdictions, the Group's unused tax losses of HK\$257,026,000 (2020: HK\$135,591,000) are available indefinitely for offsetting against any future taxable profits of the subsidiary in which the losses arose. Under the current tax legislation of the PRC, tax loss of HK\$191,354,000 (2020: HK\$112,226,000) can be carried forward for five years since the year the loss is incurred. This unrecognised tax loss is a loss of approximately HK\$191,354,000 (2020: HK\$112,226,000) that will expire at various dates up to and including 2026 (2020: up to and including 2025).

Deferred tax assets have not been recognised in respect of the above items as it is not considered probable that taxable profits will be available against which the above items can be utilised.

於二零二一年十二月三十一日，根據其他司法權區的現行稅法，本集團未動用稅項虧損為257,026,000港元（二零二零年：135,591,000港元），可無限期用於抵扣產生虧損的附屬公司的任何未來應課稅溢利。根據中國現行稅法，191,354,000港元（二零二零年：112,226,000港元）的稅項虧損可自相關虧損產生之年度起結轉五年。未確認稅項虧損約為191,354,000港元（二零二零年：112,226,000港元），將於直至二零二六年（包括當年）（二零二零年：直至二零二五年（包括當年））的多個不同日期屆滿。

並無就上述項目確認遞延稅項資產，原因為不太可能有應課稅溢利可供動用上述項目。

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16. DEFERRED TAX (continued)

Deferred tax assets have not been recognised in respect of the following items:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|-------------------|---------|----------------------------------|----------------------------------|
| Unused tax losses | 未動用稅項虧損 | 448,380 | 247,817 |

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

16. 遞延稅項 (續)

並無就以下項目確認遞延稅項資產：

根據中國企業所得稅法，在中國內地成立之外資企業向外國投資者宣派之股息須繳納10%預扣稅。該規定於二零零八年一月一日起生效，適用於二零零七年十二月三十一日後之收益。倘中國內地與外國投資者之司法權區訂有稅收協定，或可採用較低之預扣稅率。對本集團而言，適用稅率為10%。本集團因而須為在中國內地成立之附屬公司就自二零零八年一月一日起產生之收益所分派之股息承擔預扣稅。

17. TRADE RECEIVABLES

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|-------------------|--------|----------------------------------|----------------------------------|
| Trade receivables | 貿易應收款項 | 114,560 | 138,864 |
| Impairment | 減值 | (80,910) | (71,631) |
| | | 33,650 | 67,233 |

17. 貿易應收款項

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17. TRADE RECEIVABLES (continued)

Trade receivables from royalties from film and television programs are due when reported to the Group, and usually received within 30 to 180 days. Trade receivables from sales of investment in television programs and program rights are due based on the payment schedule specified in contracts. Trade receivables from other revenue sources are usually within 180 days from the date of provision of services. Except for specific impairment made for a receivable in respect of the sale of two TV programs on the basis as set out below, the Group recognises lifetime ECLs for all trade receivables and measures the lifetime ECLs on a specific basis according to management's assessment of the recoverability of an individual receivable. Management considers the number of days that an individual receivable is outstanding, historical experience and forward-looking information to determine the recoverability of the trade receivable. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are unsecured and non-interest-bearing.

An aging analysis of the trade receivables as at the end of the reporting period, based on the invoice dates and net of loss allowance, is as follows:

17. 貿易應收款項 (續)

來自電影及電視節目版權的貿易應收款項於呈報予本集團時即到期應收，通常於30到180日內收取。出售電視節目投資及節目版權的貿易應收款項根據合約內訂明的付款計劃到期應收。其他收入來源的貿易應收款項通常自提供服務當日起計180日內收取。除就出售兩個電視節目的貿易應收款項進行特定減值外，本集團就所有貿易應收款項確認全期預期信貸虧損，並根據管理層對個別應收款項可收回性的評估按特定基準計量全期預期信貸虧損。管理層考慮未收取個別應收款項的天數、過往經驗及前瞻性資料以釐定貿易應收款項的可收回性。本集團並無就其貿易應收款項結餘持有任何抵押品或其他增信。貿易應收款項為無抵押及不計息。

於報告期末，貿易應收款項按發票日期並扣減虧損撥備之賬齡分析如下：

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|----------------|-------|----------------------------------|----------------------------------|
| Within 1 month | 1個月以內 | 6,384 | – |
| Over 3 months | 3個月以上 | 27,266 | 67,233 |
| | | 33,650 | 67,233 |

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17. TRADE RECEIVABLES (continued)

The movements in the loss allowance for impairment of trade receivables are as follows:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|----------------------------|------------|----------------------------------|----------------------------------|
| At beginning of year | 於年初 | 71,631 | 9,238 |
| Impairment losses (note 6) | 減值虧損 (附註6) | 6,823 | 65,005 |
| Disposal of a subsidiary | 出售一間附屬公司 | - | (6,632) |
| Exchange realignment | 匯兌調整 | 2,456 | 4,020 |
| At end of year | 於年末 | 80,910 | 71,631 |

Impairment losses recognised during the year in an amount of HK\$6,823,000 (2020: HK\$65,005,000) included an additional allowance of HK\$5,827,000 for receivables in respect of investments in two television programs and program rights sold to a customer in 2019. Certain incidents happened to the producer and the distributor of the two television programs led to a limitation of distribution of television programs they produced. The Directors, upon consulting its legal advisor, are of the view that the Group has no additional obligation for the investments in two television programs and program rights sold, including the refund of considerations partially received. The Directors assessed the loss allowance of these receivables taking into account the probability-weighted outcome, the time value of money, and reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

17. 貿易應收款項 (續)

貿易應收款項減值虧損撥備變動如下：

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|----------------------------|----------------------------------|----------------------------------|
| At beginning of year | 71,631 | 9,238 |
| Impairment losses (note 6) | 6,823 | 65,005 |
| Disposal of a subsidiary | - | (6,632) |
| Exchange realignment | 2,456 | 4,020 |
| At end of year | 80,910 | 71,631 |

年內確認金額為6,823,000港元(二零二零年：65,005,000港元)之減值虧損計入於二零一九年向一名客戶出售的兩部電視連續劇及節目版權投資之應收款項額外撥備5,827,000港元。該兩部電視連續劇的製片人及發行商發生的若干事件導致彼等製作的電視連續劇的發行受限制。董事經諮詢其法律顧問後認為，本集團毋須就已出售的該兩部電視連續劇及節目版權投資承擔額外責任，包括退還已收取的部分代價。董事評估該等應收款項之虧損撥備時已計及或然率加權結果、貨幣時值；及於報告日期毋須付出過多成本或精力即可獲得的有關過往事項、當前狀況及未來經濟條件預測的合理及可靠資料。

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17. TRADE RECEIVABLES (continued)

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type and customer type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2021

| | Current 即期 | Past due 逾期 | | | Total 總計 |
|--|---------------|------------------------------|---------------------------|---------------------------|-------------|
| | | Less than 1 month 1個月內 | 1 to 3 months 1至3個月 | Over 3 months 3個月以上 | |
| Expected credit loss rate 預期信貸虧損率 | 0.00% | 10.00% | 50.00% | 74.79% | 70.63% |
| Gross carrying amount (HK\$'000) 賬面總值 (千港元) | 6,384 | - | - | 108,176 | 114,560 |
| Expected credit losses (HK\$'000) 預期信貸虧損 (千港元) | - | - | - | 80,910 | 80,910 |

As at 31 December 2020

| | Current 即期 | Past due 逾期 | | | Total 總計 |
|--|---------------|------------------------------|---------------------------|---------------------------|-------------|
| | | Less than 1 month 1個月內 | 1 to 3 months 1至3個月 | Over 3 months 3個月以上 | |
| Expected credit loss rate 預期信貸虧損率 | 3.00% | 10.00% | 50.00% | 51.58% | 51.58% |
| Gross carrying amount (HK\$'000) 賬面總值 (千港元) | - | - | - | 138,864 | 138,864 |
| Expected credit losses (HK\$'000) 預期信貸虧損 (千港元) | - | - | - | 71,631 | 71,631 |

17. 貿易應收款項 (續)

於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於具有類似虧損模式的多個客戶分部組別（即按地區、產品類別及客戶類別）的逾期日數釐定。該計算反映或然率加權結果、貨幣時值及於報告日期可得的有關過往事項、當前狀況及未來經濟條件預測的合理及可靠資料。一般而言，貿易應收款項逾期超過一年及毋須受限於強制執行活動則予以撇銷。

下表載列本集團使用撥備矩陣計算的貿易應收款項的信貸風險資料：

於二零二一年十二月三十一日

於二零二零年十二月三十一日

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31 December 2021 二零二一年十二月三十一日

18. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

18. 預付款項、其他應收款項及其他資產

| | | Notes 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|------------------------|-------------|----------------------------------|----------------------------------|
| Prepayments and other assets | 預付款項及其他資產 | (a) | 26,994 | 28,572 |
| Impairment allowance | 減值撥備 | | (25,881) | – |
| | | | 1,113 | 28,572 |
| Other receivables and deposits | 其他應收款項及按金 | | 106,357 | 101,958 |
| Amounts due from Directors (note 35) | 應收董事款項 (附註35) | (b) | 872 | 2,092 |
| Impairment allowance | 減值撥備 | | 107,229 (66) | 104,050 – |
| | | | 107,163 | 104,050 |
| Film prepayments | 電影項目預付款項 | (c) | | |
| – Prepayments to film directors | – 預付予電影導演的款項 | | 201,332 | 191,156 |
| – Prepayments for investment in film and television programs and program rights | – 預付予電影及電視節目及節目版權投資的款項 | | 170,555 | 82,710 |
| Impairment allowance | 減值撥備 | | 371,887 (129,637) | 273,866 (1,921) |
| | | | 242,250 | 271,945 |
| | | | 350,526 | 404,567 |
| Less: non-current portion | 減：非即期部分 | | (242,250) | – |
| Current portion | 即期部分 | | 108,276 | 404,567 |

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18. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

(continued)

Notes:

- (a) Prepayments and other assets mainly represent the accrued input VAT and other prepayments. In 2018, the Group purchased three TV drama series from third parties. In connection with the transactions, the purchase amounts (include input VAT) were fully paid while input VAT invoices were only partially received with an amount of HK\$19,000,000 being delayed due to the suppliers' reason. According to relevant tax rules of PRC, the suppliers are required to provide full amount of VAT invoice for the transactions, and the Group is allowed by tax rule to offset its output VAT payable upon presenting valid VAT invoice received from the suppliers. As the input VAT invoices were long outstanding and the suppliers' immediate/intermediate holding companies and the suppliers were being named, in 2021 and 2022, as "dishonest civil debtors" (失信被執行人, i.e. has capability to execute obligations under legal documents but did not take action) and "civil debtors" (被執行人, i.e. the court ordered to enforce for not executing obligations under effective legal documents), and after taking into account the circumstances, the management considered that the probability of collection of the VAT input invoices was low. Therefore, the input VAT as at 31 December 2021 has been fully provided for. The recoverable amount of other prepayments are estimated based on a value-in-use calculation.
- (b) The amounts due from Directors are unsecured, interest-free and repayable on demand.
- (c) Prepayments to film directors represent payments made to film directors for their work in the preparation of motion picture development proposal and costs to be incurred by them in the course of work. These prepayments will be exchanged for the Group's investment in the film to be produced by the film directors upon the commencement of production of the film, which the Group has the first right of refusal to invest in. In the case the Group decided not to invest, the Group will be reimbursed out of the film production costs contributed by financiers of the project. Prepayments for investment in film and television programs and program rights represent prepayment made for film or television programs which pre-filming preparation has begun but production work has not yet started. When the film or television program production work begins and the interest of the Group's investment in the project is established, these prepayments will be reclassified as investment in film and television program and program rights.

Prepayments to film directors which are expected to be realised within one year, or over one year but in a business cycle are classified as current assets. Prepayments to film directors which are expected to be realised over a business cycle of more than one year which generally has the characteristic that the production date of new films is uncertain are classified as non-current.

