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萬 華 媒 體
ONEMEDIAGROUP
ONE MEDIA GROUP LIMITED

萬華媒體集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 426)

INTERIM RESULTS ANNOUNCEMENT
FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2022

The directors (the “Directors”) of One Media Group Limited (the “Company”) announce the unaudited consolidated interim results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30th September 2022, together with the comparative figures for the corresponding period in 2021 as follows:

CONDENSED CONSOLIDATED INCOME STATEMENT
FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2022

		(Unaudited)	
		Six months ended	
		30th September	
		2022	2021
	<i>Note</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Turnover	4	19,824	21,853
Cost of goods sold		(16,052)	(18,202)
Gross profit		3,772	3,651
Other income	5	2,742	5,816
Selling and distribution expenses		(4,562)	(4,674)
Administrative expenses		(8,715)	(8,523)
Operating loss		(6,763)	(3,730)
Finance costs	7	(318)	(325)
Share of net loss of a joint venture accounted for using the equity method	12	(57)	(59)

		(Unaudited)	
		Six months ended	
		30th September	
		2022	2021
	<i>Note</i>	HK\$'000	HK\$'000
Loss before income tax		(7,138)	(4,114)
Income tax credit/(expense)	8	<u>124</u>	<u>(19)</u>
Loss for the period		<u><u>(7,014)</u></u>	<u><u>(4,133)</u></u>
Loss is attributable to:			
— Owners of the Company		(7,014)	(4,133)
— Non-controlling interests		<u>—</u>	<u>—</u>
		<u><u>(7,014)</u></u>	<u><u>(4,133)</u></u>
Loss per share attributable to owners of the Company during the period (expressed in HK cents per share)			
Basic and diluted	9	<u><u>(1.75)</u></u>	<u><u>(1.03)</u></u>

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2022

	(Unaudited)	
	Six months ended	
	30th September	
	2022	2021
	HK\$'000	HK\$'000
Loss for the period	(7,014)	(4,133)
Other comprehensive (loss)/income		
<i>Item that may be reclassified subsequently to profit or loss</i>		
Currency translation differences	(42)	(7)
<i>Item that will not be reclassified to profit or loss</i>		
Fair value change on financial asset at fair value through other comprehensive income	1,020	(600)
Total comprehensive loss for the period	(6,036)	(4,740)
Total comprehensive loss for the period attributable to:		
— Owners of the Company	(6,036)	(4,740)
— Non-controlling interests	—	—
	(6,036)	(4,740)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30TH SEPTEMBER 2022

		(Unaudited) 30th September 2022 <i>HK\$'000</i>	(Audited) 31st March 2022 <i>HK\$'000</i>
	<i>Note</i>		
ASSETS			
Non-current assets			
Property, plant and equipment		272	320
Intangible assets		–	–
Right-of-use assets		–	–
Financial asset at fair value through other comprehensive income	11	6,000	4,980
Investments accounted for using the equity method	12	248	55
Total non-current assets		6,520	5,355
Current assets			
Inventories		278	208
Trade and other receivables	13	8,053	6,791
Cash and cash equivalents		81,859	90,259
Total current assets		90,190	97,258
Total assets		96,710	102,613
EQUITY			
Equity attributable to owners of the Company			
Share capital	14	401	401
Share premium	14	457,543	457,543
Other reserves		(332,904)	(333,882)
Accumulated losses		(140,113)	(133,099)
Total deficit		(15,073)	(9,037)

