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CMMB VISION HOLDINGS LIMITED 中國移動多媒體廣播控股有限公司

(Incorporated in the Cayman Islands with limited liability) (Stock Code: 471)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2019

RESULT HIGHLIGHTS		
	2019	2018
	US\$ '000	US\$ '000
Revenue	7,153	6,470
Gross profit	2,774	2,455
Impairment loss recognized on intangible assets	(16,933)	(9,091)
Gain on disposal of asset classified as held for sale	-	42,829
(Loss) profit for the year attributable to owners of the Company	(28,404)	24,808
Total assets	316,063	345,732
Total liabilities	65,496	59,899
Net assets	250,567	285,833

FINANCIAL RESULTS

The board (the **"Board**") of directors (the **"Directors**") of CMMB Vision Holdings Limited (the **"Company**") announces the audited consolidated results of the Company and its subsidiaries (collectively referred to as the **"Group**") for the year ended 31 December 2019, together with the comparative figures for the year of 2018 as follows:.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2019

	NOTES	2019 US\$ '000	2018 US\$ '000
Revenue	4	7,153	6,470
Cost of sales		(4,379)	(4,015)
Gross profit		2,774	2,455
Other income		2	2
Administrative expenses		(2,012)	(2,029)
Market development and promotion expenses		(2,540)	(4,064)
Other expenses		(368)	(1,308)
Finance costs	5	(5,482)	(4,102)
Share of results of an associate		(8,680)	(5,369)
Impairment loss recognised on intangible assets		(16,933)	(9,091)
Gain on redemption of convertible notes		2,089	3,428
Gain on disposal of assets classified as held for sale		_	42,829
Change in fair value of financial asset at fair value			
through profit or loss		(600)	_
(Loss) profit before tax		(31,750)	22,751
Income tax expense	6	(117)	_
(Loss) profit for the year	7	(31,867)	22,751
Other comprehensive income (expense)			
Item that may be reclassified subsequent to profit or loss:			
-Exchange differences arising on translation of foreign			
operations	_	357	(122)
Total comprehensive (expense) income for the year	_	(31,510)	22,629
(Loss) profit for the year attributable to:			
– Owners of the Company		(28,404)	24,808
 Non-controlling interests 		(3,463)	(2,057)
	_	(31,867)	22,751
Total comprehensive (expense) income for	_		
the year attributable to:			
– Owners of the Company		(28,047)	24,686
- Non-controlling interests		(3,463)	(2,057)
	_	(31,510)	22,629

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		2019	2018
		US cents	US cents
			(Restated)
(Loss) earnings per share	8		
Basic	_	(17.36)	18.75
Diluted		(18.17)	13.19

Consolidated Statement of Financial Position

At 31 December 2019

At 31 December 2019			
	NOTES	2019 US\$'000	2018 US\$ '000
NON-CURRENT ASSETS			
Property, plant and equipment		367	562
Intangible assets		80,564	97,497
Interests in an associate		224,301	232,981
Financial asset at fair value through profit or loss		1,050	1,650
Rights-of- use assets		478	-
		306,760	332,690
CURRENT ASSETS			
Trade and other receivables	9	1,352	1,487
Amount due from a related company		6,662	9,131
Amount due from an associate		947	64
Bank balances and cash		342	2,360
		9,303	13,042
CURRENT LIABILITIES			
Trade and other payables	10	3,873	3,970
Amount due to shareholders		12,992	4,039
Lease liabilities		236	-
Tax payable		339	222
		17,440	8,231
NET CURRENT (LIABILITIES) ASSETS		(8,137)	4,811
TOTAL ASSETS LESS CURRENT LIABILITIES		298,623	337,501
NON-CURRENT LIABILITIES			
Convertible notes		47,773	51,668
Lease liabilities		283	-
		48,056	51,668
NET ASSETS		250,567	285,833
CAPITAL AND RESERVES	_		
Share capital	11	4,853	3,966
Share premium and reserves		222,700	255,390
Equity attributable to owners of the Company		227,553	259,356
Non-controlling interests		23,014	26,477
TOTAL EQUITY		250,567	285,833

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

1. GENERAL

The Company was incorporated in the Cayman Islands 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 are disclosed in the Corporate Information section of the annual report.

The Company acts as an investment holding company. The Group is principally engaged in the development and promotion of CMMB-based multimedia and interactive services via proprietary terrestrial infrastructure. The Group is operating a terrestrial UHF wireless television ("**TV**") network providing digital media and entertainment services to New York and other key markets in preparation to deploying a similar multimedia service platform in the United States of America ("**US**").

Converged Mobile Multimedia Broadcasting ("**CMMB**") is a digital mobile multimedia technology developed by and currently commercially deployed in the People's Republic of China (the "**PRC**") under the National Radio and Television Administration ("**NRTA**"). It can deliver digital mobile TV and multimedia contents via both terrestrial and satellite networks directly to mobile and wireless devices such as smartphone, tablet, pocket TV, laptops, automobile digital receivers and personal media player that are equipped with a CMMB-enabled chipset. Its broadcast oriented delivery capability can render data contents to be received anytime anywhere with enormous scale and cost efficiency and encounter no traffic interruption or bandwidth squeeze typical of today's unicast-based cellular network. The signals can be received over 350 kilometer/hour without distortion.

The Group is also engaged in trading which relates to the procurement and distribution of printed circuit board ("**PCB**") materials.

The consolidated financial statements are presented in United States dollars ("**US\$**"), which is also the functional currency of the Company.

2. BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements have been prepared on a going concern basis. In preparing the consolidated financial statements, the directors of the Company (the "**Directors**") have given careful consideration to the future liquidity of the Group in light of the fact that the Group incurred a loss of US\$31,867,000 (2018: profit for the year US\$22,751,000) for the year ended 31 December 2019 and the Group's net current liabilities of US\$8,137,000 as at 31 December 2019 (2018: net current assets US\$4,811,000). In the opinion of the Directors, the Group is able to continue as a going concern in the coming year taking into consideration the measures which include, but not limited to, the following:

a) Subsequent to the year end date, the Group proposed rights issue on the basis of one rights share for every two existing shares at HK\$0.65 per rights share ("**Rights Issue**") which was completed with details disclosed in the announcement of the Company dated 10 March 2020 (the "**Announcement**"). As disclosed in the Announcement, the Company received a total of 18 valid acceptances and applications under the provisional allotment letters in respect of a total of 37,984,428 rights shares, representing approximately 40.18% of the total number of rights shares available for subscription under the Rights Issue.

Accordingly, the gross proceeds raised from the Rights Issue are approximately HK\$24,700,000 (equivalent to US\$3,145,000) before expenses. The net proceeds, after deduction of all relevant expenses incidental to the Rights Issue of approximately HK\$1,200,000, are estimated to be approximately HK\$23,500,000. The Company intends to apply the net proceeds from the Rights Issue for general working capital and the development of the maritime project as disclosed in the prospectus of the Company dated 18 February 2020 (the "**Prospectus**") with the amount allocated to each of them reduced on a pro rata basis, as compared to the amount which would have been allocated to them had the Rights Issue been fully subscribed.

Details are set out in the Prospectus and the Announcement.

b) Chi Capital Holdings Ltd("**Chi Capital**") has agreed to provide financial support to enable the Group to meet its financial obligations as they fall due in the foreseeable future.

Based on the aforesaid factors, the Directors are satisfied that the Group will have sufficient financial resources to meet its financial obligations as they fall due for the foreseeable future. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

New and amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following new and amendments to HKFRSs and an interpretation issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") for the first time in the current year:

HKFRS 16	Leases
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015–2017 Cycle

Except as described below, the application of above new and amendments and an interpretation to HKFRSs in the current year has had no material effect on the amounts reported and/or on disclosures set out in these consolidated financial statements.

HKFRS 16 Leases

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 Leases ("HKAS 17"), and the related interpretations.

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019.

As at 1 January 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities by applying HKFRS 16.C8(b)(ii) transition. Comparative information has not been restated.

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-bylease basis, to the extent relevant to the respective lease contracts:

- i. relied on the assessment of whether leases are onerous by applying HKAS 37 Provisions, Contingent Liabilities and Contingent Assets as an alternative of impairment review;
- ii. elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application; and
- iii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rate applied is 5.125%.

	US\$ '000
Operating lease commitments disclosed as at 31 December 2018	895
Lease liabilities discounted at relevant incremental borrowing rate	832
Less: Recognition exemption – low value assets	(3)
Lease liabilities relating to operating leases recognized upon application	
of HKFRS 16 as at 1 January 2019	829
Analysed as	
Current	277
Non-current	552
	829

4. **REVENUE AND SEGMENT INFORMATION**

Information is reported to the Company's executive directors, being the chief operating decision maker, for the purposes of resources allocation and assessment of segment performance with focus on types of services provided. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's reportable and operating segments under HKFRS 8 Operating Segment are as follows:

- 1. CMMB business Provision of transmission and broadcasting of TV programs.
- 2. Trading business Trading of PCB materials.

The following is an analysis of the Group's revenue and results by reportable and operating segments:

For the year ended 31 December 2019

	CMMB business US\$ '000	Trading business US\$ '000	Total <i>US\$ '000</i>
Revenue			
Segment revenue	4,039	3,114	7,153
Segment loss	(17,943)	(46)	(17,989)
Market development and promotion expenses	(2,540)	_	(2,540)
Change in fair value of financial asset at fair value through profit or loss	(600)	-	(600)
Share of results of an associate	(8,680)	-	(8,680)
Interest income	_	_	2
Unallocated expenses	—		(2,060)
Loss for the year		-	(31,867)

For the year ended 31 December 2018

	CMMB	Trading	
	business	business	Total
	US\$ '000	US\$ '000	US\$ '000
Revenue			
Segment revenue	3,639	2,831	6,470
Segment loss	(8,358)	(29)	(8,387)
Market development and promotion expenses	(4,064)	_	(4,064)
Gain on disposal of assets classified as held for sale	42,829	_	42,829
Share of results of an associate	(5,369)	_	(5,369)
Interest income	_	_	2
Unallocated expenses	_		(2,260)
Profit for the year			22,751

Segment assets

	2019	2018
	US\$ '000	US\$ '000
CMMB business	306,201	332,536
Trading business	1,360	1,783
Total segment assets	307,561	334,319
Unallocated		
– Property, plant and equipment	107	175
– Right-of-use assets	474	-
– Other receivables	121	120
 Amount due from a related company 	6,662	9,131
- Amount due from an associate	947	64
– Bank balances and cash	191	1,923
Total consolidated assets	316,063	345,732
Segment liabilities		
	2019	2018
	US\$ '000	US\$ '000
CMMB business	50,615	53,588
CMMB business Trading business	50,615 992	53,588 1,371
Trading business		
Trading business Total segment liabilities Unallocated	<u>992</u> 51,607	<u>1,371</u> 54,959
Trading business Total segment liabilities Unallocated – Accruals	992 51,607 382	1,371
Trading business Total segment liabilities Unallocated	<u>992</u> 51,607	<u>1,371</u> 54,959

Revenue from major products and services

The following is an analysis of the Group's revenue from its major products and services:

