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Values Cultural Investment Limited

新石文化投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1740)

ANNOUNCEMENT OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2024

FINANCIAL HIGHLIGHTS

- Revenue for the six months ended 30 June 2024 decreased by approximately 67.7% to approximately RMB5.4 million from approximately RMB16.7 million for the six months ended 30 June 2023.
- The Group recorded a gross loss of approximately RMB1.6 million for the six months ended 30 June 2024, as compared with a gross loss of approximately RMB4.9 million for the six months ended 30 June 2023.
- Net loss for the six months ended 30 June 2024 was approximately RMB15.0 million, as compared with the Group's net loss amounting to approximately RMB13.1 million for the six months ended 30 June 2023.
- The Board does not recommend the payment of interim dividends in respect of the six months ended 30 June 2024 (the six months ended 30 June 2023: nil).

The board (the “**Board**”) of directors (the “**Directors**”) of Values Cultural Investment Limited (the “**Company**” or “**Values Cultural**”, together with its subsidiaries, the “**Group**”), is pleased to present the unaudited consolidated interim results of the Group for the six months ended 30 June 2024 (the “**Reporting Period**”).

INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 June 2024

		2024	2023
		(Unaudited)	(Unaudited)
	<i>Notes</i>	RMB'000	RMB'000
REVENUE	<i>4</i>	5,364	16,720
Cost of sales		(6,970)	(21,640)
Gross loss		(1,606)	(4,920)
Other income and gains		231	323
Selling and distribution expenses		(615)	(731)
Administrative expenses		(7,284)	(7,360)
Impairment losses on financial assets, net		(5,096)	(175)
Finance costs		(226)	(13)
Share of losses of an associate		(438)	–
LOSS BEFORE TAX	<i>5</i>	(15,034)	(12,876)
Income tax expense	<i>6</i>	–	(189)
LOSS FOR THE PERIOD		(15,034)	(13,065)
Attributable to:			
Owners of the parent		(15,034)	(13,065)
LOSS PER SHARE			
Basic and diluted	<i>8</i>	(RMB1.45 cents)	(RMB1.26 cents)

INTERIM CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2024

	2024 (Unaudited) RMB'000	2023 (Unaudited) RMB'000
LOSS FOR THE PERIOD	(15,034)	(13,065)
OTHER COMPREHENSIVE INCOME		
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operation	<u>(541)</u>	<u>(2,282)</u>
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of the Company's financial statements	<u>615</u>	<u>2,748</u>
OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX	74	466
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD	(14,960)	(12,599)
Attributable to:		
Owners of the parent	<u>(14,960)</u>	<u>(12,599)</u>

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION*30 June 2024*

		30 June 2024 (Unaudited) RMB'000	31 December 2023 (Audited) RMB'000
	<i>Notes</i>		
NON-CURRENT ASSETS			
Property, plant and equipment	<i>9</i>	117	163
Prepayments, other receivables and other assets		29	38
Right-of-use assets		1,262	145
Investments in an associate		5,420	5,858
		<hr/>	<hr/>
Total non-current assets		6,828	6,204
		<hr/>	<hr/>
CURRENT ASSETS			
Inventories		74,504	72,412
Trade receivables	<i>10</i>	39,373	52,845
Prepayments, other receivables and other assets		34,559	30,466
Cash and cash equivalents		27,909	42,673
		<hr/>	<hr/>
Total current assets		176,345	198,396
		<hr/>	<hr/>
CURRENT LIABILITIES			
Trade payables	<i>11</i>	2,754	8,078
Other payables and accruals		7,469	7,580
Interest-bearing borrowings		–	2,480
Tax payable		7,720	7,838
Financial liabilities at fair value through profit or loss		–	290
Lease liabilities		753	–
		<hr/>	<hr/>
Total current liabilities		18,696	26,266
		<hr/>	<hr/>
NET CURRENT ASSETS		157,649	172,130
		<hr/>	<hr/>

		30 June	31 December
		2024	2023
		(Unaudited)	(Audited)
	<i>Notes</i>	RMB'000	RMB'000
TOTAL ASSETS LESS CURRENT LIABILITIES		164,477	178,334
NON-CURRENT LIABILITIES			
Other payables and accruals		2,620	1,903
Lease liabilities		386	–
Total non-current liabilities		3,006	1,903
Net assets		161,471	176,431
EQUITY			
Equity attributable to owners of the parent			
Share capital	<i>12</i>	36	36
Reserves		161,435	176,395
Total equity		161,471	176,431