		(Unaudited) 30th September 2022 <i>HK\$'000</i>	(Audited) 31st March 2022 <i>HK\$'000</i>
LIABILITIES			
Non-current liabilities			
Long service payment obligations		12	12
Lease liabilities		43	80
Loan from a fellow subsidiary	16	<u>100,000</u>	<u>100,000</u>
Total non-current liabilities		<u>100,055</u>	<u>100,092</u>
Current liabilities			
Trade and other payables	15	5,709	5,722
Contract liabilities	15	4,670	4,478
Amount due to fellow subsidiaries	15	1,255	1,199
Lease liabilities		85	94
Income tax payable		<u>9</u>	<u>65</u>
Total current liabilities		<u>11,728</u>	<u>11,558</u>
Total liabilities		<u>111,783</u>	<u>111,650</u>
Total equity and liabilities		<u>96,710</u>	<u>102,613</u>

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

1 GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 11th March 2005 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is Windward 3, Regatta Office Park, P.O. Box 1350, KY1-1108, Grand Cayman, Cayman Islands.

The Company is an investment holding company. The Group is principally engaged in media business in Hong Kong and Taiwan, including but not limited to magazine publishing and digital media business.

The condensed consolidated interim financial information of the Group for the six months ended 30th September 2022 (this “interim financial information”) is presented in Hong Kong dollars (“HK\$”), unless otherwise stated. This interim financial information has been approved for issue by the Board of Directors on 28th November 2022.

This interim financial information has not been audited or reviewed by the external auditor in accordance with International Standards on Auditing or International Standard on Review Engagements 2410 “Review of interim financial information performed by the independent auditor of the entity” issued by the International Auditing and Assurance Standards Board.

2 BASIS OF PREPARATION

This interim financial information has been prepared in accordance with International Accounting Standard (“IAS”) 34 “Interim Financial Reporting”. This interim financial information should be read in conjunction with the annual financial statements of the Group for the year ended 31st March 2022 which have been prepared in accordance with International Financial Reporting Standards (“IFRSs”).

3 ACCOUNTING POLICIES

Except as described below, the accounting policies adopted are consistent with those of the annual financial statements of the Group for the year ended 31st March 2022, as described in those annual financial statements.

- (a) There are no standards, amendments, revisions and interpretations to existing standards that are effective for the first time for this interim period that could be expected to have a material impact on the Group.
- (b) Taxes on income in the interim periods are accrued using the tax rates that would be applicable to expected total annual earnings.

4 TURNOVER AND SEGMENT INFORMATION

IFRS 8 “Operating segments” requires operating segments to be identified based on internal reporting that is regularly reviewed by the chief operating decision maker. The Group regards the executive committee as the chief operating decision maker being responsible for allocating resources to segments and assessing their performance.

The executive committee assesses the performance of the operating segments based on a measure of operating profit/(loss) before tax but excluding corporate expenses. Other information provided is measured in a manner consistent with that in the internal financial reports.

The executive committee considers the performance of the entertainment and lifestyle operation and the watch and car operation and others.

The breakdown of total turnover from customers from these businesses and the Group’s turnover and results provided to the executive committee for the reporting segments for the period ended 30th September 2022 and 2021 are as follows:

	(Unaudited)		
	Six months ended 30th September 2022		
	Media Business		
	Entertainment and lifestyle operation <i>HK\$’000</i>	Watch and car operation and others <i>HK\$’000</i>	Total <i>HK\$’000</i>
Turnover	<u>14,525</u>	<u>5,299</u>	<u>19,824</u>
Segment (loss)/profit	<u>(5,432)</u>	<u>736</u>	<u>(4,696)</u>
Unallocated expenses (net)			<u>(2,442)</u>
Loss before income tax			<u>(7,138)</u>
Income tax credit			<u>124</u>
Loss for the period			<u><u>(7,014)</u></u>
Other segmental information:			
Interest income	<u>2</u>	<u>–</u>	<u>2</u>
Government grants	<u>2,032</u>	<u>516</u>	<u>2,548</u>
Finance costs	<u>(264)</u>	<u>(54)</u>	<u>(318)</u>
Depreciation of property, plant and equipment	<u>(93)</u>	<u>(19)</u>	<u>(112)</u>

