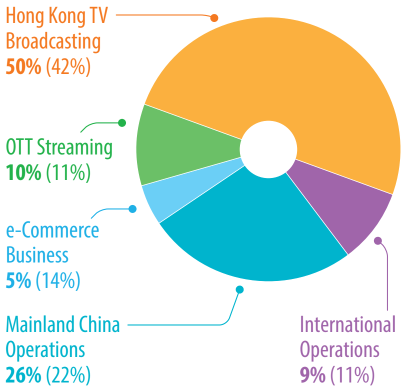
TVB 2024
ANNUAL REPORT

Television Broadcasts Limited
電視廣播有限公司
(Incorporated in Hong Kong with limited liability)
Stock Code : 00511

FINANCIAL HIGHLIGHTS

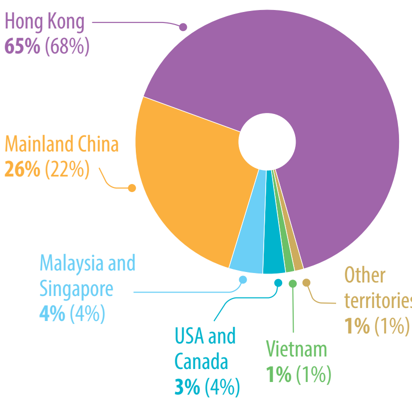
2024 Revenue from External Customers by Operating Segment

% relating to 2023 are shown in brackets

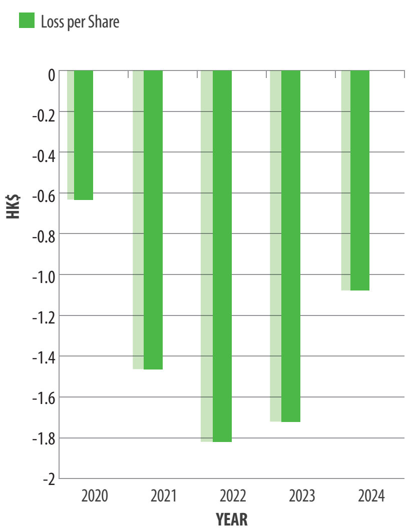


2024 Revenue by Geographical Locations

% relating to 2023 are shown in brackets



Loss Per Share

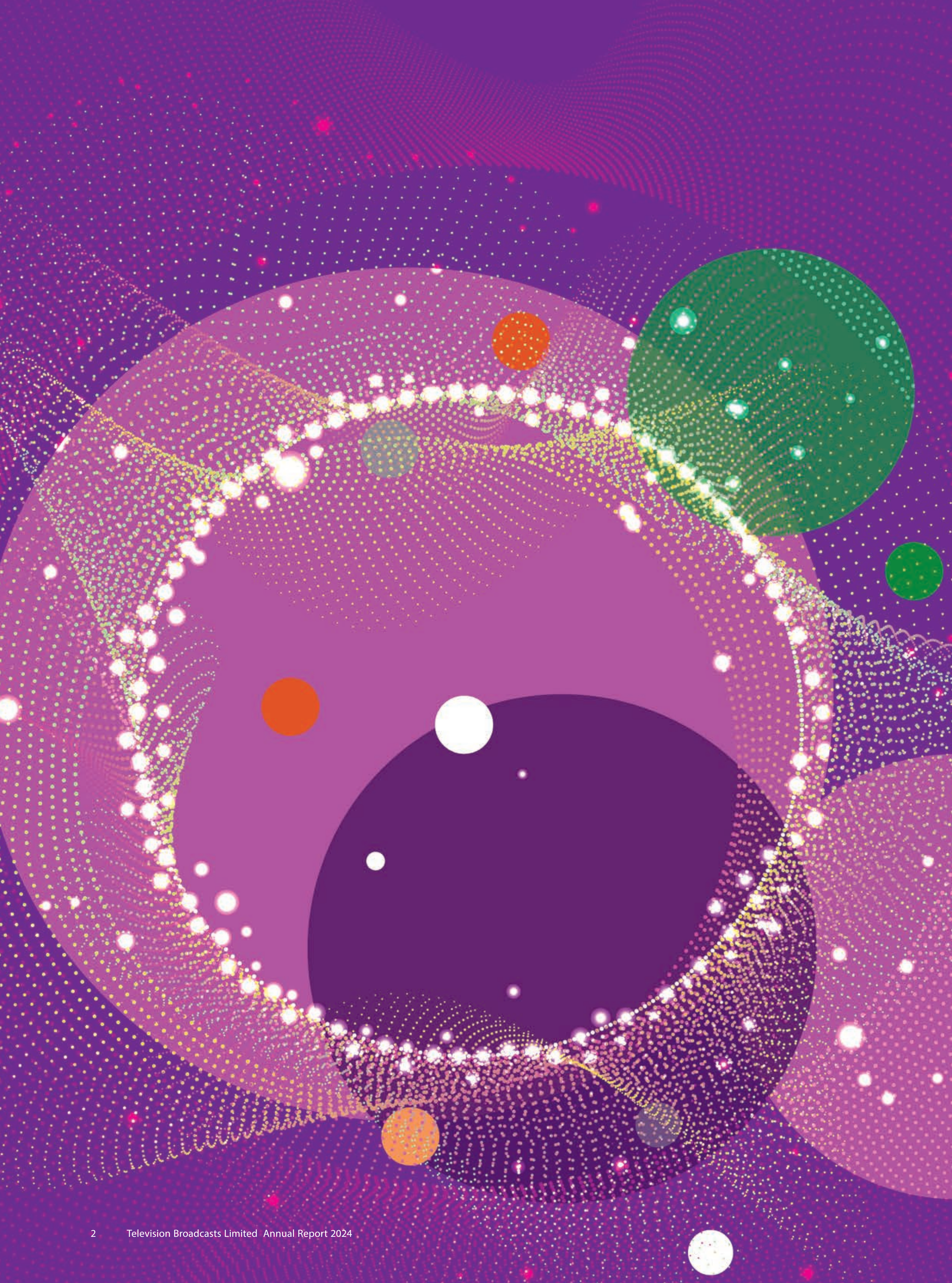


	2024	2023	Change
Performance			
Loss per share	**HK$(1.09)**	HK$(1.74)	37%
Dividends per share	**-**	-	
	HK$'mil	HK$'mil	
Revenue from external customers			
- Hong Kong TV Broadcasting	**1,638**	1,397	17%
- OTT Streaming	**345**	356	-3%
- e-Commerce Business	**127**	486	-74%
- Mainland China Operations	**851**	729	17%
- International Operations	**297**	355	-16%
	3,258	3,323	-2%
Segment EBITDA			
- Hong Kong TV Broadcasting	**110**	(272)	N/A
- OTT Streaming	**91**	84	8%
- e-Commerce Business	**(33)**	(49)	33%
- Mainland China Operations	**126**	63	100%
- International Operations	**1**	34	-97%
	295	(140)	N/A
Total expenses[Δ]	**3,279**	3,844	-15%
Loss attributable to equity holders	**(491)**	(763)	36%
	31 December 2024 HK$'mil	31 December 2023 HK$'mil	
Total assets	**5,446**	6,249	-13%
Total liabilities	**3,250**	3,510	-7%
Total equity	**2,196**	2,739	-20%
Number of issued shares	**466,961,836**	438,218,000	
Ratios			
Current ratio	**1.9**	2.2	
Gearing	**66.7%**	59.0%	

[Δ] represented the total of cost of sales, selling, distribution and transmission costs and general and administrative expenses

Content creation drives user engagements and generates income through advertising, subscription, licensing, e-commerce and MCN businesses

	TV broadcasting and program licensing		**OTT streaming and social media**			**e-Commerce**	
Market	Hong Kong; Guangdong	Global (including mainland China)	Hong Kong; Macau	Mainland China	Global	Hong Kong	Mainland China
Platform	翡翠台 TVB 無綫新聞台 Pearl	TVB content on third party platforms	myTV SUPER and TVB social media platforms	埋堆堆 BesTV Yueshiting and social media platforms	ANYWHERE+ and social media platforms	鄰住買 Neigbuy.com	Livestream commerce on Douyin and Taobao platforms
Viewer / customer base	Hong Kong: 5.0 million audience Guangdong: 26.3 million audience (Jade and Pearl Channels)	Family audience	MyTV SUPER: 10.8 million users; 2.0 million MAU Social media: 6.4 million followers; 23.4 million MAU	Social media: 147 million followers MDD and BesTV Yueshiting: 3.7 million MAU	TVB Anywhere and YouTube: 16.7 million users YouTube: 90.2 million MAU	Neigbuy: 812,000 users	Douyin and Taobao: 48.0 million followers Over 1,280 sessions with 264 million views
Content	Free-to-air channels	TVB channels and programs	TVB produced programs and acquired content dubbed in many languages			Livestream commerce and celebrity endorsement	Official account "TVB识货" on Taobao and Douyin
Revenue model	Advertising, content production, music entertainment and artiste management income	Co-production and licensing income	Subscription, advertising and content marketing income			Flash-sales income	MCN income



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CORPORATE INFORMATION

CHAIRMAN EMERITUS
The late Sir Run Run SHAW GBM

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS
Thomas HUI To JP, Executive Chairman
Catherina TSANG Lai Chun

NON-EXECUTIVE DIRECTORS
LI Ruigang
Anthony LEE Hsien Pin
Kenneth HSU Kin

INDEPENDENT NON-EXECUTIVE DIRECTORS
Dr. William LO Wing Yan JP
Dr. Allan ZEMAN GBM, GBS, JP
Felix FONG Wo BBS, JP

BOARD COMMITTEES

EXECUTIVE COMMITTEE
Thomas HUI To Chairman
LI Ruigang
Eric TSANG Chi Wai General Manager (Content Operations)
SIU Sai Wo General Manager (Business Operations)

AUDIT COMMITTEE
Dr. William LO Wing Yan Chairman
Dr. Allan ZEMAN
Felix FONG Wo

REMUNERATION COMMITTEE
Dr. Allan ZEMAN Chairman
LI Ruigang
Felix FONG Wo

NOMINATION COMMITTEE
Felix FONG Wo Chairman
Thomas HUI To
Anthony LEE Hsien Pin
Dr. William LO Wing Yan
Dr. Allan ZEMAN

INVESTMENT COMMITTEE
Anthony LEE Hsien Pin Chairman
Thomas HUI To
Ian LEE Hock Lye Chief Financial Officer

REGULATORY COMMITTEE
Felix FONG Wo Chairman
Dr. William LO Wing Yan
Desmond CHAN Shu Hung Deputy General Manager (Legal and International Operations)

SENIOR MANAGEMENT
Eric TSANG Chi Wai General Manager (Content Operations)
SIU Sai Wo General Manager (Business Operations)
Desmond CHAN Shu Hung Deputy General Manager (Legal and International Operations)
Ian LEE Hock Lye Chief Financial Officer
Kevin TSE Wai Kwong Assistant General Manager (Human and Production Resources)
Catherina TSANG Lai Chun Executive Director and Assistant General Manager (Drama Production)
YUEN Chi Wai Assistant General Manager (News and Information Services)
Virginia LOK Yee Ling Assistant General Manager (Talent Management and Development)
Bonnie WONG Tak Wei Assistant General Manager (Corporate Communications)
Rex CHING Chit Group Chief Technology Officer

COMPANY SECRETARY
LEE Lai Yi
Email: companysecretary@tvb.com.hk
Fax: +852 2358 1337

REGISTERED OFFICE
TVB City, 77 Chun Choi Street
Tseung Kwan O Industrial Estate
Kowloon, Hong Kong

INDEPENDENT AUDITOR
PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor

LEGAL ADVISERS
Freshfields
Stephenson Harwood

PRINCIPAL BANKERS
Shanghai Commercial Bank Limited
Bank of Communications Co., Ltd.
Standard Chartered Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
UBS AG
China Merchants Bank Co., Ltd.
Shanghai Pudong Development Bank Co., Ltd.
Bank of China (Hong Kong) Limited

SHARE REGISTRAR AND TRANSFER OFFICE
Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wan Chai, Hong Kong

STOCK CODES

TVB Ordinary Shares

The Stock Exchange of Hong Kong:	00511
Reuters:	0511.HK
Bloomberg:	511 HK

TVB ADR Level 1 Programme:	TVBCY

AMERICAN DEPOSITARY RECEIPTS
Computershare Investor Services
P.O. Box 43078
Providence, RI 02940-3078
United States of America

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Fax: +852 2358 1337

WEBSITE
https://corporate.tvb.com

CORPORATE CALENDAR

BOOK CLOSE PERIOD
30 April 2025 to 28 May 2025, both dates inclusive

ANNUAL GENERAL MEETING
28 May 2025

MILESTONES

1967

Commenced free-to-air broadcasting as Hong Kong's first wireless commercial TV operator

1973

Organized the first *Miss Hong Kong Pageant* which has since become an iconic annual event

1984

HK-TVB was listed on Hong Kong Stock Exchange

1994

Obtained approval from Broadcasting Authority to establish a regional satellite television broadcast service for audiences across Asia

1971

Launched the first colour production *Enjoy Yourself Tonight* (EYT)

1976

Began program licensing, video rental business and operation of cable and satellite television channels in overseas markets

1988

Television Broadcasts ("TVB") became the listed parent company after a group reorganization

2004

Obtained landing rights for distribution of Jade and Pearl channels in the Guangdong Province

2007

Began digital terrestrial television broadcasting and expanded to five channels

2011

Young Lion Holdings acquired 26% equity interest in TVB from Shaw Brothers (HK) and became the controlling shareholder

2015

CMC became a shareholder of TVB through its equity interest in Young Lion, which acquired 26% from Shaw Brothers (HK) in 2011

2016

Launched OTT service: myTV SUPER in Hong Kong and TVB Anywhere globally

Co-invested with CMC, TVB took up 11.98% effective interest in Shaw Brothers Holdings Limited (953.HK) for movie production and investments

2021

TVB together with Shaw Brothers Holdings Limited acquired 75% of Ztore Group

2022

Launched livestream commerce broadcast on Douyin platform

2023

Secured bundled arrangements with Youku and Tencent on drama co-production and licensing of programs

Formed strategic partnership with Taobao on livestream commerce

Restructuring of TV Broadcasting and e-Commerce businesses

2024

Changed from five self-operated channel operation to four, launched TVB Plus with interactive elements

COMMENDATIONS AND AWARDS

2024 New York Festivals TV & Film Awards

"The QUEEN Of News", Gold Award in Screenplay category

1

2024 New York Festivals TV & Film Awards

"Narcotics Heroes", Bronze Award in Direction category

2

3

Weibo Night 2023

"The QUEEN Of News", Television Series of the Year

4

29th Asian Television Awards

Charmaine Sheh in "The QUEEN Of News", Winner in Best Actress in a Leading Role

2024 New York Festivals TV & Film Awards

9

"Dai Pai Dong", Finalist in Culinary Program category

10

"18 Ways Of Living In Japan", Finalist in Lifestyle Program category

11

2024 Spring Capital TV Program Forum & Market

"The QUEEN Of News", Outstanding Drama of the Year

12

Weibo TV & Internet Video Summit 2024

"The QUEEN Of News", Audience Favorite Work of the Year

2024 Asian Academy Creative Awards

18

Owen Cheung in "No Room For Crime", National Winner (Hong Kong SAR) in Best Actor in a Leading Role

19

Nancy Wu in "Narcotics Heroes", National Winner (Hong Kong SAR) in Best Actress in a Leading Role

20

Kalok Chow in "My Pet My Angel", National Winner (Hong Kong SAR) in Best Actor/Actress in a Comedy Role

21

"From Hong Kong To Beijing", National Winner (Hong Kong SAR) in Best Comedy Programme category

22

Law Wing-yin, Marco in "Narcotics Heroes", National Winner (Hong Kong SAR) in Best Direction (Fiction) category

5

2024 Asian Academy Creative Awards

Mayanne Mak in "Mayanne Blah Blah Blah", Grand Final Winner in Best Entertainment Host

ContentAsia Awards 2024

Charmaine Sheh in "The QUEEN Of News", Gold Winner in Best Female Lead in a TV Programme/Series

6

ContentAsia Awards 2024

Samantha Ko in "The QUEEN Of News", Gold Winner in Best Supporting Actress in a TV Programme/Series

7

ContentAsia Awards 2024

"News Magazine: Set Me Free", Gold Winner in Best Current Affairs Programme Made in Asia for a Single Market in Asia category

8

ContentAsia Awards 2024

13

"The Wynners 50th Anniversary Special", Silver Winner in Best Variety Programme category

14

Kelly Cheung in "Narcotics Heroes", Bronze Winner in Best Supporting Actress in a TV Programme/Series

15

"News Magazine: We Are Not Getting Married", Bronze Winner in Best Current Affairs Programme Made in Asia for Regional Asia and/or International Markets category

16

"I Want to $leep", Nominee in Best Asian Original Game Show category

17

"Crystal Clear" – Gigi Yim (The QUEEN Of News), Nominee in Best Original Song for an Asian TV Series/Programme or Movie category

23

"Star Trail", National Winner (Hong Kong SAR) in Best General Entertainment Programme category

24

"Tristar Academy", National Winner (Hong Kong SAR) in Best Game or Quiz Programme category

25

"18 Ways Of Living In Japan", National Winner (Hong Kong SAR) in Best Lifestyle Programme category

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"The Lover's Waltz" – Albert Chau (Romeo and His Butterfly Lover), National Winner (Hong Kong SAR) in Best Theme Song or Title Theme category

COMMENDATIONS AND AWARDS

The 24th Consumer Rights Reporting Awards

"News Magazine: Comeback of the 'Black Taxis'?", Grand Award

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The 24th Consumer Rights Reporting Awards

"News Magazine: Comeback of the 'Black Taxis'?", Gold Award in Video Reporting Award - Long Clip category

28

The 24th Consumer Rights Reporting Awards

"A Closer Look: Property Market Series", Gold Award in Feature Writing Award category

29

The 24th Consumer Rights Reporting Awards

"News Magazine: Beauty Unveiled", Silver Award in Investigative Reporting Award category

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The 24th Consumer Rights Reporting Awards

"A Closer Look: Purchasing Foodbox From Shenzhen?", Merit Award in Investigative Reporting Award category

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40th Huading Awards

37

"The QUEEN Of News", Winner in Best Global Television category

38

Charmaine Sheh in "The QUEEN Of News", Winner in Best Global Actress in a Television Series

39

Chung Shu-kai / Kwan Man-sum in "The QUEEN Of News", Winner in Best Global Director

40

Vincent Wong in "Darkside Of The Moon", Winner in Best Global Actor in a Television Series

The 8th Business Journalism Awards of The Hang Seng University of Hong Kong

45

"Finance Magazine: IP Commodity" Gold Award in Best Business News Series Reporting (Video and Audio) category

46

"A Closer Look: SME Series" Silver Award in Best Business News Series Reporting (Video and Audio) category

47

"A Closer Look: Multiple-entry Visa" Gold Award in Best Economic & Financial Policy News Reporting (Video and Audio) category

48

"Finance Magazine: Islamic Economy" Silver Award in Best Economic & Financial Policy News Reporting (Video and Audio) category

Linking Innovation to Creative Industries Award 2024

Chung Shu-kai in "The QUEEN Of News", Winner in Linking Innovation to Creative Industries Award - Year Award

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Linking Innovation to Creative Industries Award 2024

Chung Shu-kai in "The QUEEN Of News", Winner in Linking Innovation to Creative Industries Award - TV category

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15th Macau International TV Festival - Golden Lotus Awards

Samantha Ko in "The QUEEN Of News", Winner in Best Supporting Actress

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15th Macau International TV Festival - Golden Lotus Awards

Chung Shu-kai / Kwan Man-sum in "The QUEEN Of News", Winner in Best Director

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15th Macau International TV Festival - Golden Lotus Awards

Kenny Lam / Alpheus Woo in "The QUEEN Of News", Winner in Best Cinematography category

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Kwok Kin-lok / Yu Fung / Chan Ka-man in "The QUEEN Of News", Winner in Best Global Scriptwriter

15th Macau International TV Festival - Golden Lotus Awards

42

"The QUEEN Of News", Nominee in Best Television category

43

Charmaine Sheh in "The QUEEN Of News", Nominee in Best Actress category

44

Kwok Kin-lok / Yu Fung / Chan Ka-man in "The QUEEN Of News", Nominee in Best Screenplay category

49

"A Closer Look: A Boom of Cross Border Insurance" Gold Award in Best Greater Bay Area Business News Reporting (Video and Audio) category

50

"Decode The GBA: Coffee Culture" Silver Award in Best Greater Bay Area Business News Reporting (Video and Audio) category

51

"News Magazine: Flipping HOS Flat" Silver Award in Best Property Market News Reporting (Video and Audio) category

52

4th Golden Screenwriters' Night

"The QUEEN Of News", Winner in Best Original Screenplay For Long Series category

VIEWERSHIP HIGHLIGHTS

Jade Top 5 Dramas TV Ratings

1 No Room For Crime
24.6 TVRs

2 The Airport Diary
24.2 TVRs

3 No Return
23.3 TVRs

4 Forensic Heroes VI: Redemption
23.3 TVRs

5 Sinister Beings 2
22.7 TVRs

Top 5 Variety and Infotainment Programs TV Ratings

1 TVB 57th Anniversary Gala
28.1 TVRs

2 Midlife, Sing & Shine! 2
22.2 TVRs

3 Midlife, Sing & Shine! 3
21.6 TVRs

4 Miss Hong Kong Pageant 2024
21.3 TVRs

5 Scoop
20.9 TVRs

Rating (TVR) performance quoted is a consolidated rating in Hong Kong which represents the average rating of a program summing both the live viewing from the spectrum and on myTV SUPER streaming service, as well as VOD viewing of such program within seven days after being aired on terrestrial TV.
Data source: CSM Media Research and YOUBORA


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CHAIRMAN'S STATEMENT

On behalf of the board of directors, I am proud to present the Group's achievements and financial results for 2024.

In 2024, we achieved a positive HK$295 million of EBITDA, a significant breakthrough after several difficult years. In fact, in the second half of 2024 we delivered a positive HK$53 million of net profit attributable to shareholders, before any non-recurring items. This was an important milestone on the journey of recovery and transformation we have embarked on since 2020 when I assumed this chairmanship. All this was only possible with the hard work and dedication of our staff and management, who all came together in a big way in 2024 to lift our performance.

Firstly, I recognize the efforts of our Hong Kong advertising sales teams led by our General Manager (Business Operations) Mr. Siu Sai Wo, who delivered a 14% growth in our TV advertising income in 2024. In a tough economy, when the entire advertising market in Hong Kong is under pressure from shrinking client budgets, this is a remarkable feat. To achieve this, our sales teams worked hard to win back many large blue-chip corporate clients who had not advertised on our platforms for some years. I trust that our clients, having returned, are rediscovering the power of TVB's reach into Hong Kong's consuming households. In tough times as these, staying in touch with one's customers is more important than ever. And with 5 million people in Hong Kong tuning in to watch us each week, we enable our advertising clients to do just that – stay in touch with their customers.

Of course, equal credit goes to our content production teams, led by our General Manager (Content Operations) Mr. Eric Tsang. It is they who create the compelling programs and shows that in 2024 maintained our position as Hong Kong's leading TV platform with 79% audience share and average weekday primetime TVR of 21.0. Even more remarkably, they achieved this on smaller budgets: after our efforts over the past 2 years to streamline our content production, we spent 27% less on content in 2024 compared to 2022 levels. In achieving what they have, our content teams have shown a level of commitment and resourcefulness that is simply extraordinary.

THOMAS HUI

CHAIRMAN'S STATEMENT

Another engine of growth for us in 2024 was mainland China, where we continued to deliver on drama co-production output deals we signed earlier with our platform partners Youku and Tencent Video. In total, we released 5 drama titles in the mainland market in 2024, ensuring the continued prominence of Hong Kong drama as a genre among mainland audiences.

In 2025, we continue to set ambitious goals. Firstly, in traditional TV, we will achieve further growth by continuing to extend our market beyond Hong Kong, into the Greater Bay Area. As Macau continues its transformation from gaming hub to all-round entertainment and culture destination, we continue to play our role as key enabler and promoter. For the second year running, our annual *TV Awards Presentation* show was held in the Grand Lisboa Macao in January 2025, and broadcast live to audiences in Hong Kong and around the world. Meanwhile, through a new commercial arrangement with our mainland carriage partner, since January 2025 we have taken sole responsibility for selling advertising on our Jade and Pearl TV channel feeds into Guangdong province. Thus, we can now help our advertising clients reach over 26 million viewers in the Greater Bay Area who watch our channels each month.

Other than leadership in traditional TV, we look to expand our digital media footprint and revenue sources in 2025. Already, we saw our digital advertising income on myTV SUPER grow 30% in 2024. In 2025, we look to grow this income further through targeted initiatives such as "TV 3.0", a free-tier service under myTV SUPER that will boost viewership through connected TV sets by offering ad-supported access to a variety of differentiated content.

In 2025, we will extend our financial recovery and business transformation further, as we translate an expanding revenue base into even healthier EBITDA levels. And, having written down substantially all of our legacy and non-performing assets in 2024 through a HK$408 million charge on our group income statement, we are confident in our ability to deliver a positive net profit attributable to shareholders over the full year of 2025.

Once more, I thank our staff, management and directors for all the hard work during the past year. I am also grateful that in 2025, we all share the same commitment to further extend TVB's successful recovery so far. In that regard, I am also thrilled to welcome Ms. Catherina Tsang, our Assistant General Manager (Drama Production) to our board of directors. Since joining TVB in 1974, Ms. Tsang has built a wealth of experience in all aspects of drama production, in addition to having an intimate knowledge of TVB's business and operations. She is thus an asset to the board as we navigate the ongoing transformation of TVB as a media company for the twenty-first century.

Here's to an even more successful 2025 for TVB!

Thomas Hui To
Executive Chairman

26 March 2025

MANAGEMENT DISCUSSION AND ANALYSIS

HONG KONG TV BROADCASTING

For the year ended 31 December	2024 HK$ million	2023 HK$ million	Year-on-year change
Segment revenue	1,638	1,397	17%
Segment EBITDA	110	(272)	N/A

Hong Kong TV Broadcasting is our largest business segment, accounting for 50% of our group's total turnover. This segment encompasses our terrestrial television business in Hong Kong, along with associated activities such as content production, broadcast operations, digital marketing, music entertainment and artiste management.

Advertising income from our terrestrial free-to-air channels finished the year on a strong note, enabling us to achieve a 14% growth in our advertising income for 2024, despite the sluggish overall market for advertising in Hong Kong. This helped drive a 17% growth in revenue for this segment to HK$1,638 million. This growth, coupled with our ongoing efforts to reduce costs, contributed to a substantial positive swing in segment EBITDA, from a loss of HK$272 million in the previous year to HK$110 million in 2024.

Hong Kong's economy continued to struggle with slow growth in 2024. Gross domestic product (GDP) rose at an annual pace of 2.5% in 2024, down from 3.2% in the previous year. While exports and overall investment expenditure saw some gains, private consumption expenditure declined slightly due to changing consumption patterns. Notably, total retail sales fell by 7.3% compared to 2023. Relatively high interest rates in Hong Kong contributed to a soft local stock and property market, while uncertainties regarding US interest rate movements exacerbated a cautious market environment. Additionally, intensified geopolitical tensions and ongoing trade conflicts further weighed on overall sentiment.

According to admanGo, total advertising spending in Hong Kong's media market declined by 1.3% year-on-year. Social media and outdoor advertising experienced growth, while the TV and print segments recorded the largest declines among the categories. TVB's market share in the total TV ad spending in Hong Kong grew from 75% in 2023 to 83% in 2024, reflecting our strong performance despite market challenges.

Our income from advertisers grew from HK$1,280 million in 2023 to HK$1,464 million in 2024, reflecting a 14% increase. This growth was due to our success in winning back many large corporate advertisers to our TV platforms. Our continued success in producing hit content also attracted substantial sponsorship and advertising. Among our advertisers, the Pharmaceutical and Healthcare category remained our largest contributor, with TV advertising income from this sector increasing by approximately 17% year-on-year. We also saw growth across a diverse range of advertising sectors, including Banking and Finance, Food and Dining, Beverages, Travel and Tourism, Personal Care and Beauty, Household Goods, Education and Training, Recreation, and Retail.

In the Greater Bay Area, Macao was also a key contributor to our revenue in this segment. In 2024, we saw an increase in business from hotel and resort clients, especially for tailor-made promotional programs and large-scale cultural events. As Macao evolves beyond its traditional gaming-centric economy, the government aims to increase the share of non-gaming value-added to about 60% by 2028, positioning the territory as a cultural capital and promoting the performing arts industry. This creates substantial business opportunities for TVB to serve as a key enabler in content creation and promotion.

Additionally, following the agreement on a new commercial arrangement with our signal carriage partner in Guangdong, we took over the sale of advertising for our TVB Jade and Pearl channel feeds into Guangdong Province at the end of 2024. This initiative has already generated incremental revenue from advertisers in Hong Kong seeking exposure in the Greater Bay Area, and we look to grow this specific business segment further in 2025.

TERRESTRIAL TV CHANNELS

As the largest TV content creator and broadcaster in Hong Kong, TVB captivates, informs, and entertains millions of viewers daily. In 2024, our self-operated digital terrestrial TV channels achieved an impressive reach[1] of 5.0 million in-home-viewers every week on average, with an average weekday prime-time rating of 21.0 TVRs[2], corresponding to a remarkable 79% share[3] of the audience across all TV channels in Hong Kong. We continue to dominate the market, holding over 80% share[4] among both young audiences and high-income demographics. This exceptional viewership underscores the enduring popularity and relevance of TVB's programming.

Effective 22 April 2024, following the approval from the Communications Authority (CA) of Hong Kong, we merged our J2 channel (formerly on channel 82) and Finance, Sports, and Information (FSI) channel (previously on channel 85) into a new single channel, TVB Plus, now available on channel 82. TVB Plus offers a broad range of sports, information and content for young people, and also enhances viewing experience by integrating traditional TV programming with our digital platforms and social media for further interaction.

Each of our self-operated channels (channels 81-84) caters to distinct audience segments and interests. Jade (channel 81), our flagship channel, remains the most watched, boasting an impressive 62% audience share[3] among all channels in Hong Kong, offering a rich array of entertainment and informative content for families.

The newly introduced TVB Plus (channel 82) features a diverse lineup of entertainment and information programs, many incorporating interactive elements. TVB News (channel 83) delivers 24-hour live updates on local, national, and international news, while Pearl (channel 84) focuses on entertainment and information primarily in English.

Beyond Hong Kong, we also broadcast our Jade and Pearl channels to nearly 119 million TV audience[5] in Guangdong province through our landing rights there. In 2024, these two channels collectively reached[6] an average of 26.3 million in-home viewers in Guangdong each month. This reach into mainland China enables us to engage a vast and diverse audience, reinforcing our status as a leading content creator and distributor. Notably, Jade ranked[7] third in overall prime-time viewership among all channels in Guangdong. We also ranked[7] second for high-income group and university-graduate group viewership. Additionally, we ranked[7] third for young-audience group and management-professional viewership.

1 Average reach is the average number of unique viewers contacted for a specific period. The average reach covers inside homes in Hong Kong via television set from Monday to Sunday across TVB's terrestrial channels. Data source: CSM Media Research.

2 Rating represents the size of the audience expressed as a percentage of the total TV population in Hong Kong in consideration of viewing intensity. For 2024, 4+ TV population comprises 6,494,000 viewers, and, 1 TVR represents 64,940 viewers (1% of the total TV population). The average prime time ratings represent the viewership from Monday to Friday 19:00-23:00 via in-home TV sets. Data source: CSM Media Research.

3 Audience share (%) is the percentage of ratings of particular channel(s) over the total ratings of all TV channels in Hong Kong, including free TV, pay TV, OTT and satellite channels. The audience share figure quoted covers inside home only. Data source: CSM Media Research.

4 Audience share (%) is the percentage of ratings of particular channel(s) over the total ratings of the free TV channels in Hong Kong. The audience share figure quoted covers inside home only. Data source: CSM Media Research.

5 4+ TV population in Guangdong province comprises 118,920,000 viewers in 2024. Data source: CSM Media Research.

6 Average reach is the average number of unique viewers contacted for a specific period. The average reach covers inside homes in Guangdong province via television set from Monday to Sunday. Data source: CSM Media Research.

7 Ranking based on prime-time audience size from Monday to Sunday 19:00-23:00. Data source: CSM Media Research.

CONTENT CREATION

Over our 57-history, TVB's mission and purpose has been to create captivating and engaging content to Chinese audiences, not only in Hong Kong but also in mainland China and around the world. Our strength as a content creator is rooted in a profound understanding of our viewers' preferences, a diverse array of content offerings, and our ongoing commitment to investing in innovative intellectual properties (IPs) as well as nurturing creative and performing talent.

