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## SEEC MEDIA GROUP LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 205)

### UNAUDITED CONDENSED CONSOLIDATED INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2022

The board of directors (the “Board”) of SEEC Media Group Limited (the “Company”) is pleased to present the interim results of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2022 as follows:

#### CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2022

	Notes	Six months ended 30 June	
		2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
<b>Revenue</b>	3	<b>31,912</b>	36,440
Cost of sales		<b>(12,746)</b>	(13,227)
Gross profit		<b>19,166</b>	23,213
Other income		<b>142</b>	688
Fair value changes on held-for-trading investments		<b>(19,445)</b>	225
Other gains and losses	4	<b>(6,479)</b>	(5,948)
Selling and distribution costs		<b>(1,317)</b>	(8,001)
Administrative expenses		<b>(11,469)</b>	(17,720)
Finance costs		<b>(637)</b>	(1,108)
Share of loss of a joint venture		<b>(5,888)</b>	(8,502)
Share of loss of an associate		<b>(10,476)</b>	(2,675)
Reversal of impairment on interest in an associate		<b>6,679</b>	–
Loss before taxation	5	<b>(29,724)</b>	(19,828)
Taxation	6	<b>–</b>	(1,341)
Loss for the period		<b>(29,724)</b>	(21,169)
<b>Other comprehensive income/(expense) for the period</b>			
<i>Items that will not be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		<b>4,587</b>	214
Share of exchange differences of a joint venture		<b>(123)</b>	511
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Share of other comprehensive income of an associate		<b>–</b>	13
		<b>4,464</b>	738
Total comprehensive expense for the period		<b>(25,260)</b>	(20,431)
Loss for the period attributable to:			
Owners of the Company		<b>(32,258)</b>	(21,134)
Non-controlling interests		<b>2,534</b>	(35)
		<b>(29,724)</b>	(21,169)
Total comprehensive (expense)/income for the period attributable to:			
Owners of the Company		<b>(27,877)</b>	(20,397)
Non-controlling interests		<b>2,617</b>	(34)
		<b>(25,260)</b>	(20,431)
Loss per share (HK\$)			
Basic	8	<b>(0.05)</b>	(0.05)
Diluted	8	<b>(0.05)</b>	(0.05)

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

*As at 30 June 2022*

	<i>Notes</i>	<b>As at 30 June 2022 HK\$'000 (Unaudited)</b>	As at 31 December 2021 HK\$'000 (Audited)
<b>Non-current assets</b>			
Property, plant and equipment		2,337	2,591
Interest in a joint venture		–	5,888
Interest in an associate		15,680	19,600
Deposits		1,284	1,284
Right-of-use assets		352	509
		<b>19,653</b>	29,872
<b>Current assets</b>			
Accounts receivable	9	123,550	127,695
Loan receivables		185,763	164,903
Amounts due from related companies		13,163	14,323
Other receivables, deposits and prepayments		55,987	58,512
Held-for-trading investments	10	39,695	59,140
Bank balances (trust and segregated accounts)		25,919	24,827
Bank balances (general accounts) and cash and cash equivalents		26,773	25,101
		<b>470,850</b>	474,501
<b>Current liabilities</b>			
Accounts payable	12	38,029	37,384
Other payables and accruals		65,141	65,835
Amount due to a joint venture		21,068	25,494
Amounts due to related companies		87,599	89,183
Borrowings		3,284	3,157
Tax payable		15,173	15,848
Lease liabilities		5,007	4,073
		<b>235,301</b>	240,974
Net current assets		<b>235,549</b>	233,527
Total assets less current liabilities		<b>255,202</b>	263,399

	<b>As at 30 June 2022 HK\$'000 (Unaudited)</b>	<b>As at 31 December 2021 HK\$'000 (Audited)</b>
Non-current liabilities		
Bond	<b>20,000</b>	–
Lease liabilities	<b>3,752</b>	6,689
	<u><b>23,752</b></u>	<u>6,689</u>
Net assets	<u><b>231,450</b></u>	<u>256,710</u>
Capital and reserves		
Share capital	<b>6,161</b>	6,161
Reserves	<b>228,074</b>	255,951
	<u><b>234,235</b></u>	<u>262,112</u>
Equity attributable to owners of the Company	<b>(2,785)</b>	(5,402)
Non-controlling interests	<u><b>231,450</b></u>	<u>256,710</u>
Total equity	<u><b>231,450</b></u>	<u>256,710</u>

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 1. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 (“HKAS 34”) “Interim Financial Reporting” issued by Hong Kong Institute of Certified Public Accountants (the “HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

### 2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for financial instruments, which are measured at revalued amounts or fair values.