(Unaudited)
Six months ended 30th September 2021
Media Business

	Entertainment and lifestyle operation <i>HK\$'000</i>	Watch and car operation and others <i>HK\$'000</i>	Total <i>HK\$'000</i>
Turnover	<u>16,920</u>	<u>4,933</u>	<u>21,853</u>
Segment loss	<u>(783)</u>	<u>(872)</u>	(1,655)
Unallocated expenses (net)			<u>(2,459)</u>
Loss before income tax			(4,114)
Income tax expense			<u>(19)</u>
Loss for the period			<u>(4,133)</u>
Other segmental information:			
Interest income	<u>9</u>	<u>–</u>	<u>9</u>
Settlement fee income	<u>5,000</u>	<u>–</u>	<u>5,000</u>
Government grants	<u>–</u>	<u>87</u>	<u>87</u>
Finance costs	<u>(270)</u>	<u>(55)</u>	<u>(325)</u>
Depreciation of property, plant and equipment	<u>(127)</u>	<u>(26)</u>	<u>(153)</u>
Disaggregation of revenue			

(Unaudited)
Six months ended
30th September
2022 2021
HK\$'000 *HK\$'000*

Timing of revenue		
— At a point of time	<u>5,214</u>	5,350
— Overtime	<u>14,610</u>	<u>16,503</u>
	<u>19,824</u>	<u>21,853</u>

5 OTHER INCOME

	(Unaudited)	
	Six months ended	
	30th September	
	2022	2021
	HK\$'000	HK\$'000
Bank interest income	2	9
Other media business income	117	645
Government grants	2,548	87
Settlement fee income (<i>Note</i>)	–	5,000
Administrative service income	75	75
	<u>2,742</u>	<u>5,816</u>

Note: The settlement fee income was received from the independent third parties by a subsidiary of the Company during the six months ended 30th September 2021 in relation to the early termination of certain management agreements with them.

6 OPERATING LOSS

Expenses included in cost of goods sold, selling and distribution expenses and administrative expenses are analysed as follows:

	(Unaudited)	
	Six months ended	
	30th September	
	2022	2021
	HK\$'000	HK\$'000
Paper consumed	52	62
Printing costs	2,673	2,548
Depreciation of property, plant and equipment	112	153
Employee benefit expense (including directors' emoluments)	17,428	19,853
Expenses relating to short-term lease	849	91
Support service fee	1,846	2,109
Advertising and promotion expenses	427	476
Distribution costs	155	155
	<u>155</u>	<u>155</u>

7 FINANCE COSTS

	(Unaudited)	
	Six months ended	
	30th September	
	2022	2021
	HK\$'000	HK\$'000
Interest expense on lease liabilities	2	20
Loan interest expenses	316	305
	<u>318</u>	<u>325</u>

8 INCOME TAX CREDIT/(EXPENSE)

Hong Kong profits tax has been provided at the rate of 16.5% for the six months ended 30th September 2022 (the tax rate for the six months ended 30th September 2021 was 16.5%) on the estimated assessable profit derived from Hong Kong for the period.

Income tax credit/(expense) in the condensed consolidated income statement represents:

	(Unaudited)	
	Six months ended	
	30th September	
	2022	2021
	HK\$'000	HK\$'000
Current income tax		
— Hong Kong profits tax	<u>124</u>	<u>(19)</u>

Income tax credit/(expense) is recognised based on management's estimate of the weighted average annual income tax rate expected for the full financial year.

9 LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

Basic loss per share is calculated by dividing the Group's loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

	(Unaudited)	
	Six months ended	
	30th September	
	2022	2021
Weighted average number of ordinary shares in issue (<i>in thousands</i>)	400,900	400,900
Loss attributable to owners of the Company (<i>HK\$'000</i>)	<u>(7,014)</u>	<u>(4,133)</u>
Basic and diluted loss per share (<i>HK cents per share</i>)	<u>(1.75)</u>	<u>(1.03)</u>

The diluted loss per share was the same as the basic loss per share as there was no dilutive potential share in issue for the six months ended 30th September 2022 and 2021.