In 2024, we continued in this tradition by releasing a rich lineup of programming that spans various genres, including dramas, variety shows, and infotainment. This diverse slate is designed to resonate with a wide spectrum of interests and age groups.

Our dedication to producing high-quality content has resulted in a loyal fan base across multiple regions. The accolades we have received are a testament to our leadership in the industry, reinforcing our reputation as a trusted source of entertainment. This reputation has also enabled us to strike partnerships with leading Chinese online video platforms who seek our content to enrich their own offerings.

Additionally, our influence has opened up collaboration opportunities with government bodies, resulting in their commissioning of TVB to develop educational programs aimed at enhancing public awareness and promoting tourism. This not only showcases our versatility but also underscores our commitment to social responsibility, as we strive to contribute positively to the communities we serve.

Channel number	Self-operated channels' average weekday primetime rating[2]	Self-operated channels' lineup and content type
81	16.6 TVRs	**Jade** (Integrated entertainment and information in Cantonese)
82	1.8 TVRs	**TVB Plus** (Integrated entertainment and information with interactive linkage to our digital platforms)
83	1.9 TVRs	**TVB News** (News and Information)
84	0.4 TVRs	**Pearl** (Integrated entertainment and information, mainly in English)

Dramas

Original dramas remain the hallmark of TVB, occupying primetime slots on our flagship Jade channel. These productions not only attract a wide audience but also foster family connections as viewers gather around their television screens. Our dramas have attained iconic status, celebrated for their captivating narratives and well-developed characters that resonate across generations. This unique blend of relatable themes and production excellence solidifies TVB's reputation as a powerhouse in entertainment, dedicated to delivering memorable viewing experiences.

In 2024, TVB proudly launched five brand-new original drama IPs, concurrently released in both Hong Kong and mainland China. Notable titles include *No Room For Crime* (反黑英雄), *Big Biz Duel* (企業強人), and *No Return* (巾幗梟雄之懸崖), which are streamed on the Tencent platform. Additionally, *Forensic Heroes VI: Redemption* (法證先鋒VI：倖存者的救贖) and *Darkside Of The Moon* (黑色月光) are available to subscribers on the Youku streaming platform.

TVB's police drama *No Room For Crime* captivates audiences with its heart-racing plot and unforgettable characters. This co-production with Tencent Video immerses viewers in the aftermath of a brutal jewelry heist that dramatically alters the lives of four police officers. Together, they confront a ruthless drug lord in a fierce battle for peace. Garnering widespread acclaim, the series achieved an impressive average rating of 24.6 TVRs[8], with its most-watched episode scoring 26.2[8] TVRs , making it our top-rated title of the year. It won multiple awards, including Best Drama and Best Actors in both leading and supporting roles at the *TV Awards Presentation 2024* (萬千星輝頒獎典禮2024). In mainland China, it became one of the most anticipated Hong Kong dramas on Tencent Video, debuting with a score of 8.2.

Continuing the legacy of its predecessors, *Forensic Heroes VI: Redemption* is another co-production with Youku. This instalment features the formidable crime-busting trio tackling intricate cases using cutting-edge scientific methods. The series received rave reviews, with its most-watched episode earning a remarkable 26.8 TVRs[8]. It has quickly become a favorite on the Youku platform, appearing on their "Hong Kong Drama Popularity Chart" (港劇熱度榜).

Darkside Of The Moon, a gripping revenge drama, co-produced with Youku, is filled with unexpected twists and turns that culminate in a satisfying conclusion. Intelligent characters, each with their own motives, navigate their complex goals in a suspenseful plot. The strong performances by the cast bring depth to the story, keeping audiences engaged with its intriguing pacing and emotional resonance. *Darkside Of The Moon* has also emerged as a significant hit on Youku, featuring prominently on their "Influential Drama Chart" (劇集影響力熱播榜) and winning Greater Bay's Favorite TVB Drama and Favorite TVB actress at the *TV Awards Presentation 2024*.

Big Biz Duel, a thrilling collaboration between TVB and Tencent Video, dives into high-stakes corporate battles. Centered around a high-profile logistics company, the drama explores the challenges faced by its owner amid fierce rivalries and hidden agendas. With a gripping blend of corporate intrigue and moral dilemmas, this series resonates with viewers seeking a glimpse of real-life business complexities. *Big Biz Duel* garnered accolades at the *TV Awards Presentation 2024*, including Best Actress, and Malaysia's Favorite TVB Actress and TV Series.

[8] Rating (TVR) performance quoted is a consolidated rating in Hong Kong which represents the average rating summing both the live viewing from the spectrum and on myTV SUPER streaming service as well as VOD viewing of that program within seven days after being aired on terrestrial TV. Data source: CSM Media Research & YOUBORA.

1. No Return（巾幗梟雄之懸崖）

2. No Room For Crime（反黑英雄） | 3. Big Biz Duel（企業強人）
4. Sinister Beings 2（逆天奇案2） | 5. Forensic Heroes VI: Redemption（法證先鋒VI: 倖存者的救贖）

6. Darkside Of The Moon (黑色月光) | 7. The Airport Diary (飛常日誌) | 8. ICAC Investigators 2024 (廉政行動2024)

The legendary *Rosy Business* series returns with its highly anticipated season four, *No Return*. Set in 1930s Shanghai, the story intertwines the lives of a determined businesswoman running her family's bank and a middle-aged business wizard. Their professional interactions evolve into a poignant romance amid challenges and revenge. This season emphasizes resilience and the importance of seizing opportunities, leaving an indelible impression on viewers and reminding them to live boldly.

TVB also serves as a trusted partner for various Hong Kong bodies in educational and promotional initiatives, who commission us to develop and air programs to enhance public awareness of key issues of public interest, and also promote important activities important to the city, such as tourism. Such partnerships showcase our creativity and versatility, and underscore our commitment to social responsibility, as we strive to contribute positively to the communities we serve. During the year, we were commissioned to create *The Airport Diary* (飛常日誌), *ICAC Investigators 2024* (廉政行動2024), and *Dream in Heng Qin and Macau* (尋夢琴澳).

Commissioned by the Hong Kong International Airport Authority to celebrate the airport's 25th anniversary, *The Airport Diary* is a captivating drama that takes audiences behind the scenes into the daily challenges, colourful stories and diverse characters involved in the running of Hong Kong's world-leading air transport hub . Filmed entirely on location at the airport with a star cast of TVB artistes, the series achieved remarkable success, with its most-watched episode scoring 25.7 TVRs[8], highlighting the public's keen interest in the untold stories within Hong Kong's iconic international airport.

This public awareness series *ICAC Investigators 2024* was co-produced with the Independent Commission Against Corruption (ICAC) to mark the commission's 50th anniversary. Adapted from real investigations, it showcases the resilience and professionalism of graft-fighters and also features appearances by ICAC's commissioner and senior officers. The ICAC is the first government department to utilize TV drama for educational messaging, with the original series debuting in 1976. It has since remained popular locally and gained recognition among mainland and overseas audiences.

Co-produced by TVB and Macao's Leiyu Cultural Development Co., Ltd., *Dream in Heng Qin and Macau* celebrates the 25th anniversary of Macao's return to China. This telefilm follows Greater Bay Area youth as they navigate challenges in career, love, and friendship, and showcases Hengqin's vibrancy and inspiring young people to contribute to the region's bright future.

9. Dream in Heng Qin and Macau (尋夢琴澳)

Music, Variety and Infotainment Programs

Aside from dramas, TVB offers a wide range of entertainment content, including variety shows, music programs, game shows, and infotainment programs.

One of the standout offerings continues to be *Midlife, Sing & Shine!* (中年好聲音), our singing talent show for individuals over 35 years old. Since its launch in late 2022, the program has become an important IP for TVB. The second season of *Midlife, Sing & Shine!* proved even more popular than the first, achieving impressive ratings for every episode, with the finale scoring 27.0 TVRs[8]. The contestants brought rich personal stories to the stage, performing in a televised contest under the mentorship of seasoned music producers and veteran singers. Audiences connected emotionally with the contestants as they developed throughout the season. Clips and behind-the-scenes videos shared on social media sparked extensive online discussion and buzz.

Following the success of *Midlife, Sing & Shine!*, the top winners have become household names in Hong Kong, enjoying numerous performance opportunities, including public concerts, commercials, and endorsements. The show has commenced its third season in October 2024, expanding its recruitment to candidates from not only Hong Kong but also the Greater Bay Area, Malaysia, and Singapore, diversifying the talent pool and intensifying the competition.

Tristar Academy (福祿壽訓練學院) is a new talent development program led by renowned entertainers Wong Cho-lam, Ricky Yuen and Steven Lee. Similar to popular singing contest shows like *Midlife, Sing & Shine!*, this program aims to discover and nurture the next generation of multi-talented performers while inspiring audiences with innovative, high-caliber performances. The academy attracts aspiring candidates from Hong Kong and the Greater Bay Area, providing rigorous training in acting, singing, and dancing. Their unforgettable journeys, guided by the trio of mentors, are documented in a reality TV-style format.

Scoop (東張西望) is TVB's daily infotainment program that consistently scores high TV ratings in Hong Kong and boasts a large viewership in Guangdong province. Airing Monday to Sunday, the show covers major social events, news snippets and entertainment industry updates. It features segments that track trending news, a reporting hotline, and in-depth coverage of public issues and livelihood concerns, often accompanied by expert interviews. Led by an experienced team of hosts and reporters, *Scoop* offers a unique perspective, making it a must-watch for Hong Kong audiences seeking a comprehensive understanding of daily happenings.

1. Tristar Academy (福祿壽訓練學院)

2-3. Midlife, Sing & Shine!（中年好聲音）
4. Scoop（東張西望）

5. Gourmet Express (美食新聞報道) | 6. The Ultimate Guide to GBA (大灣區美味好玩攻略)
7-8. Operation Gourmet - Hong Kong-Shenzhen-Zhuhai (吃貨横掃港深珠)

New Interactive Programs

To expand our audience beyond traditional TV viewers and foster deeper engagement, TVB Plus was launched on 22 April 2024. This integrated channel enhances the viewing experience by seamlessly merging our TV programs with interactive content across our digital platforms, including myTV SUPER, Neigbuy, and TVB's social media accounts.

We have recently introduced two new programs that feature strong interactive elements linked to our digital offerings. The first, *You Are Not Alone* (直播靈接觸), is an innovative live infotainment program that explores the paranormal and supernatural. The show includes interviews with special guests, such as feng shui masters and firsthand witnesses, deepening the exploration of these intriguing topics. This program successfully sparked viewer interest and encouraged real-time interactions in our online chat room.

The second new offering, *Gourmet Express* (美食新聞報道), highlights the latest dining trends in Hong Kong while integrating with our Neigbuy e-commerce platform. It operates on a flash-sale model, allowing viewers to purchase dining vouchers from advertisers conveniently. This integration provides a synergistic experience, enabling audiences to discover new culinary options and take advantage of related offers.

In response to local residents' growing interest in traveling to Shenzhen and other cities in the Greater Bay Area for shopping and entertainment, we have launched travelogues like *The Ultimate Guide to GBA* (大灣區美味好玩攻略) and *Operation Gourmet - Hong Kong-Shenzhen-Zhuhai* (吃貨橫掃港深珠). These programs include QR codes that enhance travel information and offer special deals to viewers, effectively converting entertainment into consumption.

These new interactive programs on TVB Plus and Jade reflect our commitment to delivering a truly immersive and personalized viewing experience across both our linear and digital properties.

9. You Are Not Alone（直播靈接觸）

News, Finance and Information, Sports and Greater Bay Area Programs

Our TVB News Channel has firmly established itself as the premier source for news in Hong Kong. During the year, we have reached[9] an average of 3.5 million local in-home viewers weekly, solidifying our status as the city's most-watched news channel and the only one offering 24-hour live coverage of major news events. Guided by our mission to deliver timely and accurate reporting on impactful news, TVB News has expanded its programming lineup to include a diverse array of content — such as news reports, talk shows, documentaries, and special reports. This diversity caters to the wide-ranging interests of our audience and ensures comprehensive coverage across various topics.

Our news and information team is accredited by the central government to cover state visits by national leaders. This year, we reported on significant events, including President Xi Jinping's participation in the 16th BRICS Leaders' Meeting and the 31st APEC Leaders' Informal Meeting, highlighting the importance of China's presidential diplomacy. Additionally, with support from the Ministry of Foreign Affairs' Press Office, we closely followed Foreign Minister Wang Yi's diplomatic activities. Our extensive coverage of the President's and Foreign Minister's visits to countries such as Russia, the United States, Peru, France, Germany, Australia, Egypt, and Brazil included live broadcasts, detailed reports, and special features that captured the essence of their meetings. Through this reporting, we aimed to portray China's global diplomacy in a balanced and constructive light. Our efforts not only achieved remarkable outreach in Hong Kong and abroad but also significantly enhanced TVB's standing within the industry.

2024 has been an eventful year for our team, who have been busy covering several globally significant events. Among these are the Summer Olympics, the 75th Anniversary of the Founding of the People's Republic of China, the 25th anniversary of Macao's handover to China, and the US presidential election.

At the 2024 Summer Olympics in Paris, we dedicated a full production team, including program hosts, experienced commentators, and sports news reporters, to provide round-the-clock coverage of the outstanding performances by the national and Hong Kong teams. During the Olympics, 5.52 million viewers tuned in to watch the games on TVB's free channels, accounting for 97%[10] of the total audience watching the Olympics on all free-to-air TV channels. Our exclusive on-the-spot interviews with Chinese gold medallists received widespread acclaim, showcasing their journeys of perseverance. The athletes' successes were further celebrated during a star-studded delegation from the national team's exchange tour to Hong Kong and Macao, which included a victory bus parade for the Hong Kong athletes. Our comprehensive reporting and live broadcasts played a crucial role in promoting the spirit of Chinese sports, allowing local residents to share in the joy of the national team's triumphs.

On 1 October 2024, our country celebrated the 75th anniversary of the founding of the People's Republic of China. Our special current affairs programs focused on social welfare, economic development, and diplomatic relations, illustrating how China has overcome significant challenges over the decades. We addressed issues such as being "impoverished and underdeveloped" and facing "foreign blockades," while also showcasing the remarkable achievements made in various sectors over the past 75 years. This comprehensive coverage engaged audiences and emphasized national pride.

[9] Average reach is the average number of unique viewers contacted for a specific period. The average reach covers inside homes in Hong Kong via television set from Monday to Sunday. Data source: CSM Media Research.

[10] During the 2024 Summer Olympics, 5,716,000 viewers watched the games via free-to-air channels. Of these, 5,520,000 viewers tuned in to TVB's free-to-air channels. Data source: CSM Media Research.

1. 75th Anniversary of the Founding of the People's Republic of China（國慶75周年）

2-3. No Poverty Land IV — One Belt One Road（無窮之路IV — 一帶一路） | 4. 2024 Summer Olympics（2024 巴黎奧運）

5. News Magazine（新聞透視：黑的也復常） | 6. A Closer Look（時事多面體：一簽多行）
7. Decoding the GBA（大灣區解碼：咖啡文化） | 8. Be Our Guess（猜猜我是誰） | 9. Finance Magazine（財經透視：伊斯蘭經濟）

20 December 2024 marked the 25th anniversary of Macao's return to the motherland. President Xi Jinping attended the celebrations, officiating the swearing-in ceremony for Chief Executive Sam Hou Fai and delivering important speeches. These events were broadcast live on both our Jade and News channels, ensuring comprehensive coverage for our viewers. Our dedicated reporting team produced special news segments on the economic, social, and livelihood developments in Macao over the past quarter-century. We also provided perspectives on development opportunities beyond the city's traditional gaming industry, enhancing public understanding of Macao's evolution.

Our extensive coverage of the U.S. presidential election garnered significant acclaim. Our reporters travelled across the southeastern and western U.S. to cover crucial news in multiple languages, providing live updates. On election day, our channels reported seamlessly on the candidates' vote counts and Trump's victory declaration, complete with instant Cantonese translation. Following the election, we offered special programs sharing expert analysis on its implications. TVB won the Asiavision Award for November for our on-the-ground reporting, offering balanced insights on voter concerns regarding key policies such as education, immigration, and China-U.S. trade.

Our award-winning documentary series, *No Poverty Land* (無窮之路), has entered its fourth season. This season, the production team traveled to seven countries along the Belt and Road route, including the UAE, Saudi Arabia, Greece, Serbia, Egypt, Madagascar, and Kenya. This year marks the 10th anniversary of the Belt and Road Initiative, and the program documents both the landmark developments and challenges faced by these nations. It highlights the contributions of Chinese builders who work diligently in these regions, constructing railways, bridges, and ports while also sharing technology with local communities to provide warmth and assistance. The Belt and Road Initiative is viewed as a key component of China's major-country diplomacy, with these builders playing an essential role in conveying positive stories about China.

Closer to home, our news team has taken the lead in extensively reporting on popular topics relevant to Hong Kong society. Led by veteran journalist Fong Tung Shing, the team found continued success with the new short segment *Be Our Guess* (猜猜我是誰). This segment taps into our news archives to uncover little-known stories about both famous and ordinary individuals. We engage audiences by inviting them to guess the identities and details online, with the answers revealed the following day on TV and through our digital platforms, much to viewers' surprise and delight.

In addition to creating in-house programs, our news department production team is regularly commissioned by government bodies and commercial organizations to produce short informative video programs on a range of public interest topics, including labour and workplace safety, as well as new opportunities in the Greater Bay Area. These collaborations allow us to reach a broader audience and provide valuable information to the community.

The efforts of our news production team have garnered numerous international and local awards and nominations. Programs such as *News Magazine: Not Getting Married* (新聞透視：不婚) and *News Magazine: Let Me Catch My Breath for Two Hours* (新聞透視：容我喘息兩個鐘) respectively won the bronze and gold awards at the Asia Content Awards. Additionally, our current affairs series, *A Closer Look* (時事多面睇), won three gold and four silver awards at the 8th Business Journalism Awards of The Hang Seng University of Hong Kong, further solidifying our reputation for excellence in journalism.

OTT STREAMING

For the year ended 31 December	2024 HK$ million	2023 HK$ million	Year-on-year change
Segment revenue	345	356	-3%
Segment EBITDA	91	84	8%

This segment encompasses our myTV SUPER streaming service in Hong Kong, which generates revenue through digital advertising and subscription models. In 2024, myTV SUPER experienced a significant 30% increase in digital advertising income, reflecting the growth we achieved in our terrestrial TV advertising revenues as we welcomed back more large corporate advertisers to our platforms. This helped to partially offset a decline in subscription revenue due to adjustments in bundled subscription plans with our telco partners. Overall, segment revenue decreased by 3% year-over-year, totaling HK$345 million in 2024. However, segment EBITDA rose by 8% year-on-year to HK$91 million as we streamlined our content offerings and discontinued those offerings we judged to have less impact.

myTV SUPER is the leading streaming service in Hong Kong, accessible through set-top boxes, smart TVs, and mobile applications. We offer both ad-supported free tiers and premium subscription services, featuring a diverse array of content from TVB and global providers. Our strong partnerships with major local telcos, including HKBN, HGC, CMHK, and i-Cable Communications, enhance our distribution capabilities. Earlier this year, we also expanded our service coverage to Macao users through a collaboration with CTM.

As of 31 December 2024, myTV SUPER had a registered user base of 10.8 million across various interfaces, with an average monthly active user (MAU) of approximately 2 million. Within this user base, 204,412 users belonged to our myTV Gold premium tier, reflecting a 6% year-over-year increase.

In 2024, we also worked to enhance our mobile viewership by launching a myTV Gold mobile version at a monthly rate of HK$48 to attract on-the-go users. While large-screen TVs continue to be our main format of viewership—with a cumulative download count of 420,000 for the myTV SUPER App on Smart TV platforms—we are actively improving both our app and large-screen offerings to ensure content accessibility for a wider audience.

At myTV SUPER, we continue to focus on delivering fresh and diverse content to attract and retain our paying subscribers. For drama enthusiasts, we have showcased a variety of high-quality new Chinese titles. This year's offerings include captivating love stories such as *Love is Panacea* (治癒系戀人) and *The Tale of Rose* (玫瑰的故事), alongside intriguing mystery dramas like *See Her Again* (太陽星辰) and *Escape From The Trilateral* (邊水往事). Fans of wuxia dramas can enjoy *Sword and Fairy* (祈今朝) and *The Legend of Heroes: Hot Blooded* (金庸武俠世界: 鐵血丹心). Additionally, our selection includes numerous historical costume dramas, such as *The Last Cook* (末代廚娘), *Guardians of the Dafeng* (大奉打更人), *Go East* (四方館), and *White Cat Legend* (大理寺少卿遊).

In terms of regional dramas, we have introduced popular titles like the Korean drama *The Player 2: Master of Swindlers* (玩家2), *Connection* (聯結), *Hide* (隱藏), and *My Sweet Mobster* (我的甜心黑幫). Viewers can also enjoy the award-winning Japanese

1. My Sweet Mobster (我的甜心黑幫)

2. Love is Panacea（治癒系戀人） | 3. Guardians of the Dafeng（大奉打更人）
4. See Her Again（太陽星辰） | 5. The Player 2: Master of Swindlers（玩家2） | 6. Light of My Lion（獅子的藏身處）

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7. Emergency Couple（急診男女） | 8. Escape From The Trilateral（邊水往事）
9. Made in Dongguan（一條麻甩在東莞） | 10. Made In Shantou（一條麻甩在汕頭）

drama *Extremely Inappropriate!* (不適當也要有個限度！), as well as the much-praised *Light of My Lion* (獅子的藏身處) and *Black Forceps Season 2* (黑色止血鉗2 - 惡魔外科醫生). From Thailand, we offer hit titles like *The Secret of Us* (我們的秘密), *Emergency Couple* (急診男女), and *Start-Up* (我的初創時代).

Outside of dramas, our original productions *Made in Dongguan* (一條麻甩在東莞) and *Made In Shantou* (一條麻甩在汕頭), hosted by Wong Cho Lam, immerse viewers in vibrant cultures and authentic delicacies. Other quality infotainment originals include *Oishi Kansai* (獨食好西) and *Kids Talk 2* (細蚊仔傾吓偈2).

We also evoke fond nostalgic memories for our viewers with digitally remastered versions of Cantonese-dubbed classic Japanese dramas and children's titles, including *Creamy Mami* (我係小忌廉), *Under the Same Roof 1 & 2* (同一屋簷下1及2), *Beach Boys* (沙灘小子), and *Daddy Long Legs* (長腿叔叔).

The highlight of our sports content in 2024 is undoubtedly the Summer Olympics held in Paris. Together with TVB's terrestrial TV service, myTV SUPER streaming platform provided extensive coverage of this major event, featuring 19 Olympic linear channels, including an unprecedented 16-in-1 channel that showcased 16 live Olympic channels in a single window. Viewers also enjoyed catch-ups of all Paris Olympic programs and events, with close to 8,000 hours of on-demand content available.

myTV SUPER's football offerings have strengthened significantly, with the addition of the *English Football League Championship* (英格蘭冠軍聯賽), *League Cup* (英格蘭聯賽盃), *League One* (英格蘭甲組聯賽), and *League Two* (英格蘭乙組聯賽). Additionally, we now include the *Japanese League* (日本職業聯賽), complementing our existing coverage of the *Australian League* (澳洲職業聯賽), *Dutch League* (荷蘭甲組聯賽), and *Korean League* (南韓職業聯賽) for our football fans.

To enhance our linear channel offerings, we have introduced five new channels. These include 28AI Smart Horse Racing (28AI智慧賽馬), the first Asian movie channel, PopC, dedicated to the rapidly growing genre of Chinese online films, as well as CCTV-1 (中央電視台綜合頻道(港澳版)), CGTN Documentary (中國環球電視網紀錄頻道), and CGTN English (中國環球電視網英語頻道) channels.

Looking ahead to 2025, we look to achieve further rapid growth in digital advertising revenue while preserving a firm base of subscription income. To increase viewership and, consequently, digital advertising opportunities, we are launching a new free viewership tier that offers differentiated content from our premium service tier. Furthermore, we will strengthen our partnerships with smart TV manufacturers to increase downloads of the myTV SUPER App on smart TV devices.

11. Oishi Kansai（獨食好西） | 12. Kids Talk 2（細蚊仔傾吓偈2）

E-COMMERCE BUSINESS

For the year ended 31 December	2024 HK$ million	2023 HK$ million	Year-on-year change
Segment revenue	127	486	-74%
Segment EBITDA	(33)	(49)	33%

E-commerce revenue declined by 74% to HK$127 million this year after we downsized this business segment at the end of 2023 in response to tough retail market conditions. By implementing cost reductions and eliminating overheads, we reduced the EBITDA loss of this segment to HK$33 million compared to HK$49 million last year.

The Hong Kong retail market remains challenging, due to the weak overall economy and the emergence of Shenzhen as a retail destination for Hong Kong residents. Our strategy is to integrate e-commerce more closely with our TV channels and programs to create cross-selling opportunities. For example, we continue to leverage the high viewership of popular shows on Jade, such as *Come Home Love: Lo and Behold* (愛·回家之開心速遞), *Scoop* (東張西望), and *Super Trio Returns* (開心無敵獎門人), along with the new talent show *Tristar Academy* (福祿壽訓練學院畢業Party感謝祭) and the short foodie segment *Food and Beverage (2024)* (搶食著數特攻隊), to enhance app traffic and improve sales conversion rates on our Neigbuy e-commerce platform.

E-commerce is also featured on our new TVB Plus Channel. For example, in our program geared toward food enthusiasts, *Gourmet Express* (美食新聞報道), we integrate product marketing through various content formats. Programs like *Food and Beverage (2024)* on Jade and Gourmet Express on TVB Plus showcase local restaurants and offer their products and dining vouchers on Neigbuy platform immediately after airing. This initiative has resulted in a robust surge in Neigbuy app traffic and garnered positive feedback from restaurants eager to participate in this TV-to-app promotional strategy.

Throughout the year, we have diversified our offerings beyond pure physical products to include a range of dining vouchers, travel packages, leisure and entertainment bundles, concert tickets, and luxury items under our Neigbuy platform. This diversification allows us to better monetize the broad audience reach of our TV content and programs from an e-commerce perspective.

Looking ahead, we aim to extend invitations to all food and beverage groups and restaurants to join our platform by listing their products and promotions through our newly introduced vendor system. We will strengthen our collaboration with TVB variety programming team to create more comprehensive marketing products. This initiative will allow TV audiences to discover deals on television and conveniently complete transactions on our e-commerce platform.

1. Come Home Love: Lo and Behold (愛·回家之開心速遞)

鄰住買
Neigbuy.com

2. Super Trio Returns（開心無敵獎門人）

3. Gourmet Express（美食新聞報道） | 4. Food and Beverage（搶食著數特攻隊）

MAINLAND CHINA OPERATIONS

For the year ended 31 December	2024 HK$ million	2023 HK$ million	Year-on-year change
Segment revenue	851	729	17%
Segment EBITDA	126	63	100%

In mainland China, our largest source of revenue is co-production of new dramas for major Chinese long-form video streaming platforms, including Youku and Tencent Video. In these co-production agreements, we create and produce dramas specifically for our platform partners, who then retain exclusive broadcast rights for these titles within mainland China, while we retain the Hong Kong and overseas rights.

Another key revenue stream comes from licensing of our content, including our current-window dramas broadcast in Hong Kong and our extensive library. We license these works to video platform partners such as Youku, Tencent Video, Migu, BesTV, and Wasu. This category includes the licensing of simulcast dramas, which are aired simultaneously in Hong Kong and mainland China with the selected platform partner there.

In addition to co-productions and licensing, we operate a direct-to-consumer digital media business. This includes our own video streaming service, Mai Dui Dui (埋堆堆), as well as a multi-channel network (MCN) that leverages our presence on social media platforms. Our MCN business also includes e-commerce livestreaming on Taobao and Douyin.

In 2024, our segment revenue increased by HK$122 million, or 17%, rising from HK$729 million to HK$851 million. This growth was primarily driven by a significant boost in our drama co-production revenue, which soared by 69% as we delivered on co-production agreements previously entered into with our leading platform partners Youku and Tencent video.

Partnership with Youku

Our original bundle deal with Youku, signed in March 2023, includes the supply of six co-production drama titles, simulcast dramas, and library dramas over a two-year period. Following the successful airing of our co-production drama *The Queen of News* (新聞女王) in late 2023, Youku expanded our agreement in March 2024 to include three additional drama projects, bringing the total to nine titles under co-production terms. Among these, the highly anticipated *The Queen of News 2* is set to begin filming in the second quarter of 2025.

In terms of simulcast dramas licensed to Youku in 2024, these include new IPs such as *Sinister Beings 2* (逆天奇案2), *Death Hint* (奪命提示), and The *Unusual Prosecutor* (非常檢控觀).

Partnership with Tencent Video

Tencent Video is another crucial partner for us in mainland China. Under the framework agreement signed in August 2023, we will supply four co-production and library dramas. Additionally, we are collaborating to expand distribution channels for Hong Kong dramas. Tencent Video has recently enhanced the visibility of Hong Kong dramas on its platform with the launch of the "Tencent Hong Kong Drama" (騰訊港劇) category, featuring thousands of episodes from our library. Due to the positive reception of Hong Kong dramas in mainland China, Tencent Video has expanded our partnership to include four new titles, totaling eight co-production titles.

Recent Releases

In 2024, five co-production titles debuted in the mainland China market. Youku launched *Forensic Heroes VI: Redemption* (法證先鋒VI: 倖存者的救贖) and *Darkside of the Moon* (黑色月光). On Tencent Video, the titles *No Room For Crime* (反黑英雄), *Big Biz Duel* (企業強人), and *No Return* (巾幗梟雄之懸崖) began streaming.

1. The Queen of News 2（新聞女王2） | 2. The Queen of Castle（巨塔之后） | 3. I Only Live Twice（模仿人生）
4. Themis（正義女神） | 5. Mrs. Revenge（夫妻的博弈） | 6. The Fading Gold（金式森林）
7. D.I.D. 12（刑偵12） | 8. Wars of Roses（玫瑰戰爭）

1. Mai Dui Dui's official account on Tmall | 2. TVB's official account on Douyin

3. Integrated marketing campaign *Hot Queen* (熱點女王) | 4. TVB Top Sales' official account on Taobao

Direct-to-Consumer Digital Media Businesses

Our direct-to-consumer content streaming service, Mai Dui Dui (埋堆堆), caters to diverse viewing preferences across multiple platforms. Mobile users can enjoy TVB programs on the go via our app, while those who prefer larger screens can access BesTV Yueshiting (BesTV 粵視廳), our OTT product developed in partnership with BesTV. This service features a wide selection of TVB programs and is available through various carriage partners, including Dangbei, LeTV, JM Go, and China Radio and Television Guangzhou Network Co., Ltd. Additionally, we have collaborated with major smart TV manufacturers such as Xiaomi, TCL, and Hisense to bundle BesTV Yueshiting with their products.

To enhance user experience, Mai Dui Dui has launched numerous spin-off short videos based on latest drama series, exploring program highlights, interpreting plot clues, and engaging with social media discussions. Innovative activities, such as the "Chief Drama Recommendation Officer" and surprise artiste appearances in fan communities, have further boosted engagement. Collaborations with KOLs from Douyin and KOCs from Kuaishou have generated trending topics.

In our MCN business, TVB's social media accounts and managed artistes/KOLs boast an aggregate fan base of 147 million across major platforms, including Douyin, Kuaishou, REDnote, WeChat Channels, and Sina Weibo. We monetize this extensive following through e-commerce livestreaming and artiste commercialization, which includes advertising, content marketing and brand endorsements by our artistes.

In March 2024, we launched our first integrated marketing campaign on Douyin, titled *Hot Queen* (熱點女王), which tied in with popular drama series to promote both the shows and artiste monetization. During this year's Double Eleven shopping festival, we executed our first "short video + e-commerce live streaming" collaboration, achieving dual marketing effects for our brand partners. Personal care and beauty products continue to significantly contribute to our artiste commercialization revenue, alongside diversified partnerships across health, wellness, automotive, and gaming sectors.

For our e-commerce live streaming, centered around the brand TVB Top Sales, (TVB識貨) we have established a unique model combining "artistes + drama IP + e-commerce." In 2024, over 30 artistes participated in nearly 300 live streaming events, with TVB consistently ranking among the top sellers on Douyin. Total GMV achieved from Douyin and Taobao platforms surpassed RMB 700 million in 2024.