Other than additional accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the condensed consolidated financial statement for the six months ended 30 June 2022 are the same as those presented in the Group’s annual financial statement for the year ended 31 December 2021.

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatory effective for the annual period beginning on or after 1 January 2022 for the preparation of the Group’s condensed consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendment to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020

The application of the amendments to HKFRSs in the current period had no material impact on the Group’s financial position and performance for the current and prior periods and the disclosures set out in these condensed consolidated financial statements.

### 3. REVENUE AND SEGMENT INFORMATION

Information reported to the Company’s executive directors, being the chief operating decision makers, for the purpose of allocating resources to segments and assessing their performance are organised on the basis of the revenue streams.

The Group has five operating and reporting segments during the period which are as follows:

- (a) provision of advertising services and sales of books and magazines;
- (b) provision of securities broking services including brokerage, financing and underwriting and placement;
- (c) provision of e-commerce platform services and sales of related goods; and
- (d) money lending.

The following is an analysis of the Group's revenue and results by reportable segment for the period:

*Six months ended 30 June 2022*

	Provision of advertising services and sales of books and magazines <i>HK\$'000</i>	Provision of securities broking services <i>HK\$'000</i>	Provision of e-commerce platform services and sales of related goods <i>HK\$'000</i>	Money lending <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
REVENUE					
External sales	12,708	8,127	3,304	7,773	31,912
RESULT					
Segment (loss)/profit	(2,659)	1,551	(1,026)	4,076	1,942
Other income					142
Unallocated administration expenses					(2,041)
Fair value changes on held-for-trading investments					(19,445)
Finance costs					(637)
Share of loss of a joint venture					(5,888)
Share of loss of an associate					(10,476)
Reversal of impairment on interest in an associate					6,679
Loss before taxation					(29,724)

Six months ended 30 June 2021

	Provision of advertising services and sales of books and magazines <i>HK\$'000</i>	Provision of securities broking services <i>HK\$'000</i>	Provision of e-commerce platform services and sales of related goods <i>HK\$'000</i>	Money lending <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
REVENUE					
External sales	15,217	10,276	3,125	7,822	36,440
RESULT					
Segment (loss)/profit	(7,004)	5,565	(1,633)	4,233	1,161
Other income					688
Other gains and losses, net					(5,948)
Unallocated administration expenses					(3,669)
Fair value changes on held-for-trading investments					225
Finance costs					(1,108)
Share of loss of a joint venture					(8,502)
Share of loss of an associate					(2,675)
Loss before taxation					(19,828)

Segment result represents the (loss) profit from each segment without allocation of other income and gains, unallocated administration expenses, fair value changes on held-for-trading investments, finance costs, share of loss of a joint venture and share of loss of an associate. This is the measure reported to the chief operating decision makers for the purpose of resource allocation and performance assessment.

#### 4. OTHER GAINS AND LOSSES

	Six months ended 30 June	
	2022 <i>HK\$'000</i> (Unaudited)	2021 <i>HK\$'000</i> (Unaudited)
Impairment loss on financial assets, net	(6,479)	(3,382)
Net exchange gain	–	(2,566)
	<u>(6,479)</u>	<u>(5,948)</u>

## 5. LOSS BEFORE TAXATION

The Group's loss before taxation has been arrived at after charging/(crediting):

	Six months ended 30 June	
	2022 <i>HK\$'000</i> (Unaudited)	2021 <i>HK\$'000</i> (Unaudited)
Depreciation of property, plant and equipment	228	85
Bank interest income	(28)	(12)

## 6. TAXATION

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

Under the law the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries has been 25% for both periods.

There was no deferred tax credit during the six months ended 30 June 2022 (30 June 2021: nil).

## 7. DIVIDENDS

No dividends were paid, declared or proposed during the reporting period. The Board does not recommend any payment of interim dividend for the six months ended 30 June 2022 (30 June 2021: nil).

## 8. LOSS PER SHARE

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

	Six months ended 30 June	
	2022 <i>HK\$'000</i> (Unaudited)	2021 <i>HK\$'000</i> (Unaudited)
Loss for the period attributable to owners of the Company for the purpose of basic and diluted loss per share	(32,258)	(21,134)
	2022 <i>'000</i>	2021 <i>'000</i>
<i>Number of shares</i> Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	616,142	404,945

The computation of diluted loss per share for both periods do not assume the exercise of outstanding share options of the Company since their assumed exercise would result in a decrease in loss per share.