		2019	2018
	L	VS\$ '000	US\$ '000
Revenue from contracts with customers recognised at a point in time:			
Trading of PCB materials		3,114	2,831
Revenue from other sources:			
Transmission and broadcasting of television	ı		
programs		4,039	3,639
		7,153	6,470
Other segment information			
	CMMB	Trading	
	business	business	Total
	US\$ '000	US\$ '000	US\$ '000
Amounts included in the measurement of segment			
profit or loss:			
Year ended 31 December 2019			
Depreciation of property, plant and equipment	127	-	127
Depreciation of right-of-use assets	-	23	23
Effective interest expense on convertible notes	5,445	_	5,445
Interest expense on lease liabilities	-	1	1
Gain on redemption of convertible notes	(2,089)	-	(2,089)
Impairment loss recognised on intangible assets	16,933	_	16,933
Year ended 31 December 2018			
Depreciation of property, plant and equipment	116	_	116
Effective interest expense on convertible notes	4,099	_	4,099
Gain on redemption of convertible notes	(3,428)	_	(3,428)
Impairment loss recognised on intangible assets	9,091	_	9,091

Geographical information

The Group principally operates in the "US" (country of domicile of the operating subsidiary) for CMMB business and in Taiwan for Trading business. Nearly all non-current assets of the Group are located in the US except for certain insignificant non-current assets (such as office equipment and motor vehicles) which are located in Hong Kong.

of the operations.	Revenue fr	om	
	external customers		
	2019	2018	
	US\$ '000	US\$'000	
US	4,039	3,639	
Taiwan	3,114	2,831	
	7,153	6,470	
FINANCE COSTS			
	2019	2018	
	US\$ '000	US\$'000	
Effective interest expense on convertible notes	5,445	4,099	
Interest expense on lease liabilities	34	-	
Bank interest expense	3	3	
	5,482	4,102	
INCOME TAX EXPENSE			
	2019	2018	
	US\$ '000	US\$ '000	
Current tax:			
US Income Tax	117	_	

5.

6.

Information about the Group's revenue from external customers is presented based on the location of the operations.

Hong Kong Profits Tax for 2019 is calculated at 16.5% (2018: 16.5%) on the estimated assessable profits for the year, except for the first HK\$2,000,000 of a qualified entity's assessable profit which is calculated at 8.25%, in accordance with the new two-tired profit tax rate regime with effect from the year of assessment 2018/2019. No provision for Hong Kong Profits Tax has been made as the Group has no assessable profit arising in Hong Kong for both years.

Taxation arising in the US is calculated at 24% (2018: 24%) on the estimated assessable profits for the year. No provision for US Income Tax was made in 2018 as the Group did not have assessable profits in the US.

Taiwan Income Tax is charged at 17% on the estimated assessable profits for both years. No provision for Taiwan Income Tax has been made as the Group does not have assessable profit arising in Taiwan for both years.

Under the law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onward. No provision for PRC income tax has been made in the consolidated financial statements as all of the PRC subsidiaries did not have taxable income for both years.

7. (LOSS) PROFIT FOR THE YEAR

	2019	2018
	US\$ '000	US\$'000
(Loss) profit for the year has been arrived at after charging:		
Staff costs, including directors' remuneration		
– Directors' remuneration	252	241
- Salaries and allowances	1,080	1,173
- Retirement benefit scheme contributions	21	18
Total staff costs	1,353	1,432
Share-Based payment expenses	193	-
Auditor's remuneration		
– Assurance service	140	140
– Non-assurance service	7	7
Depreciation of property, plant and equipment	196	228
Depreciation of right-of-use assets	283	-
Included in other expenses:		
– Exchange loss, net	9	218
– Legal and professional fee	261	1,010

8. (LOSS) EARNINGS PER SHARE

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

	2019	2018
	US\$ '000	US\$'000
(Loss) profit for the year attributable to owners of the		
Company for the purpose of basic (loss) earnings per share	(28,404)	24,808
Effect of dilutive potential ordinary shares:		
 Interest on convertible notes 	114	4,099
- Gain on redemption of convertible notes	(1,525)	(3,428)
(Loss) profit for the year attributable to owners of the		
Company for the purpose of dilutive (loss) earnings per		
share	(29,815)	25,479
	0010	2010
	2019	2018
		(Restated)
Number of shares		
Weighted average number of ordinary shares for		
the purpose of basic (loss) earnings per share	163,601,929	132,343,885
Effect of dilutive potential ordinary shares:		- , ,
– Convertible notes	526,945	60,867,547
		, , , -
Weighted average number of ordinary shares for		100 011 400
the purpose of dilutive (loss) earnings per share	164,128,874	193,211,432

Adjustment has been made to the basic (loss) earnings per share amount for the year ended 31 December 2019 and 2018 in respect of a dilution because the diluted (loss) earnings per share amount is increased/ decreased when taking into account the convertible notes, so the convertible notes had a dilutive effect.

The weighted average number of ordinary shares for the purpose of calculating basic and diluted earnings per share for the year ended 31 December 2018 has been adjusted for the effect of share consolidation completed on 12 November 2019.

As the rights issue completed on 11 March 2020 includes no bonus elements, the weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per share for the year ended 31 December 2019 and 2018 are not required to be adjusted for the effect of the rights issue.