18. 預付款項、其他應收款項及其他資產 (續)

附註：

- (a) 預付款項及其他資產主要指應計進項增值稅及其他預付款項。於二零一八年，本集團自第三方購買三部電視連續劇。就該等交易而言，購買款項(包括進項增值稅)已獲悉數支付，惟因供應商原因僅收到部分進項增值稅的發票，另外19,000,000港元的發票遭延遲。根據中國相關稅法規定，供應商有義務為交易提供全額增值稅發票，且本集團亦獲稅法允許，可於提呈自供應商收到的有效增值稅發票後抵銷其應付的銷項增值稅。由於進項增值稅發票長期未開具，且供應商的直接/間接控股公司及供應商於二零二一年及二零二二年均被列為「失信被執行人」(即有能力履行法律文件規定的義務但沒有採取行動的人)及「被執行人」(即因不履行有效法律文件規定的義務而被法院下令執行的人)，以及經考慮有關情況後，管理層認為收回進項增值稅發票的可能性較低。因此，於二零二一年十二月三十一日全數計提進項增值稅撥備。其他預付款項的可收回金額根據使用價值計算估計。
- (b) 應收董事款項為無抵押、免息及按要求償還。
- (c) 預付予電影導演的款項是指就電影開發計劃的籌備工作及工作過程中產生的成本而支付予電影導演的款項。該等預付款項將於電影製作開始後作為本集團對電影導演將要製作的電影的投資，本集團對此擁有拒絕投資權。於本集團決定不投資的情況下，本集團將以項目融資金籌集的電影製作費用補償本集團。預付予電影及電視節目及節目版權投資的款項指向已經開始拍攝前準備工作但尚未開始製作的電影或電視節目作出的預付款項。當電影或電視製作工作開始及確立本集團對該項目的投資時，該等預付款將重新分類為電影及電視節目及節目版權投資。

預期於一年內或超過一年但於一個商業週期內變現的預付予電影導演的款項分類為流動資產。預期於一個超過一年的商業週期內變現的預付予電影導演的款項通常具有新電影製作日期不確定的特點，該款項分類為非流動。

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18. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

(continued)

When the Group decides to invest in a film to be produced with the Group's prepayment to the film director, the Group has to provide further funds required for production on its own or with other investors. A distribution agreement will be entered into at a later stage between the distributor, the producer and the investor(s) which sets out the recoupment corridor for the allocation of the Gross Receipts (box office receipts, sale of DVD, online sales, pay and "free" TV, etc.) of the film. For illustrative purpose, a typical recoupment corridor is in the following order:

1. Distribution fees (income earned by the distributor)
2. Distribution expenses (out-of-pocket expenses)
3. Film investment costs/advances made by the distributor to the investor(s)
4. Investors' profit
5. Bonus/fee for the film director
6. Other financiers and parties
7. Further percentage of sharing by the parties

The order and percentage of the recoupment corridor varies from film to film, which depends on circumstances and bargaining power of the various parties. For a film of the Group released in September 2021, recoupment of the Group's prepayment to the film director ranked fifth (in a way similar but not exactly the same as the above illustrative example). Due to the poor performance of the box office receipts of the film influenced by the COVID-19 pandemic, which also subsequently affects non-box-office income stream, no more Gross Receipts are available for allocation after the film investment costs are partly recouped. With the written agreement of the film director, the Group's prepayment to the film director is deferred and to be recouped from the next film the film director will produce, together with a 20% premium. The prepayment would have been not recoverable without the subsequent arrangement with the film directors.

18. 預付款項、其他應收款項及其他資產 (續)

本集團議決投資一部將以本集團預付予電影導演的款項製作的電影時，本集團須自行或與其他投資者一起提供製作所需的進一步資金。發行商、製片人及投資者將在稍後階段訂立發行協議，當中訂明分配電影總收入（票房收入、DVD銷售、網上銷售、付費及「免費」電視劇等）的回收通道。為作說明用途，典型的回收通道按以下順序排列：

1. 發行費用（發行商所賺取的收入）
2. 發行開支（實付費用）
3. 發行商向投資者作出的電影投資成本／墊款
4. 投資者溢利
5. 電影導演花紅／費用
6. 其他金融機構及人士
7. 各方共享的進一步百分比

回收通道的順序及百分比因電影而異，取決於各方的情況和議價能力。就本集團於二零二一年九月上映的一部電影而言，本集團回收向電影導演預付的款項排名第五（以上述說明性示例相似的方式，惟並非完全相同）。由於該片票房收入受COVID-19疫情的影響而表現不佳，隨後也影響到非票房收入來源，收回部分電影投資成本後，並無總收入可供分配。經電影導演書面同意，本集團將延遲向電影導演作出的預付款項，並從電影導演製作的下一部電影中收回，同時需支付20%溢價。倘未與電影導演作出後續安排，則該預付款項將無法收回。

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18. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

(continued)

Also, due to poor performance of films released recently, investors have been cautious in making new film investments. The Directors have undergone a detail review of recoverability of the Group's prepayments to film directors taking into account the current situation. Where an indication of impairment exists, the asset's recoverable amount is estimated based on a value-in-use calculation. It is highly judgmental when the film industry will be recovered so that reasonable profit will be available for allocation through the recoupment corridor. Based on information available to the Directors when the consolidated financial statements are prepared, an impairment provision of HKD129,637,000 was made for film prepayments the recoverability of which through the recoupment corridor is doubtful and when the film will start production is also uncertain.

The movements in the loss allowance for impairment of prepayments, other receivables and other assets are as follows:

18. 預付款項、其他應收款項及其他資產 (續)

此外，由於近期上映的電影表現不佳，投資者謹慎投資新電影。考慮到當前情況，董事對本集團預付電影導演的款項的可收回性進行詳細審查。倘存在減值跡象，則資產的可收回金額根據使用價值計算估計。電影行業何時復甦，以便通過回收通道合理分配利潤具有高度判斷性。根據編製綜合財務報表時董事取得的資料，已就電影項目預付款項計提減值撥備129,637,000港元，該款項能否通過回收通道收回存疑，電影開始製作時間亦不確定。

預付款項、其他應收款項及其他資產之減值虧損撥備變動如下：

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|---------------------|----------------------------------|----------------------------------|
| At beginning of year | 於年初 | 1,921 | 136,471 |
| Impairment losses (note 6) | 減值虧損 (附註6) | 153,184 | - |
| Amount written off as uncollectible | 撇銷為不可收回款項 | - | (583) |
| Disposal of a subsidiary | 出售一間附屬公司 | - | (54) |
| Other assets directly associated with the assets classified as held for sale | 與分類為持作出售資產直接相關的其他資產 | - | (133,913) |
| Exchange realignment | 匯兌調整 | 479 | - |
| At end of year | 於年末 | 155,584 | 1,921 |

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19. CONTRACT ASSETS

19. 合約資產

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|-----------------|----------------------------------|----------------------------------|
| Contract assets arising from: | 來自以下項目之合約資產： | | |
| Film and television program income and film production | 電影及電視節目收入以及電影製作 | 105,911 | 121,888 |
| Impairment | 減值 | (77,460) | (27,863) |
| | | 28,451 | 94,025 |

Contract assets are initially recognised for revenue from film and television programs and film production services. For film and television programs released, the receipt of revenue is conditional on the confirmation from film or television producer taking into account gross receipt from various income sources less distribution and other costs. For film production services, the receipt of revenue is conditional on the completion of performance obligations specified in contracts. Upon release of films or drama series and receipt of settlement statement, the amounts recognised as contract assets from film and television programs are reclassified to trade receivables. Upon completion of film production services and acceptance by the film producer, the amounts recognised as contract assets from film production services are reclassified to trade receivables.

During the year ended 31 December 2021, HK\$77,460,000 (2020: HK\$27,863,000) was recognised as an allowance for expected credit losses on contract assets.

The expected timing of recovery or settlement for contract assets as at 31 December is as follows:

合約資產初步就電影及電視節目以及電影製作服務之收益進行確認。對於已發行的電影及電視節目，收入須視乎電影及電視製片人經考慮各收入來源的毛收入減去發行及其他成本後之確認而定。對於電影製作服務，收入取決於是否完成合約內指定的履約責任。於電影或電視劇已獲發行且收到結算表後，確認為電影及電視節目合約資產之金額重新分類為貿易應收款項。於電影製作服務已完成並已獲電影製片人接納後，確認為電影製作服務合約資產之金額重新分類為貿易應收款項。

於截至二零二一年十二月三十一日止年度確認合約資產預期信貸虧損撥備77,460,000港元(二零二零年：27,863,000港元)。

於十二月三十一日之合約資產收回或結算預期時間如下：

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|-----------------|-----|----------------------------------|----------------------------------|
| Within one year | 一年內 | 28,451 | 94,025 |

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19. CONTRACT ASSETS (continued)

The movements in the loss allowance for impairment of contract assets are as follows:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---------------------------------|---------------|----------------------------------|----------------------------------|
| At beginning of year | 於年初 | 27,863 | 1,462 |
| Impairment losses, net (note 6) | 減值虧損，淨額 (附註6) | 48,406 | 25,431 |
| Exchange realignment | 匯兌調整 | 1,191 | 970 |
| At end of year | 於年末 | 77,460 | 27,863 |

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates for the measurement of the expected credit losses on the contract assets are based on those of the trade receivables as the contract assets and the trade receivables are from the same customer bases. The provision rates for contract assets are based on days past due of trade receivables for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type and customer type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's contract assets using a provision matrix:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|-----------------------------------|--------------|----------------------------------|----------------------------------|
| Expected credit loss rate | 預期信貸虧損率 | 73.14% | 22.86% |
| Gross carrying amount (HK\$'000) | 賬面總值 (千港元) | 105,911 | 121,888 |
| Expected credit losses (HK\$'000) | 預期信貸虧損 (千港元) | 77,460 | 27,863 |

19. 合約資產 (續)

合約資產之減值虧損撥備變動如下：

於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。計量合約資產預期信貸虧損之撥備率乃以貿易應收款項之撥備率為基準，原因為合約資產及貿易應收款項來自同一客戶基礎。合約資產之撥備率乃基於具有類似虧損模式的多個客戶分部組別之貿易應收款項的逾期日數釐定（即按地區、產品類別及客戶類別劃分）。該計算反映或然率加權結果、貨幣時間價值及於報告日期可得的有關過往事項、當前狀況及未來經濟條件預測的合理及可靠資料。

下表載列使用撥備矩陣分析的有關本集團合約資產之信貸風險之資料：

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20. INVESTMENT IN FILM AND TELEVISION PROGRAMS AND PROGRAM RIGHTS

The movements in investment in film and television programs and program rights are as follows:

20. 電影及電視節目及節目版權投資

電影及電視節目及節目版權投資變動如下：

| 2021 | 二零二一年 | Theatrical films 影院電影 HK\$'000 千港元 | Television programs 電視節目 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--|----------------|---|--|--------------------------------|
| Cost: | 成本： | | | |
| At 1 January | 於一月一日 | 393,622 | 85,163 | 478,785 |
| Additions | 添置 | 218,632 | - | 218,632 |
| Exchange realignment | 匯兌調整 | 2,253 | 2,818 | 5,071 |
| At 31 December | 於十二月三十一日 | 614,507 | 87,981 | 702,488 |
| Accumulated amortisation and impairment | 累計攤銷及減值 | | | |
| At 1 January | 於一月一日 | (110,928) | (66,795) | (177,723) |
| Amortisation during the year | 年內攤銷 | (276,167) | (18,611) | (294,778) |
| Impairment for the year | 年內減值 | (80,223) | - | (80,223) |
| Exchange realignment | 匯兌調整 | (1,952) | (2,575) | (4,527) |
| At 31 December | 於十二月三十一日 | (469,270) | (87,981) | (557,251) |
| Net carrying amount: | 賬面淨值： | | | |
| At 31 December | 於十二月三十一日 | 145,237 | - | 145,237 |

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20. INVESTMENT IN FILM AND TELEVISION PROGRAMS AND PROGRAM RIGHTS (continued)

20. 電影及電視節目及節目版權投資 (續)

| | | Theatrical films 影院電影 HK\$'000 千港元 | Television programs 電視節目 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--|----------------|---|---|--------------------------------|
| 2020 | 二零二零年 | | | |
| Cost: | 成本： | | | |
| At 1 January | 於一月一日 | 289,305 | 80,216 | 369,521 |
| Additions | 添置 | 105,668 | - | 105,668 |
| Exchange realignment | 匯兌調整 | (1,351) | 4,947 | 3,596 |
| At 31 December | 於十二月三十一日 | 393,622 | 85,163 | 478,785 |
| Accumulated amortisation and impairment | 累計攤銷及減值 | | | |
| At 1 January | 於一月一日 | (70,480) | (39,322) | (109,802) |
| Amortisation during the year | 年內攤銷 | (40,806) | (23,619) | (64,425) |
| Exchange realignment | 匯兌調整 | 358 | (3,854) | (3,496) |
| At 31 December | 於十二月三十一日 | (110,928) | (66,795) | (177,723) |
| Net carrying amount: | 賬面淨值： | | | |
| At 31 December | 於十二月三十一日 | 282,694 | 18,368 | 301,062 |

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20. INVESTMENT IN FILM AND TELEVISION PROGRAMS AND PROGRAM RIGHTS (continued)

The status of the investment in film and television programs and program rights is as follows:

20. 電影及電視節目及節目版權投資 (續)

電影及電視節目及節目版權投資的狀態如下：

| | Note 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|------------|----------------------------------|----------------------------------|
| Non-current | | | |
| Theatrical films | | | |
| Released, net of accumulated amortisation | a | 11,700 | – |
| Investment in film and television programs and program rights, net | | 11,700 | – |
| Current | | | |
| Theatrical films | | | |
| Released, net of accumulated amortisation | | 100,804 | 21,547 |
| Completed and not released | | – | 228,912 |
| Production in progress | | 32,733 | 32,235 |
| | | 133,537 | 282,694 |
| Television programs | | | |
| Released, net of accumulated amortisation | | – | 18,368 |
| Investment in film and television programs and program rights, net | | 145,237 | 301,062 |

(a) The non-current investment in film and television programs and program rights is not reclassified as current because the full recoupment of this asset is estimated to be taken place beyond the Company's normal business cycle and thus satisfying the definition of non-current assets.