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2024

	Attributable to owners of the parent					Total equity RMB'000
	Share capital RMB'000	Capital reserve RMB'000	Statutory surplus reserve RMB'000	Exchange fluctuation reserve RMB'000	Accumulated losses RMB'000	
At 1 January 2024 (audited)	36	312,834	15,233	(328)	(151,344)	176,431
Loss for the period	-	-	-	-	(15,034)	(15,034)
Other comprehensive loss for the period:						
Exchange differences on translation of functional currency to presentation currency	-	-	-	74	-	74
Total comprehensive loss for the period	-	-	-	74	(15,034)	(14,960)
At 30 June 2024 (unaudited)	<u>36</u>	<u>312,834</u>	<u>15,233</u>	<u>(254)</u>	<u>(166,378)</u>	<u>161,471</u>

	Attributable to owners of the parent					Total equity RMB'000
	Share capital RMB'000	Capital reserve RMB'000	Statutory surplus reserve RMB'000	Exchange fluctuation reserve RMB'000	Accumulated losses RMB'000	
At 1 January 2023 (audited)	36	312,834	15,233	(623)	(51,900)	275,580
Loss for the period	-	-	-	-	(13,065)	(13,065)
Other comprehensive loss for the period:						
Exchange differences on translation of functional currency to presentation currency	-	-	-	466	-	466
Total comprehensive loss for the period	-	-	-	466	(13,065)	(12,599)
At 30 June 2023 (unaudited)	<u>36</u>	<u>312,834</u>	<u>15,233</u>	<u>(157)</u>	<u>(64,965)</u>	<u>262,981</u>

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

1. BASIS OF PREPARATION

The interim condensed consolidated financial information for the six months ended 30 June 2024 has been prepared in accordance with HKAS 34 Interim Financial Reporting. The interim condensed consolidated financial information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 December 2023.

2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The accounting policies adopted in the preparation of the interim condensed consolidated financial information are consistent with those applied in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2023, except for the adoption of the following revised Hong Kong Financial Reporting Standards ("HKFRSs") for the first time for the current period's financial information.

Amendments to HKFRS 16	<i>Lease Liability in a Sale and Leaseback</i>
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current</i> (the "2020 Amendments")
Amendments to HKAS 1	<i>Non-current Liabilities with Covenants</i> (the "2022 Amendments")
Amendments to HKAS 7 and HKFRS 7	<i>Supplier Finance Arrangements</i>

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

- (a) Amendments to HKFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. Since the Group has no sale and leaseback transactions with variable lease payments that do not depend on an index or a rate occurring from the date of initial application of HKFRS 16, the amendments did not have any impact on the financial position or performance of the Group.
- (b) The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period.

The Group has reassessed the terms and conditions of its liabilities as at 1 January 2023 and 2024 and concluded that the classification of its liabilities as current or non-current remained unchanged upon initial application of the amendments. Accordingly, the amendments did not have any impact on the financial position or performance of the Group.

- (c) Amendments to HKAS 7 and HKFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. The disclosure of relevant information for supplier finance arrangements is not required for any interim reporting period during the first annual reporting period in which an entity applies the amendments. As the Group does not have supplier finance arrangements, the amendments did not have any impact on the interim condensed consolidated financial information.

3. OPERATING SEGMENT INFORMATION

For management purposes, the Group is not organised into business units based on their products and only has one reportable operating segment. Management monitors the operating results of the Group's operating segment as a whole for the purpose of making decisions about resource allocation and performance assessment.

Geographical information

During the year, the Group operated within one geographical segment because all of the Group's revenue was generated from customers located in Chinese Mainland. All of the non-current assets of the Group were located in Chinese Mainland.

4. REVENUE

An analysis of revenue is as follows:

	For the six months ended	
	30 June	
	2024	2023
	(Unaudited)	(Unaudited)
	RMB'000	RMB'000
Revenue from contracts with customers	2,909	16,720
<i>Revenue from other sources</i>		
Net licence fee received from investments in TV or web series as non-executive producer	2,455	–
Total revenue	<u>5,364</u>	<u>16,720</u>

Revenue from contracts with customers

(i) Disaggregated revenue information

Type of goods or service	For the six months ended	
	30 June	
	2024	2023
	(Unaudited)	(Unaudited)
	RMB'000	RMB'000
Licensing of broadcasting rights of TV series	<u>2,909</u>	<u>16,720</u>

Geographical markets

All of the Group's revenue was generated from customers located in Chinese Mainland during the period.

Timing of revenue recognition

All of the Group's revenue was recognised at a point in time during the period.

5. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

	For the six months ended 30 June	
	2024 (Unaudited) RMB'000	2023 (Unaudited) RMB'000
Cost of inventories sold	6,890	18,411
Depreciation of property, plant and equipment	46	48
Depreciation of right-of-use assets	398	436
Minimum lease payments under lease exemption	130	138
Government grants	(107)	(275)
Bank interest income	(29)	(20)
Share of loss of an associate	438	–
Write-down of inventories to net realisable value	80	3,229
Impairment of trade receivables	5,096	175

6. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

The Group calculates the period income tax expense using the tax rate that would be applicable to the expected total annual earnings. The major components of income tax expense during the reporting period are:

	For the six months ended 30 June	
	2024 (Unaudited) RMB'000	2023 (Unaudited) RMB'000
Current – Mainland China		
Charge for the period	–	112
Underprovision in prior years	–	76
Total tax charge for the period	–	189

7. DIVIDENDS

The Board did not declare any interim dividend for the reporting period (the six months ended 30 June 2023: nil).

8. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic loss per share amount is based on the loss for the period attributable to ordinary equity holders of the parent of approximately RMB15,034,000 (six months ended 30 June 2023: approximately RMB13,065,000), and the weighted average number of ordinary shares of 1,037,500,000 (30 June 2023: 1,037,500,000) shares in issue during the reporting period. The Group had no potentially dilutive ordinary shares in issue during the periods ended 30 June 2024 and 2023.

9. PROPERTY, PLANT AND EQUIPMENT

	30 June 2024 (Unaudited) RMB'000	31 December 2023 (Audited) RMB'000
Carrying amount at beginning of period/year	163	159
Additions	–	101
Depreciation provided during the period/year	(46)	(97)
	<hr/>	<hr/>
Carrying amount at end of period/year	117	163

10. TRADE RECEIVABLES

	30 June 2024 (Unaudited) RMB'000	31 December 2023 (Audited) RMB'000
Trade receivables	171,130	179,505
Impairment	(131,757)	(126,660)
	<hr/>	<hr/>
	39,373	52,845

An ageing analysis of the trade receivables as at the end of the reporting period, based on the transaction date and net of loss allowance, is as follows:

	30 June 2024 (Unaudited) RMB'000	31 December 2023 (Audited) RMB'000
Within 3 months	2,431	30,328
3 to 6 months	–	768
6 to 12 months	22,812	–
1 to 2 years	4,727	4,989
2 to 3 years	9,403	16,760
	<hr/>	<hr/>
	39,373	52,845

11. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the transaction date, is as follows:

	30 June 2024 (Unaudited) RMB'000	31 December 2023 (Audited) RMB'000
Within 3 months	–	5,452
3 to 6 months	–	–
6 to 12 months	–	–
1 to 2 years	128	2,626
2 to 3 years	2,626	–
	<u>2,754</u>	<u>8,078</u>

12. SHARE CAPITAL

	30 June 2024 (Unaudited) RMB'000	31 December 2023 (Audited) RMB'000
Authorised:		
10,000,000,000 ordinary shares of US\$0.000005 each		
US\$'000	50	50
RMB'000	<u>336</u>	<u>336</u>
Issued and fully paid:		
1,037,500,000 ordinary shares of US\$0.000005 each		
US\$'000	5	5
RMB'000	<u>36</u>	<u>36</u>

13. CONTINGENT LIABILITIES

As at 30 June 2024, the Group had no significant contingent liabilities (31 December 2023: Nil).

14. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

	For the six months ended	
	30 June	
	2024	2023
	(Unaudited)	(Unaudited)
	<i>RMB'000</i>	<i>RMB'000</i>
Contracted, but not provided for:		
Investment under co-financing arrangements	—	69,000

15. RELATED PARTY TRANSACTIONS

(a) Compensation of key management personnel of the Group

	For the six months ended	
	30 June	
	2024	2023
	(Unaudited)	(Unaudited)
	<i>RMB'000</i>	<i>RMB'000</i>
Short-term employee benefits	726	721
Pension scheme contributions	63	66
Total compensation paid to key management personnel	<u>789</u>	<u>787</u>

16. EVENTS AFTER THE REPORTING PERIOD

There was no event causing significant impact on the Group since 30 June 2024.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS AND OPERATION REVIEW AND PROSPECTS

The Group is principally engaged in the business of (i) licensing of broadcasting rights of TV series; (ii) investing in TV series and web series as non-executive producer; and (iii) acting as distribution agent of TV series. The Group is also expanding its business in the production of web series and online films in view of their growing popularity. During the Reporting Period, the Company recorded a total revenue of approximately RMB5.4 million, which decreased by approximately 67.7% as compared with approximately RMB16.7 million for the corresponding period of last year. During the Reporting Period, our revenue was primarily generated from licensing of broadcasting rights of web series, namely You From the Future* (來自未來的你) and My Divine Emissary* (我的神使大人).

Net loss for the Reporting Period was approximately RMB15.0 million as compared with the Group's net loss amounting to approximately RMB13.1 million for the corresponding period of last year. The Board believes that the net loss was mainly due to the continuing downturn of the web series, TV series and movie markets in the PRC, which has caused (i) the result that the revenue generated from the web series broadcast during the Reporting Period was lower than the revenue as expected by the Group, (ii) the postponement of the broadcasting plan of self-produced TV series, and (iii) the increase in the ageing of trade receivables which has led to the increase in impairment losses on financial assets.