9. TRADE AND OTHER RECEIVABLES

	2019	2018
	US\$ '000	US\$'000
Trade receivables	1,220	1,357
Other receivables and deposits	129	118
Prepayments	3	12
Total trade and other receivables	1,352	1,487

The aging analysis of trade receivables, net of allowance for credit loss, presented based on invoice date, which approximated the respective revenue recognition dates as at the end of the reporting period are as follows:

	2019 US\$ '000	2018 US\$`000
0 - 30 days	226	541
31 – 60 days	645	485
61 – 90 days	349	331
	1,220	1,357

10. TRADE AND OTHER PAYABLES

The aging analysis of trade payables as at the end of the reporting period, presented based on invoice date, are as follows:

	2019	2018
	US\$ '000	US\$'000
Trade payable, aged $0 - 90$ days	953	1,328
Accruals	2,920	2,642
Total trade and other payables	3,873	3,970

11. SHARE CAPITAL

	Number of	Number of		
	ordinary shares	ordinary shares of		
	of HK\$0.01 each	HK\$0.2 each	Nominal value	Shown as
			HK\$ '000	US\$ '000
Authorised:				
At 1 January 2018, 31 December 2018 and				
1 January 2019	500,000,000,000	-	5,000,000	
Share consolidation (note iii)	(500,000,000,000)	25,000,000,000		
At 31 December 2019		25,000,000,000	5,000,000	
Issued and fully paid:				
At 1 January 2018	2,251,110,800	-	22,512	2,900
Issue of new shares by placement (note i)	834,140,625	-	8,341	1,066
At 31 December 2018 and 1 January 2019	3,085,251,425	-	30,853	3,966
Issue of new shares by placements (note ii)	696,347,975		6,963	887
Share consolidation (note iii)	(3,781,599,400)	189,079,970	-	-
At 31 December 2019	-	189,079,970	37,816	4,853

 On 3 April 2018, the Company entered into subscription agreements with subscribers for the subscription of an aggregate 375,000,000 new shares for an aggregate consideration of approximately HK\$90,000,000 at the subscription price of HK\$0.24 per subscription share. The subscription was completed on 12 April 2018. The proceeds were used to provide general working capital for the Company.

On 11 September 2018, the Company entered into subscription agreements with subscribers for the subscription of an aggregate 459,140,625 new shares for an aggregate consideration of approximately HK\$58,770,000 at the subscription price of HK\$0.128 per subscription share. The subscription was completed on 24 September 2018. The proceeds were used to provide general working capital for the Company.

(ii) On 11 January 2019, the Company entered into subscription agreements with subscribers for the subscription of an aggregate 66,081,535 new shares for an aggregate consideration of approximately HK\$7,137,000 at the subscription price of HK\$0.108 per subscription share. The subscription was completed on 21 January 2019. The proceeds were used to provide general working capital for the Company. On 11 October 2019, the Company entered into subscription agreements with subscribers for the subscription of an aggregate 630,266,440 new shares for an aggregate consideration of approximately HK\$22,059,000 at the subscription price of HK\$0.035 per subscription share. The subscription was completed on 21 October 2019. The proceeds were used to provide general working capital for the Company.

These new shares rank pari passu with the existing ordinary shares of the Company in issue in all aspects.

(iii) Pursuant to an extraordinary general meeting of the Company which was held on 8 November 2019 and the resolutions of the share consolidation of the Company involving consolidation of the number of shares on the basis that every twenty issued and unissued shares of HK\$0.01 each be consolidated into one consolidated share of HK\$0.2 each were approved, with effect from 12 November 2019.

12. EVENT AFTER THE REPORTING PERIOD

On 11 March 2020, the Company raised approximately HK\$24.7 million before expenses by way of issuance of 37,984,428 new shares pursuant to the rights issue on the basis of one Rights Share for every two existing shares in issue on the record date at the subscription price of HK\$0.65 per rights share. Details of the rights issue are set out in the Prospectus and the Announcement dated 18 February 2020 and 10 March 2020 respectively.

13. LITIGATION

As at the end of the reporting period, the Group had potential litigation in US against the Company. On 18 October 2019, Mr. Hamza Farooqui ("**Mr. Farooqui**") filed a claim against Silkwave Holdings Limited ("**Silkwave**"), the Company, Chi Capital Holdings Ltd, Mr. Wong Chau Chi (a director of the Company), Mr. Liu Hui (a director of the Company) and three other related parties of SHL for breach of implied contract, quantum meruit, promissory estoppel, unjust enrichment, breach of contract, fraud and fraud in the inducement, constructive trust, and defamation (the "**Claim**"). In the Claim, it is alleged that, among other matters, the defendants in the Claim are liable to Mr. Farooqui for certain work he performed for the benefit of the defendants in connection with business transactions involving satellite assets in Asia and Africa and certain compensations.

As at the end of the reporting period, the Superior Court of the District of Columbia, US granted motion for the extension of time to file proof of service. A settlement conference is currently scheduled on 12 June 2020 in Washington D.C., US.

As at the end of the reporting period, the Company was seeking legal advice in relation to the Claim. The Directors believe that the Claim is without merit and the likelihood of a significant loss arising from the Claim is small and therefore no provision of the Claims was considered necessary.

MANAGEMENT DISCUSSION AND ANALYSIS FINANCIAL REVIEW

REVIEW OF BUSINESS OPERATIONS

The principal activity of CMMB Vision Holdings Limited (the "**Company**") is investment holding whilst its subsidiaries are mainly engaged in the provision of Convergent Mobile Multimedia Broadcasting ("**CMMB**"), the next generation of convergent satellite-mobile multimedia infotainment broadcasting service, and the trading of printed circuit board ("**PCB**") materials.

CMMB business

The Company currently has a portfolio of 10 UHF spectrum television ("**TV**") stations in the United States of America ("**US**"), situated over eight large metropolitan cities, including New York, Los Angeles, San Francisco, Dallas, Houston, Atlanta, Miami and Tampa. The portfolio gives us a wide wireless spectrum coverage for delivering free-to-air digital TV programming to a large audience base with operational efficiency and broader revenue opportunities and positions us well for deploying the next-generation CMMB platform to extend the delivery of new media services extended from the home to mobile and vehicle users.

The Company's CMMB satellite-mobile digital broadcasting technology converges the capabilities of space, terrestrial TV and telecom (4G/5G) and internet/Wi-Fi technologies to create an interactive ubiquitous broadcasting system. In the US, we are preparing our wireless UHF TV network for potential deployment of the CMMB-LTE technology. In China, we have been proactively pursuing opportunities to support a 3-way convergence network comprising of TV, telecom and internet technologies. Our current primary focus is on mobile TV and infotainment services based on the CMMB standards, with a goal of promoting CMMB-based services, solutions and innovations to China and other markets around the world.