Looking ahead to 2025, we expect continued strong revenue contributions from our mainland China business activities, especially drama co-production as we continue to deliver on an expanded slate of co-production titles for our platform partners. Currently, we have seven drama titles in various stages of production, including *Themis* (正義女神), *Mrs. Revenge* (夫妻的博弈), *I Only Live Twice* (模仿人生), *Wars of Roses* (玫瑰戰爭), *D.I.D. 12* (刑偵12), *The Queen of Castle* (巨塔之后), and *The Fading Gold* (金式森林).

INTERNATIONAL OPERATIONS

For the year ended 31 December	2024 HK$ million	2023 HK$ million	Year-on-year change
Segment revenue	297	355	-16%
Segment EBITDA	1	34	-97%

Our International Operations generate revenue primarily through the licensing of TVB content including programs and curated channels to third-party platforms. We also operate direct-to-consumer digital services for viewers outside of mainland China and Hong Kong. Our licensing business involves distributing content to partners such as Astro in Malaysia, StarHub and Singtel in Singapore, DISH Network and Fairchild Television in North America, and SCTV in Vietnam. Our direct-to-consumer initiatives include the TVB Anywhere streaming platform and our official accounts on popular social media and video hosting services like YouTube and Facebook.

In 2024, segment revenue decreased by 16%, falling from HK$355 million to HK$297 million. This decline has been primarily driven by reduced licensing fee income and lower advertising revenue from traditional markets. However, as of 31 December 2024, the total registered user base for TVB Anywhere and our YouTube channels grew to 16.7 million, with our YouTube channels alone attracting 90.2 million monthly active users.

Our traditional licensing business continues to face structural changes in the global video entertainment market, impacting both pay-TV and free-to-air operators. In response, we have been enhancing the local relevance of our content in certain key markets and collaborating with local partners to create new revenue streams, including advertising and sponsorships.

MANAGEMENT DISCUSSION AND ANALYSIS

1. TVB Artiste Meet & Greet - Malaysia | 2. TVB Most Loved Star Show Event - Malaysia
3. Show shooting of "Bring It On! " - Taiwan | 4. TVBI Programme Parade 2025 – Singapore
5. TVB Midlife, Sing & Shine! Power Of Live Meet & Greet - Canada | 6. TVB Anywhere Moon Festival Carnival 2024 – Australia

In Malaysia for example, to strengthen our market presence, we have established a dedicated local advertising sales team to extend efforts beyond traditional sales to organizing on-ground events, offering clients a comprehensive solution that integrates both online and offline promotional activities.

Additionally, we are focused on expanding the reach of the TVB Anywhere service through partnerships. In 2024, we signed a cooperation agreement with TM, Malaysia's largest telecom and broadband operator. Through this collaboration, we expect to grow our subscriber numbers and improve TVB Anywhere's position in the market.

In Singapore, we maintain strong partnerships with media and telecommunications companies, including Singtel, StarHub, and Mediacorp. These content supply agreements are crucial for revenue generation and enhancing viewership across both pay-TV and free-to-air television markets. To mitigate declines in licensing income, we are strategically shifting toward developing our advertising business in collaboration with local partners. Additionally, we are directing efforts toward digital marketing to increase brand presence and drive subscriptions for TVB Anywhere in Singapore.

In North America, another key market, our core business is the licensing of content to major pay-TV platforms, including DISH Network in the U.S. and Fairchild Television in Canada. Separately, we also offer our TVB Anywhere OTT service directly to consumers.

To expand the reach of this service, we established partnerships with prominent OTT platforms such as Tubi, Pluto TV, and TELUS. These collaborations enable us to distribute our English-subtitled Free Ad-Supported Television (FAST) channel and Video on Demand (VOD) content, significantly broadening our exposure to mainstream English-speaking audiences.

Additionally, we hosted several sell-out concerts and local events featuring TVB artistes in major cities in North America. Building on this success, we intend to organize more concerts and events in the coming years to strengthen our brand presence and deepen engagement with local audiences in this market.

In 2024, our TVB International YouTube channels achieved remarkable growth, reaching a record high of 103.5 million monthly active users in a single month, representing a 262% increase from 28.6 million in 2023, driven by our successful multilingual short-form videos. However, we faced monetization challenges due to declining CPM rates in a competitive market. Therefore, we plan to expand our monetization efforts to other online platforms. Additionally, the success of our multilingual content presents promising opportunities for foreign language licensing initiatives.

TVB ARTISTES

TVB ARTISTES

TVB ARTISTES

FINANCIAL REVIEW

OPERATING RESULTS

Revenue of the Group's core television-related business segments increased by HK$294 million or 10% to HK$3,131 million. Among these, our Hong Kong TV Broadcasting and Mainland China Operations segments each grew by 17%, or HK$241 million and HK$122 million respectively, while revenue of our OTT Streaming and International Operations segments saw declines of 3% and 16% respectively, or HK$11 million and HK$58 million respectively, compared to last year. Meanwhile, following our downsizing of our e-Commerce segment, revenue shrank substantially by HK$359 million to HK$127 million. Overall revenue of the Group declined slightly by 2% or HK$65 million during the year, from HK$3,323 million to HK$3,258 million.

Cost of sales decreased from HK$2,299 million to HK$1,930 million during the year, representing a decline of HK$369 million or 16%. This was mainly due to the downsizing of our e-Commerce business, which led to a reduction in the cost of goods sold. Additionally, with our continuing implementation of cost-saving initiatives during the year, including the merger of our J2 and TVB Finance, Sports & Information channels to create the new TVB Plus channel, we were able to further reduce content costs during the year.

Selling, distribution and transmission costs for the year declined by HK$171 million or 24% from HK$710 million to HK$539 million. This was primarily driven by lower distribution costs in the e-Commerce business in line with a smaller transaction volume, and also a reduction in our depreciation and amortisation expenses.

General and administrative expenses declined by HK$24 million or 3% from HK$834 million to HK$810 million due to various cost-saving initiatives within our administrative and back-office functions.

As a result of all the above, total operating costs (comprising cost of sales, selling, distribution and transmission costs and general and administrative expenses) decreased by HK$565 million or 15% from HK$3,844 million to HK$3,279 million.

Other revenues were HK$30 million (2023: HK$21 million), mainly comprising various sundry income.

Other net losses were HK$70 million (2023: HK$35 million), mainly comprising net exchange losses, changes in the fair value of a financial liability at fair value through profit or loss and the fair value loss on movie investments during the year.

Due to the above factors, we achieved a positive EBITDA for the year of HK$295 million, representing a year-on-year improvement of HK$435 million compared to the EBITDA loss of HK$140 million incurred in 2023. On a sequential basis, the Group's performance also improved from an EBITDA of HK$47 million in the first half of the year to HK$248 million in the second half of the year.

SEGMENT RESULTS

Segment	Hong Kong TV Broadcasting	OTT Streaming	e-Commerce Business	Mainland China Operations	International Operations
Nature of revenue	Advertising revenue, hilltop income, talent management income, fees for events management; music royalties and licensing income for short-form videos	Subscription and advertising revenue	e-Commerce income	Production income from co-production drama serials; licensing income from telecast, video and new media distribution in Mainland China; subscription revenue from Mai Dui Dui	Overseas licensing income from telecast, video and new media distribution; subscription and advertising revenue from Overseas pay TV and TVB Anywhere

Segment revenue from Hong Kong TV Broadcasting increased from HK$1,397 million to HK$1,638 million, representing a growth of HK$241 million or 17%. This was mainly driven by income from advertisers which grew by HK$184 million or 14% from HK$1,280 million to HK$1,464 million. At the same time, we continued to reduce our operating costs through various initiatives over the past year, such as the merger of our J2 and TVB Finance, Sports & Information channels to create TVB Plus. With growth in revenue and reduction in cost, this segment achieved a positive EBITDA of HK$110 million, representing a substantial improvement of HK$382 million from the EBITDA loss of HK$272 million last year.

Segment revenue from OTT Streaming declined slightly by HK$11 million or 3% from HK$356 million to HK$345 million. This was primarily due to the impact of changes made to our bundled subscription plans with local telco partners, which led to a decrease in subscription revenue. However, advertising revenue for this segment, which is digital in nature, registered a 30% growth which partially offset the decline in subscription revenue. Despite softer revenue, segment EBITDA grew from HK$84 million to HK$91 million, mainly due to our reduction in content cost compared with last year.

In December 2023, in response to the continued structural challenges in the Hong Kong retail market, we downsized our e-Commerce business by merging our Ztore platform with Neigbuy. As a result, revenue from this segment declined from HK$486 million to HK$127 million, a decrease of HK$359 million or 74%, while we also significantly reduced costs at the same time. This enabled us to reduce the EBITDA loss from this segment from HK$49 million in 2023 to HK$33 million.

Segment revenue from Mainland China Operations increased by HK$122 million or 17%, from HK$729 million to HK$851 million. This was driven mainly by our drama co-production activities, as we delivered on a robust co-production pipeline. As a result, EBITDA doubled from HK$63 million to HK$126 million.

Segment revenue from International Operations decreased by 16% from HK$355 million to HK$297 million, as our traditional licensing and content distribution channels continued to face downward pressure in many parts of the world. Segment EBITDA decreased from HK$34 million to HK$1 million, mainly due to the decrease in segment revenue.

INTEREST INCOME

Interest income amounted to HK$106 million for the year (2023: HK$96 million), primarily being interest income of HK$94 million (2023: HK$87 million) derived from the Promissory Note with Imagine Tiger Television, LLC ("ITT"), as well as interest income obtained from fixed bank deposits.

FINANCE COSTS

Finance costs mainly comprised interest expenses on our HK$1,567 million term loan with Shanghai Commercial Bank, and our other bank loans, convertible bonds and other borrowings. Finance costs remained stable at HK$147 million in 2023 and 2024.

NON-RECURRING ITEMS OF A NON-OPERATING NATURE

Receivables from a joint venture — ITT

As of 31 December 2024, the gross amount of the Promissory Note reached HK$845 million, accruing interest at a rate of 12% annually. The total tangible assets of ITT were approximately HK$187 million. In 2024, due to continued slowness in the US market for traditional TV drama production, ITT did not see any meaningful recovery in production activity during the year. Consequently, it suffered a net loss of approximately HK$116 million for the year, and its cash position also declined further to a low level. With no immediate catalysts on the horizon to drive any large improvement in ITT's performance, the Group considered there were significant further risks regarding ITT's ability to repay the Promissory Note, which has already been considered as credit-impaired. Hence, in assessing the value of the Promissory Note as at 31 December 2024, we have switched our Expected Credit Loss ("ECL") model from Stage 2 to Stage 3, resulting in an increase in the ECL rate on the gross amount of the Promissory Note to 77.6% (2023: 39.4%). This resulted in an additional provision of HK$345 million for the year (2023: HK$86 million) and a corresponding increase in the accumulated lifetime ECL provision on the carrying value of the Promissory Note to HK$656 million (2023: HK$312 million).

Goodwill, intangible and other assets

During the year, we recognised an impairment loss of HK$85 million related to goodwill and HK$9 million associated with intangible and other assets, mainly the tradename, linked to our acquisition of Ztore Group in 2021. This decision was driven by several key factors.

In December 2023, in response to a difficult Hong Kong retail market, we downsized our e-Commerce business by merging our Ztore platform with Neigbuy, which then became our sole e-commerce platform serving customers in Hong Kong.

In 2024, Hong Kong's retail environment has remained difficult, and while the downsizing of our e-Commerce business has resulted in cost savings, revenue has also remained under downward pressure. Compared to the HK$863 million of revenue achieved in 2022, our e-Commerce revenue in 2024 was HK$127 million or 85% below the 2022 record high. With no foreseeable catalyst for a strong recovery in the near future, we deemed the recoverability of the value of the goodwill and related intangible assets including the tradename arising from our acquisition to be remote. We engaged a third-party valuer to conduct an in-depth assessment of this goodwill, taking into account relevant market data as well as cash flow projections of the Ztore group reflecting the current environment. The outcome of this assessment supported our conclusion that the carrying amount of goodwill is no longer recoverable. Consequently, we wrote off all goodwill and related intangible and other assets, amounting to HK$85 million, HK$4 million and HK$5 million respectively, for a total of HK$94 million in write-downs.

FAIR VALUE LOSS ON MOVIE INVESTMENTS

During the year, the Group recognised a fair value loss of HK$63 million (2023: nil) against our movie investment portfolio, which had a gross balance of HK$74 million. In 2018 and 2019, we invested in a number of movie titles to be made by a third-party film production company. In subsequent years, the film production company had indeed produced a number of movie titles pursuant to our investment, and in relation to most of these titles, we have received settlement statements from the film production company and hence made appropriate recognition on our consolidated financial statements in the relevant years. However, we are still awaiting settlement for 2 movie titles amounting to a net carrying value of HK$72 million. During 2024, we came to learn that the film production company is potentially in financial difficulty, hence the recoverability of this remaining investment balance is at risk. We are negotiating with the film production company to secure the best settlement possible under the circumstances. Meanwhile, based on a preliminary indication of the settlement outcome, we consider it appropriate to write down the remaining investment balance of the movie portfolio by HK$63 million, to a net carrying value of HK$11 million.

INCOME TAX

The Group recorded an income tax expense of HK$5 million (2023: HK$20 million).

Hong Kong profits tax has been provided at the rate of 16.5% (2023: 16.5%) on the estimated assessable profit for the year. Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operated.

LOSS ATTRIBUTABLE TO EQUITY HOLDERS

The Group's loss attributable to equity holders of the Company for the year totalled HK$491 million, an improvement of HK$272 million or 36% from HK$763 million in 2023.

Excluding the effect of non-recurring items of a non-operating nature such as impairment losses on receivables from a joint venture, goodwill, intangible assets and other assets, as well as fair value loss on movie investments and changes in the fair value of financial and derivative instruments, the Group's adjusted loss attributable to equity holders of the Company would otherwise have been HK$88 million, or a reduction of HK$519 million or 86% from HK$607 million in 2023.

FINANCIAL REVIEW

LOSS PER SHARE

Loss per share is calculated based on the Group's loss attributable to equity holders of the Company of HK$491 million (2023: HK$763 million). The weighted average number of ordinary shares adopted in the calculation of basic and diluted loss per share throughout the year ended 31 December 2024 was 448,672,000 (2023: 438,122,000), giving a basic and diluted loss per share of HK$1.09 (2023: HK$1.74).

Diluted loss per share is the same as basic loss per share as the effect of potential ordinary shares is anti-dilutive during the year ended 31 December 2024.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2024, the total equity of the Group was HK$2,196 million (31 December 2023: HK$2,739 million). The share capital of the Company increased from 438,218,000 to 466,961,836 ordinary shares in issue due to the allotment of new shares to GF Global Capital Limited and Shaw Brothers Limited during the year.

As at 31 December 2024, the Group had unrestricted bank and cash balances of HK$700 million (31 December 2023: HK$714 million). About 67% of the unrestricted bank and cash balances (approximately HK$471 million) were maintained in mainland China and overseas subsidiaries to support daily operations. Unrestricted bank and cash balances held by the Group were denominated mainly in Hong Kong dollars, Renminbi and US dollars.

As at 31 December 2024, the Group's net current assets amounted to HK$1,763 million (31 December 2023: HK$2,037 million). The current ratio, expressed as the ratio of current assets to current liabilities, was 1.9 at 31 December 2024 (31 December 2023: 2.2).

As at 31 December 2024, bank borrowings amounted to HK$1,719 million (31 December 2023: HK$1,731 million) which mainly consisted of the HK$1,567 million term loan with Shanghai Commercial Bank. Additionally, there were other borrowings of HK$308 million and convertible bonds of HK$103 million. As at 31 December 2024, the Group's gearing ratio, expressed as a ratio of net debt to total equity, was 66.7% (31 December 2023: 59.0%).

BOND PORTFOLIO

As at 31 December 2024, the Company's portfolio of fixed income securities, net of expected credit losses amounted to HK$24 million (31 December 2023: HK$24 million), which were classified under "Bond securities at amortised cost". Issuers of these securities include listed or unlisted companies in Hong Kong and overseas.

As at 31 December 2024, the investment portfolio consisted of fixed income securities of four separate issuers (31 December 2023: four), of which the bonds issued by Master Glory Group Limited and SMI Holding Group Limited had been fully impaired in prior years.

CAPITAL COMMITMENTS

At 31 December 2024, the Group had capital commitments totalling HK$21 million (2023: HK$30 million), mainly for the enhancement or replacement of transmission and production related equipments.

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGES

The Group's foreign currency exposures comprise trading and non-trading foreign currency translation exposures. Foreign exchange trading exposures mainly arise from trade receipts from overseas customers. The Group is also exposed to currency fluctuation on translation of the accounts of overseas subsidiaries and also on the repatriation of earnings, and bank and other borrowings. In order to mitigate the potential impact of currency movement, the Group closely monitors its foreign exchange exposures and uses suitable hedging arrangements against significant foreign currency exposures, where necessary. No forward exchange or hedging contract was entered into by the Group during the year.

HUMAN RESOURCES

At the year end, the Group had a total of 2,982 employees in Hong Kong and 322 employees in mainland China and overseas. These figures include contract artistes and staff but exclude directors and freelance workers.

For employees in Hong Kong, different pay schemes apply to contract artistes, sales, and non-sales personnel. Contract artistes are paid either per show or per package of shows. Sales personnel are remunerated on commission-based schemes, while non-sales personnel receive monthly salaries. Discretionary bonuses may be awarded as an incentive for good performance.

Under the share option schemes of the Group, options may be granted to directors and employees of the Group to subscribe for shares in the Company and in TVB e-Commerce Group Limited.

From time to time, the Group organises, either in-house or with other vocational institutions, seminars, courses, and workshops on subjects of technical interests, such as industrial safety, management skills and other related studies, apart from sponsorship of training programmes that employees may enrol on their own initiatives. To sustain the long term steady supply of human resources for production, the Group has implemented a number of new initiatives during the year targeting recruitment, training and development of talents and staff for TV production in the areas of design and construction of settings for production, make-up and costume design, with a view to ensure that the necessary skills sets are appropriately retained and developed within our business.

GOVERNANCE

DIRECTORS




Thomas HUI To
JP

LI Ruigang

Anthony LEE Hsien Pin

Kenneth HSU Kin

Thomas HUI To JP
Executive Chairman
Chairman of Executive Committee
Member of Nomination Committee
Member of Investment Committee

Board appointment Mr. Hui, aged 52, was appointed as the Executive Chairman of the Board on 10 March 2023. Mr. Hui was first appointed as a Non-executive Director of the Company on 23 April 2015, re-designated as an Executive Director of the Company on 21 March 2018 and further re-designated as a Non-executive Director of the Company and appointed as the Chairman of the Board on 29 April 2020. In addition, he holds directorship in certain subsidiaries and a joint venture entity of the Company.

Competencies and experience Mr. Hui possesses over 30 years of experience in management and investment with broad experience and deep expertise in managing media, entertainment and internet businesses. Mr. Hui was formerly a director of KingSoft Corporation Limited, GigaMedia Limited and JC Entertainment Corporation. Mr. Hui also worked at Goldman Sachs (Asia) L.L.C., Hong Kong, Merrill Lynch & Co. as well as McKinsey & Company. Mr. Hui is a non-executive director of Shaw Brothers Holdings Limited, a company listed on the main board of The Stock Exchange of Hong Kong Limited ("Stock Exchange"). Mr. Hui is the chief operating officer and an executive director of CMC Inc. Mr. Hui is a director of Young Lion Holdings Limited ("YLH"), Young Lion Acquisition Co. Limited ("YLA") and Shaw Brothers Limited ("SBL") which are substantial shareholders of the Company.

Qualifications Mr. Hui holds a Master Degree of Engineering in Electrical Engineering from Cornell University and a Bachelor Degree of Science in Electrical Engineering from the University of Wisconsin, Madison.

LI Ruigang
Non-executive Director
Member of Executive Committee
Member of Remuneration Committee

Board appointment Mr. Li, aged 55, was appointed as a Non-executive Director of the Company and the Vice Chairman of the Board on 17 October 2016. He

Dr. William LO Wing Yan
JP

Dr. Allan ZEMAN
GBM, GBS, JP

Felix FONG Wo
BBS, JP

Catherina TSANG Lai Chun

ceased to be the Vice Chairman on 29 April 2020. In addition, Mr. Li holds directorship in a subsidiary of the Company.

Competencies and experience Mr. Li is the founding chairman and CEO of CMC Inc. (together with its affiliates, "CMC") and founding partner of CMC Capital Partners. Mr. Li has rich operational experience, investment track record and in-depth insight into China's media and entertainment industry. Mr. Li has led CMC to create many industry champions across the sectors of media, entertainment, lifestyle, technology and consumer. Mr. Li was the chairman and president of Shanghai Media Group (SMG). Mr. Li is the chairman and a non-executive director of Shaw Brothers Holdings Limited, which is listed on the main board of the Stock Exchange. Mr. Li holds share interest in the Company through his interest in YLH, YLA and SBL, all of which are substantial shareholders of the Company. Mr. Li is a director of YLH, YLA and SBL. Mr. Li is a board member of Special Olympics.

Qualifications Mr. Li holds a Master Degree of Arts and a Bachelor Degree of Arts of Journalism from Fudan University.

Anthony LEE Hsien Pin
Non-executive Director
Chairman of Investment Committee
Member of Nomination Committee

Board appointment Mr. Lee, aged 67, was appointed as a Non-executive Director of the Company on 3 February 2012. Mr. Lee was an Alternate Director to the late Mrs. Christina Lee Look Ngan Kwan, his mother, a former Non-executive Director of the Company, between 3 September 2002 and 3 February 2012.

Competencies and experience Mr. Lee is a non-executive director of Hysan Development Company Limited, a company listed on the main board of the Stock Exchange, and a director of Lee Hysan Company Limited.

Qualifications Mr. Lee received a Bachelor of Arts Degree from Princeton University and a Master of Business Administration Degree from The Chinese University of Hong Kong.

Kenneth HSU Kin
Non-executive Director

Board appointment Mr. Hsu, aged 76, was appointed as a Non-executive Director of the Company on 2 December 2020.

Competencies and experience Mr. Hsu was formerly the vice president and managing director of the Asia Pacific operations of Johnson Controls Inc., a publicly-listed American Irish-domiciled multinational conglomerate. Prior to that, Mr. Hsu worked for the Government of the Republic of Singapore. Mr. Hsu is a licensed professional engineer in Hong Kong, the UK and the US. He was the Chairman of the Engineers Registration Board, a HKSAR statutory board. Mr. Hsu was an active participant in the Hong Kong Institution of Engineers and had chaired many of its boards and committees. In recognition of his contributions to the profession, Mr. Hsu was a recipient of the Institution's prestigious President's Award in 2010. Mr. Hsu holds share interest in the Company through his interest in YLH, YLA and SBL, all of which are substantial shareholders of the Company. Mr. Hsu is a director of YLH, YLA and SBL.

Qualifications Mr. Hsu holds a bachelor's degree in Electrical Engineering from the University of Hong Kong, and post-graduate academic qualifications from the National University of Singapore and the University of Utah.

Dr. William LO Wing Yan JP
Independent Non-executive Director
Chairman of Audit Committee
Member of Nomination Committee
Member of Regulatory Committee

Board appointment Dr. Lo, aged 64, was appointed as an Independent Non-executive Director of the Company on 11 February 2015.

Competencies and experience Dr. Lo is an independent non-executive director of CSI Properties Limited and OCI International Holdings Limited, all of which are listed on the main board of the Stock Exchange. Dr. Lo is an independent non-executive director of US NASDAQ listed Regencell Bioscience Holdings Limited. Dr. Lo is an experienced executive in the TMT (technology, media and telecommunications) and the consumer sectors. He started his career in McKinsey & Company Inc. as a management consultant and held senior positions in China Unicom, Hongkong Telecom, Citibank HK, I.T Limited, South China Media Group and Kidsland International Holdings Limited in the past, and has been the chief financial officer of I.T Limited and Kidsland International Holdings Limited. Dr. Lo is the founding governor of the Charles K. Kao Foundation for Alzheimer's Disease and the ISF Academy as well as the present chairman of the Charles K. Kao Foundation for Alzheimer's Disease and Junior Achievement HK.

Qualifications Dr. Lo graduated from Cambridge University with a M. Phil. Degree in Pharmacology and a Ph.D. Degree in Molecular Neuroscience.

Dr. Allan ZEMAN GBM, GBS, JP
Independent Non-executive Director
Chairman of Remuneration Committee
Member of Audit Committee
Member of Nomination Committee

Board appointment Dr. Zeman, aged 76, was appointed as an Independent Non-executive Director of the Company on 1 April 2015.

Competencies and experience Dr. Zeman is the chairman of Lan Kwai Fong group and the Lan Kwai Fong Association in Hong Kong. Dr. Zeman serves as a non-executive chairman of Wynn Macau, Limited, an independent non-executive director of Fosun Tourism Group, Sino Land Company Limited, Tsim Sha Tsui Properties Limited and is a non-executive director of Pacific Century Premium Developments Limited, all of which are listed on the main board of the Stock Exchange. Dr. Zeman has been very involved in government services as well as community activities. Dr. Zeman was the chairman of Hong Kong Ocean Park from July 2003 to June 2014, and was the honorary advisor of the Park from 2014 to 2022. Dr. Zeman was also a member of the board of West Kowloon Cultural District Authority from 2008 to 2016, and the chairman of its Commercial Letting Panel from 2016-2024. Dr. Zeman is the Board member of the WestK Enterprise Limited. He serves as the board of director of the Alibaba Entrepreneurs Fund. Dr. Zeman is the governor of the board of governors of Our Hong Kong Foundation. Dr. Zeman is also a member of the board of governors of The Canadian Chamber of Commerce in Hong Kong and the vice patron of the Hong Kong Community Chest. Dr. Zeman is a member of the Task Force on Promoting and Branding Hong Kong, a member of the Chief Executive's Council of Advisers of the Hong Kong Special Administrative Region and a member of the Cultural Commission of the Hong Kong Special Administrative Region.

Qualifications Dr. Zeman is a holder of Honorary Doctorate of Laws Degree from The University of Western Ontario, Canada. In 2012, he was awarded Honorary Doctorate Degrees of Business Administration from City University of Hong Kong and The Hong Kong University of Science and Technology. In November 2019, Dr. Zeman was awarded Honorary Doctorate Degree of Business Administration by The Open University of Hong Kong (now known as Hong Kong Metropolitan University). In 2001, Dr. Zeman was appointed a Justice of the Peace in Hong Kong. He was awarded the Gold Bauhinia Star in 2004 and the Grand Bauhinia Medal in 2011.

Felix FONG Wo **BBS, JP**
Independent Non-executive Director
Chairman of Nomination Committee
Chairman of Regulatory Committee
Member of Audit Committee
Member of Remuneration Committee

Board appointment Mr. Fong, aged 74, was appointed as an Independent Non-executive Director of the Company on 3 December 2019.

Competencies and experience Mr. Fong is a practicing solicitor in Hong Kong and is also qualified in Canada and England. He is appointed by the Ministry of Justice of China as one of the China-Appointed Attesting Officers in Hong Kong. Mr. Fong is a consultant and the founding partner of the Hong Kong law firm, King & Wood Mallesons (formerly known as Arculli Fong & Ng), and has practiced law for over 40 years, including eight years in Toronto. Mr. Fong is an independent non-executive director of a number of listed companies, namely Greenland Hong Kong Holdings Limited, Guangdong Land Holdings Limited, *Howkingtech International Holding Limited and Vesync Co., Ltd, whose shares are listed on the Stock Exchange. Mr. Fong is a member of the Guangdong Provincial Committee of Chinese People's Political Consultative Conference (9th and 10th Sessions), a director of the China Overseas Friendship Association, a director of the Shanghai Chinese Overseas Friendship Association and an executive director of the Guangdong Overseas Friendship Association. He is a director of the Hong Kong Basic Law Institute and also the former chairman of the Advisory Council on Food and Environment Hygiene and a former member of the Hong Kong Communications Authority. Mr. Fong is a member of the first Election Committee for the purposes of electing the Chief Executive for HKSAR, a founding member of the Canadian International School of Hong Kong and a visiting professor of the School of Law of Sun Yat-sen University, China.

Catherina TSANG Lai Chun
Executive Director

Board appointment Ms. Tsang, aged 72, was appointed as an Executive Director of the Company on 4 December 2024.

Competencies and experience Ms. Tsang was appointed as the Assistant General Manager (Drama Production) at TVB in 2016 and is a director of TVB, Staff & Artistes Fund for Charities Limited. Ms. Tsang is a highly esteemed management figure within the television industry. As the head of the drama division at TVB, she has consistently demonstrated strategic leadership in guiding her team to achieve optimal performance since she joined TVB in 1974. She has been instrumental in unearthing compelling narratives and nurturing talent in acting and production, combining these elements to create a series of influential and successful television works for TVB. Ms. Tsang's management and execution skills are fully evident in the series she has produced. Her productions are not only beloved by audiences but have also had a significant positive impact on TVB's brand image and commercial revenue.

* Mr. Fong has resigned as an independent non-executive director of Howkingtech International Holding Limited with effect from 1 April 2025.

SENIOR MANAGEMENT

Eric TSANG Chi Wai | SIU Sai Wo | Desmond CHAN Shu Hung | Ian LEE Hock Lye | Kevin TSE Wai Kwong

Eric TSANG Chi Wai
General Manager (Content Operations)
Member of Executive Committee

Competencies and experience Mr. Tsang, aged 71, was appointed as General Manager (Content Operations) on 27 September 2021. He rejoined TVB on 21 January 2021 as Deputy General Manager (Non-Drama, Music Production & Programme). He also holds directorships in a number of the subsidiaries of the Company. He has overall responsibilities of TVB's key content operations, including the creation of various types of content (non-drama, co-produced drama, music) and the acquisition and curation of programmes. Mr. Tsang is a veteran actor and producer in Hong Kong's film and television industry with an extensive network of contacts and has established wide influence in the entertainment industry in the region. Mr. Tsang has committed to groom young talents, has considerable caring for performing arts, charities and the communities, and often organises large-scale fund-raising activities for benefit of the disadvantaged groups.

Mr. Tsang holds/held various important positions of the performing arts industry in Hong Kong, including the executive chairman of the Association for Betterment of Hong Kong's Entertainment Industry in Mainland China (HKEIMC), the president of the Hong Kong Performing Artistes Guild and the vice chairman of the board of directors of the Hong Kong Film Awards. Mr. Tsang was granted the Ruziniu Award (孺子牛獎) by the Ministry of Civil Affairs of the People's Republic of China in 1993 and the Medal of Honor by the government of the HKSAR on 1 July 2008. He was an elected member of the Standing Committee of the Chinese People's Political Consultative Conference of Jiangmen City, Guangdong Province in 2011, and the honorary chairman of the World Trade Federation. Mr. Tsang was awarded an Honorary Doctorate Degree of University of Colorado Boulder in 2006.

Catherina TSANG Lai Chun | YUEN Chi Wai | Virginia LOK Yee Ling | Bonnie WONG Tak Wei | Rex CHING Chit

SIU Sai Wo
General Manager (Business Operations)
Member of Executive Committee

Competencies and experience Mr. Siu, aged 62, was appointed as General Manager (Business Operations) on 4 October 2021. He is responsible for overseeing marketing and sales operations across TVB's various platforms and formulating the Group's overall brand strategy. He also holds directorships in a number of the subsidiaries of the Company. Prior to joining TVB, Mr. Siu was an executive director and the chief executive officer of Sing Tao News Corporation Limited. He held various senior positions at a number of leading Chinese newspaper companies in Hong Kong and has worked in the print media industry over 35 years. Mr. Siu is currently a member of Export Panel on Public Relations Strategy for Lantau Development and Conservation. He obtained a Bachelor of Journalism and Communication Degree from The Chinese University of Hong Kong in 1985.

Desmond CHAN Shu Hung
Deputy General Manager
(Legal and International Operations)
Member of Regulatory Committee

Competencies and experience Mr. Chan, aged 57, was appointed as Deputy General Manager (Legal and International Operations) in July 2016. He doubled as the Acting Company Secretary from July 2022 to July 2024. Mr. Chan joined TVB as General Counsel in May 2010 and was appointed as Assistant General Manager in December 2012. He is responsible for international operations and legal and regulatory matters of the Company. Mr. Chan is also the General Manager of TVBI Company Limited and holds directorships in a number of the subsidiaries and a joint venture entity of the Company. Mr. Chan has had extensive experience in television and telecommunications industries. He worked at Asia Television Limited from 1994 to 1999, and i-Cable Communications Limited from 1999 to 2010. Mr. Chan received Master of Laws degrees from City University of Hong Kong, Renmin University of China and University of Strathclyde of United Kingdom respectively. He is a solicitor of HKSAR (not currently in private practice).