During the Reporting Period, the Group has been negotiating with TV stations in relation to the broadcasting schedule of a self-produced TV series. Regarding a new TV series that the Group has decided to invest as a non-executive producer, the shooting of this TV series has completed in April 2024 and it is now undergoing post-shooting production.

During the Reporting Period, certain web series that the Group either acted as an executive producer or non-executive producer have been the major source of revenue for the Group. Among them, a web series, My Divine Emissary* (我的神使大人), was broadcast in April 2024. Regarding the other two web series that the Group has invested in as non-executive producer, the Group has been negotiating with the respective online video platforms.

Regarding the film trilogy that the Group acts as executive producer, the Group has been negotiating with the movie channel of CCTV with respect to the terms of licensing.

Prospects and Future Plans

Looking forward, the market condition is expected to remain difficult. The Group is cautiously optimistic about the business of production of and investment in TV series and web series. The Group will closely monitor the market conditions, especially the opportunities of conducting business with first-tier TV stations and major online video platforms, as well as second-tier and third-tier TV stations. The Group will also adhere to prudent financial management in project selection and cost control, resume more active business operation and explore opportunities mainly in the business of web series and TV series.

FINANCIAL REVIEW

Revenue

During the Reporting Period, the Group recorded revenue of approximately RMB5.4 million (30 June 2023: approximately RMB16.7 million), representing a decrease of approximately 67.7% when compared with the corresponding period of last year. The decrease in revenue was primarily due to the decrease in revenue generated from licensing of broadcasting rights of web series. During the Reporting Period, our revenue was generated primarily from licensing of broadcasting rights of web series and net licence fee received from investments as non-executive producer in web series, namely You From the Future* (來自未來的你) and My Divine Emissary* (我的神使大人).

Cost of Sales and Gross Profit

During the Reporting Period, the cost of sales of our operations decreased from approximately RMB21.6 million for the six months ended 30 June 2023 to approximately RMB7.0 million for the six months ended 30 June 2024, representing a decrease of 67.6%. The decrease in the cost of sales was mainly due to the decrease in the revenue generated from licensing of broadcasting rights of web series.

During the Reporting Period, the Group recorded a gross loss of approximately RMB1.6 million, as compared with a gross loss of approximately RMB4.9 million for the corresponding period of last year. The decrease in gross loss was mainly due to the decrease in revenue during the Reporting Period.

Other Income and Gains

During the Reporting Period, the other income and gains were approximately RMB0.2 million (30 June 2023: approximately RMB0.3 million).

Selling and Distribution Expenses

During the Reporting Period, the selling and distribution expenses remained relatively stable at approximately RMB0.6 million as compared to approximately RMB0.7 million for the six months ended 30 June 2023.

Administrative Expenses

During the Reporting Period, the administrative expenses were approximately RMB7.3 million, representing a decrease of approximately 1.4% as compared with approximately RMB7.4 million for the corresponding period of last year.

Impairment losses on financial assets

The impairment losses on financial assets represent the impairment provision on long ageing trade and other receivables. The impairment losses on financial assets for the Reporting Period was recognised as approximately RMB5.1 million as compared with the recognition of impairment losses on financial assets of approximately RMB0.2 million for the corresponding period of last year. The impairment loss was due to the ageing of trade receivable for the six months ended 30 June 2024.

Finance Costs

During the Reporting Period, our finance costs were approximately RMB0.2 million, as compared to approximately RMB13,000 for the corresponding period of last year. The increase is mainly due to the Group reaching a fixed rate of return investment agreement with investors for TV series, and the investor income is recognized as the Group's finance costs.

Loss for the Reporting Period

During the Reporting Period, the loss attributable to owners of the parent was approximately RMB15.0 million, as compared with approximately RMB13.1 million loss attributable to owners of the parent for the corresponding period of last year. The increase in the loss for the Reporting Period was primarily due to increase in the impairment losses on financial assets.

Liquidity, Financial Resources and Capital Structure

The Group's capital expenditure, daily operations and investments are mainly funded by cash generated from its operations and proceeds from the shares of the Company (the "**Shares**") which were listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on the listing date (i.e. 16 January 2020) (the "**Listing Date**"), comprising 250,000,000 new Shares issued at the offer price of HK\$0.50 per Share (the "**Global Offering**"). On 7 February 2020, the over-allotment option was fully exercised to issue further 37,500,000 new Shares (the "**Over-Allotment Shares**").