Our convergent satellite-mobile broadcasting technology has already completed its initial trial testing, which conducted road tests with concept-cars and covered over 16 cities in China, including Beijing, Changchun, Wuhan, Chongqing, Baoding, Chengdu, Taiyuan, Hefei, Harbin, Daqing, Shenzhen, Xiamen, Jiaxing, Nanjing, Danyang and Huizhou. The road test travelled over 1 million kilometers, accumulating more than 87,900 hours of testing. It is now in the process of preparing to apply for the relevant licenses in China in preparation of a soft commercial trial launch. Silkwave Holdings Limited ("Silkwave") continues to collaborate with original equipment manufacturers ("OEMs") in the automanufacturing sector to design-in for pre-installing our technology into new cars and partner with other academic research and development centers to enhance and promote our technology. Recently, a terrestrial edition of the "XingYun" app and a marine edition of the "WavePlay" app were launched on the Android and iOS platforms to showcase our technology and ecosystem and to allow users to freely enjoy live entertainment broadcasts on their mobile devices.

Trading business

This is a challenging sector to operate due to high competitive pressures and low profit margins. In response to rising labour and material costs, manufacturers are diversifying their facilities to other Asian countries to lower and manage costs. This diversification leads to an increase in competition from other trading agents vying for a share of the PCB market, putting a strain on an already thin operating margin for the sector.

FINANCIAL REVIEW

For the year ended 31 December 2019, the Group recorded loss for the year of US\$31,867,000 (2018: profit for the year US\$22,751,000). Loss per share was approximately US17.36 cents (2018: earnings per share of US18.75 cents, restated) and net assets per share of the Group was approximately US\$1.39 (2018: US\$1.96, restated).

During the year ended 31 December 2019, the Group is engaged in provision of transmission and broadcasting of television programs and trading of PCB materials with a revenue of US\$7,153,000 (2018: US\$6,470,000). The increase in revenue of US\$683,000 or 10.6% was mainly due to an increase in TV rental income and trading of PCB materials by US\$400,000 and US\$283,000 respectively.

Cost of sales mainly includes cost of goods sold, staff costs, operating lease payments. The increase in cost of sales of US\$364,000 or 9.1% was due to an increase in direct costs and cost of goods sold of US\$206,000 and an increase in operating lease payments of US\$92,000 for the year ended 31 December 2019.

Gross profit has increased from US\$2,455,000 in year 2018 to US\$2,774,000 in year 2019, increased by 13.0%, primarily attributed to increase in TV rental income by US\$400,000. The trading of PCB materials' contribution to the gross profit during the year was insignificant.

Administrative expenses have remained consistent for the year ended 31 December 2019, decreasing by 0.8% to US\$2,012,000 as compared to US\$2,029,000 for the year ended 31 December 2018. It is composed of headquarter staff costs, office rent and general administrative expenses.

Market development and promotion expenses decreased by 37.5% to US\$2,540,000 (2018: US\$4,064,000) which include consultancy services fees for business development, travelling expenses for attending business conferences and meetings as well as research and development costs. The decrease in market development and promotion expenses was due to the decrease in research and development costs for the year. Research and development activities are now conducted by Silkwave.

Other expenses for the year ended 31 December 2019 amounted to US\$368,000 (2018: US\$1,308,000) include listing fees, printing charges and corporate legal and professional fees for corporate transactions. The decrease is mainly due to the absence of professional fees incurred for acquisitions in 2018.

Finance costs of the Group for the year ended 31 December 2019 amounted to US\$5,482,000 (2018: US\$4,102,000) which mainly represents the effective interest expense on convertible notes. The Group did not bear any bank and other borrowings during the year.

The 2021 Convertible Notes and 2025 Convertible Notes with principal amounts of US\$5,921,000 (2018: US\$17,589,000) and US\$9,000,000 (2018: Nil), respectively were redeemed at the redemption amount of US\$5,921,000 (2018: US\$17,589,000) and US\$9,000,000 (2018: Nil) respectively during the year. Accordingly, a gain on redemption of the convertible bonds of US\$2,089,000 (2018: US\$3,428,000) was recorded for the year.

The Company shared a loss of US\$8,680,000 (for the period from 29 May 2018 (date of acquisition) to 31 December 2018: US\$5,369,000) for its 20% interest in Silkwave, which is primarily comprised of depreciation and amortization expense, research and development and other operating expenses for the year.

The impairment loss recognised on intangible assets for the year ended 31 December 2019 was US\$16,933,000 (2018: US\$9,091,000) as management of the Group determined that the recoverable amount is lower than the carrying amount of the cash generating units arising from intangible assets.

In the US, the Federal Communications Commission ("FCC") regulates the licensing of wireless spectrums, including our UHF TV spectrums. With the proliferation of wireless devices, telecom operators experienced a surge in the demand for wireless spectrum. Consequently, the FCC, with mandate from the US Congress, has reallocated its spectrum frequencies by repurposing a portion of the frequencies from TV operators to telecom operators. After this reallocation, previous TV spectrum licensees who choose to continue their business operations must reapply for a frequency reassignment. Where there were more than one operator applying for a frequency range, the applicants may choose to collaborate and jointly file with the FCC or bid in an auction for the rights of such frequency range.