SENIOR MANAGEMENT

Ian LEE Hock Lye
Chief Financial Officer
Member of Investment Committee

Competencies and experience Mr. Lee, aged 52, joined TVB in December 2021 as Head of Corporate Development was appointed as the Acting Chief Financial Officer in July 2022 and has been re-designated to Chief Financial Officer in August 2024. He holds directorships in a number of the subsidiaries of the Company. Mr. Lee holds a Bachelor's degree in Engineering from King's College London. His career prior to TVB includes senior positions in Goldman Sachs, where he was an executive director of investment banking; and in PSA International, where he served as CFO of the Northeast Asia region, then as head of group strategy.

Kevin TSE Wai Kwong
Assistant General Manager
(Human and Production Resources)

Competencies and experience Mr. Tse, aged 67, joined TVB in November 1978 and was appointed as the Assistant General Manager (Human and Production Resources) in July 2016. He holds directorship in a subsidiary of the Company. Mr. Tse received Master of Business Administration degree from The Open University of Hong Kong (now known as Hong Kong Metropolitan University) and has extensive expertise and experience in Business Administration and resources management of TV Broadcasting and Production operations. His existing role involves overseeing Group's Human Resources and Administration as well as various aspects of Production Resources functions, including Engineering, Production Facilities, Art Setting, Wardrobe, Make Up and Hairdressing etc. for the supporting of Drama and Non-Drama production.

Catherina TSANG Lai Chun
Executive Director
Assistant General Manager
(Drama Production)

Competencies and experience Ms. Tsang, aged 72, was appointed as an Executive Director of TVB on 4 December 2024 and the Assistant General Manager (Drama Production) at TVB in 2016. She is a director of TVB, Staff & Artistes Fund for Charities Limited. Ms. Tsang is a highly esteemed management figure within the television industry. As the head of the drama division at TVB, she has consistently demonstrated strategic leadership in guiding her team to achieve optimal performance since she joined TVB in 1974. She has been instrumental in unearthing compelling narratives and nurturing talent in acting and production, combining these elements to create a series of influential and successful television works for TVB. Ms. Tsang's management and execution skills are fully evident in the series she has produced. Her productions are not only beloved by audiences but have also had a significant positive impact on TVB's brand image and commercial revenue.

YUEN Chi Wai
Assistant General Manager
(News and Information Services)

Competencies and experience Mr. Yuen, aged 69, was appointed as Assistant General Manager (News and Information Services) in 2016 and is responsible for the production of all news, financial, information and sports programs of TVB.

Mr. Yuen is a veteran journalist. He joined the TVB News Department in 1977 and has successively served as News Reporter, Anchor, News Editor, Managing Editor, Executive Producer, Public Affairs Manager and News Controller.

Mr. Yuen graduated from the Communication Department of Hong Kong Baptist College in 1978.

Virginia LOK Yee Ling
Assistant General Manager
(Talent Management and Development)

Competencies and experience Miss Lok, aged 68, is currently Assistant General Manager (Talent Management and Development) of the Company. She first joined TVB in November 2003 as Assistant Controller (Talent), and was promoted to Deputy Controller (Production Resources) in May 2004 and Controller (Production Resources) in January 2008, and to her current position in July 2016. In addition, Miss Lok holds directorships in a number of subsidiaries, joint venture entities and associates of the Company. Miss Lok is responsible for overseeing the management and development of the Group's talents, including the career development, managing, recruiting, retaining training and promotion of artistes, which would ensure the smooth operation and continuous development of the talent team. Artiste supporting services department are also under Miss Lok's management, including dance, stunt, dubbing and contest coordination, so as to fully support on TV production and programming.

Miss Lok has over 40 years of experience in film and TV entertainment industry. From 1978 to 1982, Miss Lok started to work as assistant director (Drama) in Commercial Television and Rediffusion Television Limited ("RTV") and was promoted to director (Drama) in RTV. From 1983 to 1993, Miss Lok took up the positions of line producer and executive producer in sizable movie production companies, including Shaw Brothers (Hong Kong) Limited.

Miss Lok is currently executive director of Shaw Brothers Holdings Limited, which is listed on the main board of the Stock Exchange. She is also the executive committee member of Hong Kong Motion Picture Industry Association Limited and Movie Producers and Distributors Association of Hong Kong Limited.

Bonnie WONG Tak Wei
Assistant General Manager
(Corporate Communications)

Competencies and experience Ms. Wong, aged 52, was appointed Assistant General Manager (Corporate Communications) on 1 January 2024. She now heads the Corporate Communications Division, managing areas including Publicity, Corporate & Community Relations, Digital & Social Media Management, Creative Imaging and China Affairs, as well as overseeing the TVB, Staff & Artistes Fund for Charities Limited. With an MBA and over two decades of experience in Hong Kong's film and television industry, Ms. Wong has focused on reforming traditional program promotion strategies and Group's corporate communication project management since she joined TVB in 2021. Beginning her media career at Star TV in the early '90s as a producer for international music channels, Ms. Wong later transitioned to the film industry, as an executive producer. Her extensive tenure as a media and publicity consultant for the Hong Kong Film Awards Association spans over twenty years. The Hong Kong SAR Government has recognized her contributions with appointments to the Hong Kong Film Development Council and, in 2023, as vice-chairman of the Film & Media Arts section of the Hong Kong Arts Development Council. Her industry experience and professional knowledge are essential to advancing our corporate communications.

Rex CHING Chit
Group Chief Technology Officer

Competencies and experience Mr. Ching, aged 49, was appointed as Group Chief Technology Officer in September 2021 to lead the development and dissemination of technology across all business groups within TVB. He was also appointed as President of MyTV Super Group in January 2022 for overseeing the business, operations and technology development. Mr. Ching also holds directorships in certain subsidiaries of the Company. He joined TVB as Head of Technical Engineering in October 2014. Before joining TVB, Mr. Ching worked in PCCW Solution to lead the IT development for nowTV. He has 26 years of extensive experience in OTT, IT and Telecommunication industries. Mr. Ching holds a Bachelor of Electrical and Electronics Engineering and Master of Economics from The University of Hong Kong. He is also the Corporate Member of The Hong Kong Institution of Engineers.

DIRECTORS' REPORT

The Directors submit their report together with the audited financial statements for the year ended 31 December 2024.

PRINCIPAL ACTIVITIES AND SEGMENT INFORMATION

The principal activities of the Company are terrestrial TV broadcasting, together with programme production and distribution, and other TV-related activities. The principal activities of the principal subsidiaries are detailed in Note 44 to the consolidated financial statements.

An analysis of the Group's performance for the year by operating segments is set out in Note 5 to the consolidated financial statements.

RESULTS, APPROPRIATIONS AND DISTRIBUTABLE RESERVES

The results of the Group for the year are set out in the consolidated income statement on page 125.

Distributable reserves of the Company amounted to HK$1,084,777,000 at 31 December 2024 (2023: HK$1,835,375,000).

DIVIDEND

The Board of Directors did not recommend the payment of a dividend for the year ended 31 December 2024.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from Wednesday, 30 April 2025 to Wednesday, 28 May 2025, both dates inclusive, ("Book Close Period") for the purpose of determining shareholders' entitlement to attend and vote at the annual general meeting of the Company to be held on Wednesday, 28 May 2025 ("2025 AGM"). During the Book Close Period, no transfer of shares will be registered. The Register of Members of the Company will be re-opened on Thursday, 29 May 2025.

In order to be entitled to attend and vote at the 2025 AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, 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 not later than 4:30 p.m. on Tuesday, 29 April 2025.

DONATIONS

Charitable and other donations made by the Group during the year amounted to HK$30,000.

SHARE ISSUED IN THE YEAR

On 28 May 2024 and 27 September 2024, 8,743,836 new ordinary shares and 20,000,000 new ordinary shares were issued for consideration of approximately HK$29.38 million and HK$80.00 million, respectively, as a results of the subscription of shares by GF Global Capital Limited and Shaw Brothers Limited. Details of the share capital information of the Company are set out in Note 19 to the consolidated financial statements.

FIVE-YEAR FINANCIAL REVIEW

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 118.

BUSINESS REVIEW

A detailed review on business performance of the Group for the year ended 31 December 2024 and future prospects of the Group are set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis". Further discussion and analysis as required under Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group can be found in the section headed "Corporate Governance Report". The discussion on environmental policies and performance, compliance with relevant laws and regulations, and relationships with its stakeholders are provided in the "2024 Environmental, Social and Governance Report" which is available on the Company's website at https://corporate.tvb.com. These discussions form part of this Directors' Report.

DIVIDEND POLICY

The Board supports a policy to provide a steady dividend return to shareholders. The Company adopted a written dividend policy at the Board Meeting on 6 December 2018.

Dividend distribution to the Company's shareholders should be approved by its shareholders or Directors, where appropriate. Directors may declare and pay such interim dividend as appears to the Directors to be justified by the profits of the Company and special dividend of such amounts out of distributable funds of the Company as they think fit. No dividend shall be payable except out of the profits of the Company available for distribution.

DIRECTORS

The Directors of the Company during 2024 were, and at the date of this Annual Report are, as follows:

Executive Directors

Thomas Hui To (Executive Chairman)
Catherina Tsang Lai Chun (appointed on 4 December 2024)

Non-executive Directors

Li Ruigang
Anthony Lee Hsien Pin
Kenneth Hsu Kin

Independent Non-executive Directors

William Lo Wing Yan
Allan Zeman
Felix Fong Wo

The Company issued letters of appointment for all Directors setting out the key terms and conditions of their appointments.

Pursuant to the Company's Articles of Association ("Articles"), any director appointed by the Company in general meeting shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting. Any director appointed by the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for election at the meeting. Subsequently, directors will be subject to retirement and re-election at every third annual general meeting of the Company following his/her last election or re-election.

Mr. Thomas Hui To, Mr. Anthony Lee Hsien Pin, Mr. Kenneth Hsu Kin, Dr. William Lo Wing Yan and Dr. Allan Zeman who retired at the Company's annual general meeting held on 28 June 2024 ("2024 AGM") were successfully re-elected as Director at the 2024 AGM.

Ms. Catherina Tsang Lai Chun, who was appointed by the Board as an Executive Director on 4 December 2024, will hold office only until the forthcoming annual general meeting pursuant to the Articles and, being eligible, will offer herself for election at the meeting. Details of Director who is subject to retirement for election at the 2025 AGM, are set out in a circular which will be sent to the shareholders of the Company together with the notice of the 2025 AGM.

DIRECTORS OF THE SUBSIDIARIES

A list of names of all the directors who have served on the boards of Company's subsidiaries during 2024 and up to the date of this report is available on the Company's website at https://corporate.tvb.com.

DIRECTORS' SERVICE CONTRACT

None of the Directors of the Company has a service contract with the Company which is not determinable within one year, without payment of compensation, other than statutory compensation.

CHANGES IN DIRECTOR'S INFORMATION

Dr. William Lo Wing Yan ceased to be an independent non-executive director of Jingrui Holdings Limited with effect from 5 December 2024, and Mr. Felix Fong Wo ceased to be an independent non-executive director of Howkingtech International Holding Limited with effect from 1 April 2025. The shares of these two companies are listed on the Stock Exchange.

Save as disclosed above, there was no change in Director's information which is required to be disclosed pursuant to Rule 13.51B(1) of the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited ("Stock Exchange") since the publication date of the Company's 2024 Interim Report and up to the date of this annual report.

RE-DESIGNATION OF CHIEF FINANCIAL OFFICER AND CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

Mr. Ian Lee Hock Lye has been re-designated from the Acting Chief Financial Officer to Chief Financial Officer of the Company with effect from 1 August 2024.

Mr. Chan Shu Hung resigned from the position of the Acting Company Secretary and an authorised representative of the Company ("Authorised Representative") under Rule 3.05 of the Listing Rules with effect from 1 August 2024. Mr. Chan has confirmed to the Company that he has no disagreement with the Board and that he is not aware of any matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

Ms. Lee Lai Yi has been appointed as the Company Secretary and an Authorised Representative of the Company with effect from 1 August 2024.

BIOGRAPHICAL INFORMATION OF DIRECTORS AND SENIOR MANAGEMENT

The biographical information of the Directors and members of Senior Management are set out on pages 68 to 75 of this Annual Report.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

Interests of Directors in companies which are considered to compete or likely to compete, either directly or indirectly with the principal business of the Group, are required to be disclosed pursuant to Rule 8.10 of the Listing Rules. As at 31 December 2024, these competing businesses are set out below.

Mr. Li Ruigang, a Non-executive Director of the Company, is the founding chairman and CEO of CMC Inc. and founding partner of CMC Capital Partners (CMC Inc. and CMC Capital Partners, together with their affiliates, are collectively referred to as "CMC") and through CMC has certain deemed interests as a substantial shareholder and/or holds certain directorships in companies within CMC which are engaged in the businesses of television programme licensing and distribution and e-commerce in mainland China ("Interested Companies").

Besides the Interested Companies, Shaw Brothers Holdings Limited ("Shaw Brothers Holdings"), a company incorporated in the Cayman Islands whose shares are listed on the main board of the Stock Exchange, is principally engaged in the business of investment in films, drama and non-drama productions and artiste and event management. TVB together with CMC are interested in approximately 29.94% of the shares of Shaw Brothers Holdings. Currently, Mr. Li is the chairman and a non-executive director of Shaw Brothers Holdings.

Mr. Thomas Hui To, Executive Chairman of the Company, is also a director of CMC Inc. which has interests in the Interested Companies. At the same time, Mr. Hui is a non-executive director of Shaw Brothers Holdings, and is a member of its executive committee.

The Interested Companies and/or Shaw Brothers Holdings may be considered to be in businesses which compete or are likely to compete with the programme production, the programme licensing and distribution and e-commerce businesses of the Company. However, as the Interested Companies and Shaw Brothers Holdings operate independently of, and at arm's length from, the businesses of the Company, and taking into account that the programme production, the programme licensing and distribution and the e-commerce businesses of the Interested Companies, Shaw Brothers Holdings and the Company taken together only represent a small percentage of the total market for programme production, programme licensing and distribution and e-commerce in mainland China, the impact on competition is considered insignificant.

Nevertheless, the Company has adopted the following internal control measures with a view to enhancing its corporate governance and managing any potentially conflicted transaction or business decision should it arise:

1. The Company will maintain a sufficient number of independent directors in order to advise on any conflicted transaction or business decision should it arise, and to ensure that the interests of its general body of shareholders will be adequately represented.

2. Transactions, if any, between TVB and CMC and/or TVB and Shaw Brothers Holdings will be handled by the other directors of the Company. In the event that such transactions require approval of the Board, Mr. Li and Mr. Hui will abstain from voting on such transactions.

3. Before approving any transaction between TVB and CMC and/or TVB and Shaw Brothers Holdings, the Board should be satisfied that the terms (e.g. pricing) of such transaction are fair and reasonable, on normal commercial terms and in the interests of the Company and its shareholders.

4. Where necessary, the Company will engage independent consultants and/or legal advisers to provide advice to the Board, the independent Directors (when applicable), and/or the relevant Directors.

In view of the above safeguards, the Board is of the view that the Group is and should remain to be capable of carrying on its business independently of, and at arm's length from, the business of the Interested Companies and/or Shaw Brothers Holdings.

Save as disclosed above, none of the Directors of the Company has any interest in any business apart from the Group's business, which competes or is likely to compete, either directly or indirectly, with the Group's business.

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

At 31 December 2024, the interests and short positions of the Directors and chief executive in the shares and underlying shares of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")), as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") set out in Appendix C3 of the Listing Rules are set out below:

Long Positions in the Shares of the Company

		Number of ordinary shares held					Percentage
Name of director	Capacity	Personal interests	Family interests	Corporate interests	Other interests	Total interests	of issued shares [a]
Kenneth Hsu Kin	Interest of Controlled Corporations	–	–	116,817,527[#(b)]	–	116,817,527	25.02%
Li Ruigang	Interest of Controlled Corporations	–	–	116,817,527[#(c)]	–	116,817,527	25.02%

Notes :

Duplication of shareholdings occurred between parties[#] shown in the table here and below under the sub-heading of "Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares".

(a) Percentage of issued shares was based on 466,961,836 ordinary shares of the Company in issue.

(b) Mr. Kenneth Hsu Kin ("Mr. Hsu") was deemed to be interested in these 116,817,527 shares held by Shaw Brothers Limited, an indirect wholly-owned subsidiary of Young Lion Holdings Limited, which was controlled by Mr. Hsu through Ever Port Limited (see below Note (c) under the sub-heading of "Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares" for details).

(c) Mr. Li Ruigang was deemed to be interested in these 116,817,527 shares held by Shaw Brothers Limited. Such interests were held indirectly through CMC M&E Acquisition Co. Ltd. (see below Note (d) under the sub-heading of "Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares" for details).

Long Positions in the Underlying Shares of the Company

Name of director	Capacity	Number of underlying shares held Personal interests	Family interests	Corporate interests	Other interests	Total interests	Percentage of issued shares [(a)]
Thomas Hui To	Beneficial Owner	6,000,000[(b)]	–	–	–	6,000,000	1.28%
Catherina Tsang Lai Chun	Beneficial Owner	900,000[(b)]	–	–	–	900,000	0.19%

Notes:

(a) Percentage of issued shares was based on 466,961,836 ordinary shares of the Company in issue.

(b) These interests in the underlying shares of the Company represented interests in share options granted to the Directors under the share option scheme of the Company, details of which are set out below under the sub-heading "Share Option Scheme".

Long Positions in the Shares of the Associated Corporation of the Company

Name of associated corporation	Name of Director	Capacity	Number of shares held Personal interests	Family interests	Corporate interests	Other interests	Total interests	Approximate Percentage of issued shares[(a)]
Shine Investment Limited	Li Ruigang	Interest of controlled corporations	–	–	102[(b)]	–	102	85.00%

Notes:

(a) Percentage of issued shares of associated corporation was based on the total number of Class A shares of the associated corporation in issue.

(b) These 102 shares of Shine Investment Limited were held by Shine Holdings Cayman Limited through certain corporations which were controlled by Mr. Li Ruigang.

Save for the information disclosed above, at 31 December 2024, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 31 December 2024, the interests or short positions of the persons (other than the Directors and chief executive of the Company), being 5% or more of the Company's issued shares, in the shares and the underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO are set out below:

Long Positions in the Shares of the Company

Name	Capacity	Number of shares held	Approximate Percentage of issued shares[(a)]
Shaw Brothers Limited[(b)]	Beneficial owner	116,817,527[#(c)(e)]	25.02%
Young Lion Acquisition Co. Limited	Interest of controlled corporations	116,817,527[#(c)(e)]	25.02%
Young Lion Holdings Limited	Interest of controlled corporations	116,817,527[#(c)(e)]	25.02%
Ever Port Limited	Interest of controlled corporations	116,817,527[#(c)(e)]	25.02%
Brilliant Spark Holdings Limited	Interest of controlled corporations	116,817,527[#(d)]	25.02%
CMC Group Corporation	Interest of controlled corporations	116,817,527[#(d)]	25.02%
CMC M&E Holdings Limited	Interest of controlled corporations	116,817,527[#(d)]	25.02%
CMC M&E Acquisition Co. Ltd.	Interest of controlled corporations	116,817,527[#(d)(e)]	25.02%
Silchester International Investors LLP	Investment manager	51,278,800[(f)]	10.98%
Cardy Oval Limited	Beneficial owner	35,056,164[(g)]	7.51%
Gaw Goodwin	Interest of controlled corporation	35,056,164[(g)]	7.51%

Notes:

Duplication of shareholdings occurred between parties[#] shown in the table here and above under the sub-heading of "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures".

(a) Percentage of issued shares was based on 466,961,836 ordinary shares of the Company in issue.

(b) Shaw Brothers Limited ("SBL") was the registered shareholder of 116,817,527 shares of the Company.

(c) SBL was a wholly-owned subsidiary of Young Lion Acquisition Co. Limited ("YLA"), which was in turn a wholly-owned subsidiary of Young Lion Holdings Limited ("YLH"). YLH was controlled by Ever Port Limited ("EPL"), which was in turn wholly-owned by Mr. Kenneth Hsu Kin ("Mr. Hsu"). Therefore, YLA, YLH and EPL were deemed to be interested in the same 116,817,527 shares held by SBL.

(d) CMC M&E Acquisition Co. Ltd. ("CMC M&E Acquisition") was deemed to be interested in the same 116,817,527 shares held by SBL. Such interests were held through its interest in YLH. CMC M&E Acquisition was a wholly-owned subsidiary of CMC M&E Holdings Limited, which was in turn a wholly-owned subsidiary of CMC Group Corporation. CMC Group Corporation was wholly-owned by Brilliant Spark Holdings Limited, which was in turn wholly-owned and controlled by Mr. Li Ruigang.

(e) Mr. Hsu, EPL, CMC M&E Acquisition, YLH, YLA and SBL were the parties of an agreement ("Agreement") to hold the interest in these 116,817,527 shares of the Company. The Agreement was an agreement to which Section 317 of the SFO applied.

(f) Silchester International Investors LLP was deemed to be interested in the shares held by certain commingled funds, in the capacity of investment manager.

(g) These interests in underlying shares (being unlisted physically settled derivatives) represent 35,056,164 shares to be issued to Cardy Oval Limited upon exercise of the conversion right attached to the Convertible Bonds due 2028 (as defined under the sub-heading "Convertible Bonds due 2028"). Mr. Gaw Goodwin was deemed to be interested in the underlying shares held by his wholly-owned subsidiary, Cardy Oval Limited.

Save for the information disclosed above, at 31 December 2024, no other persons (other than the Directors or chief executive of the Company) had any interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

SHARE OPTION SCHEME

The Company adopted a share option scheme ("Option Scheme") at its annual general meeting on 29 June 2017 ("Adoption Date"). The Option Scheme is designed to provide the scheme participants with the opportunity to acquire proprietary interests in the Company, thereby encouraging the grantees of such options to work towards enhancing the value of the Company and for the benefit of the Company and its shareholders as a whole.

Basically, the Option Scheme shall be valid for ten years from the Adoption Date. The Board or its delegated Committee may at its discretion grant share options to eligible participants (including a director, an employee of the Company or its affiliate; a representative, manager, agent, contractor, advisor, consultant, distributor or suppliers providing service or goods to the Company or its affiliate; a customer or joint venture partner of the Company or its affiliate; a trustee of any trust established for the benefit of employees of the Company or its affiliate, any other class of participants which the Board or its delegated Committee considers to have contributed or may contribute by way of different forms of cooperation for development and growth of the Company).

The exercise price/subscription price in respect of any options must be at least the higher of (a) the closing price of the shares as shown in the daily quotations sheet of the Stock Exchange on the relevant date of grant (which must be a business day) in respect of such option; and (b) the average of the closing price of the shares as shown in the daily quotations sheet of the Stock Exchange for the five business days immediately preceding the relevant date of grant in respect of such option.

The offer of a grant of options may be accepted within 28 days from the date of grant upon payment of HK$1.00 by the grantee as consideration for the acceptance of the offer.

The maximum entitlement of each eligible participant (excluding any options lapsed) in any 12-month period shall not exceed 1% of the shares in issue at the relevant time. For options granted or to be granted to an independent non-executive director or a substantial shareholder of the Company or any of their respective associates, the said limit is 0.1% of the shares in issue. Any further grant of share options in excess of such limits shall be subject to shareholders' approval at general meeting.

The Board shall, in accordance with the provisions of the Option Scheme, be entitled to make an offer to such eligible participants as it may in its absolute discretion. The offer shall specify the terms on which the option is to be granted. Such terms may at the sole discretion of the Board, include, among other things, the minimum period for which an option must be held before it can be exercised, a performance target (if any) that must be achieved before an option can be exercised in whole or in part, and/or any other terms, all of which may be imposed (or not imposed) either on a case-by-case basis or generally.

An option may be exercised in accordance with the terms of the Option Scheme at any time during an option period to be notified by the Board to each grantee, within which the shares must be taken up. The option period will be determined by the Board in its absolute discretion, save that no option may be exercised later than 10 years from the date of grant. Any option not exercised within the option period shall lapse and determine.

At 1 January 2024, there were 26,950,000 options available for grant under the Option Scheme. During the year, 6,900,000 options were granted and no options were exercised, lapsed or cancelled. Accordingly, the number of shares that has been issued in respect of options granted during the year is nil. As at 31 December 2024, there were 20,050,000 options available for grant under the Option Scheme.

As at 31 December 2024, options exercisable into a total of 23,532,000 shares of the Company remained outstanding. The number of shares that may be issued in respect of the options granted under the Option Scheme during the financial year ended 31 December 2024 divided by the weighted average number of ordinary shares of the Company in issue for the year was approximately 5.24%.

As of the Adoption Date and the date of this Annual Report, the number of shares of the Company issuable pursuant to the Option Scheme was 43,800,000 shares (equivalent to 10% and 9.38% of the total issued shares of the Company on the Adoption Date and the date of this Annual Report respectively).

Details of movement in the options during 2024 are set out below:

		Number of options held								
Name of grantee	Date of grant	Outstanding at 1 January 2024	Granted during the year	Exercised during the year	Cancelled during the year	Lapsed during the year	Outstanding at 31 December 2024	Exercise price per share	Closing price of the Company's shares immediately before the date of grant	Exercise period
Directors										
Thomas Hui To[c]	25 May 2022	4,000,000	–	–	–	–	4,000,000	HK$4.65	HK$4.50	Note[a]
	3 July 2024	–	2,000,000	–	–	–	2,000,000	HK$3.41	HK$3.34	Note[b]
Catherina Tsang Lai Chun[c]	25 May 2022	750,000	–	–	–	–	750,000	HK$4.65	HK$4.50	Note[a]
	3 July 2024	–	150,000	–	–	–	150,000	HK$3.41	HK$3.34	Note[b]
Employees (In aggregate)	25 May 2022	11,882,000[d]	–	–	–	–	11,882,000[d]	HK$4.65	HK$4.50	Note[a]
	3 July 2024	–	4,750,000	–	–	–	4,750,000	HK$3.41	HK$3.34	Note[b]
Total		**16,632,000**	**6,900,000**	–	–	–	**23,532,000**			

Notes:

(a) The validity period of the options granted on 25 May 2022 ("2022 Options") is 10 years, from 25 May 2022 to 24 May 2032 (both dates inclusive). The vesting periods of the 2022 Options are set out below:

(i) 25% of the 2022 Options shall be exercisable from 25 May 2023 to 24 May 2032 (both dates inclusive);

(ii) 25% of the 2022 Options shall be exercisable from 25 May 2024 to 24 May 2032 (both dates inclusive);

(iii) 25% of the 2022 Options shall be exercisable from 25 May 2025 to 24 May 2032 (both dates inclusive); and

(iv) 25% of the 2022 Options shall be exercisable from 25 May 2026 to 24 May 2032 (both dates inclusive).

(b) The validity period of the options granted on 3 July 2024 ("2024 Options") is 10 years, from 3 July 2024 to 2 July 2034 (both dates inclusive). The vesting periods of the 2024 Options are set out below:

(i) 25% of the 2024 Options shall be exercisable from 3 July 2025 to 2 July 2034 (both dates inclusive);

(ii) 25% of the 2024 Options shall be exercisable from 3 July 2026 to 2 July 2034 (both dates inclusive);

(iii) 25% of the 2024 Options shall be exercisable from 3 July 2027 to 2 July 2034 (both dates inclusive); and

(iv) 25% of the 2024 Options shall be exercisable from 3 July 2028 to 2 July 2034 (both dates inclusive).

(c) The 2022 Options and the 2024 Options granted to Mr. Thomas Hui To and Ms. Catherina Tsang Lai Chun had been approved by the Board of Directors (including all Independent Non-executive Directors).

(d) The number of options held by Ms. Catherina Tsang Lai Chun is indicated under the "Directors" category following her appointment as an Executive Director on 4 December 2024. Hence, there is a difference of 750,000 options granted on 25 May 2022 in comparison to the figure under the "Employees" category presented in this report and the 2024 Interim Report.

(e) There is no performance target which must be satisfied or achieved before an option can be exercised for the 2022 Options and 2024 Options.

The fair value of 2022 Options and 2024 Options at the grant date are HK$13.6 million and HK$8.6 million respectively, calculated using the binomial option pricing model. The significant assumptions used in the calculation of the values of the share options were as follows:

For the 2022 Options

Date of grant	:	25 May 2022
Contractual Option Life (years)	:	10
Exercise price (HK$)	:	4.65
Risk-free interest rate (%)	:	2.551
Expected dividend yield (%)	:	4.84
Expected volatility (%)	:	28.58

For the 2024 Options

Date of grant	:	3 July 2024
Contractual Option Life (years)	:	10
Exercise price (HK$)	:	3.41
Risk-free interest rate (%)	:	3.316
Expected dividend yield (%)	:	–
Expected volatility (%)	:	36.78

The risk-free rate is the rate of safety investment, which is based on the market yield rates of Hong Kong government bond as of the valuation date. The expected dividend yield is derived from the dividend payment history of the Company. The expected volatility is based on the historical share price movement of the Company prior to the valuation date for a period over the option life.

Save as disclosed above, no options were granted, exercised, cancelled or lapsed in accordance with the terms of the Option Scheme during 2024. Further details of the Option Scheme is set out in Note 31 to the consolidated financial statements.

Save as the information disclosed above in relation to the Option Scheme and the share option scheme of the Company's subsidiary, TVB e-Commerce Group Limited, adopted by the Company on 29 June 2017, at no time during 2024 or at the year-end date was the Company, its parent company or any of its subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS'/SUBSTANTIAL SHAREHOLDERS' INTERESTS IN CONTRACTS

The following transaction constituted connected transaction of the Company which is subject to the requirements under Chapter 14A of the Listing Rules:

Connected transaction with Shaw Brothers Limited ("SBL"), announced on 13 May 2024

On 13 May 2024, the Company entered into a subscription agreement with SBL pursuant to which SBL has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue 20,000,000 shares of the Company at the subscription price of HK$4.00 per subscription share in accordance with the terms and conditions as set out in the subscription agreement.

The gross proceeds from the issue of subscription shares is HK$80.0 million and the net proceeds (after deducting the related expenses) amounted to approximately HK$78.8 million will be used for general corporate purposes, including working capital for the Group's drama co-production projects with mainland Chinese streaming platform partners.

As at 13 May 2024, SBL held 96,817,527 shares of the Company, representing approximately 22.09% of the then total issued shares. Accordingly, SBL is a substantial shareholder and a connected person of the Company as defined in the Listing Rules. Therefore, the subscription agreement and the transactions contemplated thereunder constitute a connected transaction of the Company, which is subject to the reporting, announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The subscription agreement and the transactions contemplated thereunder have been approved by the independent shareholders at the Company's annual general meeting on 28 June 2024. Completion of the subscription took place on 27 September 2024. An aggregate of 20,000,000 new shares of the Company have been allotted and issued by the Company to SBL on the date of completion.

Save as the information disclosed above, no other transactions, arrangements or contracts that is significance in relation to the Group's business to which the Company or any of its subsidiaries was a party, and in which a Director of the Company or his/her connected entity had a material interest, whether directly or indirectly, subsisted at the year-end or at any time during 2024.

PERMITTED INDEMNITY

Subject to the applicable laws, the Directors of the Company shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, liabilities, losses, damages and expenses which they or any of them shall or may incur or sustain in the execution of their duties or in relation thereto pursuant to the Articles. The Company has also arranged directors' liability insurance, to insure against any losses and liabilities incurred by the Directors of the Company and its subsidiaries in their capacity as such. Such provisions in the Articles and the directors' liability insurance were in force during the financial year ended 31 December 2024 and remained in force as of the date of this report.

EQUITY-LINKED AGREEMENTS

Save for the Option Scheme as set out under the sub-heading "Share Option Scheme", the subscription agreement as detailed under the sub-heading "Convertible Bonds due 2028", the GF Subscription Agreement and the SBL Subscription Agreement as detailed under the sub-heading "Allotment of Shares" in this report, no equity-linked agreements were entered into by the Company during or subsisted at the end of the financial year.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year.

RELATED PARTY TRANSACTIONS

Details of the significant related party transactions undertaken in the normal course of business are provided under Note 40 to the consolidated financial statements. None constitutes a discloseable connected transaction as defined under the Listing Rules.

DIRECTORS' EMOLUMENTS

Details of the remuneration of Directors for the year are set out in Note 29 to the consolidated financial statements.