10 DIVIDENDS

The Directors do not recommend the payment of interim dividend for the six months ended 30th September 2022 (six months ended 30th September 2021: nil).

11 FINANCIAL ASSET AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Classification of financial asset at fair value through other comprehensive income

These comprise listed equity securities which are not held for trading, and which the Group has irrevocably elected at initial recognition to recognise in this category. These are strategic investments and the Group considers this classification to be relevant.

Equity investments at fair value through other comprehensive income

	(Unaudited) 30th September 2022 HK\$'000	(Audited) 31st March 2022 HK\$'000
Listed securities		
At the beginning of the period/year	4,980	7,320
Fair value gain/(loss) recognised in other comprehensive income	<u>1,020</u>	<u>(2,340)</u>
At the end of the period/year (<i>Note a</i>)	<u><u>6,000</u></u>	<u><u>4,980</u></u>

Note:

- (a) The balance represents the fair value of the ordinary shares of Most Kwai Chung Limited (“Most Kwai Chung”) which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). No dividends from the above equity investments held as FVOCI has been recognised in condensed consolidated income statement (for the six months ended 30th September 2021: nil).

12 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

	(Unaudited) 30th September 2022 HK\$'000	(Audited) 31st March 2022 HK\$'000
At the beginning of the period/year	55	200
Loan to a joint venture (<i>Note a</i>)	250	–
Share of net loss of a joint venture	<u>(57)</u>	<u>(145)</u>
Interests in joint venture	<u><u>248</u></u>	<u><u>55</u></u>

Note:

- (a) The loan to a joint venture is unsecured, has no fixed terms of repayment and is interest-free.

Set out below is a joint venture of the Group as at 30th September 2022 and 31st March 2022. Nature of investment in a joint venture as at 30th September 2022 and 31st March 2022:

Name of joint venture	Place of incorporation	Effective equity interest	Principal activities	Measurement method
		30th September 2022	31st March 2022	
Searching B Company Limited ("Searching B")	Hong Kong	50%	50% <i>Note (i)</i>	Equity

Note: Searching B is principally engaged in the operation of a content-driven and data-driven e-commerce platform focusing on beauty-related products, namely www.searchingb.com.

Searching B is a private company with no quoted market prices available for its shares. There is no commitment and contingent liability relating to the Group's interest in the joint venture.

13 TRADE AND OTHER RECEIVABLES

	(Unaudited) 30th September 2022 <i>HK\$'000</i>	(Audited) 31st March 2022 <i>HK\$'000</i>
Trade receivables	4,001	4,229
Less: allowance for impairment of trade receivables	(29)	(29)
Trade receivables, net	<u>3,972</u>	<u>4,200</u>
Other receivables and deposits	1,022	371
Barter receivables	42	142
Prepayments and advances	<u>3,017</u>	<u>2,078</u>
Trade and other receivables	<u><u>8,053</u></u>	<u><u>6,791</u></u>

As at 30th September 2022 and 31st March 2022, the fair values of trade and other receivables approximated their carrying amounts.

The Group allows in general a credit period ranging from 30 to 120 days to its trade customers. As at 30th September 2022 and 31st March 2022, the ageing analysis of the Group's trade receivables by invoice date is as follows:

	(Unaudited)	(Audited)
	30th	31st
	September	March
	2022	2022
	HK\$'000	HK\$'000
0 to 60 days	3,738	2,992
61 to 120 days	237	983
121 to 180 days	26	165
Over 180 days	–	89
	4,001	4,229

There is no concentration of credit risk with respect to trade receivables as the Group has a large customer base.

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an on-going basis to reduce the exposure to bad debts. The credit period on trade receivables depending on the business area is ranging from 30 to 120 days.