## 9. ACCOUNTS RECEIVABLE

	As at <b>30 June</b> <b>2022</b> <i>HK\$'000</i> <b>(Unaudited)</b>	As at 31 December 2021 <i>HK\$'000</i> (Audited)
Accounts receivable arising from the business of provision of advertising services and sales of books and magazines	<b>13,581</b>	19,028
Less: allowance for expected credit loss ("ECL")	<b>(7,591)</b>	(8,000)
	<b>5,990</b>	11,028
Accounts receivable arising from the business of dealing in securities:		
– Cash clients	<b>182,846</b>	178,594
Less: allowance for ECL	<b>(72,461)</b>	(68,785)
	<b>110,385</b>	109,809
Accounts receivable arising from the business of E-commerce platform services and sales of related goods	<b>9,523</b>	9,318
Less: allowance for ECL	<b>(2,348)</b>	(2,460)
	<b>7,175</b>	6,858
Total	<b>123,550</b>	127,695

Credit period granted by the Group to customers for both provision of advertising services and sales of books and magazines are not more than three months from the date of recognition of the sale.

The ageing analysis of the Group's accounts receivable arising from the provision of advertising services and sales of books and magazines net of allowance for ECL, presented based on date of magazines issued, which approximate the date of revenue recognition is as follow:

	As at 30 June 2022		As at 31 December 2021	
	<i>HK\$'000</i>	%	<i>HK\$'000</i>	%
	(Unaudited)		(Audited)	
Less than three months	175	3	10,781	97
Three months to six months	224	4	228	2
Over six months to one year	5,591	93	19	1
Over than one year	–	–	–	–
	<u>5,990</u>	<u>100</u>	<u>11,028</u>	<u>100</u>

The credit period for the business of dealing in securities with the settlement terms of cash clients are usually one to two days after the trade date.

The Group seeks to maintain tight control over its outstanding accounts receivable of securities broking business in order to minimize credit risk. Outstanding balances are regularly monitored by management. The management ensures that the listed equity securities belonged to clients in which the Group holds as custodian are sufficient to cover the amounts due to the Group.

The receivables of cash client are repayable on demand subsequent to settlement date and carry interest at Hong Kong Prime rate plus 3% per annum.

Credit period granted by the Group to customers for both provision of e-commerce platform services and sales of related goods are normally not more than 90 days from the date of recognition of the sale.

The ageing analysis of the Group's accounts receivable arising from the provision of e-commerce platform services and sales of related goods, presented based on date of service provided and the goods sold, which approximate the date of revenue recognition is as follows:

	As at 30 June 2022		As at 31 December 2021	
	<i>HK\$'000</i>	%	<i>HK\$'000</i>	%
	(Unaudited)		(Audited)	
Less than three months	1,062	15	1,720	25
Three months to six months	2,143	30	1,286	19
Over six months to one year	2,871	40	3,004	44
Over one year	1,099	15	848	12
	<u>7,175</u>	<u>100</u>	<u>6,858</u>	<u>100</u>

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Limits and credit ratings attributed to customers are reviewed regularly. Management considers the customers neither past due nor impaired are of good credit quality based on repayment history of respective customers.

## 10. HELD-FOR-TRADING INVESTMENTS

	As at 30 June 2022 HK\$'000 (Unaudited)	As at 31 December 2021 HK\$'000 (Audited)
Held-for-trading investments include:		
Listed securities:		
– Equity securities listed in Hong Kong	<u>39,695</u>	<u>59,140</u>

Held-for-trading investments as at 30 June 2022 and 31 December 2021 represent equity securities listed in Hong Kong. The fair values of the investments are determined based on the quoted market bid price available on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The fair value of held-for-trading investments was classified as Level 1 of the fair value hierarchy.

## 11. BANK BALANCES, CASH AND CASH EQUIVALENTS

Included in the bank balances (general accounts), cash and cash equivalents are short-term deposits of approximately HK\$232,000 (31 December 2021: approximately HK\$202,000) placed in various brokers’ accounts. There is no restrictions in the use of these balances.