DISCLOSURES PURSUANT TO RULES 13.20 AND 13.22 OF THE LISTING RULES

SMI Holdings Group Limited

As at 31 December 2024, the Group had provided the following financial assistance to SMI Holdings Group Limited ("SMI"), a company previously listed on the Stock Exchange (stock code: 00198) and the listing of its shares was cancelled on 14 December 2020 and an independent third party of the Group, which in aggregate exceeded 8% under the assets ratio (as defined under Chapter 14 of the Listing Rules) and hence constituted an advance to an entity under Rule 13.13 of the Listing Rules:

- US$23,000,000 9.5% unsecured redeemable fixed coupon bonds issued by SMI ("Bonds")

  In April 2018, the Company subscribed for the Bonds which are unsecured and bear an interest rate of 9.5% per annum payable semi-annually. The Bonds would mature in 2020 (extendable to 2021 by mutual agreement). Unless early redeemed with the consent of the Company, the Bonds would be redeemed on the maturity date at the aggregate amount of (i) the principal amount of the outstanding Bonds and (ii) all accrued and unpaid interest on or prior to the maturity date.

- US$83,000,000 7.5% secured redeemable convertible bonds issued by SMI ("Convertible Bonds")

  In May 2018, the Company subscribed for the Convertible Bonds which are secured by a share charge in respect of the entire share capital of SMI International Cinemas Limited, a wholly-owned subsidiary of SMI, and bear an interest rate of 7.5% per annum payable semi-annually. The Convertible Bonds would mature in 2020 (extendable to 2021 by mutual agreement).

Unless otherwise redeemed, converted or cancelled, the Convertible Bonds would be redeemed on the maturity date at the aggregate amount of (i) the principal amount of the outstanding Convertible Bonds and (ii) the remainder of (a) an amount equal to an annual return of 11% per annum (calculated on the principal amount of the outstanding Convertible Bonds for the period from and including the issue date up to but excluding the maturity date) minus (b) all interest paid on or prior to the maturity date.

Without prejudice to the foregoing, SMI may at any time after expiry of 6 months from the issue date but not less than 14 business days prior to the maturity date, by giving not less than 10 days' or more than 30 days' notice to the bondholder(s), redeem all or part of the Convertible Bonds, at the redemption price in the aggregate amount of (i) the principal amount of the outstanding Convertible Bonds and (ii) the remainder of (a) an amount equal to an annual return of 11% per annum (calculated on the principal amount of the outstanding Convertible Bonds for the period from and including the issue date up to but excluding the redemption date) minus (b) all interest paid on or prior to the redemption date.

For details and the latest development of the above advances to SMI, please refer to the Company's announcement dated 2 May 2018 and Notes 12(b) and 13(b) to the consolidated financial statements. As at 31 December 2024, the outstanding principal of the above advances remained as US$106,000,000.

CONVERTIBLE BONDS DUE 2028

On 16 August 2023, the Company entered into a subscription agreement with Cardy Oval Limited, a company controlled by Mr. Goodwin Gaw (such company, "Investor"), pursuant to which the Company has conditionally agreed to issue and the Investor has conditionally agreed to subscribe for the convertible bonds ("Convertible Bonds due 2028") in an aggregate principal amount of HK$156 million at an initial conversion price of HK$4.45 per conversion share. Completion of the subscription agreement took place on 6 September 2023.

As at 31 December 2024, the net proceeds from the issuance of the Convertible Bonds due 2028, being approximately HK$155 million, had been fully utilized for general corporate purposes. No conversion of the Convertible Bonds due 2028 had been exercised by the holder of the Convertible Bonds due 2028, and no Convertible Bonds due 2028 were redeemed, repurchased or cancelled during the year. Based on the initial conversion price, a total of 35,056,164 ordinary shares will be allotted and issued upon exercise in full of the conversion right attached to the Convertible Bonds due 2028, which represent approximately 7.51% of the total number of shares in issue as at 31 December 2024 and approximately 6.98% of the total number of shares in issue as enlarged by the number of new shares issued upon full conversion of the outstanding Convertible Bonds due 2028. Set out below is the dilution effect on equity interest of the substantial shareholders:

	As at 31 December 2024		Immediately upon conversion of the Convertible Bonds due 2028 at the initial conversion price	
Major Shareholder	**Number of shares held**	**Approximate Percentage of issued shares**[(a)]	**Number of shares held**	**Approximate Percentage of issued shares**[(b)]
Shaw Brothers Limited[(c)]	116,817,527[(d)(f)]	25.02%	116,817,527	23.27%
Young Lion Acquisition Co. Limited	116,817,527[(d)(f)]	25.02%	116,817,527	23.27%
Young Lion Holdings Limited	116,817,527[(d)(f)]	25.02%	116,817,527	23.27%
Ever Port Limited	116,817,527[(d)(f)]	25.02%	116,817,527	23.27%
Brilliant Spark Holdings Limited	116,817,527[(e)]	25.02%	116,817,527	23.27%
CMC Group Corporation	116,817,527[(e)]	25.02%	116,817,527	23.27%
CMC M&E Holdings Limited	116,817,527[(e)]	25.02%	116,817,527	23.27%
CMC M&E Acquisition Co. Ltd.	116,817,527[(e)(f)]	25.02%	116,817,527	23.27%
Silchester International Investors LLP	51,278,800[(g)]	10.98%	51,278,800	10.21%
The Investor	–	–	35,056,164	6.98%

Notes:

(a) Based on 466,961,836 ordinary shares of the Company in issue.

(b) Based on 502,018,000 ordinary shares of the Company in issue, as enlarged by the number of new shares to be issued upon full conversion.

(c) SBL was the registered shareholder of 116,817,527 shares of the Company.

(d) SBL was a wholly-owned subsidiary of YLA, which was in turn a wholly-owned subsidiary of YLH. YLH was controlled by EPL, which was in turn wholly-owned by Mr. Kenneth Hsu Kin. Therefore YLA, YLH and EPL were deemed to be interested in the same 116,817,527 shares held by SBL.

(e) CMC M&E Acquisition was deemed to be interested in the same 116,817,527 shares held by SBL. Such interests were held through its interest in YLH. CMC M&E Acquisition was a wholly-owned subsidiary of CMC M&E Holdings Limited, which was in turn a wholly-owned subsidiary of CMC Group Corporation. CMC Group Corporation was wholly-owned by Brilliant Spark Holdings Limited, which was in turn wholly-owned and controlled by Mr. Li Ruigang.

(f) Mr. Hsu, EPL, CMC M&E Acquisition, YLH, YLA and SBL were the parties of an agreement (the "Agreement") to hold the interest in these 116,817,527 shares of the Company. The Agreement was an agreement to which Section 317 of the SFO applies.

(g) Silchester International Investors LLP was deemed to be interested in the shares held by certain commingled funds, in the capacity of investment manager.

On 31 December 2024, the Group recorded total net assets of approximately HK$2,196 million and cash reserve of approximately HK$700 million. Based on the financial positions of the Group, the Company was able to meet its redemption obligations under the Convertible Bonds due 2028.

Please refer to the Company's announcements dated 16 August 2023 and 8 September 2023 and notes 24 and 35 to the consolidated financial statements for further details of the Convertible Bonds due 2028.

ALLOTMENT OF SHARES

Allotment of Shares Under General Mandate

On 13 May 2024, the Company entered into a subscription agreement ("GF Subscription Agreement") with GF Global Capital Limited ("GF Global", a company incorporated in Hong Kong and indirectly wholly owned by GF Securities Co., Ltd.) pursuant to which GF Global has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, 8,743,836 shares of the Company at the subscription price of HK$3.36 per share in accordance with the terms and conditions as set out in the GF Subscription Agreement. Completion of the subscription took place on 28 May 2024. An aggregate of 8,743,836 new shares of the Company have been allotted and issued by the Company to GF Global on the date of completion.

The net proceeds (after deducting the related expenses) amounted to HK$28.50 million will be used for general corporate purposes, including working capital for the Group's drama co-production projects with mainland Chinese streaming platform partners, before 31 December 2024, subject to the timing and cash expense cycles of the different dramas involved, as previously disclosed in the Company's announcements.

The following sets forth a summary of the utilisation of the net proceeds during the year:

Purpose	Percentage to total amount	Net proceeds amount HK$ (million)	Utilised amount during the year HK$ (million)	Unutilised amount as at 31 December 2024 HK$ (million)
General corporate purposes	100%	28.5	28.5	–

The Company believes that it is prudent to raise additional shareholders' capital through the subscription, in order to ensure the Group's overall liquidity level remains healthy throughout, and that by introducing GF Global, a company ultimately owned by GF Securities Co., Ltd., as a significant new institutional shareholder from mainland China, it adds to the diversity of the Company's institutional shareholder base.

The net subscription price is approximately HK$3.26 per share. The subscription shares have a market value of approximately HK$32.6 million based on the closing price of HK$3.73 of the shares of the Company on 13 May 2024, being the date of the GF Subscription Agreement.

Further details of the subscription are set out in the Company's announcements dated 13 May 2024 and 28 May 2024.

Allotment of Shares Under Specific Mandate

On 13 May 2024, the Company entered into a subscription agreement ("SBL Subscription Agreement") with Shaw Brothers Limited ("SBL", a company incorporated in Hong Kong) pursuant to which SBL has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, 20,000,000 shares of the Company at the subscription price of HK$4.00 per share in accordance with the terms and conditions as set out in the SBL Subscription Agreement. As at the date of the relevant announcement, SBL is a substantial shareholder and a connected person of the Company as defined in the Listing Rules. Therefore, the SBL Subscription Agreement and the transactions contemplated thereunder constitute a connected transaction of the Company. Completion of the subscription took place on 27 September 2024. An aggregate of 20,000,000 new shares of the Company have been allotted and issued by the Company to SBL on the date of completion.

The net proceeds (after deducting the related expenses) amounted to approximately HK$78.8 million will be used for general corporate purposes, including working capital for the Group's drama co-production projects with mainland Chinese streaming platform partners, before 31 December 2024, subject to the timing and cash expense cycles of the different dramas involved, as previously disclosed in the Company's announcements and circular.

The following sets forth a summary of the utilisation of the net proceeds during the year:

Purpose	Percentage to total amount	Net proceeds amount HK$ (million)	Utilised amount during the year HK$ (million)	Unutilised amount as at 31 December 2024 HK$ (million)
General corporate purposes	100%	78.8	78.8	–

The Company believes that it is prudent to raise additional shareholders' capital through the subscription, in order to ensure the Group's overall liquidity level remains healthy throughout, and that SBL's willingness to add to its existing shareholdings is a positive indication of confidence in the Company's performance and long-term prospects.

The net subscription price is approximately HK$3.94 per share of the Company. The subscription shares have a market value of HK$74.6 million based on the closing price of HK$3.73 of the shares of the Company on 13 May 2024, being the date of the SBL Subscription Agreement.

Further details of the subscription are set out in the Company's announcements dated 13 May 2024 and 27 September 2024 as well as the Company's circular dated 24 May 2024.

BOARD COMMITTEES

The responsibilities of the Executive Committee, the Audit Committee, the Remuneration Committee, the Nomination Committee, the Investment Committee and the Regulatory Committee of the Board and their work done during the year are set out in the Corporate Governance Report on pages 102 to 111.

CORPORATE GOVERNANCE

The Corporate Governance Report for the year are set out on pages 92 to 115 of this Annual Report.

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

The Company had not redeemed, and neither had the Company nor any of its subsidiaries purchased or sold any of the Company's listed securities during the year.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, at least 25% of the Company's total number of issued shares is held by the public at all times. At 26 March 2025, there were 350 shareholders on the Company's register of members.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the percentages of the Group's purchases and sales attributable to its five largest suppliers and five largest customers were both less than 30%.

AUDITOR

The consolidated financial statements for the year ended 31 December 2024 have been audited by PricewaterhouseCoopers who will retire and, being eligible, offer itself for re-appointment at the 2025 AGM.

On behalf of the Board

Thomas Hui To
Executive Chairman

Hong Kong, 26 March 2025

CORPORATE GOVERNANCE REPORT

TVB's key corporate governance practices and activities during the year ended 31 December 2024 are set out in this Corporate Governance Report ("CG Report"), which has been prepared in accordance with the requirements of Appendix C1 of the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited ("Stock Exchange").

CORPORATE GOVERNANCE PRACTICES

Maintaining high standards of business ethics and corporate governance practices has always been one of the Company's core objectives. The Company believes that conducting business in an open and responsible manner serves its long-term interests and those of the stakeholders.

The Company was in compliance with the code provisions of the Corporate Governance Code under the Listing Rules ("CG Code") throughout 2024.

CULTURE AND VALUES

The Company's vision is to become a world-class media organisation with extensive digital and direct-to-customer capabilities, amplifying its long tradition to entertain, inform and enrich audiences. This vision guides the Group to pursue its mission to bring the best Chinese-language entertainment to our audiences in Hong Kong and around the world.

The Company is committed to developing a positive culture to achieve its vision and mission toward sustainable growth.

Strategic Planning

The Company has an ongoing strategic planning process to identify and assess opportunities and challenges that the Group may face and to develop a planned course of action for the Group to generate sustainable long-term value for the Company's shareholders ("Shareholders"). Details about the Company's strategic planning are provided in the "Chairman's Statement" of this Annual Report.

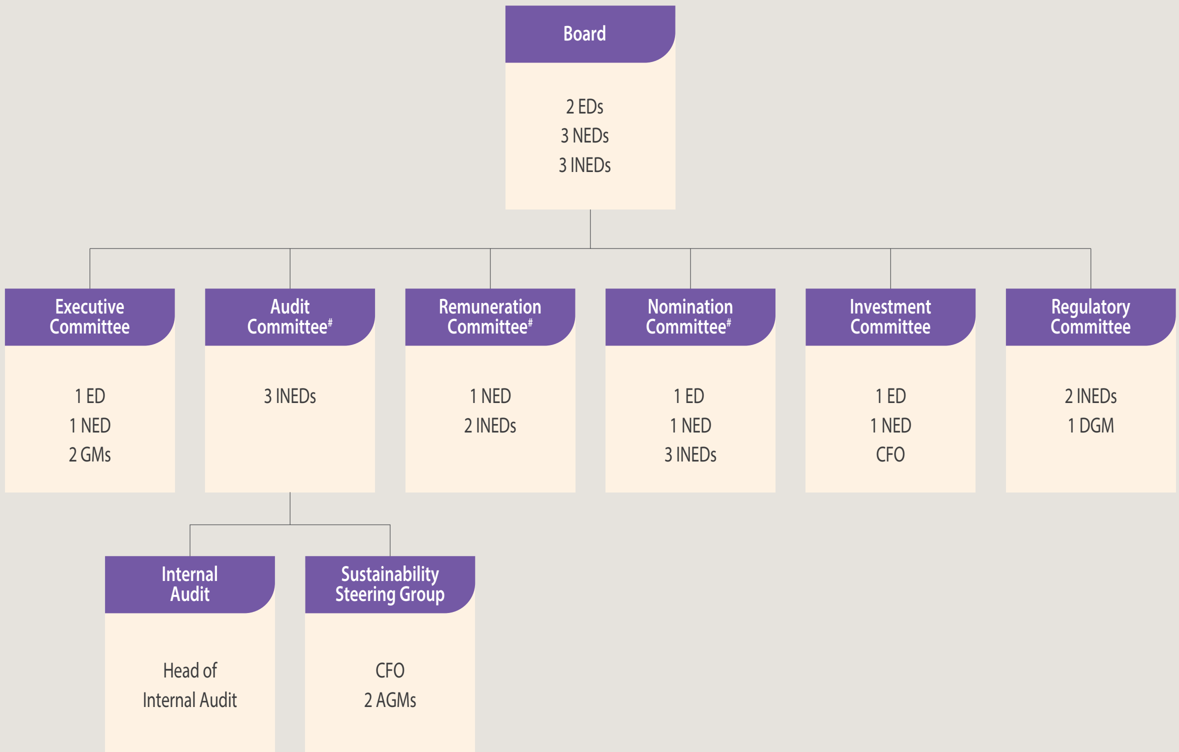
ENVIRONMENTAL, SOCIAL AND GOVERNANCE STRATEGY AND REPORT

The Board has overall responsibility for the Company's environmental, social and governance ("ESG") strategy and reporting. In line with the CG Code, the Board is responsible for evaluating and determining the Company's ESG-related risks, and ensuring that appropriate and effective ESG risk management and internal control systems are in place.

The 2024 ESG Report will be published on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (https://corporate.tvb.com) together with this Annual Report.

COMPOSITION OF THE BOARD AND ITS COMMITTEES

The corporate governance structure of the Company at the date of this CG Report is as follows:



#: mandatory committee under the Listing Rules

Director
ED : Executive Director
NED : Non-executive Director
INED : Independent Non-executive Director

Management
GM : General Manager
DGM : Deputy General Manager
AGM : Assistant General Manager
CFO : Chief Financial Officer

BOARD OF DIRECTORS

The Company is headed by an effective Board which is charged with the duty of promoting the success of the Company by directing and supervising its affairs in a responsible manner.

The Board is the highest governing body of the Company and is supported by six Board Committees, namely the Executive Committee, the Audit Committee, the Remuneration Committee, the Nomination Committee, the Investment Committee and the Regulatory Committee. All of the Board Committees report to the Board of Directors.

The Board is responsible for development and review of the Company's policies and practices on corporate governance, review and monitoring of training and continuous professional development of Directors and Senior Management; the Company's policies and practices on compliance with legal and regulatory requirements; the code of conduct and compliance manuals applicable to employees and Directors; and the Company's compliance with the CG Code and disclosure in the CG Report.

At the date of this CG Report, the composition of the Board comprises two Executive Directors and six Non-executive Directors (including three Independent Non-executive Directors ("INEDs")) which together give the Board a balance of skills and experience necessary for the fulfilment of the Company's business objectives. The high representation of INEDs on the Board helps provide independent views and judgement when they are called for.

A list of the Directors of the Company is set out on page 77 and the biographical information of Directors are set out on pages 68 to 71 of this Annual Report.

COMPOSITION OF THE BOARD AND MEMBERSHIPS OF ITS COMMITTEES

Board of Directors	Also serving	Executive Committee	Audit Committee	Remuneration Committee	Nomination Committee	Investment Committee	Regulatory Committee
Executive Directors							
Thomas Hui To (Executive Chairman)		C	–	–	M	M	–
Catherina Tsang Lai Chun		–	–	–	–	–	–
Non-executive Directors							
Li Ruigang		M	–	M	–	–	–
Anthony Lee Hsien Pin		–	–	–	M	C	–
Kenneth Hsu Kin		–	–	–	–	–	–
Independent Non-executive Directors							
William Lo Wing Yan		–	C	–	M	–	M
Allan Zeman		–	M	C	M	–	–
Felix Fong Wo		–	M	M	C	–	C
Senior Management							
Eric Tsang Chi Wai		M	–	–	–	–	–
Siu Sai Wo		M	–	–	–	–	–
Desmond Chan Shu Hung		–	–	–	–	–	M
Ian Lee Hock Lye		–	–	–	–	M	–

C: Chairman of the committee
M: Member of the committee

BOARD CHANGES

During the year and up to the date of this CG Report, the following changes to the composition of the Board and its Committees took place:

On 4 December 2024		
•	Board	Ms. Catherina Tsang Lai Chun was appointed as an Executive Director.
On 27 March 2024		
•	Audit Committee	Dr. Allan Zeman was appointed as a member of the committee, and Mr. Anthony Lee Hsien Pin ceased to be a member of the committee.
•	Nomination Committee	Mr. Thomas Hui To ceased to be the chairman of the committee but remains as a member, and Mr. Felix Fong Wo was appointed as the chairman of the committee.

Save as disclosed in this section, there were no other changes in the composition of the Board and its Committees during the year and up to the date of this CG report.

DIVERSITY

Board Diversity

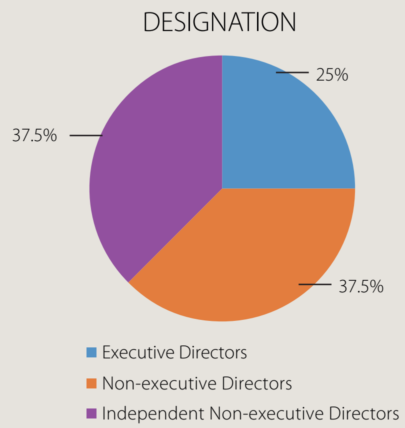
The Board has adopted a Board Diversity Policy, which follows the practice as laid down by the Stock Exchange. The Board Diversity Policy contains measurable objectives for implementation, and monitoring and reporting on achieving its objectives. The implementation and effectiveness of this policy is subject to annual review by the Board.

Pursuant to the Board Diversity Policy, the Board shall consider the benefits of diversity when it reviews the Board composition, in addition to examining whether it has a balance of skills, experience and independence.

Board diversity will be considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience and business experience. The diversity of the Board members was generally achieved throughout the year. Following the retirement of Ms. Belinda Wong Ching Ying in May 2023, Ms. Catherina Tsang Lai Chun was appointed as an Executive Director on 4 December 2024. As at the date of this report, the Board comprises one female Director. The Board considers that the gender diversity in respect of the Board has been achieved and will continue to maintain a diverse Board.

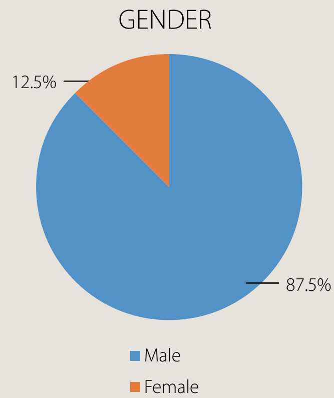
The Board has a total of 8 Directors

Executive Directors	Non-executive Directors	Independent Non-executive Directors
2	3	3



Gender

Male	Female
7	1

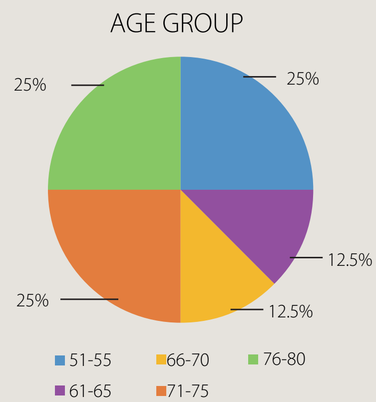


Age Group

The number of Directors falling within the following age groups are:

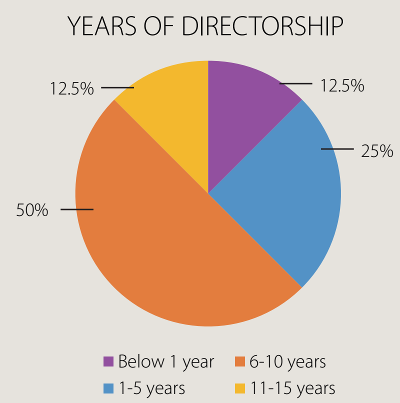
51–55	56–60	61–65	66–70	71–75	76–80
2	0	1	1	2	2

The average age of Directors is 67 years old.



Years of directorship with TVB

Below 1 year	1–5 years	6–10 years	11–15 years
1	2	4	1



The background of each member of the Board is as follows:

Director	Title	Background Professional/Expertise
Thomas Hui To	Executive Chairman	Media and Entertainment, Investment
Catherina Tsang Lai Chun	Executive Director	Media and Entertainment
Li Ruigang	Non-executive Director	Media and Entertainment
Anthony Lee Hsien Pin	Non-executive Director	Finance and Investment
Kenneth Hsu Kin	Non-executive Director	Engineering and Management
William Lo Wing Yan	Independent Non-executive Director	Technology, Media and Telecommunications, Finance
Allan Zeman	Independent Non-executive Director	Investment
Felix Fong Wo	Independent Non-executive Director	Legal and Regulatory

Directors have very diversified background, ranging from management; finance and investment; legal and regulatory; media and entertainment; technology to engineering, which fits well with the Company's business objectives.

In consideration of the above aspects, the Board concluded that the Board Diversity Policy was effectively implemented throughout the year.

Diversity across Workforce

The Group provides equal opportunities to all employees and does not discriminate on the grounds of gender, race, age, nationality, religion, sexual orientation, disability and any other aspects of diversity. As at 31 December 2024, the Group had a total of 3,304 full time staff and artistes. The ratio of women to men in the workforce (excluding Directors of the Company) was 1,464:1,840. Among the ten Senior Management, three are female and seven are male, thereby the ratio of women to men of Senior Management was 3:7. In reviewing on succession planning, the Group will also put appropriate consideration and emphasis on enhancing gender diversity across the workforce. For details of gender distribution, please refer to "Valuing Our People & Operating Responsibly" in 2024 ESG Report.

DIRECTORS' RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS

Each Director has a duty to act in good faith and in the best interests of the Company. The Directors are collectively and individually responsible to all Shareholders for the manner in which the affairs of the Company are managed, controlled and operated. The Directors acknowledge that they are responsible for the preparation of financial statements for each financial period.

To ensure that issues relating to conflict of interest are properly handled, Directors are requested to disclose information relating to any relationships which may give rise to areas of conflict of interest so that such matters can be dealt with in the proper manner by other independent directors. The Company Secretary keeps a register of disclosure of conflict for record purposes. Additionally, Directors are requested to provide a confirmation annually to the Company Secretary as to whether or not any such conflict of interest exists.

Board's Power

The Board is empowered to set the strategic direction of the Company and monitor the performance of the Group's business and management; and, inter alia, to ensure that a risk management framework is in place to enable the Company's risks be assessed and managed.

The Board exercises a number of reserved approval powers over matters which include:

- significant changes in accounting policies or capital structure;
- issuance of financial statements and public announcements;
- major acquisitions, disposals and capital projects;
- material borrowings and any issuing, or buying back, of equity securities;
- remuneration policy;
- annual group budget;
- dividend policy; and
- treasury policy.

Directors' Training

Each Director is kept abreast of his/her responsibilities as Director of the Company and of the conduct, business activities and development of the Company. Management provides monthly group management accounts, press releases and other information to Directors in a timely manner to keep them apprised of the Company's latest development, performance, position and prospects. In addition, Directors have independent access to members of Senior Management in respect of operational issues.

To keep Directors abreast of professional developments and to meet the requirements of the Listing Rules, the Company organises trainings from time-to-time on relevant professional topics and areas of interests.

Throughout 2024, the Company organised training session and offered learning resources to Directors as well as provided induction materials and training to a newly appointed Director. In addition, each Director was asked to provide to the Company a record of the training he/she received during the year from other sources for record and completeness purposes. A summary of the record of training received by the Directors during the year is as follows:

	Training on corporate governance, environmental, social and governance, continuing obligations of a Hong Kong listed company and its directors, and/or regulatory update
Executive Directors	
Thomas Hui To	✓
Catherina Tsang Lai Chun#	✓
Non-executive Directors	
Li Ruigang	✓
Anthony Lee Hsien Pin	✓
Kenneth Hsu Kin	✓
Independent Non-executive Directors	
William Lo Wing Yan	✓
Allan Zeman	✓
Felix Fong Wo	✓

Ms. Catherina Tsang was appointed as an Executive Director on 4 December 2024. She attended a training session on 3 December 2024, at which an external legal adviser provided legal advice on the requirements under the Listing Rules that are applicable to her as a director of a company listed on the Stock Exchange and the possible consequences of making a false declaration or giving false information to the Stock Exchange. She has confirmed that she understood her obligations as a director of a listed issuer.

Proceedings of the Board and Board Committee Meetings

The Board holds meetings on pre-scheduled dates and the draft timetable for meetings for the following year is circulated for comment at the end of each calendar year. Notices of Board meetings are despatched well in advance of each meeting. The agendas of Board meetings are approved by the Chairman, and all Directors are given the opportunities to propose agenda items for consideration at meetings. The Board is provided with adequate and timely information about the Company's business and developments before each meeting to enable active participation and discussions. Before each meeting, draft minutes of the previous meeting are circulated and commented on by Directors, before they are approved by the Chairman.

Pursuant to the Articles of Association of the Company ("Articles"), a resolution-in-writing signed by all the Directors shall be regarded as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. However, if a Director has a conflict of interest in any matter to be considered by the Board which is determined to be material, such a matter will be dealt with by a physical meeting, rather than in a resolution-in-writing.

Proceedings of Board Committee meetings are governed by provisions in the Articles for regulating the proceedings of meetings of Directors.

ATTENDANCE RECORDS OF DIRECTORS

The attendance [1] of Directors at the Board and its Committees meetings and 2024 AGM held in the year is set out below:

	Number of meetings attended/eligible to attend							
Directors	Board	Executive Committee	Audit Committee	Remuneration Committee	Nomination Committee	Investment Committee	Regulatory Committee	2024 AGM
Thomas Hui To	6/6	10/10	–	–	2/2	1/1	–	1/1
Catherina Tsang Lai Chun[2]	N/A	–	–	–	–	–	–	N/A
Li Ruigang	6/6	7/10	–	2/2	–	–	–	1/1
Anthony Lee Hsien Pin[3]	6/6	–	2/2	–	2/2	1/1	–	1/1
Kenneth Hsu Kin	6/6	–	–	–	–	–	–	1/1
William Lo Wing Yan	6/6	–	4/4	–	2/2	–	1/1	1/1
Allan Zeman[4]	6/6	–	2/2	2/2	2/2	–	–	1/1
Felix Fong Wo	6/6	–	4/4	2/2	2/2	–	1/1	1/1

Notes:

1. Directors may attend meetings in person, by phone or through other means of electronic communication in accordance with the Articles.
2. Ms. Catherina Tsang Lai Chun was appointed as an Executive Director on 4 December 2024.
3. Mr. Anthony Lee Hsien Pin ceased to be a member of the Audit Committee on 27 March 2024.
4. Dr. Allan Zeman was appointed as a member of the Audit Committee on 27 March 2024.

BOARD MEETINGS AND RESOLUTIONS

During 2024, the Board dealt with the following matters through meetings and resolutions-in-writing:

Financial and Operational Performance

- approved the annual results for the year ended 31 December 2023;
- received from Management financial and business performance of the Group periodically;
- approved the interim results for the six months ended 30 June 2024;
- discussed and approved the budget of the Group for the year ending 31 December 2025;
- approved the grant of share options; and
- discussed and approved potential fund raising plan.

Governance

- approved the changes in composition of the Board and Board Committees;
- approved the re-designation of Chief Financial Officer and the change of Company Secretary and Authorised Representative
- approved the adoption of the amended TVB Corporate Governance Code and the terms of reference of the Audit Committee and Remuneration Committee;
- approved the agreement which constituted connected transaction of the Company; and
- reviewed the Shareholders' Communication Policy, Board Diversity Policy and Mechanisms for Ensuring Independent Views.

In August 2024, the Executive Chairman of the Board, as required under the CG Code, held a meeting with the INEDs without the presence of other Directors to discuss issues relevant to the Board. No matters of significance arose from this meeting between the Chairman and the INEDs.

DELEGATION TO MANAGEMENT

The Board has formalised the functions delegated to Senior Management and reviews such arrangements on a periodic basis. Senior Management is charged with the following responsibilities:

- implementing and reporting to the Board on the Company's strategies;
- overseeing the realisation by the Company of the objectives set by the Board;
- providing all such information to the Board as is necessary to enable the Board to monitor the performance of Senior Management; and
- discharging duties and authorities as may be delegated by the Board.

OTHER MATTERS

All Directors have confirmed following enquiries that they had spent sufficient time on the affairs of the Company during the year ended 31 December 2024.

Based on the records of meetings, the Executive Chairman is of the view that the Board is working effectively, and is performing its duties efficiently.

The Company has, at its own cost and expense, taken out and maintained appropriate directors' liability insurance to insure against losses and liabilities, if any, incurred by the Directors of the Company in their capacity as such.

BOARD INDEPENDENCE

The Company has adopted stringent procedures for the appointment of INEDs and the continuous requirements to monitor their independence.

Before and On Appointment

- Nomination Committee will follow the Nomination of Directors Policy (including the nomination procedures and criteria for selection and recommendation of candidates for directorship) and the Board Diversity Policy, and perform an assessment of the independence of such candidates.

- The candidate for INED is required to confirm to the Company his/her independence, having regard to the criteria under Rule 3.13 of the Listing Rules upon appointment.

Ongoing Assessment

- Each of the INEDs is required to inform the Stock Exchange and the Company, as soon as practicable, if there is any change in his/her own personal particulars that may affect his/her independence.
- The INEDs are required to confirm with the Company whether he/she has any financial, business, family or other material/relevant relationship with each other on an annual basis.
- All Directors (including the INEDs) have a continuous duty to update the Company with changes to their other appointments with the objective to ensure that they continue to be independent.

Annual Assessment

- Each of the INEDs is required to confirm with the Company his/her independence having regard to the criteria under Rule 3.13 of the Listing Rules.
- Nomination Committee will assess and review the independence of the INEDs annually.

As at the date of this Annual Report, there is a total of three INEDs on the Board, namely, Dr. William Lo Wing Yan, Dr. Allan Zeman and Mr. Felix Fong Wo. This number fulfills the requirement of a minimum of three INEDs as prescribed under Rule 3.10(1) of the Listing Rules and represents over one-third in number of the total composition of the Board of Directors as prescribed under Rule 3.10A of the Listing Rules. Dr. William Lo Wing Yan possesses strong financial background through his services over many years as chief financial officer, directors and members of audit committee of listed companies.