(a) 電影及電視節目及節目版權的非流動投資並無重新分類為流動資產，因為該項資產的悉數收回估計將在本公司的正常業務週期之後發生，因此符合非流動資產的定義。

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20. INVESTMENT IN FILM AND TELEVISION PROGRAMS AND PROGRAM RIGHTS *(continued)*

The Group reviews its investment in film and television programs and program rights regularly to assess if there is any indicator of impairment and the related recoverable amount with reference to the marketability of each film and television program, and current market conditions. The recoverable amount of the investment in film and television programs and program rights was determined on a title-by-title basis.

The Group assessed that if the above investment was impaired as at 31 December 2021. The COVID-19 pandemic has a significant negative impact on the film and cinema industry, since the recoverable amount based on the value-in-use calculation of one film was lower than the carrying amount, an impairment provision of HK\$80,223,000 (2020: nil) for the film investment was made.

The movements in the loss allowance for impairment of contract assets are as follows:

20. 電影及電視節目及節目版權投資 *(續)*

本集團參考每部電影及電視節目之適銷性及當前市場狀況定期檢討其電影及電視節目及節目版權投資，以評估是否存在任何減值跡象及相關可收回金額。電影及電視節目及節目版權投資的可收回金額以逐部為基礎釐定。

於二零二一年十二月三十一日，本集團評估上述投資是否減值。COVID-19疫情對電影及影院行業造成重大負面影響，且由於基於一部電影的使用價值計算的可收回金額低於賬面值，故就電影投資作出減值撥備80,223,000港元（二零二零年：無）。

合約資產減值虧損撥備變動如下：

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---------------------------------|--------------|----------------------------------|----------------------------------|
| At beginning of year | 年初 | - | - |
| Impairment losses, net (note 6) | 減值虧損淨額 (附註6) | 80,223 | - |
| Exchange realignment | 匯兌調整 | 297 | - |
| At end of year | 年末 | 80,520 | - |

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20. INVESTMENT IN FILM AND TELEVISION PROGRAMS AND PROGRAM RIGHTS *(continued)*

The recoverable amount of film investment was determined based on a value-in-use calculation which uses the present value of the expected future cash flows arising from the pre-determined share of proceeds of the film which was derived from discounting the projected future cash flows using the discount rates from 21.39% to 23.35% based on the different status of the films (2020: from 18.10% to 24.08%). Key assumptions for the value-in-use calculations related to the estimation of cash inflow/outflow include the budgeted box office revenue, non-box office distribution revenues, distribution expenses and discount rate. Such estimation is based on the historical box office of the same film director and main cast members, the market comparable data of films with the same theme, the historic ratio between box office and non-box office, and management's expectations of the market. The discount rate used is before tax and reflects the current market assessment of the time value of money and the risks specific to film production and investment business, and also the life cycle of the similar kind of films.

20. 電影及電視節目及節目版權投資 *(續)*

電影投資可收回金額乃基於使用價值計算（基於不同電影的情況使用介乎21.39%至23.35%（二零二零年：18.10%至24.08%）的折現率折算預期未來現金流量得出的每部電影所得款項之預先釐定份額之預期未來現金流量現值）而釐定。與現金流入／流出估計有關的使用價值計算的主要假設包括預算票房收益、非票房分配收益、分銷開支及貼現率。該估計乃基於同一導演及主要演員的過往票房、同一主題電影的市場可比較數據、票房及非票房的歷史比率及管理層對市場發展的預期。所用貼現率為稅前貼現率，反映當前貨幣時間價值市場評估及電影製作及投資業務特有的風險，亦反映同類電影的生命週期。

21. CASH AND CASH EQUIVALENTS

21. 現金及現金等值項目

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---------------------------|-----------|----------------------------------|----------------------------------|
| Cash and bank balances | 現金及銀行結餘 | | |
| Denominated in RMB | 以人民幣計值 | - | 54 |
| Denominated in AU\$ | 以澳元計值 | - | 57 |
| Denominated in CA\$ | 以加元計值 | 56 | - |
| Denominated in HK\$ | 以港元計值 | 70 | 915 |
| Denominated in US\$ | 以美元計值 | 156,979 | 141,811 |
| Cash and cash equivalents | 現金及現金等值項目 | 157,105 | 142,837 |

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22. OTHER PAYABLES AND ACCRUALS 22. 其他應付款項及應計費用

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|------------------------------|--------------|----------------------------------|----------------------------------|
| Other payables and accruals* | 其他應付款項及應計費用* | 162,502 | 156,656 |

Other payables and accruals are unsecured, interest-free and repayable on demand. The fair values of other payables at the end of the reporting period approximated to their corresponding carrying amounts.

其他應付款項及應計費用為無抵押、免息及應按要求償還。於報告期末之其他應付款項之公平值與其相應賬面值相若。

Further details of other payables and accruals based on their nature are as follows:

按其性質劃分的其他應付款項及應計費用的進一步詳情如下：

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|---------------------|----------------------------------|----------------------------------|
| Deposits/advances from film financiers | 來自電影融資方的按金／墊款 | 51,216 | 82,441 |
| Advances due to third parties | 應付第三方的墊款 | 26,595 | 25,245 |
| Payable for VAT and tax penalties | 應付增值稅及稅務罰款 | 26,258 | 19,315 |
| Loan interest payables | 應付貸款利息 | 29,660 | 19,219 |
| Accrued expenses | 應計開支 | 28,593 | 10,436 |
| Amount due to a Director (note 35) | 應付一名董事的款項 (附註35) | 180 | - |
| | | 162,502 | 156,656 |

23. CONTRACT LIABILITIES

23. 合約負債

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|---------------|----------------------------------|----------------------------------|
| Short-term advances received from customers | 收取之客戶短期墊款 | | |
| Deferred income | 遞延收入 | 67,615 | - |
| Sale of film investments and rendering of related services | 出售電影投資及提供相關服務 | 37,425 | 92,618 |
| | | 105,040 | 92,618 |

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24. INTEREST-BEARING BANK AND OTHER BORROWINGS AND FILM INVESTMENT LOANS

24. 計息銀行及其他借貸以及電影投資貸款

| | | | 2021 二零二一年 | | | 2020 二零二零年 | | |
|------------------------|------------|------------------------|--|------------------------------|-----------------|---|----------------|-----------------|
| | | | Effective interest rate (%) 實際利率(%) | Maturity 到期 | HK\$'000 千港元 | Effective interest rate (%) 實際利率(%) | Maturity 到期 | HK\$'000 千港元 |
| Current | 即期 | | | | | | | |
| Borrowings – unsecured | 借貸 – 無抵押 | (note b, d) (附註b、d) | 3-8 | 2021-2022 二零二一年 至二零二二年 | 197,625 | 6-8 | 2021 二零二一年 | 67,039 |
| Film investment loans | 電影投資貸款 | (note c, d) (附註c、d) | 6-8 | 2021-2022 二零二一年 至二零二二年 | 193,431 | 6 | 2021 二零二一年 | 117,791 |
| | | | | | 391,056 | | | 184,830 |
| Non-current | 非即期 | | | | | | | |
| Bank loan – secured | 銀行貸款 – 有抵押 | (note a) (附註a) | | | - | LIBOR+2.5 or Eastwest Bank prime rate, with a floor rate of 3.25 倫敦銀行 同業拆息 加2.5 或華美銀行 最優惠利率， 最低利率為 3.25 | 2022 二零二二年 | 148,735 |
| Borrowings – unsecured | 借貸 – 無抵押 | (note b) (附註b) | | | - | 3-8 | 2022 二零二二年 | 129,819 |
| Film investment loans | 電影投資貸款 | (note c) (附註c) | | | - | 6 | 2022 二零二二年 | 46,535 |
| | | | | | - | | | 325,089 |
| | | | | | 391,056 | | | 509,919 |

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財務報表附註

31 December 2021 二零二一年十二月三十一日

24. INTEREST-BEARING BANK AND OTHER BORROWINGS AND FILM INVESTMENT LOANS (continued)

24. 計息銀行及其他借貸以及電影投資貸款 (續)

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|-----------------|----------------------------------|----------------------------------|
| Analysed into: | 分析為以下項目： | | |
| Bank loans: | 銀行貸款： | | |
| In the second year | 於第二年 | - | 148,735 |
| Other borrowings and film investment loans repayable: | 應償還其他借貸及電影投資貸款： | | |
| Within one year | 一年內 | 391,056 | 184,830 |
| In the second year | 於第二年 | - | 176,354 |
| | | 391,056 | 361,184 |
| | | 391,056 | 509,919 |

Notes:

- (a) There was no bank loan as at 31 December 2021. The bank loan of HK\$148,735,000 as at 31 December 2020 was secured by the pledge of 100% of the Group's equity interest in a wholly-owned subsidiary, Starlight Culture Entertainment Limited, and 100% of the membership interest in a film production company owned by a film director. The loan was fully repaid in 2021.
- (b) As at 31 December 2021, other borrowings amounted to HK\$67,420,000 bearing interest at a rate of 8% per annum are repayable in 2021, and other borrowings amounted to HK\$130,205,000 bearing interest at rates ranging from 3% to 8% per annum are repayable in 2022.

附註：

- (a) 於二零二一年十二月三十一日並無銀行貸款。於二零二零年十二月三十一日之銀行貸款148,735,000港元由本集團於其全資附屬公司，即Starlight Culture Entertainment Limited全部的股權及由一名電影導演擁有的電影製作公司之全部股東權益作抵押。貸款已於二零二一年悉數償還。
- (b) 於二零二一年十二月三十一日，金額為67,420,000港元按年利率8%計息的其他借貸須於二零二一年償還，以及金額為130,205,000港元按年利率3%至8%計息的其他借貸須於二零二二年償還。

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24. INTEREST-BEARING BANK AND OTHER BORROWINGS AND FILM INVESTMENT LOANS (continued)

Notes: (continued)

- (c) The film investment loans represented loans from film financiers which bear interest at rates ranging from 6% to 8% per annum. The repayment dates are subject to the release dates of films.
- (d) During the year, the Group defaulted on the repayment of overdue other borrowings and film investment loans (including financial liabilities at fair value through profit or loss and derivative financial liabilities) amounted to HK\$308,495,000, and have a further other borrowings and film investment loans (including financial liabilities at fair value through profit or loss and derivative financial liabilities) in an aggregate amount of HK\$277,093,000 which will be due for repayment in June 2023 or before.

The Group has been actively negotiating with all the lenders for renewal and extension for repayments of the overdue borrowings. The Group entered into extension agreements with lenders of other borrowings and film investment loans (including financial liabilities at fair value through profit or loss and derivative financial liabilities) in the amount of approximately HK\$332,920,000 to extend the repayment due date to June 2023. Lenders in respect of other borrowings and film investment loans (including financial liabilities at fair value through profit or loss and derivative financial liabilities) of approximately HK\$26,520,000 preliminarily intended to renew or extend certain overdue borrowings, however, no formal agreement has been reached yet.

The remaining film investment loans with principals of HK\$85,022,000 and interests of HK\$2,463,000 are due for repayment in 2022.