The Group maintains segregated trust accounts with authorised institutions to hold clients’ monies arising from its normal course of business. The Group has classified the clients’ monies as cash held on behalf of customers under the current assets section of the consolidated statement of financial position and recognised the corresponding accounts payables to respective clients on the grounds that it is liable for any loss or misappropriation of clients’ monies. The cash held on behalf of customers is restricted and governed by the Securities and Futures (Client Money) Rules under the Securities and Futures Ordinance.

## 12. ACCOUNTS PAYABLE

	As at 30 June 2022 HK\$'000 (Unaudited)	As at 31 December 2021 HK\$'000 (Audited)
Accounts payable arising from the provision of advertising services and sales of books and magazines	7,854	7,590
Accounts payable arising from the securities broking business		
– Cash clients ( <i>Note</i> )	25,910	24,270
– Hong Kong Securities Cleaning Company Limited	–	245
Accounts payable arising from the business of E-commerce platform services and sales of related goods	<u>4,265</u>	<u>5,279</u>
	<u>38,029</u>	<u>37,384</u>

*Note:* The balance of accounts payable arising from the securities broking business are repayable on demand.

No ageing analysis is disclosed as in the opinion of the directors of the Company, the ageing analysis does not give additional value in view of the nature of this business.

The ageing analysis of the Group's accounts payable arising from the provision of advertising services and sales of books and magazines presented based on the invoice date at the end of the reporting period is as follows:

	As at 30 June 2022		As at 31 December 2021	
	<i>HK\$'000</i> (Unaudited)	%	<i>HK\$'000</i> (Audited)	%
Less than three months	579	7	1,012	13
Three months to six months	868	11	888	12
Over six months to one year	949	12	664	9
Over one year	5,458	70	5,026	66
	<u>7,854</u>	<u>100</u>	<u>7,590</u>	<u>100</u>

The average credit period of accounts payable is 60 days (31 December 2021: 60 days). The Group has financial risk management policies in place to ensure that all payables are within the credit time frame.

The ageing analysis of the Group's accounts payable arising from the provision of e-commerce platform service and sales of related goods presented based on the invoice date at the end of the reporting period is as follows:

	As at 30 June 2022		As at 31 December 2021	
	<i>HK\$'000</i> (Unaudited)	%	<i>HK\$'000</i> (Audited)	%
Less than three months	551	13	1,669	32
Three months to six months	1,252	29	1,382	26
Over six months to one year	2,462	58	1,846	35
Over one year	–	–	382	7
	<u>4,265</u>	<u>100</u>	<u>5,279</u>	<u>100</u>

### 13. EVENTS AFTER REPORTING PERIOD

On 15 August 2022, the Company entered into the Subscription Agreements with the Subscribers, pursuant to which the Subscribers have conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue an aggregate of 120,000,000 new Shares at the Subscription Price of HK\$0.4 per Subscriptions Share. The Subscriptions Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the Annual General Meeting held on 30 June 2022. The Subscriptions are conditional upon, among other things, the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Subscriptions Shares on the Stock Exchange.

## **INTERIM DIVIDEND**

The Board does not recommend the payment of any interim dividend for the six months ended 30 June 2022 (six months ended 30 June 2021: nil).

## **BUSINESS REVIEW**

### **Advertising and Sales of Books and Magazines**

Over the years, the Group had provided advertising and marketing related services for its customers in China such as organizing promotional events and forums, providing and assisting in marketing research and promotional projects. Revenue derived from the business of advertising and sales of books and magazines and marketing related services was one of the major sources of income to the Group. However, due to the negative impact on global economy caused by the trade war between the US and China and the rapid development of the internet economy in China over the past few years, the Group's print media advertising business faced difficult and challenging business environment in the recent year. The operational scale of the print media advertising business of the Group in China was substantially reduced due to the adverse impact of COVID-19 pandemic and the expiry of all its exclusive advertising contracts with various magazines owners or operators. As a result, the Group's revenue derived from the advertising and sales of books and magazines and marketing related services were adversely affected.

To diversify its advertising business revenue, the Group had proactively developed digital media marketing services and multi-channel network (MCN) business since 2020.

The revenue derived from the provision of advertising and marketing related services for the period was approximately HK\$12.7 million, representing approximately 39.8% of the total revenue of the Group.

### **Securities Broking**

The Group was granted by the Securities and Futures Commission licenses to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the "SFO"). By carrying out the securities broking business, the Group is able to be benefited from diversifying its business portfolio.