Since 2018, the Company has commenced filing for frequency reassignment for its UHF TV station spectrums. As a result, the Company now has 10 (2018: 11) TV stations, of which 2 stations (Dallas and Houston) have been under a co-sharing arrangement since 2018; additional 3 stations (Los Angeles, Miami and San Francisco) are now under a co-sharing arrangement and 1 station (New York) is lost during the second half of 2019. Accordingly, the Company has recognised an impairment in the second half of 2019. For the remaining 5 stations, the Company has confirmed to have a full spectrum license for each of these stations. Should these suffer further displacements in the future, the Company will recognise an impairment to reflect the potential decrease in the Company's TV broadcasting capacity.

FINAL DIVIDEND

The Board did not recommend the payment of a final dividend for the year ended 31 December 2019. (31 December 2018: nil).

LIQUIDITY AND FINANCIAL RESOURCES

The total equity attributable to the owners of the Company decreased to US\$227,553,000 as at 31 December 2019 as compared with US\$259,356,000 in 2018 which was mainly derived from the operation loss for the year. During the year, net proceeds of approximately US\$3,720,000 from share placements were raised by the issue of new shares on 21 January 2019 and 21 October 2019.

Current assets amounted to US\$9,303,000 (2018: US\$13,042,000) comprising bank balances and cash of US\$342,000 (2018: US\$2,360,000), trade and other receivables of US\$1,352,000 (2018: US\$1,487,000), amount due from a related company of US\$6,662,000 (2018: US\$9,131,000) and amount due from an associate of US\$947,000 (2018: US\$64,000).

Current liabilities amounted to US\$17,440,000 (2018: US\$8,231,000) representing trade and other payables of US\$3,873,000 (2018: US\$3,970,000), amounts due to shareholders of US\$12,992,000 (2018: US\$4,039,000) and tax payable of US\$339,000 (2018: US\$222,000). As at 31 December 2019, the Group's current ratio was 0.53 (2018: 1.58).

On 11 January 2019, the Company entered into subscription agreements with subscribers for the subscription of an aggregate 66,081,535 new shares for an aggregate consideration of approximately HK\$7,137,000 at the subscription price of HK\$0.108 per subscription share. The subscription was completed on 21 January 2019. The proceeds were used to provide general working capital for the Company.

On 11 October 2019, the Company entered into subscription agreements with subscribers for the subscription of an aggregate 630,266,440 new shares for an aggregate consideration of approximately HK\$22,059,000 at the subscription price of HK\$0.035 per subscription share. The subscription was completed on 21 October 2019. The proceeds were used to provide general working capital for the Company.

The Group's cash and cash equivalents as at 31 December 2019 were maily denominated in United States Dollars ("**USD**"), Hong Kong Dollars ("**HKD**") and Renminbi ("**RMB**").

TREASURY POLICIES

The Group adopts a treasury policy that aims to better control its treasury operations and lower its borrowing cost. As such, the Group endeavours to maintain an adequate level of cash and cash equivalents to address short-term funding needs. The Board also considers various funding sources depending on the Group's needs to ensure that the financial resources have been used in the most cost-effective and efficient way to meet the Group's financial obligations. The deposits of the Group at various licensed banks have been and will continue to be conducted in accordance with the Group's treasury policy. The Board reviews and evaluates the Group's treasury policy from time to time to ensure its adequacy and effectiveness.

INDEBTEDNESS

Convertible notes of the Group as at 31 December 2019 amounted to US\$47,773,000 (2018: US\$51,668,000). The gearing ratio (a ratio of total loans to total assets) was 15.1% (2018: 14.9%), reflecting the Group's financial position was at a sound level. Other than convertible notes, the Group did not have any bank borrowings as at 31 December 2019 (2018: Nil).

As at 31 December 2019, neither the Group nor the Company has any significant contingent liabilities (2018: Nil)..

CAPITAL COMMITMENT

As at 31 December 2019, the Group did not have any significant capital commitments (31 December 2018: nil).

PLEDGE OF ASSETS

As at 31 December 2019, neither the Group nor the Company has pledged or charged its assets to secure borrowings (2018: Nil)..

OFF-BALANCE SHEET TRANSACTIONS

As at 31 December 2019, the Group did not enter into any material off-balance sheet transactions (2018: Nil).

FOREIGN CURRENCY EXCHANGE RISK

Most of the assets, liabilities and transactions of the Group are denominated in United States dollars. The management of the Group considers that foreign exchange risk does not have significant impact to the Group, therefore, the Group did not make any hedging arrangement for the year ended 31 December 2019.

SEGMENTAL INFORMATION

Details of segmental information of the Group are set out in note 4 to this announcement.

EMPLOYEE BENEFITS

The average number of employees of the Group for the year ended 31 December 2019 was approximately 30 (2018: 30). The Group's staff costs (including Directors' fees and emoluments) for the year ended 31 December 2019 amounted to US\$1,353,000 (2018: US\$1,432,000). The Group offers a competitive remuneration package to retain elite employees, including salaries, medical insurance, discretionary bonuses, other fringe benefits as well as mandatory provident fund scheme for employees in Hong Kong. The remuneration policy of the Group is reviewed annually and is in line with the prevailing market practice.

SHARE OPTION SCHEME

The Group adopted a share option scheme on 18 December 2015 for the purposes of providing incentives and rewards to eligible participants to recognise their contribution to the Group and enhancing their sense of ownership.

The Company granted 54,956,892 share options on 17 May 2019 to certain consultants for the purpose of development of CMMB Business and seeking for new investment opportunities in CMMB Business.

The Group has recognized share-based payments expense in profit or loss of US\$193,000 related to equity-settled share-based payment transactions for the year ended 31 December 2019.

As a result of the share consolidation which was effective on 12 November 2019, the exercise price per share and number of outstanding share options granted on 17 May 2019 were adjusted from HK\$0.075 to HK\$1.50 and from 54,956,892 options to 2,747,844 respectively.