24. 計息銀行及其他借貸以及電影投資貸款 (續)

附註：(續)

- (c) 電影投資貸款指來自電影融資方的貸款，按年利率6%至8%計息。還款日期受限於電影上映日期。
- (d) 年內，本集團未能償還逾期的其他借貸及電影投資貸款（包括按公平值計入損益的金融負債及衍生金融負債）308,495,000港元，且還有其他借貸及電影投資貸款（包括按公平值計入損益的金融負債及衍生金融負債）合共277,093,000港元將於二零二三年六月或之前到期償還。

本集團一直積極與所有放債人就重續及延期償還逾期借貸進行磋商。本集團就金額約332,920,000港元之其他借貸及電影投資貸款（包括按公平值計入損益的金融負債及衍生金融負債）與放債人訂立延期協議，以將還款到期日延長至二零二三年六月。與約26,520,000港元之其他借貸及電影投資貸款（包括按公平值計入損益的金融負債及衍生金融負債）有關之放債人初步擬定重續或延長若干逾期借貸，但尚未達成正式協議。

剩餘電影投資貸款本金85,022,000港元，利息2,463,000港元須於二零二二年到期償還。

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財務報表附註

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24. INTEREST-BEARING BANK AND OTHER BORROWINGS AND FILM INVESTMENT LOANS *(continued)*

Film investment loans with a principal amount of HK\$193,431,000 bear variable interest rates depending on the royalties generated from the films, which are derivative components and should be separated from the film investment loans and measured at fair value. The summary of movements in the derivative component of the film investment loans is as follows:

Derivative financial liabilities

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|-------------|----------------------------------|----------------------------------|
| At 1 January | 於一月一日 | 17,945 | 32,477 |
| Change in fair value of derivative financial liabilities | 衍生金融負債公平值變動 | (1,901) | (14,390) |
| Exchange realignment | 匯兌調整 | 96 | (142) |
| At 31 December | 於十二月三十一日 | 16,140 | 17,945 |

Changes in the fair value of the derivative component of the film investment loans amounting to HK\$1,901,000 (2020: HK\$14,390,000) were charged to the statement of profit or loss during the year.

24. 計息銀行及其他借貸以及電影投資貸款 *(續)*

電影投資貸款本金193,431,000港元按取決於電影產生版權費之浮動利率計息，收益為衍生部分及須與電影投資貸款分開並按公平值計量。電影投資貸款衍生部分變動概要如下：

衍生金融負債

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|-------------|----------------------------------|----------------------------------|
| At 1 January | 於一月一日 | 17,945 | 32,477 |
| Change in fair value of derivative financial liabilities | 衍生金融負債公平值變動 | (1,901) | (14,390) |
| Exchange realignment | 匯兌調整 | 96 | (142) |
| At 31 December | 於十二月三十一日 | 16,140 | 17,945 |

於年內的電影投資貸款衍生部分公平值變動金額為1,901,000港元（二零二零年：14,390,000港元），於損益表內扣除。

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財務報表附註

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25. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

25. 按公平值計入損益的金融負債

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|----------------------------------|----------------------------------|
| Amount received under the co-investment arrangements without share of copyrights, at fair value | 192,023 | - |
| 以公平值列賬的聯合投資安排下已收款項—無分佔版權 | | |

Amount received under the co-investment arrangements without share of copyrights are mandatorily classified as financial liabilities at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

During the year ended 31 December 2021, the Group had several co-investment agreements with investors in film production projects, which entitled the investors to receive a variable income based on the investor's investment amount and expected rate of return as specified in the respective co-investment agreements. Investors have no control nor joint control over the investments and are without share of copyrights.

The Group measured, at initial recognition, the cost of these amounts received based on the cash consideration for these investments.

All these films had been released and the carrying amount at the end of the reporting period represented the fair value of the estimated net future cash flows from these films attributable to the investors. The repayment dates of these liabilities are normally after 30 days every time the Company receives cash receipts from distributors. Further details are set out in note 24(d) to the financial statements.

The fair value gains on remeasurement of fair value of financial liabilities at fair value through profit or loss amounting to HK\$81,850,000 during the year.

聯合投資安排下已收款項—無分佔版權已強制分類為按公平值計入損益的金融負債，乃由於其合約現金流量並非純粹為支付本金及利息。

截至二零二一年十二月三十一日止年度，本集團與投資者就電影製作項目訂有若干聯合投資協議，根據各聯合投資協議所規定投資者的投資金額及預期回報率，投資者有權獲取可變收益。投資者對投資並無控制權或聯合控制權，且無分佔版權。

本集團於初步確認時根據該等投資的現金代價計量該等已收款項的成本。

該等電影均已上映，於報告期末的賬面值指投資者應佔該等電影的估計未來現金流量淨額的公平值。該等負債的還款日期通常為本公司每次收到發行商的現金收據30日後。進一步詳情載於財務報表附註24(d)。

年內重新計量按公平值計入損益的金融負債的公平值收益為81,850,000港元。

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財務報表附註

31 December 2021 二零二一年十二月三十一日

26. PROMISSORY NOTES

The carrying value of the promissory notes measured at amortised cost is as follows:

26. 承兌票據

按攤銷成本計量的承兌票據賬面值如下：

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|--------------------------|----------------------------------|----------------------------------|
| At 1 January | 於一月一日 | 1,000 | 9,000 |
| Interest | 利息 | 2,181 | 2,170 |
| Repayment of principal during the year (note a, note b) | 年內償還本金 (附註a、附註b) | (1,000) | (8,000) |
| Repayment of interest during the year (note a) | 年內償還利息(附註a) | (1,800) | - |
| Waiver of interest | 豁免利息 | (381) | - |
| Exchange realignment | 匯兌調整 | - | - |
| At 31 December | 於十二月三十一日 | - | 3,170 |
| Less: Interest payable including in other payables and accruals | 減：計入其他應付款項及應計費 用的應付利息 | - | (2,170) |
| | | - | 1,000 |

Notes:

- (a) On 2 January 2019, the Group issued promissory notes which were measured at amortised cost using the effective interest rate method with the effective interest rate at 15% per annum with a total principal amount of HK\$266,989,000. In April 2019, the repayment date of the promissory notes was extended to 28 April 2020.

In September 2019, the Group signed an agreement with a share subscriber and the promissory note holder to settle the promissory note with a principal amount of HK\$17,000,000 and interest amounting to HK\$1,290,000 by the share subscriber. In addition, the Group also paid the promissory notes with a principal amount of HK\$257,998,000 and interest in the amount of HK\$12,634,000.

附註：

- (a) 於二零一九年一月二日，本集團發行本金總額為266,989,000港元，實際年利率為15%的承兌票據，其採用實際利率法按攤銷成本計量。於二零一九年四月，承兌票據的還款日期已延遲至二零二零年四月二十八日。

於二零一九年九月，本集團與一名股份認購人及承兌票據持有人簽訂一項協議以由股份認購人結算本金額17,000,000港元及利息為1,290,000港元的承兌票據。此外，本集團亦支付本金額257,998,000港元及利息為12,634,000港元的承兌票據。

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財務報表附註

31 December 2021 二零二一年十二月三十一日

26. PROMISSORY NOTES (continued)

Notes: (continued)

- (b) In January 2021, the Group settled the promissory notes with a payment of a principal amount of HK\$1,000,000 and interests of HK\$1,800,000, and a waiver of interest of HK\$381,000.

26. 承兌票據 (續)

附註：(續)

- (b) 於二零二一年一月，本集團結算本金額付款1,000,000港元及利息為1,800,000港元的承兌票據，豁免利息為381,000港元。

27. SHARE CAPITAL

Shares

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|---|----------------------------------|----------------------------------|
| Issued and fully paid: 823,564,799 (2020: 823,564,799) | 已發行及繳足： 823,564,799股 (二零二零年： 823,564,799股) | 82,356 | 82,356 |
| Authorised: 20,000,000,000 | 法定： 20,000,000,000股 | 2,000,000 | 2,000,000 |

27. 股本

股份

A summary of the Company's share capital is as follows:

本公司股本概述如下：

| | | Number of shares in issue 已發行股份數目 | Share capital 股本 HK\$'000 千港元 |
|---|-----------------------------|---|--|
| At 1 January 2021 and 31 December 2021 | 於二零二一年一月一日及 二零二一年十二月三十一日 | 823,564,799 | 82,356 |

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28. SHARE OPTION SCHEME

At the annual general meeting of the Company on 1 June 2012, an ordinary resolution to propose a new share option scheme (the “2012 Share Option Scheme”) was passed. The 2012 Share Option Scheme was thus approved and adopted at the general meeting and subsequent approval was granted by the Stock Exchange. The 2012 Share Option Scheme is valid and effective for 10 years commencing from the adoption date (i.e., 1 June 2012). The number of shares, which may be issued upon exercise of all outstanding options granted under the 2012 Share Option Scheme and other schemes adopted by the Group, is not permitted to exceed 30% of the shares of the Company in issue at any point in time. The total number of shares in respect of which options may be granted under the 2012 Share Option Scheme and other schemes adopted by the Group in aggregate is not permitted to exceed 10% of the shares of the Company in issue at the adoption date. The total number of shares in respect of which options may be granted to any individual is not permitted to exceed (i) 0.1% of the shares of the Company in issue, and (ii) HK\$5,000,000 in aggregate value based on the closing price of the shares at the date of each grant, in any 12-month period unless such grant is approved by independent shareholders at a general meeting.

A consideration of HK\$1 is payable by the grantee on the acceptance of options granted. An option may be exercised from the date of acceptance of the offer of such option to the earlier of the date on which such option lapses and 10 years from the offer date of that option. The exercise price is determined by the directors of the Company, and will not be less than the higher of the closing price of the shares on the Stock Exchange on the date of the grant of the options, and the average of the closing prices of the shares for the five trading days immediately preceding the date of the grant of the options.

Since the adoption of the 2012 Share Option Scheme, no share options have been granted under the scheme up to 31 December 2021.

28. 購股權計劃

在本公司於二零一二年六月一日舉行之股東週年大會上，建議一項新購股權計劃（「二零一二年購股權計劃」）之普通決議案已獲通過。二零一二年購股權計劃因此於股東大會上獲批准及採納，且隨後由聯交所授出批准。二零一二年購股權計劃乃由採納日期（即二零一二年六月一日）起計十年內有效及生效。行使根據二零一二年購股權計劃及本集團採納之其他計劃授出之所有尚未行使購股權而可能發行之股份數目，不得超過任何時間本公司已發行股份之30%。根據二零一二年購股權計劃及本集團採納之其他計劃可能授出之購股權之有關股份總數合共不得超過採納日期本公司已發行股份之10%。於任何十二個月期間，可能向任何人士授出之購股權之有關股份總數不得超過(i)本公司已發行股份之0.1%，及(ii)根據於各授出日期股份之收市價計算之總價值不得超過5,000,000港元，除非有關授出獲獨立股東於股東大會上批准則另作別論。

承授人接納獲授之購股權時須支付代價1港元。購股權可由接納該等購股權要約日期起至該購股權失效日期及購股權建議日期起滿十年當日（以較早者為準）止期間行使。行使價由本公司董事釐定，並將不低於購股權授出日期股份於聯交所之收市價，及緊接購股權授出日期前五個交易日股份之平均收市價之較高者。

自採納二零一二年購股權計劃以來，截至二零二一年十二月三十一日概無根據計劃授出任何購股權。

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29. RETIREMENT BENEFIT SCHEMES

The Group participates in the Mandatory Provident Fund Scheme (the “MPF Scheme”) established under the Mandatory Provident Fund Ordinance in December 2000. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees.

The retirement benefit scheme contributions charged to profit or loss represent contributions payable to the MPF Scheme by the Group at specified rates.

The employees of one of the Group’s subsidiaries which operates in Mainland China are required to participate in a central pension scheme operated by the local municipal government. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

During the year ended 31 December 2021, the retirement benefit scheme contributions were approximately HK\$153,250 (2020: HK\$254,000).

30. RESERVES

The amounts of the Group’s reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

Share premium

The share premium of the Group represents the amount subscribed for share capital in excess of nominal value.

29. 退休福利計劃

本集團於二零零零年十二月參與根據強制性公積金條例設立之強制性公積金計劃（「強積金計劃」）。該計劃之資產與本集團之資產分開持有，並由受託人控制之基金持有。

於損益扣除之退休福利計劃供款乃本集團按指定之供款率應向強積金計劃支付之供款。

本集團於中國內地營運之附屬公司所聘之僱員，須參與由當地市政府營辦之中央退休金計劃。有關供款於根據中央退休金計劃規則成為應付時於損益表扣除。

於截至二零二一年十二月三十一日止年度，退休福利計劃之供款約為153,250港元（二零二零年：254,000港元）。

30. 儲備

本集團於本年度及過往年度之儲備及變動金額列示於綜合權益變動表。

股份溢價

本集團之股份溢價指所認購股本超出面值之金額。

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30. RESERVES (continued)

Statutory reserve fund

In accordance with the relevant PRC regulations applicable to wholly-foreign-owned companies, certain entities within the Group are required to allocate a certain portion (not less than 10%), as determined by their boards of Directors, of their profit after tax in accordance with PRC GAAP to the statutory reserve fund (the “SRF”) until such reserve reaches 50% of the registered capital.