As of 30 June 2024, the Group had total cash and cash equivalents (including bank deposits and cash) of approximately RMB27.9 million (31 December 2023: approximately RMB42.7 million), and total net current assets of approximately RMB157.6 million (31 December 2023: approximately RMB172.1 million). The Group monitors capital using a gearing ratio, which is total debt (of which debt is defined to include interest bearing payables) divided by total equity multiplied by 100% as at the date indicated. As at 30 June 2024, the gearing ratio of the Group was 0.47% (31 December 2023: 1.41%).

As at 30 June 2024, the equity attributable to the owners of the parent was approximately RMB161.5 million, of which share capital was approximately RMB36,000, the capital reserve was approximately RMB312.8 million, the statutory surplus reserve was approximately RMB15.2 million, exchange fluctuation reserve was approximately negative RMB0.3 million and retained earnings were approximately negative RMB166.4 million. The equity attributable to the owners of the parent decreased by approximately 8.4% from approximately RMB176.4 million as at the end of 2023, which was mainly attributable to the loss during the Reporting Period.

After taking into consideration of the available financial resources, including cash flow from operating activities, the Group has enough working capital to meet the capital demand for its business development.

Pledge of Assets and Contingent Liabilities

As at 30 June 2024, the Group did not have pledged assets.

As at 30 June 2024, the Group did not have material contingent liabilities.

EMPLOYEES, REMUNERATION POLICY AND TRAINING

As at 30 June 2024, the Group had a total of 32 full-time employees, including executive Directors and non-executive Directors, who are all located in the PRC.

For the Reporting Period, the cost of employees of the Group amounted to approximately RMB3.2 million.

The Group offers employees competitive salaries, discretionary bonus and other incentives (e.g. the share option scheme). Our recruitment policy is based on a number of factors including the level of knowledge and experience we require of our staff. The Group provides introductory training at the time when members of our staff first join us and thereafter regular on-the-job training, depending on his or her role. In addition, it is our policy to provide training to our staff on a needed basis to enhance their technical and industry knowledge. The Group believes such initiatives have contributed to increased employee productivity. As required by the PRC regulations, we participate in various employee benefit plans (the “**Retirement Benefit Scheme**”) that are organised by local governments, including housing, pension and social insurance. The Group is required under PRC laws to make contributions to the employee benefit plans at specified percentages of the salaries, bonuses and certain allowances of our employees, up to a maximum amount specified by the local governments from time to time. Contributions to the Retirement Benefit Scheme vest immediately. The Group enters into a standard employment contract with all our employees which set out terms such as remuneration and confidentiality requirements.

The Group operates a Mandatory Provident Fund Scheme (the “**MPF Scheme**”) under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for employee(s) employed under the jurisdiction of the Employment Ordinance (Chapter 57 of the Laws of Hong Kong). The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the MPF Scheme vest immediately.

There was no forfeited contribution under the MPF Scheme and Retirement Benefit Scheme which may be used by the Group to reduce the contribution payable in the future years.

During the Reporting Period, the Group organised a series of trainings on licensing and producing of TV series.

The Group believes that it maintains a positive working relationship with its employees.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

The Group did not have material acquisition or disposals of subsidiaries and associated companies during the Reporting Period.

SIGNIFICANT INVESTMENTS DURING THE REPORTING PERIOD

During the Reporting Period, the Group did not hold any significant investment in equity interest in any other company (for the six months ended 30 June 2023: nil). The Company currently does not have other future plans for material investments or capital assets, nor any material acquisitions and disposals of subsidiaries, associates and joint ventures as at 30 June 2024.

FOREIGN EXCHANGE EXPOSURE

The Group operates in the PRC with all of the transactions settled in RMB in the Reporting Period. Therefore, the Group considers the risk exposure to foreign currency fluctuation would be essentially in line with the performance of the exchange rate of RMB. During the Reporting Period, the Group did not adopt any long-term contracts, currency borrowings or other means to hedge our foreign currency exposure.

SIGNIFICANT LITIGATION

As at the date of this announcement, no member of the Group was engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

OTHER INFORMATION

EVENTS AFTER THE REPORTING PERIOD

There were no significant events after the Reporting Period up to the date of this announcement.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the Reporting Period, neither the Company nor its subsidiaries had purchased, sold or redeemed its listed securities.

CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of shareholders of the Company (the “**Shareholders**”) and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the “**CG Code**”) as set out in Appendix C1 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The Company will continue to review and enhance its corporate governance practices to ensure compliance with the CG Code.

The Company has adopted the principles and code provisions of the CG Code as the basis of the Company’s corporate governance practices enabling its shareholders to evaluate, and the CG Code has been applied to the Company with effect from the Listing Date on which the shares of the Company were listed (the “**Listing**”) on the Stock Exchange. Save as disclosed below, the Company has complied with all the applicable code provisions set out in the CG Code during the Reporting Period and up to the date of this announcement.