EVENT AFTER THE REPORTING PERIOD

On 11 March 2020, the Company raised approximately HK\$24,700,000 before expenses by way of issuance of 37,984,428 new shares pursuant to the Rights Issue on the basis of one rights share for every two existing shares in issue on the record date at the subscription price of HK\$0.65 per Rights Share. Details refer to the Prospectus and the Announcement.

Apart from those disclosed herein, there were no significant event after the reporting period and up to the date of this announcement.

PROSPECTS

CMMB business

As a result of the reassignment of frequencies, the Company has started retrofitting our broadcasting equipment to conform with the new frequencies assigned and will continue to do so into 2020, although these capital expenditures are expected to be relatively insignificant.

Despite the potential downsides to the FCC spectrum reallocation, this event also brings new opportunities and synergies to TV operators through collaboration, such as co-sharing of revenue on joint marketing initiatives and reducing operational costs. Furthermore, the FCC approved the introduction of the Advanced Television Systems Committee ("ATSC") standard 3.0 ("ATSC 3.0") during the year, however, it is deferring its decision on targeted ads in accordance with its guidelines on privacy. The approval carries with it a general requirement on full-power stations who choose to deploy ATSC 3.0 to maintain an ATSC-compatible signal for at least 5 years, while low-power stations are exempt from this simulcasting requirement. Although we are exempt from the simulcasting requirement, we predict the transition to ATSC 3.0 at the hardware manufacturer level and especially at the consumer level to take at least 5 years or longer. During this time, advances in scalable video codec and audio compression technology are anticipated to allow for a possible increase in the number of channels given a fixed assignment of spectrum frequency, such that there is a potential to reverse channels lost in the current displacement reapplications.

In China and other Asian countries, the Company has completed our acquisition of 20% equity interest of Silkwave, with a call option for a further 31% equity interest in Silkwave. The completion will bring together the necessary space and terrestrial technology, licenses, content and other partnerships to form a complete ecosystem to serve infotainment services to consumers and commercial businesses. Given China is quickly becoming the world's largest automobile market, it will be our primary initial market for deploying our services, with plans to expand to other countries thereafter.

Silkwave has also enlisted a top-tier investment bank to lead its fundraising campaign whose proceeds will be used to finance the construction of the next generation of satellites and related infrastructures, as well as fund operating cash flows. The new space infrastructure will replace the existing AsiaStar-

based system and allow Silkwave to reach its full-service capability by expanding its service offerings once Silkwave enters full commercial service launch.

Trading Business

There are several factors which affect the business, including the stage of product life cycle for our clients' electronic products and consumer demands for these products, status of political relationship between countries, and changes in each country's regulations. With mobile devices reaching saturation in most western countries and the current state of trade tensions between the US and China, we anticipate our trading business will continue to face challenging times in the year ahead.

Development of Maritime Project

Earlier in the year, the Company has announced that it is developing a maritime satellite multimedia service for the South China Sea, which includes the Greater Bay Area and the Southern China Sea. The business is to target the millions of fishing boats, commercial freighters and cruise liners and the operators and passengers aboard these vessels. The area covers 9 million square miles and will be serviced by our AsiaStar satellite. This project aims to deploy our existing assets, technology and ecosystem of partners to market services over the maritime area as a business. The trial of such business is underway and commercial services could start in 2020 to 2021.

The maritime project will be a validation of the Company's business model which showcases our technology to an international audience. It will be a testament of the business opportunities available beyond our initial investment in the vehicular multimedia infotainment technologies developed by Silkwave.

DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTEREST IN COMPETING INTERESTS OR CONFLICT OF INTEREST

For the Reporting Period, the Directors are not aware of any business or interest of the Directors, the substantial shareholders of the Company and their respective associates (as defined in The Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules")) that competes or is likely to compete, either directly or indirectly, with the business of the Group and any other conflicts of interests which any such person has or may have with the Company.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the largest and the five largest customers of the Group accounted for approximately 44% and 99% of the Group's revenue, respectively.

At no time during the year did a Director, an associate of a Director or any shareholders (which to the knowledge of the Directors had more than 5% interests in the Company) had an interest in any of the Group's five largest customers or suppliers.

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

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

CODE OF CORPORATE GOVERNANCE

The Company has adopted the code provisions set out in the Code on Corporate Governance Practices ("CG Code") contained in Appendix 14 to the Listing Rules. The Board will continuously review and improve the corporate governance practices and standards of the Company to ensure that business activities and decision making processes are regulated in a proper and prudent manner.

The Company has complied with the requirements of the Code Provisions in the CG Code throughout the year ended 31 December 2019 except that the Company has been deviated from the Code Provision A.2.1 of the CG Code, as the roles of Chairman and chief executive officer of the Company were not separate. With effect from 19 May 2008, Mr. Wong Chau Chi ("Mr. Wong") had been re-designated as the Chairman and Mr. Wong also remains as the chief executive officer of the Company. According to the Code Provision A.2.1 of the CG Code, the roles of a chairman and a chief executive officer should be separate and should not be performed by the same individual. Given Mr. Wong has had extensive experience in the business of the Group and has performed satisfactorily since his joining of the Company in 2007, particularly in soliciting for possible new business opportunities and deducing the overall strategic plan for the future development of the Company, the Board considers that it would be beneficial to the Group if Mr. Wong is also in charge of overseeing the Company's operations as the Chairman. The Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Group. The Board will regularly review the effectiveness of this arrangement.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a revised code of conduct regarding securities transactions by Directors on terms no less exacting than the required standards under the revised Model Code for Securities Transactions by Directors of Listed Issuer ("Model Code") as set out in Appendix 10 to the Listing Rules. The Company has made specific enquiry of all Directors regarding any non-compliance with the Model Code throughout the year ended 31 December 2019 and all the Directors confirmed that they

have fully complied with the required standard set out in the Model Code and the code of conduct throughout the year ended 31 December 2019.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive Director, namely Dr. Wang Wei-Lin, Dr. Li Shan and Dr. Li Jun, an annual confirmation of their independence pursuant to the Rule 3.13 of the Listing Rules. Based on such confirmations, the Board considers all of the independent non-executive Directors are independent.