Each of the INEDs has given the Company a confirmation of his independence. The Nomination Committee had reviewed the independence of each of the INEDs by reference to the guidelines set out in Rule 3.13 of the Listing Rules, and considered that all INEDs are independent.

Mechanism for Ensuring Independent Views

In order to ensure that independent views and input of the INEDs are made available to the Board, the Nomination Committee and the Board are committed to assessing the Directors' independence annually with regard to all relevant factors related to the INEDs, including the following:

- composition of the Board and Board Committees;
- remuneration of INEDs;
- commitment to their independent roles and to the Board;
- declaration of conflict of interest in their roles as INEDs; and
- the Chairman of the Board meets with the INEDs annually without the presence of the other Directors.

During the year, the Board reviewed the implementation and effectiveness of the mechanism, and considered the mechanism effective.

RELATIONSHIPS BETWEEN DIRECTORS

The Directors have no relationships (including financial, business, family or other material/relevant relationships) among themselves, save for the fact that Mr. Li Ruigang and Mr. Kenneth Hsu Kin (both Non-executive Directors) are indirect shareholders of Shaw Brothers Limited which directly holds 25.02% of the shareholding interest of the Company.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix C3 of the Listing Rules, as amended from time-to-time, as the code for Directors and members of Senior Management in their dealings in the securities of the Company.

All Directors and members of Senior Management are subject to specific enquiries by the Company as part of their bi-annual confirmations of compliance and have confirmed that they had complied with the Model Code during 2024.

DIRECTORS' TERM OF OFFICE, ELECTION AND RE-ELECTION

All Non-executive Directors and Independent Non-executive Directors are appointed for a term of three years. Pursuant to the Articles, all Directors shall be subject to retirement and re-election. Any Director (including Non-executive Directors) appointed by the Board either to fill a casual vacancy or as an additional Director shall hold office only until the next following general meeting of the Company, and shall then be eligible for election at such meeting. Thereafter, they shall be subject to retirement and re-election at every third annual general meeting of the Company in accordance with the Articles. None of the Directors of the Company has a service contract with the Company which is not determinable within one year, without payment of compensation, other than statutory compensation.

The Company had issued a letter of appointment to document the key terms of appointment of each Director. A set of "TVB Directors' Manual" containing the Articles, the TVB CG Code, the Model Code and notification procedures, terms of reference of the respective Board Committees, certain internal policies and rules and guidelines issued by the regulatory and professional bodies in respect of their duties is provided to all Directors upon joining the Board. In addition, the Company offers formal induction training to Directors upon their appointment.

Details of Ms. Catherina Tsang Lai Chun, who will hold office until the 2025 AGM and will offer herself for election at the meeting, are set out in a circular which will be sent to Shareholders together with the notice of the 2025 AGM.

SEGREGATION OF DUTIES BETWEEN THE CHAIRMAN AND THE GROUP CHIEF EXECUTIVE OFFICER

The roles of the Chairman and the Group Chief Executive Officer of the Company are segregated and clearly defined, as set out in the TVB CG Code.

Group Chief Executive Officer is responsible for implementing and reporting to the Board on the implementation of the Company's strategies; overseeing the realization by the Company of the objectives set by the Board; and providing the necessary information for the Board to monitor the performance of Management. The role of the Group Chief Executive Officer is being performed by the Management Committee of the Company.

BOARD COMMITTEES

As at the date of this report, the Board is supported by six Board Committees, namely:

- Executive Committee;
- Audit Committee;
- Remuneration Committee;
- Nomination Committee;
- Investment Committee; and
- Regulatory Committee.

Each of them has defined terms of reference covering its authority, duties and functions. The terms of reference of these six Committees are available on the Stock Exchange's website and the Company's website. During the year, the terms of reference of the Audit Committee and the Remuneration Committee were updated to the Stock Exchange's website and the Company's website.

The Company fully supports the Board Committees to perform their respective duties. The Board Committees, through their respective chairmen, report to the Board on their work, decisions and recommendations.

The attendance records of Directors at all Committee meetings in 2024 are set out in the table in this CG Report on page 99.

EXECUTIVE COMMITTEE

The Executive Committee has been delegated by the Board with the powers of oversight of the management of the business and affairs of the Company. The terms of reference including the major roles and functions of the Executive Committee are provided in the Company's website.

Composition and Work Done

The Executive Committee comprises four members.

Composition	Committee Members
Directors and Senior Management	Thomas Hui To, ED (chairman) Li Ruigang, NED Eric Tsang Chi Wai, General Manager (Content Operations) Siu Sai Wo, General Manager (Business Operations)

During 2024, the Executive Committee held ten meetings and passed eight resolutions-in-writing which dealt with, inter alia, the following matters:

- reviewed the Group's management accounts and budgetary information, as well as the interim and annual financial reporting packages;
- reviewed the Group's cash position;
- reviewed the investment portfolio;
- made recommendations to the Board for dividends, if any; and
- considered and approved other Group's routine corporate and operational matters, such as enforcement actions and general banking matters.

AUDIT COMMITTEE

The Audit Committee assists the Board in fulfilling its responsibilities over independent review and supervision of financial reporting and an assessment of the effectiveness of the financial controls of the Company and its subsidiaries; review of the objectivity and the effectiveness of the external audit process in accordance with applicable standards; review of the appointment of external auditor ensuring its independence; evaluate and determine the nature and extent of the risks the Company is willing to take in achieving its strategic objectives; and ensure that the Company establishes and maintains sound, appropriate and effective risk management and internal controls systems.

Composition and Work Done

The Audit Committee has three members, all of whom are INEDs of the Company. Dr. William Lo Wing Yan possesses strong financial background through his services over many years as chief financial officer, director and member of audit committee of listed companies. Therefore, the Company complies with the requirement under Rule 3.21 of the Listing Rules. Membership of the Audit Committee is set out below.

Composition	Committee Members
All INEDs	William Lo Wing Yan, INED (chairman) Allan Zeman, INED Felix Fong Wo, INED

Notes:

1. Dr. Allan Zeman was appointed as a member with effect from 27 March 2024.
2. Mr. Anthony Lee Hsien Pin ceased to be a member on 27 March 2024.

During 2024, the Audit Committee held four meetings which dealt with, inter alia, the following matters:

- reviewed accounting principles and practices adopted by the Group;
- reviewed developments in the accounting standards and assessed their potential impacts on the financial statements of the Company;
- reviewed draft interim financial information and annual consolidated financial statements and results announcements;
- reviewed draft interim and annual reports;
- considered the proposed scope and approach of the annual audit;
- reviewed and discussed audit findings and significant issues;
- made recommendation to the Board regarding re-appointment and remuneration of the external auditor;
- approved the amendment to the Non-Assurance Services Concurrent Policy;

- reviewed the continuing connected transactions entered into by the Company;
- received a report on review of risk management and internal control systems;
- reviewed the effectiveness of the risk management and internal control systems of the Group;
- reviewed adequacy of resources;
- considered report on legal and regulatory compliance;
- discussed data protection and cyber security measures across the Group and adequacy of the current procedures; and
- reviewed the bi-annual reports from the Sustainability Steering Group of the Company on the progress on ESG matters.

The reporting responsibilities of PricewaterhouseCoopers, the external auditor of the Company, are set out in the Independent Auditor's Report on pages 119 to 122 of this Annual Report.

Principal Risks

The Group is facing a number of principal risks and uncertainties that, if not property managed, could create an exposure for the Group. Through discussions with Management, the following major risks have been identified and discussed at a Audit Committee meeting.

The Audit Committee has reviewed the principal risks along with Management and regards the following risks as the top risks affecting its operations.

Risk Category	Description	Control Measures Undertaken
1. Business/Market	Lack of creative contents for TVB programmes resulting in the loss of young viewers	• Appointed a new senior executive in 2021 to take charge of content creation • Kept enriching the programme variety by collaborating with external parties in the entertainment industry • Put in more efforts to produce new genres of non-drama programmes with satisfactory results • Creation of TVB Plus to provide a diverse range of new and interactive content for young viewers • Nurture young talents with a positive image
2. Operations	The cost cutting measures in previous years have delayed the upgrade of the Group's production facilities and other equipment, thereby jeopardizing the competitiveness of the Group especially when compared to its counterparts in Mainland China	• Resumed acquisition of new equipment
3. Business (Brand Risk)	The perception that the "TVB" brand is being old and caters for the elderly audience only	• A proactive brand management approach was adopted to enhance TVB brand image via digital platforms • A new monitoring and alert system allowed prompt takedown of negative viral topics • Focusing on producing more quality programmes targeting audiences of different age groups, thereby improving the Company's brand image

Risk Category	Description	Control Measures Undertaken
4. Political	Threats and attacks by radical protestors against the Company during the 2019 social unrest. Certain business partners and artistes of the Group are still facing harassment and threats from cyberbullying	• Urged the government to take stringent actions against cyberbullying • Reported to police • Cyberbullying against the Group and its business partners had abated in 2023 and 2024
5. Business/Market	Decline in viewership of traditional television as a result of viewers changing their viewing preference to new media platforms which offer a large amount of on-demand content	• Launched myTV SUPER OTT service in 2016 and rolled out myTV Gold subscription service in 2019. Planned to expand myTV SUPER viewership by offering more contents at the free and lower service tiers for our subscribers • Creation of TVB Plus as a platform to produce more interactive contents to our traditional viewers and also as a "funnel" to drive growth of our own digital platforms • Working with social media platforms in Mainland China to generate cross-border sales and revenues
6. Business/Market	Infringing websites, apps and piracy devices have been widely available in and outside of Hong Kong which eroded the revenues of the Group	• An in-house anti-piracy taskforce had tackled different forms of piracy • Working closely with the law enforcers to combat online piracy, including taking site-blocking actions in territories which have such legal recourse • Launched TVB Anywhere with competitive offerings in oversea markets • A new software was in place to detect and take down infringing websites more promptly
7. Operations (Human Resources)	Inability to recruit and retain qualified staff and lack of succession planning	• Making on-going efforts to tackle the issue on succession planning • A Succession Plan Committee was set up in 2022 to address the issue

Whistleblowing Policy

The whistleblowing policy and procedures have been established by the Board since 2012 to allow employees of the Company to raise concerns, in confidence, with the Audit Committee about possible improprieties in financial reporting, internal control or other matters. These procedures are also available to external parties who deal with the Company to raise concerns, in confidence, with the Audit Committee about possible improprieties in any matter related to the Company. During 2024, no matters were raised by employees or external parties to the Audit Committee under the whistleblowing procedures.

Anti-Corruption Policy

The Group is committed to upholding the high standards of integrity and honesty in all its business dealings and has zero tolerance for corruption and related malpractice. The Anti-Corruption Policy, adopted by the Board on 25 May 2022, provides information and guidance on how to deal with bribery and corruption and related issues that may arise in the course of business. This Policy forms an integral part of the Group's corporate governance framework and should be read in conjunction with the Whistleblowing Policy and Code of Ethics of the Company.

Auditors' Remuneration

Management performs a review of the remuneration to the Group's auditors on an annual basis. The fees for audit and non-audit services have been reviewed and approved by the Audit Committee and endorsed by the Board. The fees for audit and non-audit services charged to the consolidated income statement of the Group are set out as follows:

Fees for Audit Services

	2024 HK$'000	2023 HK$'000
Company	**3,773**	3,238
Subsidiaries	**3,210**	3,068
Total	**6,983**	6,306
Fees payable to PricewaterhouseCoopers, the principal auditor	**5,807**	5,368

Fees for Non-audit Services

	2024 HK$'000	2023 HK$'000
Company	**191**	640
Subsidiaries	**1,180**	2,176
Total	**1,371**	2,816
Fees payable to PricewaterhouseCoopers, the principal auditor (Note 1)	**945**	2,034

Note 1: Non-audit services rendered by PricewaterhouseCoopers (PwC) to the Group in 2024 included principally professional fees in relation to tax compliance and advisory services. These servicing teams from PwC are separate from the team responsible for the Group's audit.

The Audit Committee had reviewed the non-audit services rendered by PricewaterhouseCoopers, the principal auditor, during 2024 and considered that such non-audit services rendered to the Group did not impair its independence and objectivity.

REMUNERATION COMMITTEE

The Remuneration Committee is responsible for formulating remuneration policy for Senior Management, making recommendations on annual remuneration review and determining remuneration of Executive Director and members of Senior Management. The terms of reference including the major roles and functions of the Remuneration Committee are provided in the Company's website.

Composition and Work Done

The Remuneration Committee comprises three members, the majority of whom are INEDs of the Company. Membership of the Remuneration Committee is set out below.

Composition	Committee Members
INEDs as the majority	Allan Zeman, INED (Chairman) Li Ruigang, NED Felix Fong Wo, INED

During 2024, the Remuneration Committee held two meetings and passed one resolutions-in-writing which dealt with, inter alia, the following matters:

- considered the succession planning for senior executives;
- considered and made recommendation to the Board on the grant of share options;
- reviewed and approved the remuneration package of a newly appointed Executive Director; and
- considered and made recommendation to the Board on the changes to the terms of reference of the committee.

In determining the grant of the 2024 Options to the grantees (including a Director, members of our senior management and certain employees), the Remuneration Committee took into account factors such as the Group's performance, the grantee's performance and past contributions to the Group with a view to better aligning incentives with long-term value creation.

The 2024 Options have a vesting period of four years in equal proportions and the main purposes of the grant are to recognise the performance and contributions made by the grantees before the grant and to encourage the grantees to work towards enhancing the value of the Company and for the benefit of the Company and its shareholders as a whole. The grantees have joined the Group for periods of different durations, and they are all considered to have shown satisfactory work performance. Any option (to the extent not already exercised) shall lapse and determine without compensation on the date the grantee ceasing to be an eligible participant under the Option Scheme. Having considered the aforesaid factors, the Remuneration Committee was of the view that performance targets were not necessary for the grant of the 2024 Options, and such grant of the 2024 Options was in line with the purpose of the Option Scheme in providing a flexible means of giving incentive to and rewarding participants of the Option Scheme. The Remuneration Committee was also of the view that the grant of the 2024 Options aligned the interests of the grantees with those of the Company and its shareholders.

The Remuneration Policies

The key elements of the Group's remuneration policies are:

- remuneration should be set at a level which is commensurate with pay levels in the market;
- remuneration should be able to attract and retain individuals with appropriate background, skills, knowledge and experience, relevant to the industry and the business; and
- no individual should determine his/her own remuneration.

Remuneration of Directors

The Chairman of the Board is remunerated by a fixed Chairman's fee. Any other Director is remunerated by way of a fixed Director's fee and the relevant Board Committee fees, if he/she also serves on those committees. The Chairman's fee, Director's fee and

Board Committee fees are made with reference to the market. With effect from 1 December 2021, only the Non-executive Directors are entitled to Chairman's fee, Vice Chairman's fee, Director's fee and the relevant Board Committee's fee except that Mr. Thomas Hui To would continue to receive the aforesaid fees after he was re-designated as Executive Chairman on 10 March 2023. The exception is justified by Mr. Hui's voluntary waiver of his entitlement to executive salaries.

Any increases in Chairman's fee and/or Director's fee shall be recommended by the Remuneration Committee, proposed by the Board and approved by Shareholders at general meetings. Any increases in fees to the chairman or members of the Board Committees shall be approved by the Board.

The annual fee paid/payable to the Directors for serving on the Board and the additional annual fees paid to Directors for serving on the Board Committees for the year ended 31 December 2024 and the year ending 31 December 2025 are set out below. At the meeting of the Remuneration Committee, the Committee resolved that there would be no increase in fees of the Chairman, the Directors and the Board Committees for the year ending 31 December 2025, having taken into account of the financial performance of the Company. Therefore, the Director's fees and the Board Committee fees have been frozen for eight consecutive years i.e. from 2018 to 2025, both years inclusive.

Individual Director serving	2025 Annual fees HK$	2024 Annual fees HK$
Board of Directors		
Chairman	300,000	300,000
Vice Chairman (Note)	280,000	280,000
Directors	260,000	260,000
Executive Committee		
Chairman	195,000	195,000
Members	150,000	150,000
Audit Committee		
Chairman	190,000	190,000
Members	130,000	130,000
Remuneration Committee		
Chairman	70,000	70,000
Members	55,000	55,000
Nomination Committee		
Chairman	70,000	70,000
Members	55,000	55,000
Investment Committee		
Chairman	70,000	70,000
Members	55,000	55,000
Regulatory Committee		
Chairman	70,000	70,000
Members	55,000	55,000

Note: The position of Vice Chairman has been vacant.

Remuneration of Senior Management

Members of Senior Management are remunerated by way of salaries and other incentives, such as discretionary bonuses and share options. The Remuneration Committee considers their performance and contribution to the Company as well as the market environment when assessing the annual bonus amounts for the members of Senior Management. In view of the financial performance of the Company, the Remuneration Committee has determined that no discretionary bonuses be paid to the members of Senior Management for the year ended 31 December 2024. Details of the remuneration paid to the Senior Management (excluding the Directors) by band for the year ended 31 December 2024 are set out in note 30 to the consolidated financial statements.

NOMINATION COMMITTEE

The Nomination Committee is responsible for making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, and for determining the policy for nomination of Directors, the nomination procedures and the process and criteria adopted by the Nomination Committee to select and recommend candidates for directorship. The terms of reference including the major roles and the functions of the Nomination Committee are provided in the Company's website.

Composition and Work Done

The Nomination Committee comprises five members, the majority of whom are INEDs of the Company. Membership of the Nomination Committee is set out below.

Composition	Committee Members
INEDs as the majority	Felix Fong Wo, INED (chairman) Thomas Hui To, ED Anthony Lee Hsien Pin, NED William Lo Wing Yan, INED Allan Zeman, INED

Notes:

1. Mr. Felix Fong Wo was appointed as the chairman with effect from 27 March 2024.
2. Mr. Thomas Hui To ceased to be the chairman on 27 March 2024, but remains as a member.

During 2024, the Nomination Committee held two meetings which dealt with, inter alia, the following matters:

- reviewed the Board's composition;
- reviewed the independence of the INEDs;
- reviewed and made recommendations to the Board on the re-election of Directors at the 2024 AGM; and
- considered and made recommendation to the Board on the appointment of an Executive Director.

Nomination of Directors

For considering the appointment of directors, the Nomination Committee identifies individuals suitably qualified to become Board members and takes into account the Nomination of Directors Policy, including the nomination procedures and criteria for selection and the Board Diversity Policy, and makes recommendations to the Board on the selection of individuals nominated for directorship.

The Nomination Committee makes reference to criteria set out in the Nomination of Directors Policy, including, inter alia, reputation for integrity, accomplishment and experience in the industry, time commitment, relevant interest, diversity in all its aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service and independence (for Independent Non-executive Director only) in assessing the suitability of a proposed candidate.

Review of the Board Composition

Pursuant to the terms of reference of the Nomination Committee, the Nomination Committee shall give adequate consideration to the following principles in carrying out its responsibilities in reviewing the Board composition:

- The Board should have a balance of skills, and experience and diversity of perspectives appropriate to the requirements of the Company's business. It should ensure that changes to its composition can be managed without undue disruption. It should include a balanced composition of Executive and Non-executive Directors (including INEDs) so that there is a strong independent element on the Board, which can effectively exercise independent judgement. Non-executive Directors should be of sufficient calibre and number in order for their views to carry weight.

- There should be a formal, considered and transparent procedure for the appointment of new Directors. There should be plans in place for orderly succession for appointments. All Directors should be subject to re-election at regular intervals. The Company must explain the reasons for the resignation or removal of any Director.

The Nomination Committee has considered the said principles when reviewing the Board composition. It has also considered the diversity of the Board and considered that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business.

INVESTMENT COMMITTEE

The Investment Committee reviews the Company's portfolio of marketable securities and monitors its performance on a regular basis. The terms of reference including the major roles and functions of the Investment Committee are provided in the Company's website.

Composition and Work Done

The Investment Committee comprises three members.

Composition	Committee Members
Directors and Senior Management	Anthony Lee Hsien Pin, NED (chairman) Thomas Hui To, ED Ian Lee Hock Lye, Chief Financial Officer

During 2024, the Investment Committee held one meeting which dealt with, inter alia, the following matters:

- reviewed the bond portfolio of the Company; and

- reviewed the report from investment manager for the Company's investment portfolio and reported to the Board.

The Investment Committee had appointed UBS AG as its investment adviser to assist in its review of the Company's investment portfolio.

REGULATORY COMMITTEE

The Regulatory Committee assists the Board on regulatory and related matters in relation to the business of the Group. The terms of reference including the major roles and functions of the Regulatory Committee are provided in the Company's website.

Composition and Work Done

The Regulatory Committee comprises three members.

Composition	Committee Members
Non-executive Directors and Senior Management	Felix Fong Wo, INED (chairman) William Lo Wing Yan, INED Desmond Chan Shu Hung, Deputy General Manager (Legal and International Operations)

During 2024, the Regulatory Committee held one meeting which dealt with, inter alia, the following matters:

- reviewed the relaxations/changes of certain advertising standards for free TV and discussed the potential business opportunities following the revision of the Generic Codes of Practice on Television Advertising Standards which came into effect on 15 December 2023.

COMPANY SECRETARY

Ms. Lee Lai Yi is currently the Company Secretary of the Company. She joined the Company in July 2023 as Assistant Company Secretary and has extensive experience in company secretarial and corporate compliance practices. Ms. Lee is an associate of The Chartered Governance Institute and The Hong Kong Chartered Governance Institute and has been awarded with the dual designations of Chartered Secretary and Chartered Governance Professional.

All Directors have access to advice and services of the Company Secretary. The Company Secretary reports to the Chairman on board governance matters, and is tasked to ensure that Board procedures are followed, and that the Board is kept informed of developments of the Group.

Ms. Lee has confirmed that she had taken no less than 15 hours of relevant professional training for the year ended 31 December 2024.

RISK MANAGEMENT AND INTERNAL CONTROLS

RESPONSIBILITY

The Board acknowledges that it has overall responsibility in establishing an appropriate risk management and internal control systems on an ongoing basis, and reviewing their effectiveness from time to time to enhance the Group's ability in achieving its strategic objectives, safeguarding assets, complying with applicable laws and regulations and contributing to the effectiveness and efficiency of its operations. The Group's risk management and internal control systems are designed to provide reasonable, rather than absolute, assurance against material misstatement or loss and manage rather than eliminate the risks of failure in operational systems and fulfillment of its business objectives.

RISK MANAGEMENT

The Audit Committee oversees and manages all identified major business and operational risks on an ongoing basis (including ESG-related risks). During 2024, the Audit Committee have discussed strategic and major operational risks faced by the Group and the related mitigation action plans. The major roles and functions of the Audit Committee are set out in "Audit Committee" section on pages 103 to 106 of this CG Report.

RISK MANAGEMENT PROCESS AND APPROACH

The risk management process of the Group involves risk identification, analysis, evaluation, estimation, mitigation, reporting and monitoring. The methodology adopted in risk identification and assessment process involves top-down and bottom-up approaches. The top-down approach involves identification of major strategic risks that will prevent the Group from achieving its strategic objectives. To identify major risks, a risk universe containing different types of strategic, operational, compliance and financial risks is created. Through a risk filtering process and risk assessment interviews with Senior Management and key business heads, major risks are identified for reporting and monitoring. At functional level, a bottom-up approach with involvement of all key business units is adopted to identify operational risks in daily operations.

ANNUAL REVIEW OF RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

In respect of the year ended 31 December 2024, the Board, through the Audit Committee, had conducted a review of the effectiveness of the Group's risk management and internal control systems, covering all material financial, operational and compliance controls, and assessed the adequacy of resources, qualification and experience of staff of the Group's accounting, financial reporting and internal audit function, and their training programmes and budget ("Review").

This Review was performed by way of risk assessment interviews with Senior Management to evaluate major strategic risks faced by the Group and the related mitigation actions. In addition, detailed risk and control self-assessment were conducted by the heads of all key business units to assess whether the design and functioning of these control systems at operational level are sufficient to mitigate the operational risks identified.

Based on the outcome of the Review, the Board is satisfied that the Group has established and maintains appropriate and effective risk management and internal control systems.

INTERNAL AUDIT AND MONITORING CONTROLS

The Group advocates the principle of maintaining good corporate governance and the importance of creating the right tone in the organisation, influencing control consciousness of its employees, with emphasis on factors such as integrity, ethical values, competence, responsibility and authority.

To assist the Board in its monitoring control function, an internal audit department ("Internal Audit") was set up in 2008 to provide an independent appraisal and assurance of its internal governance process, effectiveness of the risk management framework, methodology, together with the control activities in the Group's business operations. To preserve the independence of the internal audit function, the Head of Internal Audit reports directly to the Audit Committee on audit matters. Other key principles, including the principles of accountability and objectivity, under which Internal Audit is refrained from involving in daily operations being audited, have been firmly established in the Group's Internal Audit Charter.

Internal Audit performed its independent reviews of different financial, business and functional operations and activities using a risk-based approach to focus on areas of major risks as identified by a comprehensive risk analysis. Division or department heads and the Management concerned will be notified of all control deficiencies for rectification within a set time frame.

OTHER KEY ELEMENTS OF RISK MANAGEMENT AND INTERNAL CONTROLS

The other key elements and processes that have been established by the Group to provide effective risk management and internal control systems include:

- Clear organisation structure with well-defined lines of responsibilities from the Board to Board Committees, Management and the heads of operating subsidiaries/divisions is put in place.
- Policies and procedures are established for business operations of the Group to facilitate ongoing identification of emerging risk events, define appropriate risk responses and contain risks within the Group's risk appetite.

- Comprehensive monthly management reporting systems are in place to provide financial and operational performance data to Management. Variances from targets are analysed, explained and, if necessary, appropriate actions are taken to rectify deficiencies.
- All employees of the Group can file their complaints about material risk issues, transactions or improprieties directly to the Audit Committee pursuant to the whistleblowing procedure. This whistleblowing procedure is independent of the Management.
- All employees are bound by TVB Code of Ethics to keep inside information in strict confidence and are not permitted to disclose it without authorisation. Access to inside information is restricted to a limited number of employees on a need-to-know basis. Directors, officers and all relevant employees who have possessed inside information are required to preserve confidentiality until such inside information is publicly disclosed in accordance with applicable laws and regulations. All employees are not allowed to accept personal benefits through the power and authority derived from their positions.

ENGAGEMENT WITH SHAREHOLDERS

RELATIONSHIPS WITH SHAREHOLDERS

The Board is committed to maintaining a high degree of corporate transparency, as well as open communication with Shareholders. The Company ensures that information is appropriately disseminated to Shareholders on a timely basis in compliance with the Listing Rules.

Shareholders' Communication Policy

The Shareholders' Communication Policy ("Shareholders' Communication Policy") was first adopted by the Board in March 2011 and was updated in March 2015. The Shareholders' Communication Policy aims to (i) ensure the Shareholders and investing community are provided with ready, equal and timely access to balanced and understandable information about the Company and (ii) encourage Shareholders to engage actively with the Company. The Shareholders' Communication Policy is subject to annual review by the Board and is published on the Company's website.

Pursuant to the Shareholders' Communication Policy, the Company has established a number of channels for maintaining on-going dialogue with Shareholders and investing community, including dissemination of corporate communications and press releases, holding of general meetings and investor/analyst briefings, and assigning designated contacts, email addresses and hotlines for enquiries.

In consideration of the following measures, the Board concluded that the Shareholders' Communication Policy was effectively implemented throughout the year:

(i) annual report, interim report, ESG report, announcements and circulars were published in a timely manner on the websites of the Stock Exchange and the Company respectively;

(ii) a library of corporate information, including financial reports, results presentations and press releases, is maintained on the Company's website;

(iii) the annual general meeting was convened in June 2024 to provide a forum for Shareholders to communicate with Directors;

(iv) results presentations were organised after the semi-annual results announcements to enhance communications with the financial reporters and analysts regarding the Company's performance and business strategies; and

(v) designated staff (Head of Investor Relations) and the Share Registrar of the Company (Computershare Hong Kong Investor Services Limited) are assigned to attend to the enquiries from Shareholders and investing community.

All Shareholders are encouraged to send their enquiries and views on various matters affecting the Company by email at ir@tvb.com.hk.

The Company maintains a Company's website to deliver up-to-date information. Latest information concerning the Group, including press releases, financial reports, policies on corporate governance, media reports and announcements, is accessible on the Company's website.

Changes in Constitutional Documents

There was no change to the Company's constitutional documents during 2024.

General Meetings

Proceedings of annual general meetings and other general meetings are reviewed periodically to ensure that the Company follows the Listing Rules and Articles.

Pursuant to the Articles, an annual general meeting shall be called by not less than twenty-one days' notice in writing, and a general meeting other than an annual general meeting shall be called by not less than fourteen days' notice in writing, and where applicable such other longer minimum notice period as may be specified under the Listing Rules.

Pursuant to the Listing Rules, voting by poll is mandatory at all general meetings except where the chairman of a general meeting, in good faith, decides to allow a resolution which purely relates to a procedural and administrative matter (as defined under the Listing Rules) to be voted on by a show of hand.

The chairman of a general meeting shall ensure that an explanation is provided of the detailed procedures for conducting a poll and answer any questions from Shareholders on voting by poll. Poll results are released on the Stock Exchange's website and the Company's website, in accordance with the requirements under the Listing Rules.

Separate resolutions are proposed for each substantially separate issue and are voted by poll at the general meetings. The Chairman of the Board shall attend the annual general meeting and shall invite the chairman of the Board Committees to attend and they should be available to answer questions at the meeting.

Directors should attend general meetings and develop a balanced understanding of the views of Shareholders. Management shall ensure the external auditor attends the annual general meeting to answer the questions about the audit.

2024 Annual General Meeting

The 2024 AGM was held at TVB City, 77 Chun Choi Street, Tseung Kwan O Industrial Estate, Kowloon, Hong Kong on Friday, 28 June 2024 at 4:00 p.m. The total number of shares entitling the holders to attend and vote on resolutions (1) to (6) at the annual general meeting of the Company was 243,132,538 shares, representing approximately 54% of the then total number of shares of the Company, and the total number of shares entitling the holders to attend and vote on resolution (7) at the annual general meeting of the Company was 146,315,011 shares, representing approximately 33% of the then total number of shares of the Company.

The matters proposed and resolved at the 2024 AGM were as follows:

- received and adopted the Audited Financial Statements, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 31 December 2023;
- re-elected the retiring Directors, Mr. Thomas Hui To, Mr. Anthony Lee Hsien Pin, Mr. Kenneth Hsu Kin, Dr. William Lo Wing Yan and Dr. Allan Zeman, as Director by separate resolutions;
- re-appointed PricewaterhouseCoopers as the auditor of the Company and authorise Directors to fix its remuneration;
- granted a general mandate to Directors to issue 10% additional shares, and the discount for any shares to be issued shall not exceed 10%;
- granted a general mandate to Directors to repurchase 5% issued shares;
- extended the book close period from 30 days to 60 days; and
- approved the SBL Subscription Agreement and the transactions contemplated thereunder.

2025 Annual General Meeting

The 2025 AGM has been scheduled to take place at TVB City, 77 Chun Choi Street, Tseung Kwan O Industrial Estate, Kowloon, Hong Kong on Wednesday, 28 May 2025.

SHAREHOLDERS' RIGHTS

Convening General Meeting and Putting Forward Proposals at Shareholders' Meetings

Pursuant to the Companies Ordinance (Chapter 622, the Laws of Hong Kong), the procedures for Shareholders to convene a general meeting other than an annual general meeting ("EGM") and to make proposals at such meetings are set out below.

(i) Shareholders holding at least 5% of the total voting rights of all the members having a right to vote at general meetings can send a written request to the Company Secretary to convene an EGM (5% Shareholder).

(ii) The written request must state the objects of the meeting, and must be signed by the 5% Shareholder, and may consist of several documents in like form, each signed by one or more of those 5% Shareholder.

(iii) The request will be verified with the Company's Share Registrars and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board of Directors to convene an EGM by serving sufficient notice in accordance with the statutory requirements to all the registered Shareholders. On the contrary, if the request has been verified as not in order, the 5% Shareholder will be advised of this outcome and accordingly, no EGM will be convened as requested.

(iv) The notice period to be given to all the registered Shareholders for consideration of the proposal raised by the Shareholders concerned at an EGM varies according to the nature of the proposal, as follows:

- 14 days' notice in writing if the proposal constitutes an ordinary resolution or a special resolution of the Company; and
- 28 days' notice in writing if the proposal requires the serving of a special notice under the Companies Ordinance.