The Group provides brokerage services for clients in respect of securities listed on the Stock Exchange of Hong Kong Limited. For the six months ended 30 June 2022, the commission and brokerage income and the interest income derived from the securities broking business amounted to approximately HK\$8.1 million in total, representing approximately 25.4% of the total revenue of the Group. Since the commencement of the securities broking business, the Group endeavored to provide brokerage services for the clients, as well as participate in equity fund raising transactions for Hong Kong listed companies, including placing, underwriting and initial public offering.

## **Money Lending**

In order to strengthen the flexibility of the Group so that it is able to react to the changing market situation promptly, the Group also provide diversified financial services to its clients through developing money lending services. It is believed that the money lending business could leverage other financial business of the Group and broaden the Group's income stream. The Group carries on the money lending business through an indirect non-wholly owned subsidiary of the Company, which is a licensed money lender under the Money Lenders Ordinance (Chapter 163, Laws of Hong Kong). For the six months ended 30 June 2022, the interest income from loan receivables arising from the money lending business amounted to approximately HK\$7.8 million, representing approximately 24.5% of the total revenue of the Group.

## **E-commerce**

Since 2016, the Group started engaging in the provision of services and sales of goods in relation to e-commerce platforms. For the six months ended 30 June 2022, the revenue contributed by the provision of e-commerce platform services and sales of related goods was approximately HK\$3.3 million, representing approximately 10.3% of the total revenue of the Group.

## **OUTLOOK AND PROSPECTS**

The relevant policies and arrangements under the Belt and Road Initiative and the Guangdong-Hong Kong-Macao Greater Bay Area make Hong Kong more competitive in attracting foreign investments. Nevertheless, investors' negative sentiment and concerns over the economic outlook caused by the China-US trade war had made the global stock market even more volatile. Following the presidential transition of the US in January 2021, the market is still concerning the uncertainties on whether the two countries can work out an agreement to settle the trade conflicts. Moreover, the outbreak and spread of the COVID-19 since early 2020 caused shrinkage to the economic activities and the business environment. These may lead to uncertainties and potential risks to the business operation of the Group in the future.

Looking forward, it is expected that the equity fund raising market and the financial activities in Hong Kong will remain stable in long-term. The Group will also actively develop its advertising business, especially the digital media marketing and the MCN business which the Board considers that the market is growing rapidly in recent years. Yet, the Group will closely monitor the performance, development and potential business risks of the financial business and identify the most suitable diversification of the Group's portfolio of businesses.

The Group will maintain its cautiously optimistic outlook and explore other suitable investment opportunities which are able to bring satisfactory and sustainable returns to the Group and maximize the shareholders' value.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Financial Review

For the six months ended 30 June 2022, the aggregated revenue of the Group deriving from the provision of advertising services and sales of books and magazines was approximately HK\$12.7 million, representing decrease of approximately 16.4% as compared with that of approximately HK\$15.2 million for the six months ended 30 June 2021.

For the six months ended 30 June 2022, the revenue of the Group deriving from the securities broking business, the e-commerce business and the money lending business were approximately HK\$8.1 million (six months ended 30 June 2021: approximately HK\$10.3 million), approximately HK\$3.3 million (six months ended 30 June 2021: approximately HK\$3.1 million) and approximately HK\$7.8 million (six months ended 30 June 2021: approximately HK\$7.8 million) respectively. The securities broking business was commenced during the first half of 2016, while both the e-commerce business and the money lending business were commenced during the second half of 2016.

The overall gross profit margin of the Group for the six months ended 30 June 2022 was approximately 60.1%, which was lower than that for the six months ended 30 June 2021 of approximately 63.7%. This was mainly due to the decrease in proportion of revenue contributed by the business segments with high gross profit margin.

The Group held certain held-for-trading investments comprising of equity securities listed in Hong Kong. For the six months ended 30 June 2022, there were fair value loss on held-for-trading investments of approximately HK\$19.4 million (six months ended 30 June 2021: gains of approximately HK\$0.2 million). The fair value loss was caused by the decrease in market prices of the equity securities listed in Hong Kong held by the Group.

The selling and distribution costs for the six months ended 30 June 2022 was approximately HK\$1.3 million, decreased by approximately 83.8% from approximately HK\$8.0 million for the six months ended 30 June 2021. The administrative expenses decreased by approximately 35.0% from approximately HK\$17.7 million for the six months ended 30 June 2021 to approximately HK\$11.5 million for the six months ended 30 June 2022.