14 SHARE CAPITAL AND SHARE PREMIUM

	Number of shares <i>(in thousands)</i>	Nominal values of ordinary shares of HK\$0.001 each <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1st April 2021, 30th September 2021, 1st April 2022 and 30th September 2022	<u>400,900</u>	<u>401</u>	<u>457,543</u>	<u>457,944</u>

15 TRADE AND OTHER PAYABLES, CONTRACT LIABILITIES AND AMOUNTS DUE TO FELLOW SUBSIDIARIES

	(Unaudited) 30th September 2022 <i>HK\$'000</i>	(Audited) 31st March 2022 <i>HK\$'000</i>
Trade payables	2,074	1,540
Other payables	<u>3,635</u>	<u>4,182</u>
	5,709	5,722
Contract liabilities	4,670	4,478
Amounts due to fellow subsidiaries	<u>1,255</u>	<u>1,199</u>
	<u><u>11,634</u></u>	<u><u>11,399</u></u>

The ageing of the amounts due to fellow subsidiaries arising from related-party trade related transactions, by invoice date, is within 180 days. They are unsecured, non-interest bearing and with normal credit terms from 30 days to 180 days.

As at 30th September 2022 and 31st March 2022, the ageing analysis of the trade payables by invoice date is as follows:

	(Unaudited) 30th September 2022 <i>HK\$'000</i>	(Audited) 31st March 2022 <i>HK\$'000</i>
0 to 60 days	1,832	1,414
61 to 120 days	129	110
121 to 180 days	72	16
Over 180 days	<u>41</u>	<u>–</u>
	<u><u>2,074</u></u>	<u><u>1,540</u></u>

As at 30th September 2022 and 31st March 2022, the fair values of trade and other payables and amounts due to fellow subsidiaries approximated their carrying amounts.

16 LOAN FROM A FELLOW SUBSIDIARY

	(Unaudited) 30th September 2022 <i>HK\$'000</i>	(Audited) 31st March 2022 <i>HK\$'000</i>
Non-current		
Loan from a fellow subsidiary	<u>100,000</u>	<u>100,000</u>

As at 30th September 2022, the Group has obtained total facilities from its fellow subsidiary of HK\$125 million (31st March 2022: same) consisting of used facilities of HK\$100 million (31st March 2022: same) and unused facilities of HK\$25 million (31st March 2022: same).

The loan drawdown amounted to HK\$100 million, which is not repayable before 29th February 2024 in accordance with the loan facility agreement. The loan is classified as non-current as the Group has an unconditional right to defer settlement of the loan for at least twelve months after the balance sheet date. The loan carries at interest rate of 1.4% over Hong Kong Inter-bank Offer Rate per annum.

17 CONTINGENT LIABILITIES

As at 30th September 2022, the Group did not have any material contingent liabilities or guarantees (31st March 2022: nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Results Summary

In early 2022, Hong Kong was hit by the fifth wave of COVID-19 which was rapid and fierce. Social distancing measures were intensified and the business environment was badly affected. According to the revised figures on the Gross Domestic Product (GDP) released by the Census and Statistics Department, real GDP of Hong Kong decreased at a moderated pace of 1.3% year-on-year in the second quarter of 2022 after contracting by 3.9% in the preceding quarter.

For the six months ended 30th September 2022, the Group's turnover decreased by 9% to HK\$19,824,000 if compared to HK\$21,853,000 recorded in the same period last year. The Group's loss after tax widened by 70% from HK\$4,133,000 in last year to HK\$7,014,000. This was mainly due to the absence of a one-off settlement fee income and government grants of HK\$ 5,087,000 received in the same period last year though the absence was cushioned by one-off government grants of HK\$2,548,000 received during this period. By excluding one-off other incomes during both periods, the Group's operating loss for the six months ended 30th September 2022 was HK\$9,562,000 which was around 3.7% higher as compared to the operating loss excluding one-off other income of HK\$9,220,000 for the same period last year.