Proposals from 5% Shareholder for convening an EGM and to make proposals at Shareholders' meetings should be sent to the Company (for the attention of Company Secretary) at its registered address or email to companysecretary@tvb.com.hk.

Shareholders may send any comments or inquiries to the Board by email to companysecretary@tvb.com.hk or in writing to the Company Secretary at the Company's registered address.

On behalf of the Board

Thomas Hui To
Executive Chairman

Hong Kong, 26 March 2025

FINANCIALS

FINANCIAL INFORMATION

FIVE-YEAR FINANCIAL REVIEW

	2024 HK$mil	2023 HK$mil	2022 HK$mil	2021 HK$mil	2020 HK$mil
Revenue	**3,258**	3,323	3,586	2,899	2,724
Loss before income tax	**(536)**	(818)	(962)	(759)	(345)
Income tax (expense)/credit	**(5)**	(20)	76	102	88
Loss attributable to equity holders of the Company	**(491)**	(763)	(807)	(647)	(281)
Loss per share	**HK$(1.09)**	HK$(1.74)	HK$(1.84)	HK$(1.48)	HK$(0.64)
Non-current					
Property, plant and equipment	**927**	1,072	1,278	1,397	1,611
Investment properties	**1**	2	2	6	8
Intangible assets	**162**	211	255	285	220
Goodwill	**–**	85	85	85	–
Interests in joint ventures	**190**	479	557	928	825
Interests in associates	**28**	34	164	178	172
Financial assets at fair value through other comprehensive income	**72**	150	162	17	12
Bond securities at amortised cost	**24**	24	30	205	441
Financial assets at fair value through profit or loss	**–**	–	17	17	–
Other non-current assets	**399**	416	428	333	175
Current assets	**3,643**	3,776	4,067	4,199	6,368
Current liabilities	**(1,880)**	(1,739)	(1,769)	(2,956)	(2,534)
	3,566	4,510	5,276	4,694	7,298
Share capital	**772**	665	664	664	664
Reserves	**1,492**	2,086	2,835	3,695	4,462
Shareholders' funds	**2,264**	2,751	3,499	4,359	5,126
Non-controlling interests	**(68)**	(12)	105	234	172
Non-current liabilities	**1,370**	1,771	1,672	101	2,000
	3,566	4,510	5,276	4,694	7,298

INDEPENDENT AUDITOR'S REPORT

羅兵咸永道

To the Members of Television Broadcasts Limited

(incorporated in Hong Kong with limited liability)

OPINION

What we have audited

The consolidated financial statements of Television Broadcasts Limited (the "Company") and its subsidiaries (the "Group"), which are set out on pages 123 to 214, comprise:

- the consolidated statement of financial position as at 31 December 2024;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter identified in our audit is related to expected credit loss allowance for receivables from a joint venture.

Key Audit Matter	How our audit addressed the Key Audit Matter
Expected credit loss allowance for receivables from a joint venture	
Refer to Notes 2.10, 4(a) and 9 to the consolidated financial statements.	Our audit procedures in relation to the expected credit loss allowance for the loan and interest receivables from a joint venture:
As at 31 December 2024, the Group had loan and interest receivables from a joint venture which amounted to HK$845 million. Such balances are measured at amortised cost using the effective interest method. After an allowance of expected credit loss of HK$656 million, the net carrying amount of the loan and interest receivables amounted to HK$189 million at the balance sheet date. The Group assesses whether the credit risk of loan and interest receivables from the joint venture has increased significantly since initial recognition, and applies a three-stage impairment model to calculate the expected credit loss allowance. The expected credit loss allowance is estimated using a risk parameter model that incorporates key parameters, including probability of default, loss given default and exposure at default. Because of the significant management assumptions and judgements involved, we have identified this as a key audit matter.	• We obtained an understanding on management's process and methodology relevant to the assessment of expected credit loss allowance and the inherent risk of material misstatement by considering the degree of estimation uncertainty and the judgement involved in determining assumptions to be applied. • We evaluated the appropriateness of the Group's identification of impairment triggers leading to the determination that there has been a significant increase in credit risk for the purpose of classification into stages, taking into account qualitative and quantitative criteria. • Together with our internal valuation expert, we evaluated the methodology adopted by management for estimating the expected credit loss allowance and reviewed the reasonableness of the significant assumptions and judgements made by management in determining the key parameters of the expected credit loss allowance considering relevant external supporting evidence and other factors. • We tested the mathematical accuracy of calculation of the expected credit loss allowance. We found the assumptions and judgements made by the Group in respect of the expected credit loss allowance for the loan and interest receivables from a joint venture to be supportable based on the available evidence.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Cecilia, Yau Lai Ting.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 26 March 2025

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2024

	Note	2024 HK$'000	2023 HK$'000
ASSETS			
Non-current assets			
Property, plant and equipment	6	**926,994**	1,071,781
Investment properties	7	**1,415**	1,653
Intangible assets	8	**162,458**	211,448
Goodwill	8	**–**	85,131
Interests in joint ventures	9	**189,792**	479,289
Interests in associates	10	**28,054**	33,591
Financial assets at fair value through other comprehensive income ("FVOCI")	11	**71,822**	150,364
Bond securities at amortised cost	12	**23,515**	24,238
Financial assets at fair value through profit or loss	13	**–**	28
Deferred income tax assets	26	**381,208**	381,447
Prepayments	16	**17,166**	33,757
Total non-current assets		**1,802,424**	2,472,727
Current assets			
Programmes and film rights		**1,578,819**	1,579,245
Stocks	14	**16,287**	30,720
Trade receivables	15	**751,605**	867,598
Other receivables, prepayments and deposits	16	**582,308**	508,104
Movie investments	17	**11,038**	73,582
Tax recoverable		**2,685**	3,458
Bank deposits maturing after three months	18	**53,058**	54,863
Cash and cash equivalents	18	**647,324**	658,832
Total current assets		**3,643,124**	3,776,402
Total assets		**5,445,548**	6,249,129
EQUITY			
Equity attributable to equity holders of the Company			
Share capital	19	**771,829**	665,227
Other reserves	20	**(112,426)**	(11,886)
Retained earnings		**1,604,652**	2,098,193
		2,264,055	2,751,534
Non-controlling interests		**(68,341)**	(12,354)
Total equity		**2,195,714**	2,739,180

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2024

	Note	**2024** **HK$'000**	2023 HK$'000
LIABILITIES			
Non-current liabilities			
Borrowings	23	**1,175,400**	1,583,134
Convertible bonds	24	**102,846**	92,893
Financial liability at fair value through profit or loss	24	**29,492**	30,706
Lease liabilities	25	**16,601**	8,585
Deferred income tax liabilities	26	**45,183**	55,714
Total non-current liabilities		**1,369,522**	1,771,032
Current liabilities			
Trade and other payables and accruals	21	**868,539**	947,145
Written put option liabilities	22	**140,000**	140,000
Current income tax liabilities		**2,198**	6,785
Borrowings	23	**851,285**	612,283
Lease liabilities	25	**18,290**	32,704
Total current liabilities		**1,880,312**	1,738,917
Total liabilities		**3,249,834**	3,509,949
Total equity and liabilities		**5,445,548**	6,249,129

The consolidated financial statements on pages 123 to 214 were approved by the Board of Directors on 26 March 2025 and were signed on its behalf.

Thomas Hui To
Director

Li Ruigang
Director

The notes on pages 130 to 214 are an integral part of these consolidated financial statements.

CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2024

	Note	2024 HK$'000	2023 HK$'000
Revenue	5	**3,258,089**	3,322,778
Cost of sales		**(1,929,842)**	(2,299,489)
Gross profit		**1,328,247**	1,023,289
Other revenues	5	**29,634**	21,366
Interest income	5	**105,815**	95,659
Selling, distribution and transmission costs		**(539,098)**	(710,431)
General and administrative expenses		**(809,873)**	(833,742)
Other losses, net	32	**(69,961)**	(34,591)
Finance costs	33	**(147,388)**	(146,687)
Reversal of impairment loss on trade and other receivables	15	**5,308**	1,713
Impairment loss on receivables from a joint venture	9	**(344,815)**	(86,300)
Impairment loss on goodwill, intangible and other assets	8	**(93,856)**	(16,454)
Impairment loss on other financial assets at amortised cost		**–**	(6,221)
Impairment loss on interest in an associate	10	**–**	(126,000)
Share of losses of associates	10	**(295)**	(105)
Share of profits of joint ventures	9	**48**	36
Loss before income tax	28	**(536,234)**	(818,468)
Income tax expense	34	**(5,062)**	(19,701)
Loss for the year		**(541,296)**	(838,169)
Loss attributable to:			
Equity holders of the Company		**(491,049)**	(762,796)
Non-controlling interests		**(50,247)**	(75,373)
		(541,296)	(838,169)
Loss per share (basic and diluted) for loss attributable to equity holders of the Company during the year	35	**HK$(1.09)**	HK$(1.74)

The notes on pages 130 to 214 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2024

	2024 HK$'000	2023 HK$'000
Loss for the year	**(541,296)**	(838,169)
Other comprehensive loss:		
Items that may be reclassified to profit or loss:		
Exchange differences on translation of foreign operations		
– Subsidiaries	**(30,140)**	(14,941)
– Joint ventures	**1,492**	(60)
Share of other comprehensive loss of an associate	**(5,242)**	(4,463)
Reclassification adjustments of exchange differences to profit or loss on liquidation of subsidiaries	**–**	27
Items that may not be reclassified to profit or loss:		
Change in fair value of equity instruments at FVOCI	**(78,058)**	(11,315)
Actuarial loss on provision for long service payment	**(1,503)**	–
Other comprehensive loss for the year, net of tax	**(113,451)**	(30,752)
Total comprehensive loss for the year	**(654,747)**	(868,921)
Total comprehensive loss attributable to:		
Equity holders of the Company	**(598,760)**	(789,208)
Non-controlling interests	**(55,987)**	(79,713)
Total comprehensive loss for the year	**(654,747)**	(868,921)

The notes on pages 130 to 214 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2024

	Attributable to equity holders of the Company					
	Share capital HK$'000	Other reserves HK$'000 (Note 20)	Retained earnings HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
Balance at 1 January 2023	664,044	931	2,834,042	3,499,017	105,218	3,604,235
Comprehensive loss:						
Loss for the year	–	–	(762,796)	(762,796)	(75,373)	(838,169)
Other comprehensive income/(loss):						
Exchange differences on translation of foreign operations						
– Subsidiaries	–	(10,601)	–	(10,601)	(4,340)	(14,941)
– Joint ventures	–	(60)	–	(60)	–	(60)
Share of other comprehensive loss of an associate	–	(4,463)	–	(4,463)	–	(4,463)
Change in fair value of equity instruments at FVOCI	–	(11,315)	–	(11,315)	–	(11,315)
Reclassification adjustments of exchange differences to profit or loss on liquidation of subsidiaries	–	27	–	27	–	27
Total comprehensive loss, net of tax	–	(26,412)	(762,796)	(789,208)	(79,713)	(868,921)
Transactions with owners:						
Exercise of share options	1,183	(169)	–	1,014	–	1,014
Share-based payments	–	4,835	–	4,835	–	4,835
Forfeiture of share option	–	(93)	93	–	–	–
Lapse of share option	–	(30,824)	30,824	–	–	–
Issuance of convertible bonds	–	35,876	–	35,876	–	35,876
Transferred to legal reserve	–	3,970	(3,970)	–	–	–
Non-controlling interests arising on acquisition of a subsidiary	–	–	–	–	(37,859)	(37,859)
Total transactions with owners	1,183	13,595	26,947	41,725	(37,859)	3,866
Balance at 31 December 2023	665,227	(11,886)	2,098,193	2,751,534	(12,354)	2,739,180

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2024

	Attributable to equity holders of the Company					
	Share capital HK$'000	Other reserves HK$'000 (Note 20)	Retained earnings HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
Balance at 1 January 2024	665,227	(11,886)	2,098,193	2,751,534	(12,354)	2,739,180
Comprehensive loss:						
Loss for the year	–	–	(491,049)	(491,049)	(50,247)	(541,296)
Other comprehensive loss:						
Exchange differences on translation of foreign operations						
– Subsidiaries	–	(24,400)	–	(24,400)	(5,740)	(30,140)
– Joint ventures	–	1,492	–	1,492	–	1,492
Share of other comprehensive loss of an associate	–	(5,242)	–	(5,242)	–	(5,242)
Change in fair value of equity instruments at FVOCI	–	(78,058)	–	(78,058)	–	(78,058)
Actuarial loss on provision for long service payment	–	(1,503)	–	(1,503)	–	(1,503)
Total comprehensive loss, net of tax	–	(107,711)	(491,049)	(598,760)	(55,987)	(654,747)
Transactions with owners:						
Share-based payments	–	4,679	–	4,679	–	4,679
Transferred to legal reserve	–	2,492	(2,492)	–	–	–
Issue of shares, net of transaction costs (Note 19)	106,602	–	–	106,602	–	106,602
Total transactions with owners	106,602	7,171	(2,492)	111,281	–	111,281
Balance at 31 December 2024	**771,829**	**(112,426)**	**1,604,652**	**2,264,055**	**(68,341)**	**2,195,714**

The notes on pages 130 to 214 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2024

	Note	2024 HK$'000	2023 HK$'000
Cash flows from operating activities			
Cash generated from/(used in) operations	37(a)	**265,404**	(153,387)
Tax paid		**(14,507)**	(31,435)
Tax refunded		**887**	30,320
Net cash generated from/(used in) operating activities		**251,784**	(154,502)
Cash flows from investing activities			
Purchases of property, plant and equipment		**(41,963)**	(86,466)
Additions of intangible assets		**(22,969)**	(52,597)
Repayment of promissory note from a joint venture		**37,537**	–
Decrease in bank deposits maturing after three months		**1,805**	1,534
Acquisition of a subsidiary, net of cash and cash equivalent acquired		**–**	323
Proceeds from disposal of property, plant and equipment		**720**	1,661
Interest received		**7,329**	8,809
Net cash used in investing activities		**(17,541)**	(126,736)
Cash flows from financing activities			
Repayment of bank and other borrowings		**(319,111)**	(558,707)
Proceeds from bank and other borrowings		**154,671**	761,559
Issuance of convertible bonds, net of issuance costs		**–**	154,997
Interest paid		**(146,242)**	(128,061)
Principal elements of lease payments		**(29,184)**	(49,286)
Net proceeds from issue of shares		**106,602**	–
Proceeds from exercise of share options		**–**	1,014
Net cash (used in)/generated from financing activities		**(233,264)**	181,516
Net increase/(decrease) in cash and cash equivalents		**979**	(99,722)
Cash and cash equivalents at 1 January		**658,832**	765,222
Effect of foreign exchange rate changes		**(12,487)**	(6,668)
Cash and cash equivalents at 31 December		**647,324**	658,832
Analysis of cash and cash equivalents:			
Short-term bank deposits maturing within three months		**34,712**	349,425
Cash at bank and on hand		**612,612**	309,407
		647,324	658,832

The notes on pages 130 to 214 are an integral part of these consolidated financial statements.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 GENERAL INFORMATION

Television Broadcasts Limited (the "Company") and its subsidiaries are collectively referred to as the Group in the consolidated financial statements. The principal activities of the Company are terrestrial television broadcasting, together with programme production and other television-related activities. The principal activities of the principal subsidiaries are detailed in Note 44.

The Company is a limited liability company incorporated and listed in Hong Kong. Its registered office is at TVB City, 77 Chun Choi Street, Tseung Kwan O Industrial Estate, Kowloon, Hong Kong.

These consolidated financial statements are presented in Hong Kong dollars, unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 26 March 2025.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The basis and principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs") and requirements of the Hong Kong Companies Ordinance Cap. 622. They have been prepared under the historical cost convention, except that some financial assets and financial liabilities are stated at their fair values.

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

(a) New and amended standards adopted by the Group:

The following standards and interpretations apply for the first time to current reporting period commencing on or after 1 January 2024:

Classification of Liabilities as Current or Non-current liabilities with covenants – Amendments to HKAS 1

Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause – Hong Kong Interpretation 5 (Revised)

The Group has assessed the impact of the adoption of these amended standards and interpretation that are effective for the first time for this year. The adoption of these amended standards and interpretation did not result in any significant impact on the consolidated financial statements of the Group.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(b) New standards and interpretations not yet adopted

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for 31 December 2024 reporting periods and have not been early adopted by the Group. These standards, amendments or interpretations are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

2.2 Consolidation

The consolidated financial statements include the financial statements of the Company and all of its subsidiaries made up to 31 December.

(a) Subsidiaries

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquired business and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity’s net assets in the event of liquidation are measured at either fair value or the present ownership interests’ proportionate share in the recognised amounts of the acquiree’s identifiable net assets. All other components of non-controlling interests are measured at their acquisition-date fair value, unless another measurement basis is required by HKFRSs.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation (continued)

(a) Subsidiaries (continued)

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in the consolidated income statement.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill (Note 2.7(a)). If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated income statement.

All inter-company transactions and balances within the Group are eliminated on consolidation. The financial statements of subsidiaries have been changed where necessary to ensure consistency with the accounting policies adopted by the Group.

In the Company's statement of financial position, investments in subsidiaries are accounted for at cost less impairment (Note 2.8). Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

(b) Transactions with non-controlling interests

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group that do not result in loss of control. For purchases or disposals of interests from non-controlling interests, the difference between any consideration paid/received and the relevant share acquired/disposed of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(c) Associates

An associate is an entity over which the Group has significant influence but not control, generally accompanying a holding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to the consolidated income statement where appropriate.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation (continued)

(c) Associates (continued)

The Group's share of post-acquisition profits or losses is recognised in the consolidated income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interests in the associate, including any unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

Profits and losses resulting from upstream and downstream transactions between the Group and its associates are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the accounting policies adopted by the Group.

Gains or losses on dilution of equity interest in associates are recognised in the consolidated income statement.

In the Company's statement of financial position, the interests in associates are stated at cost less provision for impairment losses (Note 2.8). The results of the associates are accounted for by the Company on the basis of dividends received and receivable.

(d) Disposal of subsidiaries, associates and joint ventures

When the Group ceases to have control or significant influence, any retained interest in the entity is remeasured to its fair value, with the change in carrying amount recognised in the consolidated income statement. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset, as appropriate. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to the consolidated income statement.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation (continued)

(e) Joint arrangements

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures. Joint ventures are accounted for using the equity method.

Under the equity method of accounting, interests in joint ventures are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. When the Group's share of losses in a joint venture equal or exceed its interests in joint ventures (which includes any long-term interests that, in substance, form part of the Group's net investments in the joint ventures), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's statement of financial position, the interests in joint ventures are stated at cost less provision for impairment losses (Note 2.8). The results of the joint ventures are accounted for by the Company on the basis of dividends received and receivable.

Investment in joint operations are accounted for such that each joint operator recognises its assets (including its share of any assets jointly held), its liabilities (including its share of any liabilities incurred jointly), its revenue (including its share of revenue from the sale of the output by the joint operation) and its expenses (including its share of any expenses incurred jointly).

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker for the purposes of allocating resources to each of the segments and assessing its performance.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional currency and the Group's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement.

(c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;

(ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and

(iii) all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings, are taken to other comprehensive income. When a foreign operation is partially disposed of which results in loss of control or sold, exchange differences that were recorded in equity are recognised in the consolidated income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Foreign currency translation (continued)

(d) Disposal of foreign operation

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the owners of the company are reclassified to the consolidated income statement.

2.5 Property, plant and equipment

Property, plant and equipment, comprising freehold land and buildings, leasehold land and land use rights, leasehold improvements, studio, broadcasting and transmitting equipment, furniture, fixtures and equipment and motor vehicles, are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged in the income statement during the financial period in which they are incurred.

Depreciation on property, plant and equipment are calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives. The principal annual rates used for these purposes are as follows:

Buildings	2.27%–5%
Leasehold improvements	Shorter of remaining lease term and useful life
Studio, broadcasting and transmitting equipment	10%–20%
Furniture, fixtures and equipment	5%–50%
Motor vehicles	25%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.8).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the consolidated income statement.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Investment properties

Investment properties are defined as properties held to earn rentals or for capital appreciation or both. The Group has applied the cost model to its investment property. The investment properties are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses (Note 2.8). The cost of investment property comprises its purchase price and any directly attributable expenditure. Depreciation is calculated using a straight-line method to allocate the depreciable amounts over the estimated useful lives of 20 to 25 years, or remaining lease term, whichever is shorter. The residual values and useful lives of investment properties are reviewed, and adjusted as appropriate, at the end of each reporting period. The effects of any revision are included in the consolidated income statement when the changes arise.

2.7 Intangible assets

(a) Goodwill

Goodwill represents the excess of the cost of an acquisition of a subsidiary, an associate or a joint venture over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary, associate or joint venture at the date of acquisition. Goodwill on acquisitions of subsidiaries is recognised separately in the consolidated statement of financial position. Goodwill on acquisitions of associates and joint ventures is included in interests in associates and interests in joint ventures, respectively. Goodwill is tested annually, or more frequently if events or changes in circumstances indicate that it might be impaired, for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are recognised immediately as expenses and are not subsequently reversed. The determination of gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose identified according to the operating segment.

(b) Tradenames

Tradenames acquired in a business combination are recognised at fair value at the acquisition date. The fair value is based on the discounted estimated royalty payments that are expected to be avoided as a result of the tradenames being owned. They have an estimated useful lives of 5 years and are subsequently carried at cost less accumulated amortisation and impairment losses, if any.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Intangible assets (continued)

(c) Software development costs

Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software product include the software development employee costs and an appropriate portion of relevant overheads.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Computer software development costs recognised as assets are amortised over their estimated useful lives of 5–15 years.

2.8 Impairment of investments in subsidiaries, associates, joint ventures and other non-financial assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment. Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The Group determines at each reporting date whether there is any objective evidence that these investments and other non-financial assets are impaired. An impairment loss is recognised in the income statement for the amount by which an asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffer impairment are reviewed for possible reversal of the impairment at each reporting date.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial assets

(a) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income ("OCI") or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at financial assets at fair value through other comprehensive income.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt investments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

– Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses), net, together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the income statement.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial assets (continued)

(c) Measurement (continued)

- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses), net. Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses), net and impairment expenses are presented as a separate line item in the income statement.

- FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss in the period in which it arises.

The Group has certain investments in movie projects which entitle the Group to receive a variable income based on the Group's investment amount as specified in respective agreements. Based on both internal and external market information available on movie investments, management reviews and revises the projected revenues and related future cash flows of movie investments, as appropriate, to assess their fair value at least at the end of each reporting period.

Movie investments are measured at their fair values with reference to the expected future net income arising from distribution and licensing of the movies.

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other revenues when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in the income statement as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

2.10 Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses ("ECL") associated with its debt instruments carried at amortised cost.

ECL is the weighted average credit losses with the probability of default as the weight. The amount of ECL is reassessed at each reporting date to reflect changes in credit risk since initial recognition. Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within twelve months after the reporting date. Assessments are performed based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions. The debt instruments carried at amortised cost are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.10 Impairment of financial assets (continued)

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires lifetime ECL to be recognised from initial recognition of the receivables. See Notes 3.1(b) and 15 for further details. Trade receivables have been grouped based on shared credit risk characteristics and the invoice date. The expected loss rates are based on the payment profiles of sales over a period of 12–24 months before the end of reporting period and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

For all other instruments, the Group measures the loss allowance equal to 12-month ECL under stage 1, unless when there has been a significant increase in credit risk since initial recognition or a financial asset is credit impaired, the Group recognises lifetime ECL under stage 2 or 3. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

The Group considers the probability of default upon initial recognition of an asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread for the bond securities;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations; and
- an actual or expected significant deterioration in the operating results of the debtors.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.10 Impairment of financial assets (continued)

(ii) Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purpose as historical experience indicates that the Group may not receive the outstanding contractual amounts in full if the financial instrument that meets any of the following criteria.

(a) Information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group); or

(b) There is a breach of financial covenants by the counterparty.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

(a) significant financial difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation;

(e) the disappearance of an active market for that financial asset because of financial difficulties; or

(f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

(iv) Write-off policy

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group categorises a loan or receivable for write off when the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Where loans or receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Programmes and film rights

Programmes and film rights are stated at cost less amounts expensed and any provision considered necessary by management.

(a) Programme cost

Programme cost comprises direct expenditure and an appropriate proportion of production overheads.

The cost of programmes is apportioned between the domestic terrestrial TV/over-the-top ("OTT") markets and the overseas licensing and distribution market. In the case of the former, the cost is expensed based on the number of planned transmission, and in the latter, the cost is expensed based on the expected distribution to licensees. The cost of programmes are generally expensed in both domestics and overseas markets based on the estimated consumption/viewership pattern of the programmes, which may be on an accelerated or straight-line basis, as appropriate.

For the co-produced programmes under co-production agreement, the related programme cost is apportioned according to the expected economic benefits generated from domestic terrestrial TV/OTT markets, and the co-production of drama with the sale of exclusive programme exploitation right in defined geographical areas to co-producers. The Group expenses co-production costs based on the percentage of completion of drama production.

(b) Film rights

Film rights are expensed in accordance with a formula computed to amortise the cost over the contracted number of transmissions or contracted licensing periods, which is more relevant and prevailing.

2.12 Stocks

Stocks, comprising e-Commerce inventories, decoders, tapes, computer hard discs, OTT set-top boxes and consumable supplies, are stated at the lower of cost and net realisable value. The cost of stocks is calculated on a first in first out basis. Net realisable value is determined on the basis of anticipated sale proceeds less estimated selling expenses.

2.13 Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2.14 Cash and cash equivalents

Cash and cash equivalents includes cash at bank and on hand, deposits held at call with banks, cash investments with a maturity of three months or less from the date of investment, and bank overdrafts.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.15 Share capital

Ordinary shares are classified as equity.

2.16 Trade and other payables

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.17 Borrowings and borrowing costs

The Group's borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

All borrowing costs are recognised in the consolidated income statement in the period in which they are incurred.

2.18 Convertible bonds

The component of convertible bonds that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs. On issuance of convertible bonds, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond; and this amount is carried as a long term liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible bonds based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

If the early redemption option of convertible bonds exhibits characteristics of an embedded derivative, it is separated from its liability component. On initial recognition, the derivative component of the convertible bonds is measured at fair value and presented as part of derivative financial instruments. Any excess of proceeds over the amount initially recognised as the derivative component is recognised as the liability component. Transaction costs are apportioned between the liability and derivative components of the convertible bonds based on the allocation of proceeds to the liability and derivative components when the instruments are initially recognised. The portion of the transaction costs relating to the liability component is recognised initially as part of the liability. The portion relating to the derivative component is recognised immediately in the income statement.

2.19 Written put option liabilities

The potential cash payments related to put options issued by the Group over the equity of a subsidiary are accounted for as financial liabilities. The amount that may become payable under the option on exercise is initially recognised at present value of redemption amount as a written put option liability with a corresponding charge directly to equity.

A written put option liability is subsequently re-measured as a result of the change in the expected performance at each balance sheet date, with any resulting gain or loss recognised in the consolidated income statement. In the event that the option expires unexercised, the written put option liability is derecognised with a corresponding adjustment to equity.

2.20 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries, associates and joint ventures operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Tax rates enacted or substantively enacted by the end of the reporting period are used to determine deferred income tax.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on interests in subsidiaries, associates and joint ventures, except for deferred income tax liabilities where the timing of the reversal of the temporary differences is controlled by the Group and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.21 Share-based payments

Share-based compensation benefits are provided to employees via share option schemes of the Company and TVB e-Commerce Group Limited ("TVBECGL").

Employee options

The fair value of options granted under the share option schemes is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g. the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or hold shares for a specific period of time).

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.21 Share-based payments (continued)

Employee options (continued)

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

When the options are exercised, the Group transfers the appropriate amount of shares of the Company/TVBECGL to the employee. The proceeds received net of any directly attributable transaction costs are credited directly to equity.

2.22 Employee benefits

(a) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity or paternity leave are not recognised until the time of leave.

(b) Pension obligations

The Group operates a number of defined contribution plans throughout the world, the assets of which are generally held in separate trustee – administered funds.

All permanent staff, temporary staff and full time artistes signed in individual names (excluding singers and serial artistes), whose employment period reaches 60 days or more (collectively referred to as "eligible members") and who are located in Hong Kong are entitled to participate in the Mandatory Provident Fund Scheme ("MPF Scheme"). The contributions to the MPF Scheme made by the Group for permanent staff who joined prior to 1 June 2003 comprise mandatory contributions and voluntary contributions. The mandatory contribution is calculated at 5% of the individual's "relevant income" with a maximum amount of HK$1,500 per month and the voluntary contribution is calculated at 10% of individual's basic salary less the mandatory contribution. The Group's contribution for permanent staff who joined after 1 June 2003, full time artistes and temporary staff is 5% of individual's "relevant income" with a maximum amount of HK$1,500 per month. "Relevant income" includes salaries, wages, paid leave, fees, commissions, bonuses, gratuities, and allowances (excluding housing allowance/benefits, any redeemed payment and long service payment).

The retirement schemes which cover employees located in overseas locations are defined contribution schemes at various funding rates that are in accordance with the local practice and regulations.

The contributions to defined contribution schemes are recognised as employee benefit expense when they are due.

(c) Bonus plans

The Group recognises a liability and an expense for bonuses when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of such obligation can be made.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.22 Employee benefits (Continued)

(d) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the Group recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

2.23 Provisions

Provisions are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as an interest expense.

2.24 Financial guarantees contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of i) the amount determined in accordance with the expected credit loss model under HKFRS 9; and ii) the amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the principles of HKFRS 15.

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Where guarantees in relation to loans or other payables of associates are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

2.25 Revenue recognition

Income from advertisers includes advertising income, sponsorship income and commercial production income. Advertising income net of agency deductions is recognised over time (i) when the advertisements are telecast on television, delivered through internet and mobile platforms or published in a media platform; or (ii) ratably over the contractual display period of the contract when the advertisements are placed on the Group's website and mobile platforms. Sponsorship income is recognised over time when the programmes are telecast. Commercial production income is recognised over time when the commercials are delivered to advertisers.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.25 Revenue recognition (continued)

Co-production income includes programme production income received from co-producers. Its exclusive programme exploitation right in defined geographical areas is granted to co-producer. The co-production income would be recognised over time if the programme-in-progress created by the Group does not have an alternative use due to the contract restrictions and the Group has an enforceable right to payment for performance completed to date.

Income from licensing of programme rights is recognised evenly over the contract period when a customer is granted with a right to access the programme rights as it exists throughout the licence period. Alternatively, income from licensing programme rights is recognised at a single point in time upon delivery of the programmes when a customer is provided with a right to use the programme rights as it exists at the point in time at which the licence is granted. Income from licensing of content to mobile devices and website portals is recognised over time when the services are rendered. Distribution income from video sell through is recognised at a point in time when the control is transferred to customers upon delivery of the video.

Subscription income from the operation of pay television networks and OTT services are recognised on a straight-line basis over time which generally coincides with when the services are rendered over the contract period. The incremental set-top box costs for obtaining OTT service contracts are required to be capitalised as contract acquisition and fulfilment costs which are amortised over the contract period under trade and other receivables in the statement of financial position. Unearned subscription fees received from subscribers are recorded as contract liabilities under trade and other payables and accruals in the statement of financial position.

e-Commerce income primarily comprised of revenue from concessionaire sales and merchandise sales. Revenue from concessionaire sales are recognised for transactions where the Group is not the primary obligor, is not subject to inventory risk, and does not have latitude in establishing prices. Concessionaire sales are recognised on a net basis which is based on a fixed percentage of the sales amount. Revenue from merchandise sales and related costs are recognised on a gross basis when the Group acts as a principal. Revenue from concessionaire sales and merchandise sales are recognised at a point in time when the control of products are transferred to a customer.

Income from sales of decoders is recognised at a point in time upon delivery of products. Income from other services, which includes management fee income, facility rental income and other service fee income, is recognised over time when the customer simultaneously receives and consumes the benefits provided by the Group's performance.

2.26 Dividend and interest income

Dividend income received from financial assets at FVOCI is recognised as other revenues in the income statement when the right to receive payment is established.

Interest income on bond securities at amortised cost calculated using the effective interest method is recognised in the consolidated income statement except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

2.27 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the group will comply with all attached conditions. Government grants relating to costs are deferred and recognised in the other revenue over the period necessary to match them with the costs that they are intended to compensate.

2.28 Leases

Leases are recognised as a right-of-use asset. Right-of-use asset are included within the same line item as that within which the corresponding underlying assets would be presented if they were owned and a corresponding liability at the date at which the leased asset is available for use by the Group.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the group under residual value guarantees
- the exercise price of a purchase option if the group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the lessee's incremental borrowing rate will be used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the group entities use that rate as a starting point to determine the incremental borrowing rate.