Code Provision C.1.6 of part 2 of the CG Code provides that independent non-executive directors and other non-executive directors should attend general meetings to gain and develop a balanced understanding of the views of shareholders. The non-executive Director, Mr. Shao Hui, and independent non-executive Directors, Mr. Xu Zongzheng and Ms. Liu Jingping, did not attend the annual general meeting of the Company held on 30 May 2024 due to other commitments.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Group has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules as its own code of conduct regarding the Directors’ securities transactions. Having made specific enquiries, all Directors confirmed that they have fully complied with the Model Code throughout the Reporting Period.

DIRECTORS’ RESPONSIBILITY FOR FINANCIAL STATEMENTS

The Directors have confirmed their responsibility for preparing financial statements of the Company. The financial information set out in this announcement is unaudited.

AMENDMENT OF CONSTITUTIONAL DOCUMENT

The second amended and restated articles of association of the Company was amended by way of a special resolution passed by the shareholders of the Company at the annual general meeting held on 30 May 2024. The latest second amended and restated articles of association is available on the website of the Stock Exchange and the Company.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at the date of this announcement, the interests or short positions of the Directors and chief executive of the Company in the Shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)), which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Name of Directors	Nature of interest/capacity	As at the date of this announcement	
		Number of shares held (L) (Note 1)	Approximate percentage of shareholding
Mr. Liu Naiyue	Interest of a controlled corporation (Note 2)	239,002,500	23.04%
Ms. Liu Peiyao	Interest of a controlled corporation (Note 2)	239,002,500	23.04%
Mr. Shao Hui	Interest of a controlled corporation (Note 3)	100,622,500	9.69%

Notes:

- The letter “L” denotes long position in our Shares.
- The issued shares of BLW Investment Limited are owned as to approximately 43.44%, 23.17%, 15.44%, 9.65% and 8.30% by Mr. Bai Yang, Ms. Liu Peiyao, Mr. Wu Tao, Mr. Liu Naiyue and Ms. Wei Xian (the “Core Shareholders”) respectively. Pursuant to the deed of acting in concert dated 27 August 2021, each of the Core Shareholders confirmed that they would continue to act in concert with each other in exercising their controls in BLW Investment Limited until otherwise terminated by them. Accordingly, each of Mr. Bai Yang, Ms. Liu Peiyao, Mr. Wu Tao, Mr. Liu Naiyue and Ms. Wei Xian is deemed, or taken to be interested in the Shares beneficially owned by BLW Investment Limited.
- The issued shares of SDJZ Investment Limited are owned as to approximately 91.00% by Mr. Shao Hui. Under the SFO, Mr. Shao Hui is deemed, or taken to be interested in the Shares beneficially owned by SDJZ Investment Limited.

Save as disclosed above and to the best knowledge of the Directors, as at the date of this announcement, none of the Directors or the chief executive of the Company had any interests and/or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at the date of this announcement, so far as the Board are aware, the following persons/entities (other than the Directors or chief executive) had an interest or a short position in the Shares or the underlying Shares as recorded in the register required to be kept under section 336 of the SFO:

Name	Capacity/Nature of interest	As at the date of this announcement	
		Number of Shares	Approximate percentage of shareholding
BLW Investment Limited (Note 1)	Beneficial owner	239,002,500	23.04%
Ms. Wei Xian (Note 1)	Interest of a controlled corporation	239,002,500	23.04%
Mr. Bai Yang (Note 1)	Interest of a controlled corporation	239,002,500	23.04%
Ms. Xie Jinhong (Note 2)	Interest of spouse	239,002,500	23.04%
Mr. Wu Tao (Note 1)	Interest of a controlled corporation	239,002,500	23.04%
Ms. Chen Ying (Note 3)	Interest of spouse	239,002,500	23.04%
Suiyong Int'l Co., Limited (Note 4)	Beneficial owner	110,010,000	10.60%
Suiyong Holdings Company Limited (穗甬控股有限公司) (Note 4)	Interest of a controlled corporation	110,010,000	10.60%
SDJZ Investment Limited (Note 5)	Beneficial owner	100,622,500	9.69%
Hangzhou Baihuiquan Equity Investment Fund Partnership (Limited Partnership) (杭州百會全股權投資基金合夥企業(有限合夥)) (Note 5)	Interest of a party to an agreement regarding interest in the Company	100,622,500	9.69%
Tibet Langrun Investment Management Co., Ltd. (西藏朗潤投資管理有限公司) (Note 5)	Interest of a party to an agreement regarding interest in the Company	100,622,500	9.69%
Ms. Lu Min (Note 6)	Interest of spouse	100,622,500	9.69%
JMJ Group Limited	Beneficial owner	86,872,500	8.37%
Mr. Xu Jun (Note 7)	Interest of a controlled corporation	86,872,500	8.37%
Ms. Zhang Hui (Note 8)	Interest of spouse	86,872,500	8.37%
SYYT Investment Limited	Beneficial owner	70,002,500	6.74%
Mr. Sun Xianliang (Note 9)	Interest of a controlled corporation	70,002,500	6.74%
Ms. Yu Jinmei (Note 10)	Interest of spouse	70,002,500	6.74%
Jinping Holding Limited	Beneficial owner	54,997,500	5.30%
Ms. Jin Ping (Note 11)	Interest of a controlled corporation	54,997,500	5.30%
Mr. Yao Changhui (Note 12)	Interest of spouse	54,997,500	5.30%