The SRF is non-distributable other than in the event of liquidation and, subject to certain restrictions set out in the relevant PRC regulations, can be used to offset accumulated losses or be capitalised as issued capital.

In accordance with the relevant regulations and the articles of association, a subsidiary registered in the PRC as a domestic company is required to appropriate 10% of its net profit (after offsetting accumulated losses from prior years) to the statutory surplus reserve. After the balance of such reserve reaches 50% of the entity’s capital, any further appropriation is at the discretion of the Company. The statutory surplus reserve can be utilised to offset accumulated losses or increase capital. However, the balance of the statutory surplus reserve must be maintained at a minimum of 25% of the capital after such usages.

30. 儲備 (續)

法定儲備金

根據中國適用於外商獨資公司的相關法規，本集團旗下的若干實體須就董事會決定按中國公認會計原則分配除稅後溢利的若干部分（不少於10%）至法定儲備金（「法定儲備金」），直至該儲備達註冊資本的50%為止。

法定儲備金為不可分派，惟出現清盤情況及根據相關中國法規所載若干限制可用作抵銷累計虧損或撥充資本為已發行股本除外。

根據相關法規及組織章程細則，在中國註冊為內資公司的附屬公司須撥出其純利的10%（經抵銷過往年度的累計虧損後）至法定盈餘儲備。於該儲備的結餘達至該實體資本的50%後，本公司則可酌情作出任何進一步撥款。法定盈餘儲備可用作抵銷累計虧損或增資。然而，於作出上述用途後，該法定盈餘儲備的結餘須維持於不少於資本的25%。

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財務報表附註

31 December 2021 二零二一年十二月三十一日

31. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

31. 擁有重大非控股權益之部分擁有附屬公司

有關擁有重大非控股權益之本集團附屬公司詳情載列如下：

| | | 2021 二零二一年 | 2020 二零二零年 |
|--|--|----------------------------------|----------------------------------|
| Percentage of equity interest held by non-controlling interests: | 非控股權益持有之股權百分比： | | |
| Jimei Entertainment Cambodia Development Limited | Jimei Entertainment Cambodia Development Limited | - | 49% |
| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
| Loss for the year allocated to non-controlling interests: | 年內分配予非控股權益之虧損： | | |
| Jimei Entertainment Cambodia Development Limited | Jimei Entertainment Cambodia Development Limited | - | (13) |
| Accumulated balances of non-controlling interests at the reporting date: | 於報告日期非控股權益之累計結餘： | | |
| Jimei Entertainment Cambodia Development Limited | Jimei Entertainment Cambodia Development Limited | - | (25,010) |

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31. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS *(continued)*

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

Jimei Entertainment Cambodia Development Limited has been disposed of in February 2021. No transaction was incurred before the disposal.

31. 擁有重大非控股權益之部分擁有附屬公司 *(續)*

下表列示乃上述附屬公司之財務資料概述。所披露金額乃任何公司間抵銷前之金額：

Jimei Entertainment Cambodia Development Limited已於二零二一年二月出售。於出售前並無發生任何交易。

| 2020 | 二零二零年 | Jimei Entertainment Cambodia Development Limited HK\$'000 千港元 |
|---|---------------|---|
| Revenue | 收益 | - |
| Total expenses | 開支總額 | (27) |
| Loss for the year and total comprehensive loss for the year | 年內虧損及年內全面虧損總額 | (27) |
| Current assets | 流動資產 | 2,509 |
| Non-current assets | 非流動資產 | - |
| Current liabilities | 流動負債 | (75,302) |
| Non-current liabilities | 非流動負債 | - |
| Net cash flows used in operating activities | 經營業務所用現金流量淨額 | - |
| Net cash flows from investing activities | 投資業務之現金流量淨額 | - |
| Net cash flows from financing activities | 融資業務之現金流量淨額 | - |
| Net decrease in cash and cash equivalents | 現金及現金等值項目減少淨額 | - |

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財務報表附註

31 December 2021 二零二一年十二月三十一日

32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$2,982,000 and HK\$2,884,000, respectively, in respect of lease arrangements for office space (2020: HK\$1,557,000 and HK\$1,557,000).

(b) Changes in liabilities arising from financing activities

2021

32. 綜合現金流量表附註

(a) 主要非現金交易

年內，本集團有關辦公空間的租賃安排之使用權資產及租賃負債的非現金增加分別為2,982,000港元及2,884,000港元（二零二零年：1,557,000港元及1,557,000港元）。

(b) 融資活動所產生負債變動

二零二一年

| | | Bank and other borrowings and film investment loans 銀行及其他借貸以及電影投資貸款 HK\$'000 千港元 | Lease liabilities 租賃負債 HK\$'000 千港元 | Promissory notes 承兌票據 HK\$'000 千港元 |
|---------------------------------------|---------------|---|--|---|
| At 1 January 2021 | 於二零二一年一月一日 | 509,919 | 4,718 | 1,000 |
| Changes from financing cash flows | 融資現金流量變動 | (119,817) | (3,032) | (1,000) |
| New leases | 新租賃 | - | 2,884 | - |
| Early termination of a lease contract | 提早終止一項租賃合約 | - | (375) | - |
| Interest expense | 利息開支 | - | 298 | - |
| Exchange realignment | 匯兌調整 | 954 | - | - |
| At 31 December 2021 | 於二零二一年十二月三十一日 | 391,056 | 4,493 | - |

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財務報表附註

31 December 2021 二零二一年十二月三十一日

32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(continued)

(b) Changes in liabilities arising from financing activities (continued)

2020

| | | Bank and other borrowings and film investment loans 銀行及 其他借貸 以及電影 投資貸款 HK\$'000 千港元 | Lease liabilities 租賃負債 HK\$'000 千港元 | Promissory notes 承兌票據 HK\$'000 千港元 |
|-----------------------------------|---------------|---|---|--|
| At 1 January 2020 | 於二零二零年一月一日 | 361,701 | 6,312 | 9,000 |
| Changes from financing cash flows | 融資現金流量變動 | 149,043 | (2,962) | (8,000) |
| New leases | 新租賃 | - | 1,557 | - |
| Disposal of subsidiaries | 處置附屬公司 | - | (495) | - |
| Interest expense | 利息開支 | - | 306 | - |
| Exchange realignment | 匯兌調整 | (825) | - | - |
| At 31 December 2020 | 於二零二零年十二月三十一日 | 509,919 | 4,718 | 1,000 |

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

(c) 租賃現金流出總額

計入現金流量表之租賃現金流出總額如下：

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|-----------------------------|-------|----------------------------------|----------------------------------|
| Within operating activities | 經營活動內 | 216 | 842 |
| Within financing activities | 融資活動內 | 3,032 | 2,962 |
| | | 3,248 | 3,804 |

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財務報表附註

31 December 2021 二零二一年十二月三十一日

33. DISPOSAL OF SUBSIDIARIES

33. 處置附屬公司

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|------------------|----------------------------------|----------------------------------|
| Net assets disposed of: | 已出售資產淨值： | | |
| Property, plant and equipment | 物業、廠房及設備 | - | 61 |
| Club debenture | 會所債券 | - | 320 |
| Right-of-use assets | 使用權資產 | - | 516 |
| Prepayments, other receivables and other assets | 預付款項、其他應收款項及其他資產 | 2,560 | 29 |
| Cash and bank balances | 現金及銀行結餘 | 7 | 101 |
| Trade payables | 貿易應付款項 | - | (3,330) |
| Other payables and accruals | 其他應付款項及應計費用 | (4,641) | (1,409) |
| Lease liability | 租賃負債 | - | (495) |
| Tax payable | 應付稅項 | (188) | (38) |
| Non-controlling interests | 非控股權益 | 25,010 | - |
| | | (22,748) | (4,245) |
| Exchange fluctuation reserve | 匯兌波動儲備 | 4,062 | 1,790 |
| | | 26,810 | (2,455) |
| (Loss)/gain on disposal of subsidiaries | 處置附屬公司的(虧損)/收益 | (26,810) | 2,455 |
| | | - | - |
| Satisfied by: | 按以下結算： | | |
| Cash | 現金 | - | - |

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of the subsidiaries is as follows:

有關處置附屬公司的現金及現金等值項目淨流入的分析如下：

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|-----------------------|----------------------------------|----------------------------------|
| Cash consideration | 現金代價 | - | - |
| Cash and bank balances disposed of | 已出售的現金及銀行結餘 | (7) | (101) |
| Net inflow of cash and cash equivalents in respect of the disposal of subsidiaries | 有關處置附屬公司之現金及現金等值項目淨流入 | (7) | (101) |

In February 2021, the Group disposed of the Gaming Operation and the underlying assets and liabilities to an independent third party for a nominal consideration of HK\$39.21.

於二零二一年二月，本集團將博彩業務及相關資產及負債出售予一名獨立第三方，名義代價為39.21港元。

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31 December 2021 二零二一年十二月三十一日

34. CAPITAL COMMITMENTS

- (a) The Group had the following capital commitments at the end of the reporting period:

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|----------------------------------|----------------------------------|
| Contracted, but not provided for: 已訂約，但未撥備： Film investments 電影投資 | 215,969 | 44,114 |

- (b) The Group has no lease contracts that have not yet commenced as at 31 December 2021.

34. 資本承擔

- (a) 本集團於報告期末有以下之資本承擔：

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|----------------------------------|----------------------------------|
| Contracted, but not provided for: 已訂約，但未撥備： Film investments 電影投資 | 215,969 | 44,114 |

- (b) 於二零二一年十二月三十一日，本集團並無尚未開始的租賃合約。

35. RELATED PARTY TRANSACTIONS

In addition to the transactions detailed elsewhere in these financial statements, the Group had the following outstanding balance with a related party as at 31 December 2021:

- (i) Contract asset receivable from a related party

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|----------------------------------|----------------------------------|
| A related company – Horgos Feixia 一間關聯公司—霍爾果斯飛俠 | 18,257 | 41,484 |

On 19 April 2019, the Group signed a TV drama series investment agreement with Horgos Feixia Film and TV Culture Media Limited (“Horgos Feixia”), which is a subsidiary of Hangzhou Xindingming Enterprise Management Consultancy Co., Ltd. On 12 July 2019, Hangzhou Xindingming Enterprise Management Consultancy Co., Ltd. became a shareholder of the Group. The receivable from Horgos Feixia became a related party balance thereafter.

35. 關聯方交易

於二零二一年十二月三十一日，除該等財務報表所詳述之其他交易外，本集團與關聯方擁有以下未償還結餘：

- (i) 應收一名關聯方之合約資產

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|----------------------------------|----------------------------------|
| A related company – Horgos Feixia 一間關聯公司—霍爾果斯飛俠 | 18,257 | 41,484 |

於二零一九年四月十九日，本集團與杭州新鼎明企業管理諮詢有限公司之附屬公司霍爾果斯飛俠影視文化傳媒有限責任公司（「霍爾果斯飛俠」）簽訂電視連續劇投資協議。於二零一九年七月十二日，杭州新鼎明企業諮詢管理有限公司成為本集團之股東。應收霍爾果斯飛俠的款項隨後成為關聯方結餘。

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35. RELATED PARTY TRANSACTIONS

(continued)

(ii) Compensation of key management personnel of the Group

The remuneration of the key management of the Group during the year was as follows:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|----------|----------------------------------|----------------------------------|
| Short term employee benefits | 短期僱員福利 | 5,991 | 8,549 |
| Retirement benefit scheme contributions | 退休福利計劃供款 | 18 | 18 |
| | | 6,009 | 8,567 |

The remuneration of Directors and other members of key management is determined by the board of Directors having regard to the performance of individuals and market trends.

Further details of Directors' and the chief executive's emoluments are included in note 8 to the financial statements.