For the six months ended 30 June 2022, a share of loss from Mondadori-SEEC (Beijing) Advertising Co. Ltd., a joint venture of the Group, of approximately HK\$5.9 million (six months ended 30 June 2021: share of loss of approximately HK\$8.5 million) was recognised.

For the six months ended 30 June 2022, a share of loss from Asia-Pac Financial Investment Company Limited (“**Asia-Pac Financial**”), an associate of the Group, of approximately HK\$10.5 million (six months ended 30 June 2021: share of loss of approximately HK\$2.7 million) was recognised. Asia-Pac Financial is a company listed on the GEM of The Stock Exchange of Hong Kong Limited (stock code: 8193) in which the principal businesses of its subsidiaries were asset advisory services and asset appraisal, corporate services and consultancy, media advertising and financial services.

The loss for the six months ended 30 June 2022 attributable to owners of the Company amounted to approximately HK\$32.3 million (six months ended 30 June 2021: approximately HK\$21.1 million), representing an increase of approximately 53.1%. The increase in loss was mainly attributable to the increase in fair value loss on held-for-trading investments and share of loss of an associate while partially off-set by the decrease in administrative and selling expenses, decrease in share of loss of a joint venture and a reversal of impairment on interest on associate.

To preserve financial resources for future operation of the Group, the Board did not recommend the payment of a dividend for the six months ended 30 June 2022 (six months ended 30 June 2021: nil).

## **USE OF PROCEEDS**

### **Open Offer**

On 9 September 2015, the Company proposed to raise gross proceeds of up to approximately HK\$531.13 million, before expenses, by way of an open offer of 5,311,287,930 ordinary shares of HK\$0.10 each to the qualifying shareholders at a subscription price of HK\$0.10 per offer share, on the basis of five offer shares for every one existing shares held on the record date (the “**Open Offer**”). On 29 December 2015, 5,311,287,930 offer shares were allotted and issued pursuant to the Open Offer. The net proceeds for the Open Offer were approximately HK\$518.27 million.

For the details of the Open Offer, please refer to the announcements of the Company dated 19 August 2015, 9 September 2015, 23 November 2015 and 28 December 2015, the circular of the Company dated 4 November 2015 and the prospectus of the Company dated 4 December 2015.

On 22 June 2016, the Company announced that the use of the unutilized net proceeds of approximately HK\$72 million had been changed.

The information on the use of proceeds from the Open Offer is tabled as follows:

	Intended use of proceeds <i>HK\$'000</i>	Actual use of net proceeds as at 1 January 2022 <i>HK\$'000</i>	Actual use of net proceeds during the six months ended 30 June 2022 <i>HK\$'000</i>	Actual use of net proceeds as at 30 June 2022 <i>HK\$'000</i>	Unutilised balance of the net proceeds <i>HK\$'000</i>	Expected timeline for fully utilising the remaining proceeds <i>HK\$'000</i>
Set-up and operation of the Type 1 Company	275,000	275,000	–	275,000	–	–
Set-up and operation of companies licensed under the SFO to conduct Type 4, Type 6 and Type 9 regulated activities under the SFO	10,000	–	–	–	10,000	30 June 2023
Acquisition of companies engaged in the development and operation of e-commerce platform	124,000	124,000	–	124,000	–	–
Operation and development of money lending business	110,000	110,000	–	110,000	–	–
	<u>519,000</u>	<u>509,000</u>	<u>–</u>	<u>509,000</u>	<u>10,000</u>	<u>–</u>

The Board expected that the unutilised balance will be used as intended.

## Placing

On 20 April 2021, the Company conditionally agreed to place up to 63,735,455 ordinary shares at the placing price of HK\$0.13 per placing shares to not less than six places (the “2021 Placing”). The 2021 Placing was completed on 13 May 2021 and a total of 63,735,455 ordinary shares had been successfully placed to the placees. The net proceeds (after deducting the placing commission and other related expenses and professional fees) from the 2021 Placing amounted to approximately HK\$8.10 million. The intended use of the net proceeds from the 2021 Placing and the actual use of the net proceeds as at the date of this announcement as follows:

- (i) approximately HK\$4.1 million was intended to be applied for the lease payment of office premises and it was fully utilised;
- (ii) approximately HK\$2.0 million was intended to be applied for staff costs and it was fully utilised; and
- (iii) approximately HK\$2.0 million was intended to be applied for marketing expenses for the development of existing business of the Group and it was fully utilised.