Notes:

- (1) The issued shares of BLW Investment Limited are owned as to approximately 43.44%, 23.17%, 15.44%, 9.65% and 8.30% by Mr. Bai Yang, Ms. Liu Peiyao, Mr. Wu Tao, Mr. Liu Naiyue and Ms. Wei Xian (the “**Core Shareholders**”) respectively. Pursuant to the deed of acting in concert dated 27 August 2021, each of the Core Shareholders confirmed that they would continue to act in concert with each other in exercising their controls in BLW Investment Limited until otherwise terminated by them. Accordingly, each of Mr. Bai Yang, Ms. Liu Peiyao, Mr. Wu Tao, Mr. Liu Naiyue and Ms. Wei Xian is deemed, or taken to be interested in the Shares beneficially owned by BLW Investment Limited.
- (2) Ms. Xie Jinhong is the spouse of Mr. Bai Yang. Under the SFO, she is taken to be interested in the Shares in which Mr. Bai Yang is interested.
- (3) Ms. Chen Ying is the spouse of Mr. Wu Tao. Under the SFO, she is taken to be interested in the Shares in which Mr. Wu Tao is interested.
- (4) The issued shares of Suiyong Int’l Co., Limited are wholly owned by Suiyong Holdings Company Limited (穗甬控股有限公司). Under the SFO, Suiyong Holdings Company Limited (穗甬控股有限公司) is deemed, or taken to be interested in the Shares beneficially owned by Suiyong Int’l Co., Limited.
- (5) The issued shares of SDJZ Investment Limited are owned as to approximately 91.00%, 2.02%, 3.88% and 3.10% by Mr. Shao Hui, Mr. Dai Honggang, Mr. Jin Huiguang and Ms. Zhao Lijuan respectively. SDJZ Investment Limited was incorporated by Mr. Shao Hui, our non-executive Director, Mr. Jin Huiguang, Ms. Zhao Lijuan and Mr. Dai Honggang (the “**Selected Partners**”), each of them is the limited partner of Hangzhou Baihuiquan Equity Investment Fund Partnership (Limited Partnership) (杭州百會全股權投資基金合夥企業(有限合夥)) (“**Hangzhou Baihuiquan**”). Pursuant to an agreement dated 21 May 2019 between Hangzhou Baihuiquan and the Selected Partners, Hangzhou Baihuiquan made entrustment arrangements with the Selected Partners regarding the distribution of the earnings generated from SDJZ Investment Limited’s holding of the issued share capital in our Company. Furthermore, Hangzhou Baihuiquan is a limited equity investment fund partnership established in the PRC, the general partner of which is Tibet Langrun Investment Management Co., Ltd. (西藏朗潤投資管理有限公司). Accordingly, each of Mr. Shao Hui, Hangzhou Baihuiquan and Tibet Langrun Investment Management Co., Ltd. (西藏朗潤投資管理有限公司) is deemed to be interested in such number of Shares held by SDJZ Investment Limited.
- (6) Ms. Lu Min is the spouse of Mr. Shao Hui. Under the SFO, she is taken to be interested in the Shares in which Mr. Shao Hui is interested, which is disclosed in the section headed “Directors’ and chief executives’ interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation” on page 19 of this announcement.
- (7) The issued shares of JMJ Group Limited are owned as to approximately 97.84% by Mr. Xu Jun. Under the SFO, Mr. Xu Jun is deemed, or taken to be interested in the Shares beneficially owned by JMJ Group Limited.
- (8) Ms. Zhang Hui is the spouse of Mr. Xu Jun. Under the SFO, she is taken to be interested in the Shares in which Mr. Xu Jun is interested.
- (9) The issued shares of SYYT Investment Limited are owned as to approximately 40.62% by Mr. Sun Xianliang. Under the SFO, Mr. Sun Xianliang is deemed, or taken to be interested in the Shares beneficially owned by SYYT Investment Limited.
- (10) Ms. Yu Jinmei is the spouse of Mr. Sun Xianliang. Under the SFO, she is taken to be interested in the Shares in which Mr. Sun Xianliang is interested.
- (11) Jinping Holding Limited is wholly owned by Ms. Jin Ping. Under the SFO, Ms. Jin Ping is deemed, or taken to be interested in the Shares beneficially owned by Jinping Holding Limited.
- (12) Mr. Yao Changhui is the spouse of Ms. Jin Ping. Under the SFO, he is taken to be interested in the Shares in which Ms. Jin Ping is interested.