The Company has complied with the provisions of 3.10(1) and 3.10(2) of the Listing Rules that sufficient number of independent non-executive Directors have been appointed and that at least one of the independent non-executive Directors has appropriate professional qualifications or accounting or related financial management expertise.

AUDIT COMMITTEE

The Audit Committee currently comprises Dr. Li Shan and Dr. Li Jun, being independent non-executive Directors and Mr. Chou Tsan-Hsiung, a non-executive Director. Currently, Dr. Li Shan is the chairman of the Audit Committee.

The Audit Committee has reviewed the audited annual results and the consolidated financial statements of the Group for the year ended 31 December 2019, together with the auditors and have discussed with management, the accounting policies adopted by the Group and its internal controls and financial reporting matters.

SCOPE OF WORK OF HLM CPA LIMITED

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 December 2019 as set out in the Preliminary Announcement have been agreed by the Group's auditor, HLM CPA Limited, to the amounts set out in the Group's audited consolidated financial statements for the year.

The work performed by HLM CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by HLM CPA Limited on the Preliminary Announcement.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Company completed the acquisition of 20% equity interest in Silkwave ("**Acquisition**") and a call option to acquire additional 31% equity interest in Silkwave ("**Call Option**") on 29 May 2018. Through its wholly-owned subsidiary, Silkwave indirectly holds a geosynchronous L-band satellite operating platform, including the AsiaStar satellite capacity, its 40MHz spectrum frequency use, orbital slots, the Silkwave-1 satellite under construction and a media service platform with ample international programming, in order to provide multimedia broadcasting and internet-based content delivery services to vehicles and mobile devices in China and Asia Pacific Region. Details refer to the note 19 of the annual report for the year ended 31 December 2018.

Apart from those disclosed herein, there were no significant investments held, nor were there any material acquisitions or disposals of subsidiaries, associates and joint ventures during the year ended 31 December 2019.

FUTURE PLANS FOR MATERIAL INVESTMENETS AND CAPITAL ASSETS

The Group is actively exploring other business opportunities and diversify its revenue stream and bring better return to the shareholders of the Company.

The Directors currently do not have any future plans for material investments or capital assets. The Directors will continue to monitor the industry and review its business expansion plans regularly, so as to take necessary measures in the Group's best interests.

OUTBREAK OF NOVEL CORONAVIRUS DISEASE ("COVID-19")

An outbreak of COVID-19 erupted and rapidly spread across the globe subsequent to the reporting period. A number of provinces and municipalities in the PRC and Hong Kong have taken emergency public health measures and various actions to prevent the spread of the COVID-19, including the postponement of work resumption by the local government after the Chinese New Year Holidays. The aforesaid prevention measures interrupted the Group's operation including its major associates Silkwave whose principal business operation is located in Beijing, certain employees were not able to report for duties due to (i) the suspension or limited service of transportation facilities in certain areas; or (ii) the implementation of 14- day mandatory quarantine measures.

On 17 February 2020, the Group's operation gradually resumed after two weeks' operation halt. The Directors believe that the outbreak of the COVID-19 would significantly impact the global consumer market. The Group's operation for the first half of 2020 may also decline due to the aforesaid reasons. As at the date of this announcement, the Group's operation has gradually resumed to normal and the Group is working closely with its employees, suppliers and customers to mitigate the adverse impact

arising from the outbreak of the COVID-19. The Group will make further announcements as and when appropriate pursuant to the requirements under the Listing Rules.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Group is committed to create two-way channels of communication between senior management and investors, maintaining close relationships with all its shareholders through a variety of channels and promoting understanding and communication between investors and us. The Company has adopted a shareholders' communication policy to formalise and facilitate an effective and healthy communication between the Company and the shareholders and other stakeholders. The main communication channels with the shareholders include investors' meetings, annual general meeting, annual reports, interim reports, announcements and circulars, constitutional documents and the Group's website.

The Group has a dedicated team to maintain contact with investors and handle shareholders' inquiries. Should investors have any inquiries, please contact the Group (Tel:+852 2159 3300; e-mail: <u>co.sec@cmmb.com.hk</u>).

PUBLICATION OF RESULTS ANNOUNCEMENT

This annual results announcement is published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.irasia.com/listco/hk/cmmbvision). The annual report of the Company for the year ended 31 December 2019 will be dispatched to shareholders of the Company and published on the aforementioned websites in due course.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the eligibility of shareholders to attend the AGM, which is to be held on 2 June 2020, the register of members of the Company will be closed from 27 May 2020 to 2 June 2020, both days inclusive, during which no transfer of shares will be registered. All transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on 26 May 2020.

APPRECIATION

The Group would like to express its appreciation to all staff for their outstanding contribution towards the Group's development. The Board wishes to sincerely thank the management for their dedication and diligence, and they are the key factors in the Group's continual success in the future. Also, the Group wishes to extend its gratitude to the continuous support from its shareholders, customers, and business partners. The Group will continue to deliver sustainable business development, so as to meet its business objectives for 2020 and realise higher values for its shareholders and other stakeholders.

By order of the Board **CMMB Vision Holdings Limited**

Wong Chau Chi Chairman

Hong Kong, 30 March 2020

As at the date of this announcement, the executive directors are Mr. WONG Chau Chi and Dr. LIU Hui; the nonexecutive directors are Mr. CHOU Tsan-Hsiung and Mr. YANG Yi; and the independent non-executive directors are Dr. WANG Wei-Lin, Dr. LI Shan and Dr. LI Jun.