For the details of the 2021 Placing, please refer to the announcements of the Company dated 20 April 2021 and 13 May 2021.

## **Subscription of New Shares**

On 20 April 2021, the Company entered into a subscription agreement with a subscriber who is an independent third party, pursuant to which the subscriber conditionally agreed to subscribe for and the Company conditionally agreed to allot and issue 170,000,000 ordinary shares at the subscription price of HK\$0.13 per subscription share (the “Subscription”). The Subscription was completed on 24 June 2021, whereby 170,000,000 subscription shares were allotted and issued to the subscriber. The net proceeds (after deducting the placing commission and other related expenses and professional fees) from the Subscription amounted to approximately HK\$21.8 million. The Company intended to use such net proceeds for the repayment of the borrowing of the Group. As at the date of this announcement, the entire amount of net proceeds was fully utilised.

For the details of the Subscription, please refer to the announcements of the Company dated 20 April 2021 and 24 June 2021 and the circular of the Company dated 21 May 2021.

## **MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES**

There was no material acquisitions and disposals of subsidiaries during the six months ended 30 June 2022.

## **SIGNIFICANT INVESTMENTS**

As at 30 June 2022, the Group had held-for-trading investments, representing equity securities listed in Hong Kong, of approximately HK\$39.7 million (31 December 2021: approximately HK\$59.1 million). The Board considers that investments with market value accounting for more than 5% of the Group’s total assets as 30 June 2022 as significant investments. As at 30 June 2022, no held-for-trading investment accounted for more than 5% of the Group’s total assets.

For the six months ended 30 June 2021, the Group recognised fair value loss on held-for-trading investments of approximately HK\$19.4 million (six months ended 30 June 2021: fair value gains of approximately HK\$0.2 million).

Looking forward, the Board believes that the future performance of the listed investments held by the Group will be volatile and substantially affected by overall economic environment, equity market conditions, investor sentiment and the business performance and development of the investee companies.

## **LIQUIDITY AND FINANCIAL RESOURCES**

The Group’s daily operating activities were mainly financed by internal resources. As at 30 June 2022, the Group’s total equity was approximately HK\$231.5 million (31 December 2021: approximately HK\$256.7 million). The decrease was mainly due to the loss for the period of approximately HK\$29.7 million during the current period.

The Group had non-current liabilities of approximately HK\$23.8 million as at 30 June 2022 (31 December 2021: approximately HK\$6.7 million). The non-current liabilities as at 30 June 2022 mainly consisted of lease liabilities and bond. As at 30 June 2022, the Group's gearing ratio was approximately 52.8% representing a percentage of total liabilities over total assets (31 December 2021: approximately 49.1%).

As at 30 June 2022, the Group had borrowings of approximately HK\$3.3 million (31 December 2021: approximately HK\$3.2 million). The borrowings carried a fixed interest rate of 8% per annum and was repayable on demand.

As at 30 June 2022, the Group had bank and cash balances (other than those in trust and segregated accounts) amounted to approximately HK\$26.8 million (31 December 2021: approximately HK\$25.1 million).

### **CHARGES ON ASSETS**

As at 30 June 2022, the Group had pledged held-for-trading investments of approximately HK\$11.1 million (31 December 2021: approximately HK\$15.3 million) to secure the margin payables of approximately HK\$3.3 million (31 December 2021: approximately HK\$3.2 million), which was included in the borrowings of the Group.

### **EVENTS AFTER THE REPORTING PERIOD**

On 15 August 2022, the Company entered into the Subscription Agreements with the Subscribers, pursuant to which the Subscribers have conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue an aggregate of 120,000,000 new Shares at the Subscription Price of HK\$0.4 per Subscriptions Share. The Subscriptions Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the Annual General Meeting held on 30 June 2022. The Subscriptions are conditional upon, among other things, the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Subscriptions Shares on the Stock Exchange.

### **FOREIGN CURRENCIES AND TREASURY POLICY**

Most of the Group's business transactions, assets and liabilities are denominated in Hong Kong Dollars, United States Dollars or Renminbi. It is the Group's treasury policy to manage its foreign currency exposure whenever its financial impact is material to the Group. During the period, apart from the borrowings mentioned above, the Group did not have any fixed interest rate borrowings and had not engaged in any financial instruments for hedging or speculative activities.

### **EMPLOYEES**

At as 30 June 2022, the Group had 61 (31 December 2021: 64) employees in Hong Kong and China. Salaries, bonus and benefits were decided in accordance with the market condition and performance of the respective employees.