Review of Operations

Entertainment and Lifestyle Operation

Weak advertisement spend due to the sluggish economy as Hong Kong combats the fifth wave of COVID-19, resulted in the Group's turnover for the entertainment and lifestyle operation to decrease by 14% to HK\$14,525,000 from HK\$16,920,000 in the previous year. As such, the segment loss had widened to HK\$5,432,000 from HK\$783,000 recorded in the same period last year. Excluding the one-off other income of HK\$2,032,000 and HK\$5,000,000 recognised in the first six months of this and last financial year, respectively, the segment loss for the period ended 30th September 2022 would amount to HK\$7,464,000 compared to that of HK\$5,783,000 in the same period last year. The increase in loss was mainly due to the decrease in print advertising turnover, while the Group had some cost savings mainly from labour cost due to natural attrition.

The turnover for “Ming Pao Weekly 明周” (“MP Weekly”) and “Ming's”, had declined in the period under review as advertisers of luxury products continue to be cautious with their spending. To attract new advertisers, the Group had produced short documentaries of renowned artists and film directors. This high quality content is a testament of the Group's commitment in building the skill set and talent of its editorial team in quality video content production.

The Group's artist management business was progressing in a satisfactory mode. In the period under review, the Group had looked at potential collaboration with various parties in the industry to accord its artists the opportunity to develop their career. The Group would continue to work on acquiring new talents to be groomed and grow its portfolio of artists.

Watch and Car Operation and Others

The turnover for the watch and car operation had improved by 7% to HK\$5,299,000 from HK\$4,933,000 when compared to the same period in the previous year. The Group had achieved a segment profit of HK\$736,000 as compared to loss of HK\$872,000. This segment was resumed to be profitable mainly due to the increase in advertising turnover, the receipt of one-off government grants and tightened cost control during the period under review. Excluding the one-off other income of HK\$516,000 and HK\$87,000 recognised in the first six months of this and last financial year, respectively, the segment profit for the period ended 30th September 2022 would amount to HK\$220,000 compared to segment loss of HK\$959,000 in the same period last year.

“TopGear 極速誌” (“TopGear”), continues to maintain its position as a leading automobile title with its quality content whilst “MING Watch 明錶” (“Ming Watch”), a popular high-end watch title, is favoured for its quality feature stories and the latest industry trends.

Significant Investment

As at 30th September 2022, the Group held 12,000,000 ordinary shares (31st March 2022: 12,000,000 ordinary shares) of Most Kwai Chung, representing 4.4% (31st March 2022: 4.4%) equity interests in Most Kwai Chung. No dividend was received from these ordinary shares during the period (2021: nil). Most Kwai Chung, a Cayman Islands incorporated company listed on the Main Board of the Stock Exchange (stock code: 1716), is principally engaged in the provision of integrated advertising and media services to the customers. The fair value of these ordinary shares was HK\$6,000,000 as at 30th September 2022 (31st March 2022: HK\$4,980,000) and it was approximately 6.2% (31st March 2022: 4.9%) of the total assets of the Group.

The aggregate original costs of investment for 12,000,000 ordinary shares of Most Kwai Chung was HK\$1,041,000 which was treated as interest in associates in the Group's financial statements before the listing of shares of Most Kwai Chung on the Main Board of the Stock Exchange on 28th March 2018 (the “Listing”). The carrying value of the investment for 12,000,000 ordinary shares was HK\$1,768,000 immediate before the Listing. The investment in Most Kwai Chung is not held for trading. The Group considers this investment as a strategic investment and will review its investment strategy regularly in response to the changes in market situation.

OUTLOOK

The lifting of certain compulsory quarantine requirements for inbound travellers by the Hong Kong Government may spur the return of tourists. This may lead to improvement in the Hong Kong economy. Nevertheless, the Group still expects the second half of the financial year 2022/2023 to remain muted and challenging with the rising inflation and interest rates which may increase the operation costs and reduce the retail spending. Hence, to improve turnover, the Group will continue to strengthen its sales and marketing talent to capture more different business opportunities in the market through its high quality content production capability.