Save as disclosed herein, as at the date of this announcement, the Board is not aware of any persons (other than the Directors or chief executive) who had an interest or short position in the Shares or underlying Shares as recorded in the register required to be kept under section 336 of the SFO.

CHANGE IN INFORMATION OF DIRECTORS AND CHIEF EXECUTIVES OF THE COMPANY

Pursuant to Rule 13.51B(1) of the Listing Rules, the change in information of Directors and chief executives of the Company during the Reporting Period and up to the date of this announcement are as follows:

Name of Directors	Particulars	Effective date
Mr. Au Yeung Ming Yin Gordon	Appointed as alternate to Mr. Liu Naiyue	24 May 2024
Mr. Au Yeung Ming Yin Gordon	Ceased as alternate to Mr. Liu Naiyue	30 May 2024

Following the expiration of the letter of appointment dated 27 August 2021 entered into between Ms. Cai Xiaoxin (“**Ms. Cai**”) and the Company, under which Ms. Cai was appointed as the chief executive officer of the Company, Ms. Cai and the Company entered into another letter of appointment dated 27 August 2024 for a term of three years commencing on 27 August 2024. The other terms of the letter of appointment dated 27 August 2024 are the same as the letter of appointment dated 27 August 2021.

SHARE OPTION SCHEME

A share option scheme was conditionally adopted on 12 December 2019 (the “**Share Option Scheme**”), which became effective on the Listing Date. The Share Option Scheme is a share incentive scheme and is established to reward the contributions that the eligible participants (as defined in the Prospectus) (including but not limited to any employee, director, supplier, customer, adviser, consultant, shareholder, partner or joint-venture partner of the Group or any entity in which any member of the Group holds an equity interest) had or may have made to the Group. Subject to the terms and conditions of the Share Option Scheme, the maximum numbers of Shares in respect of which options may be granted under the Share Option Scheme and any other schemes shall not, in aggregate, exceed 10% of the Shares in issue as at the Listing Date (i.e. 100,000,000 Shares) unless approved by the Shareholders and the total number of the Shares issued and which may fall to be issued upon the exercise of the options granted under the Share Option Scheme and any other share option scheme (including both exercised or outstanding options) to each grantee in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being unless approved by the Shareholders. Subject to early termination by the Company in general meeting or by the Directors, the Share Option Scheme shall be valid and effective for a period of ten years from the date of adoption. The remaining life of the Share Option Scheme is approximately 5 years and 4 months. An option may be accepted by a participant within 21 days from the date of the offer of a grant of the option. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option.

The subscription price for the Shares under the Share Option Scheme shall be a price determined by the Directors, but shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for trade in one or more board lots of the Shares on the date of the offer for the grant, which must be a business day; (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotations for the five business days immediately preceding the date of the offer for the grant; and (iii) the nominal value of a Share. Further details of the Share Option Scheme are set out in the section headed "Share Option Scheme" in Appendix IV to the Prospectus.

No share options had been granted, agreed to be granted, exercised, cancelled, expired or lapsed under the Share Option Scheme as at the date of this announcement. The Company did not have any outstanding share options, warrants and convertible instruments into shares as at the date of this announcement. The total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme was 100,000,000 Shares, representing approximately 9.64% of the issued share capital of the Company as at the date of this announcement.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

Save as disclosed in this announcement, the Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

REVIEW BY AUDIT COMMITTEE

The audit committee (the "**Audit Committee**") of the Company has reviewed with the management of the Company the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including the review of the unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2024. The unaudited condensed consolidated interim financial statements of the Group have not been audited or reviewed by the Company's external auditors. The Audit Committee is of the opinion that such financial information complies with the applicable accounting standards, the Listing Rules and legal requirements, and that adequate disclosures have been made.

As at the date of this announcement, the Audit Committee comprises three independent non-executive Directors, namely Mr. Zhong Mingshan (Chairman), Mr. Xu Zongzheng and Mr. Xian Guoming.

By Order of the Board
Values Cultural Investment Limited
Liu Naiyue
Chairman and executive Director

Hong Kong, 29 August 2024

As at the date of this announcement, the Board comprises Mr. Liu Naiyue, Ms. Cai Xiaoxin, Ms. Liu Peiyao, Ms. Li Fang, Mr. Liu Tieqiang and Mr. Qu Guohui as executive Directors; Mr. Shao Hui and Ms. Shen Yi as non-executive Directors; Mr. Xian Guoming, Mr. Xu Zongzheng, Mr. Zhong Mingshan and Ms. Liu Jingping as independent non-executive Directors.

* *The English translations of terms or names in Chinese which are marked with "*" are for identification purpose only.*