35. 關聯方交易 (續)

(ii) 本集團主要管理人員薪酬

年內本集團主要管理人員薪酬如下：

董事及其他主要管理層成員之薪酬由董事會經參考個人表現及市場趨勢釐定。

有關董事及主要行政人員薪酬之進一步詳情載於財務報表附註8。

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財務報表附註

31 December 2021 二零二一年十二月三十一日

35. RELATED PARTY TRANSACTIONS

(continued)

(iii) Amounts due from a Director

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|------------------------|----------------------------------|----------------------------------|
| Amounts due from a Director – Luo Lei (note 18) | 應收一名董事款項— 羅雷 (附註18) | 872 | 2,092 |

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

(iv) Amounts due to a Director

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|------------------------|----------------------------------|----------------------------------|
| Amounts due to a Director – Chau Chit (note 22) | 應付一名董事款項— 周哲 (附註22) | 180 | - |

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

(v) Amount due to a shareholder

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|-----------------------------|----------|----------------------------------|----------------------------------|
| Amount due to a shareholder | 應付一名股東款項 | 1,227 | 1,188 |

The amount due to a shareholder is non-trade in nature, unsecured, and interest-free. The balance as at 31 December 2021 is repayable in 2022 (2020: repayable in 2022).

35. 關聯方交易 (續)

(iii) 應收一名董事款項

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|------------------------|----------------------------------|----------------------------------|
| Amounts due from a Director – Luo Lei (note 18) | 應收一名董事款項— 羅雷 (附註18) | 872 | 2,092 |

應收一名董事款項為無抵押、免息及按
要求償還。

(iv) 應付一名董事款項

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|------------------------|----------------------------------|----------------------------------|
| Amounts due to a Director – Chau Chit (note 22) | 應付一名董事款項— 周哲 (附註22) | 180 | - |

應付一名董事款項為無抵押、免息及按
要求償還。

(v) 應付一名股東款項

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|-----------------------------|----------|----------------------------------|----------------------------------|
| Amount due to a shareholder | 應付一名股東款項 | 1,227 | 1,188 |

應付一名股東款項為非交易性質、無抵
押及免息。於二零二一年十二月三十一
日的結餘須於二零二二年償還 (二零二
零年：須於二零二二年償還)。

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31 December 2021 二零二一年十二月三十一日

35. RELATED PARTY TRANSACTIONS

(continued)

(vi) Film investment loans

A shareholder – Jiangyin Binjiang 一名股東 – 江陰濱江

On 20 October 2018 and 5 November 2018, the Group signed film investment loan agreements with Jiangyin Binjiang Technology Venture Investment Co., Ltd. (“Jiangyin Binjiang”), whereby the Group was provided with film investment loan totaling HK\$30,420,000 (2020: HK\$30,247,000), which is trade in nature, unsecured and with an interest rate of 6%. On 8 May 2019, Jiangyin Binjiang became a shareholder of the Group. The loan is overdue as at 31 December 2021 with accrued interests of HK\$3,951,000 and late payment penalties of HK\$3,584,000. As at the date of this report, the Group is in the process of renegotiating the terms of the loan with Jiangyin Binjiang, which includes, among others, to extend the maturity dates. The interest and late payment penalties had been accrued according to the provision of the current loan agreement.

35. 關聯方交易 (續)

(vi) 電影投資貸款

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|----------------------------------|----------------------------------|
| A shareholder – Jiangyin Binjiang 一名股東 – 江陰濱江 | 30,420 | 30,247 |

於二零一八年十月二十日及二零一八年十一月五日，本集團與江陰濱江科技創業投資有限公司（「江陰濱江」）簽訂電影投資貸款協議，據此，本集團獲得電影投資貸款合共30,420,000港元（二零二零年：30,247,000港元），該貸款為交易性質、無抵押及利率為6%。於二零一九年五月八日，江陰濱江成為本集團一名股東。於二零二一年十二月三十一日，該貸款已逾期，應計利息為3,951,000港元及滯納金為3,584,000港元。於本報告日期，本集團正與江陰濱江重新協商貸款條款，以（其中包括）延長到期日。有關利息及滯納金已根據現有貸款協議的條文計提。

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36. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as the end of the reporting period are as follows:

2021

| Financial assets | 金融資產 | Financial assets at amortised cost 按攤銷成本計量之金融資產 HK\$'000 千港元 |
|--|-------------------------|---|
| Trade receivables | 貿易應收款項 | 33,650 |
| Contract assets | 合約資產 | 28,451 |
| Financial assets included in prepayments, other receivables and other assets | 計入預付款項、其他應收款項及其他資產之金融資產 | 107,163 |
| Cash and cash equivalents | 現金及現金等值項目 | 157,105 |
| | | 326,369 |

36. 按類別劃分的金融工具

於報告期末，金融工具各項分類的賬面值如下：

二零二一年

| Financial liabilities | 金融負債 | Financial liabilities at fair value 按公平值計量的金融負債 | | Total 總計 HK\$'000 千港元 |
|--|-------------------|--|--|--------------------------------|
| | | Designated as such upon initial recognition 於初始確認時指定 HK\$'000 千港元 | Financial liabilities at amortised cost 按攤銷成本計量之金融負債 HK\$'000 千港元 | |
| Derivative financial liabilities | 衍生金融負債 | 16,140 | - | 16,140 |
| Financial liabilities at fair value through profit or loss | 按公平值計入損益的金融負債 | 192,023 | - | 192,023 |
| Interest-bearing bank and other borrowings and film investment loans | 計息銀行及其他借貸以及電影投資貸款 | - | 391,056 | 391,056 |
| Amounts due to a shareholder | 應付一名股東款項 | - | 1,227 | 1,227 |
| Financial liabilities included in trade and other payables | 計入貿易及其他應付款項之金融負債 | - | 162,502 | 162,502 |
| | | 208,163 | 554,785 | 762,948 |

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36. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

The carrying amounts of each of the categories of financial instruments as the end of the reporting period are as follows: (continued)

2020

36. 按類別劃分的金融工具 (續)

於報告期末，金融工具各項分類的賬面值如下：(續)

二零二零年

| Financial assets | 金融資產 | Financial assets at amortised cost 按攤銷成本計量之金融資產 HK\$'000 千港元 |
|--|-------------------------|---|
| Trade receivables | 貿易應收款項 | 67,233 |
| Contract assets | 合約資產 | 94,025 |
| Financial assets included in prepayments, other receivables and other assets | 計入預付款項、其他應收款項及其他資產之金融資產 | 104,050 |
| Cash and cash equivalents | 現金及現金等值項目 | 142,837 |
| | | 408,145 |

| Financial liabilities | 金融負債 | Financial liabilities at fair value 按公平值計量的金融負債 | | Total 總計 HK\$'000 千港元 |
|--|-------------------|--|--|--------------------------------|
| | | Designated as such upon initial recognition 於初始確認時指定 HK\$'000 千港元 | Financial liabilities at amortised cost 按攤銷成本計量之金融負債 HK\$'000 千港元 | |
| Derivative financial liabilities | 衍生金融負債 | 17,945 | - | 17,945 |
| Interest-bearing bank and other borrowings and film investment loans | 計息銀行及其他借貸以及電影投資貸款 | - | 509,919 | 509,919 |
| Amounts due to a shareholder | 應付一名股東款項 | - | 1,188 | 1,188 |
| Promissory note | 承兌票據 | - | 1,000 | 1,000 |
| Financial liabilities included in trade and other payables | 計入貿易及其他應付款項之金融負債 | - | 156,656 | 156,656 |
| | | 17,945 | 668,763 | 686,708 |

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37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

37. 金融工具的公平值及公平值層級

本集團金融工具（賬面值與公平值合理相若者除外）的賬面值及公平值如下：

| | Carrying amounts | | Fair values | |
|--|-------------------|----------|-------------|----------|
| | 賬面值 | | 公平值 | |
| | 2021 | 2020 | 2021 | 2020 |
| | 二零二一年 | 二零二零年 | 二零二一年 | 二零二零年 |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | 千港元 | 千港元 | 千港元 | 千港元 |
| Financial liabilities | | | | |
| 金融負債 | | | | |
| Interest-bearing bank and other borrowings and film investment loans | 計息銀行及其他借貸以及電影投資貸款 | | | |
| | 391,056 | 509,919 | 384,335 | 501,010 |

Management has assessed that the fair values of cash and cash equivalents, contract assets, trade receivables, financial assets included in prepayments, other receivables and other assets, financial liabilities included in trade payables, other payables and accruals, amounts due to non-controlling shareholders of subsidiaries, and amounts due to a shareholder approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer and the audit committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

管理層已評估現金及現金等值項目、合約資產、貿易應收款項、計入預付款項、其他應收款項及其他資產之金融資產、計入貿易應付款項、其他應付款項及應計費用之金融負債、應付附屬公司非控股股東款項及應付一名股東款項之公平值與其賬面值相若，主要由於該等工具均於短期內到期。

本集團由財務經理領導的財務部負責制定金融工具公平值計量的政策及程序。財務經理直接向財務總監及審核委員會匯報。於各報告日期，財務部門分析金融工具價值的變動情況，並釐定估值所用的主要輸入數據。估值由財務總監審閱並批准。估值過程及結果由審核委員會每年進行兩次討論，以作中期及年度財務申報。

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37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(continued)*

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current portion of interest-bearing bank and other borrowings and film investment loans have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk for interest-bearing bank and other borrowings and film investment loans as at 31 December 2021 were assessed to be insignificant.

The fair value of the derivative financial liability as of 31 December 2021 was related to variable interest rate of certain film investment loans, which was calculated based on the discounted cash flow model under the income-based approach. The key assumptions included discount rate, forecast revenue and profits tax rate. A significant increase in the estimated cash inflow and the growth rates in isolation would result in a significant increase in the fair value of the derivative financial liability. A significant decrease in discount rate in isolation would result in a significant increase in the fair value of the derivative financial liability.

The discount for lack of marketability represents the amounts of premiums and discounts determined by the Group that market participants would take into account when pricing the investments.

37. 金融工具的公平值及公平值層級 *(續)*

金融資產及負債之公平值按該工具於自願雙方當前交易（非被迫或清算性出售）中可交換之金額列賬。估計公平值時採用以下方法及假設：

計息銀行及其他借貸以及電影投資貸款之非即期部分的公平值乃按適用於具有類似條款、信貸風險及剩餘年期的工具的現行利率貼現預期未來現金流量計算。本集團於二零二一年十二月三十一日的計息銀行及其他借貸以及電影投資貸款的不履約風險導致的公平值變動評估為並不重大。

衍生金融負債截至二零二一年十二月三十一日的公平值與若干電影投資貸款的可變利率有關，按收入法項下的貼現現金流量模型計算。主要假設包括貼現率、預測收益及利得稅率。僅估計現金流入及增長率的大幅增加將導致衍生金融負債的公平值大幅增加。僅貼現率的大幅減少將導致衍生金融負債的公平值大幅增加。

缺乏可銷性折讓為本集團所釐定市場參與者在為投資定價時會考慮的溢價及折讓金額。

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37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's financial instruments:

Liabilities measured at fair value:

As at 31 December 2021

| | | Fair value measurement using 使用以下各項所作之公平值計量 | | | |
|--|---------------|---|---|--|--------------------------------|
| | | Quoted prices in active markets 於活躍 市場報價 (Level 1) (第一級) HK\$'000 千港元 | Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二級) HK\$'000 千港元 | Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三級) HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
| Financial liabilities at fair value through profit or loss | 按公平值計入損益的金融負債 | - | - | 192,023 | 192,023 |
| Derivative financial liabilities | 衍生金融負債 | - | - | 16,140 | 16,140 |
| | | - | - | 208,163 | 208,163 |

As at 31 December 2020

於二零二零年十二月三十一日

| | | Fair value measurement using 使用以下各項所作之公平值計量 | | | |
|----------------------------------|--------|---|---|--|--------------------------------|
| | | Quoted prices in active markets 於活躍 市場報價 (Level 1) (第一級) HK\$'000 千港元 | Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二級) HK\$'000 千港元 | Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三級) HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
| Derivative financial liabilities | 衍生金融負債 | - | - | 17,945 | 17,945 |

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2020: nil).