CAPITAL EXPENDITURE

The Group's total capital expenditure for property, plant and equipment and intangible assets for the six months ended 30th September 2022 amounted to HK\$64,000.

LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

As at 30th September 2022, the Group's net current assets amounted to HK\$78,462,000 (31st March 2022: HK\$85,700,000) and the total deficit attributable to the owners of the Company was HK\$15,073,000 (31st March 2022: HK\$9,037,000). The Group had cash and cash equivalents of HK\$81,859,000 (31st March 2022: HK\$90,259,000) and loan from a fellow subsidiary of HK\$100,000,000 (31st March 2022: HK\$100,000,000) and the gearing ratios, which is defined as the ratio of total liabilities divided by total assets was 116% at 30th September 2022 (31st March 2022: 109%).

EXPOSURE TO FLUCTUATION IN EXCHANGE RATES

The Group's revenues and costs are mainly denominated in Hong Kong dollars, the Group does not foresee substantial risks from exposure to fluctuation in exchange rates.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES

The Company has not redeemed any of its shares during the period. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the period.

EMPLOYEES

As at 30th September 2022, the Group has 108 employees (31st March 2022: 106 employees). The Group remunerates its employees based on the operating results, individual performance and comparable market statistics. The emoluments of the Directors and senior management are reviewed by the Remuneration Committee regularly. In Hong Kong, the Group participates in the Mandatory Provident Fund scheme for its employees.

CORPORATE GOVERNANCE

For the six months ended 30th September 2022, the Company has adopted the code provisions set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Listing Rules and complied with the CG Code throughout the period.

COMPLIANCE OF THE MODEL CODE FOR DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as the code for securities transactions by the Directors. The Directors have confirmed, following specific enquiries by the Company, their compliance with the required standard as set out in the Model Code throughout the period.

The Company has also established written guidelines regarding securities transactions on no less exacting terms of the Model Code for senior management and specific individual who may have access to inside information in relation to the securities of the Company.

AUDIT COMMITTEE

The Audit Committee currently comprises three independent non-executive Directors, namely, Mr. YU Hon To, David, Mr. LAU Chi Wah, Alex and Mrs. WONG HUNG Flavia Yuen Yee.

REMUNERATION COMMITTEE

The Remuneration Committee currently comprises three independent non-executive Directors, namely, Mr. YU Hon To, David, Mr. LAU Chi Wah, Alex and Mrs. WONG HUNG Flavia Yuen Yee and one executive Director, namely, Mr. TIONG Kiew Chiong.

NOMINATION COMMITTEE

The Nomination Committee currently comprises three independent non-executive Directors, namely, Mr. YU Hon To, David, Mr. LAU Chi Wah, Alex and Mrs. WONG HUNG Flavia Yuen Yee and one executive Director, namely, Mr. TIONG Kiew Chiong.

REVIEW OF INTERIM FINANCIAL INFORMATION

The Audit Committee has reviewed with management this interim financial information, including accounting principles and practices adopted by the Group and discussed risk management and internal control systems and financial reporting matters.

By Order of the Board
One Media Group Limited
TIONG Kiew Chiong
Director

Hong Kong, 28th November 2022

As at the date of this announcement, the board of the Company comprises Ms. TIONG Choon, being non-executive director; Mr. TIONG Kiew Chiong and Mr. LAM Pak Cheong, being executive directors; and Mr. YU Hon To, David, Mr. LAU Chi Wah, Alex and Mrs. WONG HUNG Flavia Yuen Yee, being independent non-executive directors.

The Company's Interim Report 2022/23 containing all the information required by the Listing Rules will be published on The Stock Exchange of Hong Kong Limited's website in due course and will be dispatched to shareholders before end of December 2022.