## DIRECTORS' INTERESTS IN SHARES

As at 30 June 2022, the interests of the Directors in the shares of the Company, as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, were as follows:

### Long position in the shares and underlying shares of the Company

Name of Director	Nature of interest	Number of Shares held	Number of underlying Shares held in options granted under the share option scheme of the Company	Percentage of number of issued shares of the Company at 30 June 2022 (Note)
Zhang Zhifang	Beneficial owner	37,500	–	0.01%
Li Leong	Beneficial owner	–	3,180,000	0.52%
Li Xi	Beneficial owner	–	3,180,000	0.52%
Li Zhen	Beneficial owner	–	3,180,000	0.52%
Zhou Hongtao	Beneficial owner	–	3,180,000	0.52%
Law Chi Hung	Beneficial Owner	–	3,180,000	0.52%
Leung Tat Yin	Beneficial Owner	–	3,180,000	0.52%
Wong Ching Cheung	Beneficial Owner	–	3,180,000	0.52%

*Note:* The percentage shareholding is calculated on the basis of the Company's total number of issued shares of 616,142,730 as at 30 June 2022.

All interests stated above represent long positions in the shares of the Company.

Save as disclosed above, as at 30 June 2022, none of the directors had any long or short positions in any shares, underlying shares or debentures of the Company.

## SUBSTANTIAL SHAREHOLDERS

At 30 June 2022, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that the following shareholder had notified the Company of the relevant interests and short positions in the shares and underlying shares of the Company:

### Long positions in the shares and underlying shares of the Company

Name	Nature of interest	Number of shares held	Percentage of number of issued shares of the Company as at 30 June 2022 (Note)
Chen Hui	Beneficial owner	170,000,000	27.59%

*Note:* The percentage shareholding is calculated on the basis of the Company's total number of issued shares of 616,142,730 as at 30 June 2022.

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

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

## CORPORATE GOVERNANCE

The Company has complied throughout the period with the Corporate Governance Code and Corporate Governance Report (the "Code") as set out in Appendix 14 to the Listing Rules except the following major deviations:

### Code Provision C.5.3 and C.5.8

Code Provisions C.5.3 and C.5.8 stipulate that 14-day notice should be given for each regular board meeting and that in respect of regular meetings, and so far as practicable in all other cases, an agenda and accompanying board papers should be sent in full to all directors in a timely manner and at least three days before the intended date of a board or board committee meeting (or such other period as agreed).

The Company agrees that sufficient time should be given to the directors in order to make a proper decision. In these respects, the Company adopts a more flexible approach (and yet sufficient time has been given) in convening board meetings to ensure efficient and prompt management decisions could be made.

## **REMUNERATION COMMITTEE**

The Remuneration Committee comprises three independent non-executive directors, namely Mr. Law Chi Hung being the chairman of the committee, Mr. Leung Tat Yin and Mr. Wong Ching Cheung being the members of the committee.

## **NOMINATION COMMITTEE**

The Nomination Committee comprises three independent non-executive directors, namely Mr. Wong Ching Cheung being the chairman of the committee, Mr. Law Chi Hung and Mr. Leung Tat Yin being the members of the committee.

## **AUDIT COMMITTEE**

The Audit Committee comprises three independent non-executive directors. The Audit Committee is chaired by Mr. Law Chi Hung and comprising two other members, namely Mr. Leung Tat Yin and Mr. Wong Ching Cheung. The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and financial reporting matters including the review of the unaudited consolidated interim financial statements for the six months ended 30 June 2022.

## **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard set out in Appendix 10 to the Listing Rules (the “Model Code”). Having made specific enquiry of all directors, all directors confirmed they have complied with the required standard set out in the Model Code and the code of conduct regarding securities transactions by directors adopted by the Company for the six months ended 30 June 2022.

## **MEMBERS OF THE BOARD OF DIRECTORS**

As at the date hereof, the members of the Board are as follows:

### *Executive Directors:*

Mr. Li Leong  
Mr. Li Xi  
Mr. Li Zhen  
Mr. Zhang Zhifang  
Mr. Zhou Hongtao

### *Independent Non-Executive Directors:*

Mr. Law Chi Hung  
Mr. Leung Tat Yin  
Mr. Wong Ching Cheung

By order of the Board  
**Li Leong**  
*Director*

Hong Kong, 31 August 2022