於年內，第一級與第二級之間公平值計量並無轉撥，亦無金融資產及金融負債轉入或轉出第三級的情況(二零二零年：無)。

37. 金融工具的公平值及公平值層級 (續)

公平值層級

下表列示本集團金融工具之公平值計量層級：

按公平值計量之負債：

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37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy (continued)

Below is a summary of the valuation techniques used and significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2021 and 2020:

| | Valuation techniques 估值技術 | Significant unobservable inputs 重大不可觀察輸入數據 | Range 範圍 | Sensitivity of fair value to the input 公平值對輸入數據的敏感度 |
|--|------------------------------|---|---|---|
| Financial liabilities at fair value through profit or loss | Income-based approach | Estimated revenue from motion pictures | 2021: HK\$61,643,000 to HK\$316,299,000 | 5% increase/decrease in estimated revenue would result in increase/decrease in fair value by HK\$8,724,000/HK\$11,513,000 |
| 按公平值計入損益的金融負債 | 收入法 | 來自影片之預計收益 | 二零二一年：61,643,000港元至316,299,000港元 | 預計收益增加／減少5%會導致公平值增加／減少8,724,000港元／11,513,000港元 |
| | | Discount rate | 2021: 17.46% to 23.35% | 5% increase/decrease in discount rate would result in decrease/increase in fair value by HK\$455,000/HK\$591,000 |
| | | 貼現率 | 二零二一年：17.46%至23.35% | 貼現率增加／減少5%會導致公平值減少／增加455,000港元／591,000港元 |

37. 金融工具的公平值及公平值層級 (續)

公平值層級 (續)

下表概述於二零二一年及二零二零年十二月三十一日金融工具估值所使用之估值技術及重大不可觀察輸入數據以及定量敏感度分析：

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37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy (continued)

Below is a summary of the valuation techniques used and significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2021 and 2020:

37. 金融工具的公平值及公平值層級 (續)

公平值層級 (續)

下表概述於二零二一年及二零二零年十二月三十一日金融工具估值所使用之估值技術及重大不可觀察輸入數據以及定量敏感度分析：

| | Valuation techniques 估值技術 | Significant unobservable inputs 重大不可觀察輸入數據 | Range 範圍 | Sensitivity of fair value to the input 公平值對輸入數據的敏感度 |
|----------------------------------|------------------------------|---|--|---|
| Derivative financial liabilities | Income-based approach | Estimated revenue from motion pictures | 2021: HK\$10,346,000–HK\$316,299,000 (2020: HK\$10,287,000 to HK\$387,147,000) | 5%(2020:5%) increase/decrease in estimated revenue would result in increase/decrease in fair value by HK\$1,294,000/HK\$1,293,000 (2020: HK\$2,345,000/HK\$2,414,000) |
| 衍生金融負債 | 收入法 | 來自影片之預計收益 | 二零二一年：10,346,000港元至316,299,000港元 (二零二零年：10,287,000港元至387,147,000港元) | 預計收益增加/減少5% (二零二零年：5%) 會導致公平值增加/減少1,294,000港元/1,293,000港元 (二零二零年：2,345,000港元/2,414,000港元) |
| | | Discount rate | 2021: 17.46% to 23.35% (2020: 18.01% to 24.08%) | 5%(2020:5%) increase/decrease in discount rate would result in decrease/increase in fair value by HK\$58,000/HK\$59,000 (2020: HK\$64,000/HK\$66,000) |
| | | 貼現率 | 二零二一年：17.46%至23.35% (二零二零年：18.01%至24.08%) | 貼現率增加/減少5% (二零二零年：5%) 會導致公平值減少/增加58,000港元/59,000港元 (二零二零年：64,000港元/66,000港元) |

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38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise promissory notes, interest-bearing bank and other borrowings and film investment loans, derivative financial liabilities and cash and cash equivalents. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of Directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates as at 31 December 2021 relates primarily to the Group's interest-bearing film investment loans with a floating interest rate.

The Group's policy is to manage its interest rate risk using a mix of fixed rate and movie performance specific debts. The Group has not used any financial instruments to hedge potential fluctuations in interest rates.

The Group's exposure to interest rate risk is minimal.

38. 財務風險管理目標及政策

本集團的主要財務工具包括承兌票據、計息銀行及其他借貸以及電影投資貸款、衍生金融負債以及現金及現金等值項目。該等金融工具的主要目的乃為本集團的經營籌集資金。本集團擁有各類其他金融資產及負債，如直接來自業務經營的貿易應收款項及貿易應付款項。

來自本集團金融工具的主要風險為利率風險、外幣風險、信貸風險及流動資金風險。董事會審閱並同意管理各類風險的政策，有關政策概述於下文。

利率風險

本集團於二零二一年十二月三十一日面臨的市場利率變動風險主要與本集團的浮動利率計息電影投資貸款有關。

本集團之政策為以固定利率及電影表現特定債務相結合來管理其利率風險。本集團並無使用任何金融工具對沖潛在利率波動。

本集團面臨的利率風險極低。

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38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currencies. None (2020:None) of the Group's sales were denominated in currencies other than the functional currencies of the operating units making the sale.

In addition, the Group has currency exposures from its interest-bearing bank and other borrowings and film investment loans.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB and USD exchange rates, with all other variables held constant, of the Group's loss before tax (due to changes in the fair values of monetary assets and liabilities).

38. 財務風險管理目標及政策 (續)

外幣風險

本集團面對交易貨幣風險。該等風險乃因為經營單位以單位之功能貨幣以外之貨幣進行買賣而產生。本集團並無(二零二零年：無)銷售是以進行銷售之經營單位功能貨幣以外的貨幣計值。

此外，本集團面臨來自計息銀行及其他借貸以及電影投資貸款的貨幣風險。

下表載列在所有其他變數維持不變之情況下，本集團除稅前虧損(因貨幣資產及負債公平值變動所致)對於報告期末人民幣及美元匯率之合理可能變動之敏感度。

| | | Increase/ (decrease) in basis points 基點 增加／(減少) | Increase/ (decrease) in loss before tax 除稅前虧損 增加／(減少) HK\$'000 千港元 |
|---|--------------|---|--|
| 2021 | 二零二一年 | | |
| If the Hong Kong dollar weakens against the USD | 倘港元兌美元貶值 | 1 | (1,684) |
| If the Hong Kong dollar strengthens against the USD | 倘港元兌美元升值 | (1) | 1,684 |
| If the Hong Kong dollar weakens against the RMB | 倘港元兌人民幣貶值 | 1 | (100) |
| If the Hong Kong dollar strengthens against the RMB | 倘港元兌人民幣升值 | (1) | 100 |

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38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk (continued)

| 2020 | 二零二零年 | | |
|---|-----------|-----|---------|
| If the Hong Kong dollar weakens against the USD | 倘港元兌美元貶值 | 1 | 3,298 |
| If the Hong Kong dollar strengthens against the USD | 倘港元兌美元升值 | (1) | (3,298) |
| If the Hong Kong dollar weakens against the RMB | 倘港元兌人民幣貶值 | 1 | (271) |
| If the Hong Kong dollar strengthens against the RMB | 倘港元兌人民幣升值 | (1) | 271 |

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis.

38. 財務風險管理目標及政策 (續)

外幣風險 (續)

| Increase/ (decrease) in basis points 基點 增加／(減少) | Increase/ (decrease) in loss/profits before tax 除稅前虧損／ 溢利增加／(減少) HK\$'000 千港元 |
|---|--|
|---|--|

信貸風險

本集團僅與經認可及信譽良好的第三方交易。本集團政策規定所有擬用信貸期交易的客戶須進行信用審計程序。此外，本集團會持續監察應收款項結餘。

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38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk.

As at 31 December 2021

| | | 12-month ECLs 12個月預期 信貸虧損 | | Lifetime ECLs 全期期信貸虧損 | | |
|--|---|------------------------------------|------------------------------------|------------------------------------|---|--------------------------------|
| | | Stage 1 第一階段 HK\$'000 千港元 | Stage 2 第二階段 HK\$'000 千港元 | Stage 3 第三階段 HK\$'000 千港元 | Simplified approach 簡化方法 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
| Contract assets* | 合約資產* | - | - | - | 105,911 | 105,911 |
| Trade receivables* | 貿易應收款項* | - | - | - | 114,560 | 114,560 |
| Cash and cash equivalents - Not yet past due | 現金及現金等值項目 - 尚未逾期 | 157,105 | - | - | - | 157,105 |
| Financial assets included in prepayments, other receivables and other assets - Normal** | 計入預付款項、其他 應收款項及其他資產 的金融資產 - 正常** | 107,163 | - | - | - | 107,163 |
| | | 264,268 | - | - | 220,471 | 484,739 |

38. 財務風險管理目標及政策 (續)

信貸風險 (續)

最大風險敞口及年末所處階段

下表顯示於十二月三十一日的信貸質素及基於本集團信貸政策的最大信貸風險敞口，主要基於過往逾期資料（除非有其他無需不必要的成本或努力可獲得的資料）以及年末所處的階段分類評估。所呈列的金額為該等金融資產的賬面總值及面臨的信貸風險。

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38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Maximum exposure and year-end staging (continued)

As at 31 December 2020

| | | 12-month ECLs 12個月預期 信貸虧損 | | Lifetime ECLs 全期期信貸虧損 | | Simplified approach 簡化方法 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--|---------------------------------|-----------------------------------|------------------------------------|------------------------------------|---------|---|--------------------------------|
| | | Stage1 第一階段 HK\$'000 千港元 | Stage 2 第二階段 HK\$'000 千港元 | Stage 3 第三階段 HK\$'000 千港元 | | | |
| Contract assets* | 合約資產* | - | - | - | 121,888 | 121,888 | |
| Trade receivables* | 貿易應收款項* | - | - | - | 138,864 | 138,864 | |
| Cash and cash equivalents | 現金及現金等值項目 | | | | | | |
| - Not yet past due | - 尚未逾期 | 142,837 | - | - | - | 142,837 | |
| Financial assets included in prepayments, other receivables and other assets | 計入預付款項、其他 應收款項及其他資產 的金融資產 | | | | | | |
| - Normal** | - 正常** | 104,050 | - | - | - | 104,050 | |
| | | 246,887 | - | - | 260,752 | 507,639 | |

* For trade receivables and contract assets which the Group applies the simplified approach lifetime ECLs, information based on the provision matrix is disclosed in notes 17 and 19 the financial statements, respectively.

** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition.

38. 財務風險管理目標及政策 (續)

信貸風險 (續)

最大風險敞口及年末所處階段 (續)

於二零二零年十二月三十一日

* 就本集團應用簡化方法全期期信貸虧損的貿易應收款項及合約資產而言，基於撥備矩陣的資料分別於財務報表附註17及19中披露。

** 當計入預付款項、其他應收款項及其他資產的金融資產尚未逾期且概無資料顯示該等金融資產自初步確認後有信貸風險顯著增加的跡象，則該等金融資產的信貸質素被視為「正常」。

Notes to Financial Statements

財務報表附註

31 December 2021 二零二一年十二月三十一日

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Credit risk *(continued)*

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 17 to the financial statements.

As at 31 December 2021, the Group had concentration of credit risk as most of the Group's trade receivables and contract assets were due from a few customers, who are mainly film distributors and are in the media and culture segment. 29% and 33% of the Group's trade receivables and contract assets were due from the Group's customer with the largest trade receivables and contract assets balance, and 90% and 84% were due from the customers with five largest trade receivables and contract assets balance, as at 31 December 2021 and 2020, respectively.

Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The Group's policy is to maintain sufficient cash and cash equivalents or have available funding through interest bearing loans to meet its commitments over the foreseeable future in accordance with its strategic plan.

38. 財務風險管理目標及政策 *(續)*

信貸風險 *(續)*

有關本集團面臨貿易應收款項引起的信貸風險的進一步量化數據於財務報表附註17中披露。

於二零二一年十二月三十一日，由於本集團大部分貿易應收款項及合約資產來自媒體及文化分部內主要為電影開發商的少數客戶，故本集團存在信貸風險集中情況。於二零二一年及二零二零年十二月三十一日，本集團貿易應收款項及合約資產中分別有29%及33%為應收自本集團最大貿易應收款項及合約資產結餘的客戶，以及90%及84%為應收自五大貿易應收款項及合約資產結餘的客戶。

流動資金風險

本集團之政策為定期監察當前及預期流動資金需求，確保維持充足的現金儲備以滿足短期及長期的流動資金需求。

本集團之政策為透過計息貸款，保持足夠的現金及現金等值項目或具備足夠資金，以根據其策略計劃在可預見未來履行其承諾。

Notes to Financial Statements

財務報表附註

31 December 2021 二零二一年十二月三十一日

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

Group

| | | | | |
|--|-------------------|----------------|--------------|----------------|
| Interest-bearing bank and other borrowings and film investment loans | 計息銀行及其他借貸以及電影投資貸款 | 391,056 | - | 391,056 |
| Amounts due to a shareholder | 應付一名股東款項 | - | 1,227 | 1,227 |
| Lease liabilities | 租賃負債 | 3,181 | 1,888 | 5,069 |
| Trade and other payables | 貿易及其他應付款項 | 162,502 | - | 162,502 |
| Derivative financial liabilities | 衍生金融負債 | 16,140 | - | 16,140 |
| Financial liabilities at fair value through profit or loss | 按公平值計入損益的金融負債 | 192,023 | - | 192,023 |
| | | 764,902 | 3,115 | 768,017 |

Further information regarding the Group's liquidity risk and the actions taken and planned by the Directors is set out in note 2.1, Going concern assumption.

38. 財務風險管理目標及政策 (續)

流動資金風險 (續)

根據合約未貼現付款，本集團於報告期末之金融負債到期情況如下：

本集團

| | 2021 二零二一年 | | Total 總額 HK\$'000 千港元 |
|--|--|--|--------------------------------|
| | Less than 1 year 少於一年 HK\$'000 千港元 | 1 to 5 years 一至五年 HK\$'000 千港元 | |
| Interest-bearing bank and other borrowings and film investment loans | 391,056 | - | 391,056 |
| Amounts due to a shareholder | - | 1,227 | 1,227 |
| Lease liabilities | 3,181 | 1,888 | 5,069 |
| Trade and other payables | 162,502 | - | 162,502 |
| Derivative financial liabilities | 16,140 | - | 16,140 |
| Financial liabilities at fair value through profit or loss | 192,023 | - | 192,023 |
| | 764,902 | 3,115 | 768,017 |

有關本集團流動資金風險及董事所採取及計劃的行動的進一步資料載於附註2.1持續經營假設。

Notes to Financial Statements

財務報表附註

31 December 2021 二零二一年十二月三十一日

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

Group (continued)

| | | 2020 二零二零年 | | |
|--|-------------------|--|--|--------------------------------|
| | | Less than 1 year 少於一年 HK\$'000 千港元 | 1 to 5 years 一至五年 HK\$'000 千港元 | Total 總額 HK\$'000 千港元 |
| Interest-bearing bank and other borrowings and film investment loans | 計息銀行及其他借貸以及電影投資貸款 | 184,830 | 339,733 | 524,563 |
| Amounts due to a shareholder | 應付一名股東款項 | - | 1,188 | 1,188 |
| Lease liabilities | 租賃負債 | 2,159 | 2,936 | 5,095 |
| Trade and other payables | 貿易及其他應付款項 | 156,656 | - | 156,656 |
| Derivative financial liabilities | 衍生金融負債 | 17,945 | - | 17,945 |
| Promissory note | 承兌票據 | 1,000 | - | 1,000 |
| | | 362,590 | 343,857 | 706,447 |

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The Group made no change to its capital structure during the year ended 31 December 2021.

38. 財務風險管理目標及政策 (續)

流動資金風險 (續)

本集團 (續)

| | | 2020 二零二零年 | | |
|--|-------------------|--|--|--------------------------------|
| | | Less than 1 year 少於一年 HK\$'000 千港元 | 1 to 5 years 一至五年 HK\$'000 千港元 | Total 總額 HK\$'000 千港元 |
| Interest-bearing bank and other borrowings and film investment loans | 計息銀行及其他借貸以及電影投資貸款 | 184,830 | 339,733 | 524,563 |
| Amounts due to a shareholder | 應付一名股東款項 | - | 1,188 | 1,188 |
| Lease liabilities | 租賃負債 | 2,159 | 2,936 | 5,095 |
| Trade and other payables | 貿易及其他應付款項 | 156,656 | - | 156,656 |
| Derivative financial liabilities | 衍生金融負債 | 17,945 | - | 17,945 |
| Promissory note | 承兌票據 | 1,000 | - | 1,000 |
| | | 362,590 | 343,857 | 706,447 |

資本管理

本集團資本管理之首要目標為確保本集團具備持續經營之能力，且維持穩健之資本比率，以支持其業務運作及盡量增大股東價值。

本集團根據經濟情況之變動及相關資產之風險特質管理其資本結構並作出調整。截至二零二一年十二月三十一日止年度，本集團的資本結構沒有發生變化。

Notes to Financial Statements

財務報表附註

31 December 2021 二零二一年十二月三十一日

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management (continued)

The Group monitors capital using a gearing ratio, which is net debt divided by the adjusted capital plus net debt. Net debt includes interest-bearing bank and other borrowings and film investment loans, promissory notes, amounts due to non-controlling shareholders of subsidiaries, trade payables and other payables and accruals, an amount due to a shareholder less cash and cash equivalents. Capital includes equity attributable to owners of the parent. The gearing ratios as at the end of the reporting periods were as follows:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|-------------------|----------------------------------|----------------------------------|
| Interest-bearing bank and other borrowings and film investment loans | 計息銀行及其他借貸以及電影投資貸款 | 391,056 | 509,919 |
| Amount due to a shareholder | 應付一名股東款項 | 1,227 | 1,188 |
| Promissory notes | 承兌票據 | - | 1,000 |
| Other payables and accruals | 其他應付款項及應計費用 | 162,502 | 156,656 |
| Less: Cash and cash equivalents | 減：現金及現金等值項目 | (157,105) | (142,837) |
| Net debt | 債務淨額 | 397,680 | 525,926 |
| Equity attributable to owners of the parent | 母公司擁有人應佔權益 | (189,848) | 202,548 |
| Capital and net debt | 資本和債務淨額 | 207,832 | 728,474 |
| Gearing ratio | 資本負債比率 | 191% | 72% |

Further information regarding the Group's deficiency in net assets and the actions taken and planned by the Directors is set out in note 2.1, Going concern assumption.

38. 財務風險管理目標及政策 (續)

資本管理 (續)

本集團採用資本負債比率(即債務淨額除以經調整資本加債務淨額)監察資本。債務淨額包括計息銀行及其他借貸以及電影投資貸款、承兌票據、應付附屬公司非控股股東款項、貿易應付款項及其他應付款項及應計費用、應付一名股東款項減現金及現金等值項目。資本包括母公司擁有人應佔權益。於各報告期末的資本負債比率如下：

有關本集團資產淨值不足及董事所採取及計劃的行動的進一步資料載於附註2.1持續經營假設。

Notes to Financial Statements

財務報表附註

31 December 2021 二零二一年十二月三十一日

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

39. 本公司財務狀況表

於報告期末，有關本公司之財務狀況表之資料如下：

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|-------------------|----------------------------------|----------------------------------|
| NON-CURRENT ASSETS | 非流動資產 | | |
| Property, plant and equipment | 物業、廠房及設備 | 2 | 34 |
| Right-of-use assets | 使用權資產 | 751 | - |
| Prepayments, other receivables and other assets | 預付款項、其他應收款項及其他資產 | 35,100 | - |
| Investments in subsidiaries | 於附屬公司之投資 | 58,736 | 58,736 |
| Total non-current assets | 非流動資產總值 | 94,589 | 58,770 |
| CURRENT ASSETS | 流動資產 | | |
| Prepayments, other receivables and other assets | 預付款項、其他應收款項及其他資產 | 374 | 51,666 |
| Amounts due from subsidiaries | 應收附屬公司款項 | - | 87,118 |
| Cash and bank balances | 現金及銀行結餘 | 66 | 960 |
| Total current assets | 流動資產總值 | 440 | 139,744 |
| CURRENT LIABILITIES | 流動負債 | | |
| Other payables | 其他應付款項 | 8,077 | 5,912 |
| Contract liabilities | 合約負債 | 18,159 | 26,929 |
| Lease liabilities | 租賃負債 | 509 | - |
| Promissory notes | 承兌票據 | - | 1,000 |
| Interest-bearing bank and other borrowings and film investment loans | 計息銀行及其他借貸以及電影投資貸款 | 34,020 | - |
| Total current liabilities | 流動負債總額 | 60,765 | 33,841 |
| NET CURRENT (LIABILITIES)/ASSETS | 流動(負債)/資產淨值 | (60,325) | 105,903 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 總資產減流動負債 | 34,264 | 164,673 |

Notes to Financial Statements

財務報表附註

31 December 2021 二零二一年十二月三十一日

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

(continued)

39. 本公司財務狀況表 (續)

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|-------------------|----------------------------------|----------------------------------|
| NON-CURRENT LIABILITIES | 非流動負債 | | |
| Lease liabilities | 租賃負債 | 244 | - |
| Interest-bearing bank and other borrowings and film investment loans | 計息銀行及其他借貸以及電影投資貸款 | - | 11,400 |
| Total non-current liabilities | 非流動負債總額 | 244 | 11,400 |
| Net assets | 資產淨值 | 34,020 | 153,273 |
| Equity | 權益 | | |
| Share capital | 股本 | 82,356 | 82,356 |
| Reserves (note) | 儲備 (附註) | (48,336) | 70,917 |
| Total equity | 權益總額 | 34,020 | 153,273 |

Tang Liang

唐亮

Director

董事

Chau Chit

周哲

Director

董事

Notes to Financial Statements

財務報表附註

31 December 2021 二零二一年十二月三十一日

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Note:

A summary of the Company's reserves is as follows:

| | | Share premium | Capital redemption reserve | Accumulated losses | Total |
|--|-------------------------|---------------|----------------------------|--------------------|-----------|
| | | 股份溢價 | 股本贖回儲備 | 累計虧損 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| Balance at 1 January 2020 | 於二零二零年一月一日結餘 | 556,778 | 1,564 | (469,532) | 88,810 |
| Total comprehensive loss for the year | 年內全面虧損總額 | - | - | (17,893) | (17,893) |
| At 31 December 2020 and 1 January 2021 | 於二零二零年十二月三十一日及二零二一年一月一日 | 556,778 | 1,564 | (487,425) | 70,917 |
| Total comprehensive loss for the year | 年內全面虧損總額 | - | - | (119,253) | (119,253) |
| At 31 December 2021 | 於二零二一年十二月三十一日 | 556,778 | 1,564 | (606,678) | (48,336) |

39. 本公司財務狀況表 (續)

附註：

本公司的儲備概述如下：

40. EVENT AFTER THE REPORTING PERIOD

Subsequent to the reporting period, the Group has entered into agreements with lenders of other borrowings and film investment loans, among others, to extend the repayment date of the other borrowings and film investment loans and to mitigate the liquidity issues of the Group. Further details are set out in note 2.1, Going concern assumption.

40. 報告期後事件

於報告期後，本集團與其他借貸以及電影投資貸款放債人訂立協議，(其中包括)以延長其他借貸以及電影投資貸款的還款日期及緩解本集團的流動資金問題。進一步詳情載於附註2.1持續經營假設。

41. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of Directors on 21 June 2022.

41. 批准綜合財務報表

本綜合財務報表乃經董事會於二零二二年六月二十一日批准及授權刊發。

Financial Summary

財務總表

RESULTS

業績

For the year ended 31 December
截至十二月三十一日止年度

| | | 2017 二零一七年 HK\$'000 千港元 | 2018 二零一八年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 | 2021 二零二一年 HK\$'000 千港元 |
|--|--------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| Revenue (including continuing and discontinued operations) | 收益 (包括持續及終止經營業務) | 39,958 | 73,485 | 327,065 | 47,761 | 199,386 |
| Profit (loss) before taxation | 除稅前溢利 (虧損) | (297,979) | (55,518) | 148,097 | (148,016) | (416,689) |
| Income tax (expense) credit | 所得稅 (開支) 抵免 | - | - | (50,603) | (11,785) | 15,550 |
| Profit (loss) for the year attributable to owners of the Company | 年度溢利 (虧損) 本公司擁有人應佔 | (297,979) | (55,518) | 97,494 | (162,408) | (401,139) |
| Profit (loss) for the year attributable to non-controlling interests | 非控股權益應佔 | (294,439) | (49,606) | 98,181 | (162,275) | (401,089) |
| | | (3,540) | (5,912) | (687) | (133) | (50) |

ASSETS AND LIABILITIES

資產及負債

As at 31 December
於十二月三十一日

| | | 2017 二零一七年 HK\$'000 千港元 | 2018 二零一八年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 | 2021 二零二一年 HK\$'000 千港元 |
|--|-------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| Total assets | 總資產 | 342,432 | 446,453 | 1,174,583 | 1,018,457 | 720,880 |
| Total liabilities | 總負債 | (452,877) | (609,805) | (865,031) | (841,882) | (911,747) |
| | | (110,445) | (163,352) | 309,552 | 176,575 | (190,867) |
| Equity attributable to owners of the Company | 權益 本公司擁有人應佔 | (68,990) | (117,290) | 356,296 | 202,548 | (189,848) |
| Equity attributable to non-controlling interests | 非控股權益應佔 | (41,455) | (46,062) | (46,744) | (25,973) | (1,019) |
| Total | 總計 | (110,445) | (163,352) | 309,552 | 176,575 | (190,867) |