Lease payments are allocated between principal and finance cost. The finance cost is charged to consolidated income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.28 Leases (continued)

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis (unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or if the cost of the right-of-use asset reflects that the Group will exercise a purchase option – in which case depreciation is provided over the estimated useful life of the underlying asset) as follows:

Leasehold land/land use rights	37–45 years
Office premises	2–3 years
Warehouse	2 years

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in the consolidated income statement. Short-term leases are leases with a lease term of 12 months or less without a purchase option. Low-value assets comprise small items of equipment.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the consolidated statement of financial position based on their nature.

2.29 Related parties

A related party is a person or entity that is related to the Group.

(a) A person or a close member of that person's family is related to the Group if that person:

  (i) has control or joint control over the Group;

  (ii) has significant influence over the Group; or

  (iii) is a member of the key management personnel of the Group.

(b) An entity is related to the Group if any of the following conditions applies:

  (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

  (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

  (iii) Both entities are joint ventures of the same third party.

  (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.29 Related parties (continued)

(b) (continued)

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- that person's children and spouse or domestic partner;
- children of that person's spouse or domestic partner; and
- dependants of that person or that person's spouse or domestic partner.

2.30 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders or Directors, where appropriate.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Market risk

(i) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations that are in a currency that is not the entity's functional currency.

The Group has certain investments in foreign operations, the net assets of which are exposed to foreign currency risk.

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(i) Foreign exchange risk (continued)

The Group manages this risk by seeking contracts effectively denominated in HK dollars and/or US dollars where possible and economically favourable. The Group currently does not have a foreign currency hedging policy but manages its exposure through closely monitoring the movement of the foreign currency rates and will consider entering into foreign exchange forward contracts to reduce the exposure if required. The Group does not conduct any speculative foreign currency activities.

The following table summarises the change in the Group's loss after taxation in response to reasonably possible changes in foreign exchange rates on currencies to which the Group has exposure at the end of the reporting period and assuming all other variables remain constant. Such exposure relates to the portion of loan, trade receivables, bank deposits, cash and bank balances and trade payables.

	2024		2023	
Foreign currency against Hong Kong dollars	**Changes in foreign exchange rates %**	**Decrease/ (increase) in loss after taxation HK$'000**	Changes in foreign exchange rates %	Decrease/ (increase) in loss after taxation HK$'000
Renminbi	**3%**	**186**	3%	1,455
	(3%)	**(186)**	(3%)	(1,455)

(ii) Interest rate risk

The Group's principal floating interest bearing assets and liabilities are cash balances, bank deposits, bank overdrafts, bank borrowings and other borrowings. The tenor of the bank deposits is usually less than one year. The Group actively manages cash balances and deposits by comparing quotations from banks, with a view to selecting terms which are most favourable to the Group.

Sensitivity analysis in 2024 and 2023 has been conducted on bank deposits, bank overdraft, bank borrowings and other borrowings. If interest rates had been 100 basis-points higher/lower with all other variables held constant, the Group's loss after taxation for the year would have increased/decreased by HK$17,861,000 (2023: increased/decreased by HK$16,601,000) in respect of bank deposits and bank borrowings.

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk

The Group's credit risk is primarily attributable to its financial assets at amortised cost (including trade and other receivables, bond securities at amortised cost and receivables from a joint venture), financial assets at FVPL, bank balances and financial guarantee contracts. The Group has implemented policies to assess the credit worthiness of the counterparties (including customers and investees), and to conduct credit reviews and monitoring procedures that include a formal collection process. The credit risk on bank balances is limited as the banks are of acceptable credit ratings. The credit risk on trade receivables is not considered significant given the majority of credit sales relate to reputable advertising agencies with no recent history of default. In addition, the Group reviews the recoverable amount of each individual trade debtor, associate and joint venture at the end of each reporting period to ensure that impairment has been adequately provided at the expected loss rates, which are adjusted from the historical loss rates to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The loss allowance of receivables from a joint venture and trade receivables were determined and disclosed in Notes 9 and 15 respectively. The Group also assessed the loss allowance on other receivables and deposits by individual assessment on 12 months' expected loss basis as there had been no significant increase in credit risk since initial recognition. Based on the assessment, no loss allowance was recognised on other receivables and deposits for the year.

In calculating the credit loss allowance for bond securities at amortised costs and for the exposure arising from financial guarantee contracts, the scenario analysis of discounted cash flow model and loss rates, which involve key estimates from the management, are estimated based on a function of comparable probability of default, recovery rate quoted from international credit-rating agencies after adjustments to specific conditions and exposure at default and adjusted for forward-looking information that is available without undue cost or effort.

For the financial assets at amortised cost considered as credit-impaired as a result of default events as at 31 December 2023 and 2024, a lifetime ECL loss allowance has been assessed. For other bond securities not credit-impaired, the Group would measure the loss allowance equal to 12-month ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises a lifetime ECL.

No significant changes to estimation techniques or assumptions were made during the year.

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

The loss allowance for financial assets at amortised cost as at 31 December and it reconciles to the opening loss allowance as follows:

	12-month ECLs	Lifetime ECLs			
	Stage 1 HK$'000	Stage 2 HK$'000	Stage 3 HK$'000	Simplified approach HK$'000	Total HK$'000
At 1 January 2023:	–	225,300	466,842	42,169	734,311
Increase in the allowance recognised in profit or loss during the year	–	86,300	6,221	–	92,521
Decrease in the allowance recognised in profit or loss during the year	–	–	–	(1,713)	(1,713)
Write-off	–	–	–	(688)	(688)
Exchange differences	–	–	–	(267)	(267)
At 31 December 2023 and 1 January 2024:	–	**311,600**	**473,063**	**39,501**	**824,164**
Transferred to Stage 3 in lifetime expected credit losses	–	**(311,600)**	**311,600**	–	–
Increase in the allowance recognised in profit or loss during the year	–	–	**344,815**	–	**344,815**
Decrease in the allowance recognised in profit or loss during the year	–	–	–	**(5,308)**	**(5,308)**
Write-off	–	–	–	**(1,258)**	**(1,258)**
Exchange differences	–	–	–	**(204)**	**(204)**
At 31 December 2024	–	–	**1,129,478**	**32,731**	**1,162,209**

As at 31 December 2024, except for provision for loss allowance for receivables from a joint venture of HK$656,415,000 under Stage 3 (2023: HK$311,600,000 under Stage 2) of ECL model and provision for impairment loss on receivables from trade debtors of HK$32,731,000 (2023: HK$39,501,000) under simplified approach of ECL model, the other loss allowance listed above was in relation to bond securities at amortised cost.

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification. The amounts presented are gross carrying amounts for financial assets at amortised costs as at 31 December 2024 and 2023.

	12-month ECLs	Lifetime ECLs			
	Stage 1 HK$'000	Stage 2 HK$'000	Stage 3 HK$'000	Simplified approach HK$'000	Total HK$'000
As at 31 December 2024:					
Receivables from a joint venture	–	–	**845,066**	–	**845,066**
Bond securities at amortised cost	–	–	**496,578**	–	**496,578**
Trade receivables	–	–	–	**784,336**	**784,336**
Financial assets included in other receivables, prepayments and deposits	**599,474**	–	–	–	**599,474**
Bank and cash balances	**700,382**	–	–	–	**700,382**
	1,299,856	–	**1,341,644**	**784,336**	**3,425,836**
As at 31 December 2023:					
Receivables from a joint venture	–	789,796	–	–	789,796
Bond securities at amortised cost	–	–	497,301	–	497,301
Trade receivables	–	–	–	907,099	907,099
Financial assets included in other receivables, prepayments and deposits	541,861	–	–	–	541,861
Bank and cash balances	713,695	–	–	–	713,695
	1,255,556	789,796	497,301	907,099	3,449,752

The Group is also exposed to credit risk in relation to debt investments that are measured at fair value through profit or loss. Please refer the details to Note 13.

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk

The Group employs cash flow forecasting to manage liquidity risk by forecasting the amount of cash required (including working capital, loan repayments, dividend payments and potential new investments) and by maintaining sufficient cash and adequate undrawn banking/other loan facilities and capital raising as and when necessary to ensure the Group's funding requirements are met.

The Group's financial liabilities include trade payables, other payables, accruals, borrowings and lease liabilities. The trade payables and other payables are generally on credit terms of one to three months after the invoice date. For accruals, there are generally no specified contractual maturities and amounts owing are paid upon the counterparty's formal notification, of which should be within 12 months from the end of the reporting period.

The table below analyses the Group's non-derivative financial liabilities based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows (including future interest payments).

	2024					
	Borrowings HK$'000	**Convertible bonds HK$'000**	**Written put options liabilities HK$'000**	**Trade and other payables and accruals HK$'000**	**Lease liabilities HK$'000**	**Total HK$'000**
Within 1 year	**944,643**	**5,505**	**140,000**	**622,253**	**19,805**	**1,732,206**
Between 1 and 2 years	**192,438**	**5,505**	**–**	**–**	**16,986**	**214,929**
Between 2 and 5 years	**1,059,586**	**165,208**	**–**	**–**	**317**	**1,225,111**
	2,196,667	**176,218**	**140,000**	**622,253**	**37,108**	**3,172,246**

	2023					
	Borrowings HK$'000	Convertible bonds HK$'000	Written put options liabilities HK$'000	Trade and other payables and accruals HK$'000	Lease liabilities HK$'000	Total HK$'000
Within 1 year	757,901	5,516	140,000	664,615	33,921	1,601,953
Between 1 and 2 years	1,645,395	5,505	–	–	8,436	1,659,336
Between 2 and 5 years	–	170,712	–	–	597	171,309
	2,403,296	181,733	140,000	664,615	42,954	3,432,598

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratios. This ratios are calculated as net debt divided by total equity. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the consolidated statement of financial position) less cash and cash equivalents and bank deposits maturing after three months. Total equity as shown in the consolidated statement of financial position is total capital.

The gearing ratio at 31 December 2024 and 2023 was as follows:

	2024 **HK$'000**	2023 HK$'000
Net debt (Note 37(c))	**1,464,040**	1,615,904
Total equity	**2,195,714**	2,739,180
Gearing ratio – Net debt to total equity ratio	**66.7%**	59.0%

(i) Loan covenants

Under the terms of the major bank loan, which has a carrying amount of HK$1,567,200,000 (2023: HK$1,567,200,000), the Group is required to comply with the following financial covenants:

- The ratio of consolidated net debt to consolidated total net worth would not exceed 1.5:1 during the annual reporting period, and
- the ratio of consolidated net debt to consolidated EBITDA would not exceed 5:1 at the end of the reporting period, and
- the ratio of consolidated total pledged assets to consolidated total assets would not exceed 0.25:1 during the annual reporting period.

The Group has complied with these covenants throughout the reporting period.

There are no indications that the Group would have difficulties complying with the covenants.

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation

Financial instruments that are measured in the statement of financial position at fair value are analysed by below valuation method. The different methods have been defined as follows:

(a) Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);

(b) Inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2); and

(c) Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

As at 31 December 2024 and 2023, the fair value measurements of the Group's financial assets at FVOCI and FVPL and financial liability at FVPL are classified in level 3.

Financial assets at FVOCI comprise unlisted equity investment without an active market. The Group establishes the fair value of the unlisted equity investments by using valuation techniques including market comparison method by comparison to the prices at which other similar business nature companies, and the adjusted net assets value method.

The major methods and assumptions used in estimating the fair values of financial assets at FVPL and financial liability at FVPL are detailed in Note 13 and Note 24 respectively.

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as at the end of the reporting period. There was no transfer between categories during the year.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually re-evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, rarely equal the related actual results. The estimates and assumptions that may have a significant risk of causing material adjustments to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(a) Financial assets at amortised cost

The loss allowances for financial assets at amortised cost (including trade receivables, bond securities at amortised cost and receivables from a joint venture) are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used for receivables from a joint venture, bond securities at amortised cost and trade receivables are disclosed in Notes 3.1(b), 9, 12 and 15 respectively.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(b) Useful lives of property, plant and equipment and investment properties

In accordance with HKAS 16 and HKAS 40, the Group estimates the useful lives of property, plant and equipment and investment properties in order to determine the amount of depreciation expenses to be recorded. The useful lives are estimated at the time the asset is acquired based on historical experience, the expected usage, wear and tear of the assets, as well as technical obsolescence arising from changes in the market demands or service output of the assets. The Group also performs annual reviews on whether the assumptions made on useful lives continue to be valid. Such reviews take into account the technological changes, prospective economic utilisation and physical condition of the assets concerned.

(c) Deferred income tax assets

Deferred income tax assets are recognised for all temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available in the future against which the temporary differences, the carry forward of unused tax credits and unused tax losses could be utilised. Deferred income tax is determined using tax rates and laws that have been enacted or substantially enacted by the end of the reporting period and which are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Where the actual or expected tax positions in future are different from the original estimate, such difference will impact the recognition of deferred income tax assets and income tax charge in the period in which such estimate has been changed.

(d) Programme costs and film rights

The Group allocates and amortises the programme costs and film rights to each of the terrestrial TV platform, digital new media platform and licensing and distribution market based on their potential benefits brought to the Group and the expected consumption pattern, number of planned transmissions or duration of the license period, whichever is more relevant and prevailing. Management regularly reviews the basis of the allocation and amortisation and will adjust the allocation and amortisation method when the expected changes in respective economic benefit, consumption pattern or consumption rate arise. Impairment loss is recognised when there is an indication that the estimated recoverable amount of individual programme is less than its carrying value.

(e) Goodwill

The Group tests whether goodwill has suffered any impairment on an annual basis. The recoverable amount of cash-generating units was determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated in Note 8. Details of key assumptions and impact of possible changes in key assumptions are disclosed in Note 8.

(f) Interest in associates

The value in use calculation requires the management of the Group to estimate the present value of the estimated cash flows expected to arise from dividends to be received from the associates and joint venture and the proceeds from the ultimate disposal of the investment taking into account. In cases where the actual cash flows are less or more than expected, or change in facts and circumstances which result in revision of future cash flows estimation or discount rate, a material reversal or further recognition of impairment may arise, which would be recognised in profit or loss for the period in which such a reversal or further recognition takes place. Details of key assumptions and impact of possible changes in key assumptions are disclosed in Note 10.

5 REVENUE, INTEREST INCOME, OTHER REVENUES AND SEGMENT INFORMATION

Revenue comprises advertising income net of agency deductions, e-Commerce income, licensing income, subscription income, as well as other income such as digital marketing and event income, co-production income, music entertainment income, management fee income, facility rental income and other service fee income.

The amount of each significant category of revenue recognised during the year is as follows:

	2024 HK$'000	2023 HK$'000
Revenue		
Advertising income, net of agency deductions	**1,729,129**	1,528,525
e-Commerce income	**173,655**	516,553
Licensing income	**319,774**	399,346
Subscription income	**326,912**	433,058
Others	**708,619**	445,296
	3,258,089	3,322,778
Other revenues	**29,634**	21,366
Interest income	**105,815**	95,659
	3,393,538	3,439,803

The Group is principally engaged in terrestrial television broadcasting, OTT Streaming, e-Commerce, Mainland China Operations and International Operations.

For management purposes and in a manner consistent with the way in which information is reported internally to the Group's Senior Management and Board of Directors for the purposes of making decisions about resource allocation and performance assessment, the Group presents its operating segment information based on these core businesses.

5 REVENUE, INTEREST INCOME, OTHER REVENUES AND SEGMENT INFORMATION (continued)

The Group has following reportable segments:

(a)	Hong Kong TV Broadcasting	–	broadcasting of television programmes, commercials on terrestrial TV platforms, production of programmes, online social media platform, music entertainment, event and digital marketing
(b)	OTT Streaming	–	operation of myTV SUPER OTT service and website portals
(c)	e-Commerce Business	–	operation of e-Commerce platform
(d)	Mainland China Operations	–	co-produced dramas, distribution of television programmes and channels to telecast, video and new media operators in Mainland China
(e)	International Operations	–	distribution of television programmes and channels to telecast, video and new media operators and provision of pay television and OTT services to subscribers in Malaysia, Singapore and other countries of the world targeting Chinese and other Asian audiences

The segments are managed separately according to the nature of products and services provided. Segment performance is evaluated based on a measure of adjusted earnings before interest income, finance costs, income tax, depreciation and amortisation, impairment losses on receivables from a joint venture, interest in an associate, goodwill, intangible and other assets, other financial assets at amortised cost, changes in fair value of a financial asset and a financial liability at fair value through profit or loss, change in fair value of movie investments, share of profits/losses of joint ventures and associates (EBITDA, see below) to assess the performance of the operating segments which in certain respects, as explained in the table below, is measured differently from the results before income tax in the consolidated financial statements.

The Group's inter-segment transactions mainly consist of licensing of programmes and film rights and provision of services. Licensing of programmes and film rights were entered into at similar terms as that contracted with third parties. The services provided are charged on a cost plus basis or at similar terms as that contracted with third parties.

5 REVENUE, INTEREST INCOME, OTHER REVENUES AND SEGMENT INFORMATION (continued)

An analysis of the Group's revenue and EBITDA for the year by operating segments is as follows:

	Hong Kong TV Broadcasting		OTT Streaming		e-Commerce Business		Mainland China Operations		International Operations		Total	
	2024	2023	**2024**	2023	**2024**	2023	**2024**	2023	**2024**	2023	**2024**	2023
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
Revenue												
Timing of revenue recognition:												
At a point in time	**26,238**	19,154	**1,522**	1,872	**126,754**	486,095	**123,485**	148,760	**244**	3,786	**278,243**	659,667
Over time	**1,611,837**	1,377,909	**343,480**	354,103	**–**	–	**727,995**	580,006	**296,534**	351,093	**2,979,846**	2,663,111
External customers	**1,638,075**	1,397,063	**345,002**	355,975	**126,754**	486,095	**851,480**	728,766	**296,778**	354,879	**3,258,089**	3,322,778
Reportable segment EBITDA	**110,357**	(271,971)	**91,121**	84,033	**(33,641)**	(49,205)	**126,209**	63,112	**936**	33,753	**294,982**	(140,278)
Additions to non-current assets (note (a))	**65,785**	71,758	**28,585**	54,477	**8,255**	444	**1,618**	4,723	**3,203**	14,122	**107,446**	145,524

Notes:

(a) Non-current assets comprise property, plant and equipment, investment properties, goodwill and intangible assets (including prepayments related to capital expenditure, if any).

(b) Cost of programmes and film right, as disclosed in Note 28, is mainly arising from Hong Kong TV Broadcasting and Mainland China Operations segments.

A reconciliation of reportable segment EBITDA to loss before income tax is provided as follows:

	2024	2023
	HK$'000	HK$'000
Reportable segment EBITDA	**294,982**	(140,278)
Depreciation and amortisation	**(289,367)**	(373,365)
Finance costs	**(147,388)**	(146,687)
Interest income	**12,135**	8,857
Interest income from a joint venture	**93,680**	86,802
Changes in fair value of		
– movie investments	**(62,544)**	–
– a financial asset at fair value through profit or loss	**(28)**	(17,231)
– a financial liability at fair value through profit or loss	**1,214**	(1,522)
Impairment losses on		
– receivables from a joint venture	**(344,815)**	(86,300)
– goodwill, intangible and other assets	**(93,856)**	(16,454)
– other financial assets at amortised cost	**–**	(6,221)
– interest in an associate	**–**	(126,000)
Share of losses of associates	**(295)**	(105)
Share of profits of joint ventures	**48**	36
Loss before income tax	**(536,234)**	(818,468)

5 REVENUE, INTEREST INCOME, OTHER REVENUES AND SEGMENT INFORMATION (continued)

For the year ended 31 December 2024, no revenue generated from a single customer of the Group is over 10% of the total revenue (2023: Nil).

An analysis of the Group's revenue from external customers for the year by geographical location is as follows:

	2024 HK$'000	2023 HK$'000
Hong Kong	**2,111,431**	2,243,881
Mainland China	**855,348**	734,720
Malaysia and Singapore	**115,897**	138,795
USA and Canada	**105,526**	116,662
Vietnam	**19,692**	29,037
Australia	**15,451**	14,975
Europe	**3,873**	4,001
Other territories	**30,871**	40,707
	3,258,089	3,322,778

An analysis of the Group's non-current assets, other than financial instruments, goodwill and deferred income tax assets, by geographical location is as follows:

	2024 HK$'000	2023 HK$'000
Hong Kong	**1,084,644**	1,308,920
USA and Canada	**198,506**	488,327
Mainland China	**40,834**	32,267
Taiwan	**1,741**	1,804
Other territories	**154**	201
	1,325,879	1,831,519

6 PROPERTY, PLANT AND EQUIPMENT

	Land and buildings HK$'000	Leasehold improvements HK$'000	Studio, broadcasting and transmitting equipment HK$'000	Furniture, fixtures and equipment HK$'000	Motor vehicles HK$'000	Total HK$'000
Cost						
At 1 January 2023	1,355,503	68,163	2,722,285	1,833,883	49,296	6,029,130
Exchange differences	(1,984)	(80)	27	(306)	–	(2,343)
Additions	2,670	1,058	57,303	33,308	1,490	95,829
Lease modification	75	–	–	–	–	75
Transfer in/(out)	–	(2,936)	56	2,880	–	–
Early lease termination	(16,125)	–	–	–	–	(16,125)
Disposals	(9,255)	(4,026)	(57,180)	(17,422)	(2,607)	(90,490)
At 31 December 2023	1,330,884	62,179	2,722,491	1,852,343	48,179	6,016,076
At 1 January 2024	1,330,884	62,179	2,722,491	1,852,343	48,179	6,016,076
Exchange differences	(2,468)	(167)	(400)	(640)	–	(3,675)
Additions	28,427	178	41,807	14,729	1,495	86,636
Lease modification	(7,123)	–	–	–	–	(7,123)
Disposals	(69,504)	–	(30,430)	(21,826)	(2,272)	(124,032)
At 31 December 2024	**1,280,216**	**62,190**	**2,733,468**	**1,844,606**	**47,402**	**5,967,882**
Accumulated depreciation and impairment						
At 1 January 2023	828,100	62,952	2,368,105	1,444,578	47,459	4,751,194
Exchange differences	(1,701)	(64)	27	(95)	–	(1,833)
Charge for the year (Note 28)	64,648	1,608	113,263	112,709	1,104	293,332
Transfer in/(out)	–	–	56	(56)	–	–
Early lease termination	(8,102)	–	–	–	–	(8,102)
Written back on disposals	(9,255)	(4,015)	(57,052)	(17,367)	(2,607)	(90,296)
At 31 December 2023	873,690	60,481	2,424,399	1,539,769	45,956	4,944,295
At 1 January 2024	873,690	60,481	2,424,399	1,539,769	45,956	4,944,295
Exchange differences	(1,608)	(160)	(390)	(258)	–	(2,416)
Charge for the year (Note 28)	45,497	1,196	95,677	77,898	1,378	221,646
Written back on disposals	(69,504)	–	(30,400)	(20,461)	(2,272)	(122,637)
At 31 December 2024	**848,075**	**61,517**	**2,489,286**	**1,596,948**	**45,062**	**5,040,888**
Net book value						
At 31 December 2024	**432,141**	**673**	**244,182**	**247,658**	**2,340**	**926,994**
At 31 December 2023	457,194	1,698	298,092	312,574	2,223	1,071,781

6 PROPERTY, PLANT AND EQUIPMENT (continued)

Notes:

(a) Leases

The consolidated statement of financial position shows the following amounts relating to leases:

(i) Amounts recognised in the property, plant and equipment relating to leases

	2024 HK$'000	2023 HK$'000
Right-of-use assets		
Properties	**26,779**	30,683
Equipment	**7,529**	9,700
Leasehold land and land use right	**131,976**	140,005
	166,284	180,388

Additions to the right-of-use assets during the year were HK$32,163,000 (2023: HK$13,730,000).

(ii) Amounts recognised in the consolidated income statement

The consolidated income statement shows the following amounts relating to leases:

	2024 HK$'000	2023 HK$'000
Depreciation charge of right-of-use assets		
Properties	**25,191**	44,593
Equipment	**5,907**	4,970
Leasehold land and land use right	**7,430**	7,477
	38,528	57,040
Interest expenses (included in finance cost)	**1,720**	1,630
Expense relating to short-term leases (included in general and administrative expenses)	**5,004**	7,573
Expense relating to low-value assets that are not shown above as short-term leases (included in general and administrative expenses)	**8**	7

The total cash outflow for leases during the year was HK$29,184,000 (2023: HK$49,286,000).

(iii) The Group's leasing activities and how these are accounted for

The Group leases various offices and equipment. Rental contracts are typically made for fixed periods of 1 to 5 years with no defined extension options. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

7 INVESTMENT PROPERTIES

	HK$'000
Cost	
At 1 January 2023	4,039
Exchange differences	(109)
At 31 December 2023	3,930
At 1 January 2024	3,930
Exchange differences	(128)
At 31 December 2024	**3,802**
Accumulated depreciation	
At 1 January 2023	2,143
Charge for the year (Note 28)	193
Exchange differences	(59)
At 31 December 2024	2,277
At 1 January 2024	2,277
Charge for the year (Note 28)	188
Exchange differences	(78)
At 31 December 2024	**2,387**
Net book value	
At 31 December 2024	**1,415**
At 31 December 2023	1,653
Fair values (note)	
At 31 December 2024	**3,569**
At 31 December 2023	3,709

Note:

The Group's investment properties were valued at 31 December 2024 and 2023 by independent valuers who hold a recognised relevant professional qualification and have recent relevant experience of the investment properties valued. The valuations were determined using the direct comparison approach with reference to the comparable properties in close proximity and investment approach with reference to current market rental, where appropriate. The most significant inputs into these valuation approaches are unit price and unit rent per square foot or square metre. The current use of investment properties equates to the highest and best use. As at 31 December 2024 and 2023, the fair value measurement of the investment properties is included in level 3.

8 GOODWILL AND INTANGIBLE ASSETS

	Goodwill HK$'000	Tradenames HK$'000	Software development cost HK$'000	Total HK$'000
Year ended 31 December 2023				
Opening net book amount	85,131	32,161	222,984	340,276
Additions	–	–	52,597	52,597
Amortisation charge (Note 28)	–	(8,800)	(71,040)	(79,840)
Impairment loss	–	(16,454)	–	(16,454)
Closing net book amount	85,131	6,907	204,541	296,579
At 31 December 2023				
Cost	85,131	44,000	507,542	636,673
Accumulated amortisation and impairment	–	(37,093)	(303,001)	(340,094)
Net book amount	85,131	6,907	204,541	296,579
Year ended 31 December 2024				
Opening net book amount	**85,131**	**6,907**	**204,541**	**296,579**
Exchange adjustments	**–**	**–**	**(109)**	**(109)**
Additions	**–**	**–**	**22,969**	**22,969**
Amortisation charge (Note 28)	**–**	**(2,590)**	**(64,943)**	**(67,533)**
Impairment loss	**(85,131)**	**(4,317)**	**–**	**(89,448)**
Closing net book amount	**–**	**–**	**162,458**	**162,458**
At 31 December 2024				
Cost	**85,131**	**44,000**	**530,324**	**659,455**
Accumulated amortisation and impairment	**(85,131)**	**(44,000)**	**(367,866)**	**(496,997)**
Net book amount	**–**	**–**	**162,458**	**162,458**

Goodwill and tradenames on the Group's consolidated statement of financial position arose from the Group's acquisition in 2021 of the Ztore Group and its operating subsidiaries (the "e-Commerce CGU"). These are allocated to and monitored by management within the e-Commerce business segment, which comprises groups of CGUs expected to benefit from synergies with the acquired businesses.

8 GOODWILL AND INTANGIBLE ASSETS (continued)

The recoverable amount of the e-Commerce CGU is determined by calculating its "value-in-use", which is based on five years of projected cash flows and a terminal value derived from an assumed estimated terminal growth rate. The projected cashflows and terminal value are then discounted back to the present using an appropriate discount rate that reflects the risk and volatility of the underlying business. For the year ended 31 December 2024, the management assumed a terminal growth rate of 2.0% (2023: 2.0%), and a discount rate of 29.0% (2023: 27.0%) in the calculations. The calculations are then assessed and verified by an independent valuer.

The following describes key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Budgeted profit	–	The basis used to determine the value assigned to the budgeted profit is the average profit achieved in the markets, adjusted for expected efficiency improvement, and expected market development.
Discount rate	–	The discount rate used is before tax.

In 2023, the Group restructured the e-Commerce business segment by merging Ztore online platform with Neigbuy. The Ztore website and mobile application ceased operations in December 2023. The tradename of Ztore is no longer actively used, and the probability of arising of economic benefits associated with Ztore's tradename was considered to be remote. Consequently, management considered it appropriate to fully write down the carrying amount of the "Ztore" tradename, which resulted in an impairment loss of HK$16,454,000 recognised in the consolidated income statement.

In 2024, Hong Kong's retail environment has remained difficult, and while the downsizing of e-Commerce business has resulted in cost savings, revenue has also remained under downward pressure. Compared to the HK$862,595,000 of revenue achieved in 2022, e-Commerce revenue in 2024 was HK$126,754,000 or 85% below the 2022 record high. With no foreseeable catalyst for a strong recovery in the near future, management deemed the recoverability of the value of the goodwill and related intangible assets including the tradename arising from the acquisition to be remote. The management engaged a third-party valuer to conduct an in-depth assessment of the e-Commerce CGU, taking into account relevant market data as well as cash flow projections of the Ztore group reflecting the current environment. The outcome of this assessment supported the conclusion that the carrying amount of goodwill is no longer recoverable. Consequently, the management wrote off all goodwill, related intangible and other assets, amounting to HK$85,131,000 (2023: Nil), HK$4,317,000 (2023: HK$16,454,000) and HK$4,408,000 (2023: Nil) respectively, for a total of HK$93,856,000 (2023: HK$16,454,000) in write-downs.

9 INTERESTS IN JOINT VENTURES

	2024 HK$'000	2023 HK$'000
Non-current		
Investment costs (note)	**205,264**	206,539
Funds advanced to joint ventures	**17,731**	17,731
Less: accumulated share of losses	**(221,854)**	(223,177)
	1,141	1,093
Loan and interest receivable from a joint venture (note)	**845,066**	789,796
Less: impairment loss on receivables from a joint venture (note)	**(656,415)**	(311,600)
	188,651	478,196
	189,792	479,289

	2024 HK$'000	2023 HK$'000
At 1 January	**479,289**	556,863
Add: interest receivables from a joint venture	**93,680**	86,802
Less: impairment loss provided	**(344,815)**	(86,300)
Less: disposal of promissory note from a joint venture	**–**	(78,317)
Less: repayment of promissory note from a joint venture	**(37,537)**	–
Share of profits for the year	**48**	36
Exchange differences	**(873)**	205
At 31 December	**189,792**	479,289

9 INTERESTS IN JOINT VENTURES (continued)

Note:

In July 2017, the Group had entered into the agreement with Imagine Holding Company LLC ("Imagine") in relation to the formation of a joint venture company, namely Imagine Tiger Television, LLC ("ITT"), on a 50:50 basis between both parties. The purpose of ITT is to finance the development and production of a slate of television projects whether developed and/or produced by Imagine alone or with third-party co-financiers/co-production partners. The Group has contributed to the capital of ITT in an amount of US$33,333,000 as to 50% of the equity interests in ITT and has provided a loan to ITT in an amount of US$66,667,000 in the form of the Promissory Note. The Promissory Note is unsecured and bears an interest rate of 12% per annum and will mature in July 2032. Interest and principal of the Promissory Note will not become payable unless ITT has distributable cash as defined in the agreement. Imagine shall not be making any capital contribution to ITT but shall contribute in-kind in the form of production expertise as it has the duty to manage and control the business and affairs of ITT and all creative and production decisions with respect to the television projects financed by ITT. With reference to this capital contribution arrangement, the Group would share 100% of ITT's result until ITT has accumulated a positive balance of retained earnings. When the Group's equity interests in ITT has reduced to zero, the Group would not recognise further losses. With effect from 1 July 2019, a conversion of the Group's equity contribution of US$7,742,000 into a loan to ITT was executed, hence the principal value of Promissory Note increased to US$74,409,000.

In December 2022, ITT completed a partial repayment of the Promissory Note to TVB in the amount of US$35,000,000, which had the effect of reducing the outstanding principal amount and accrued and unpaid interest, thereon, of the ITT debt obligation owing to TVB. Of this US$35,000,000 repayment, the Group reinvested US$20,000,000 by subscribing for 2,621,148 non-voting Class C Units in Imagine, thereby gaining a minority stake of less than 5% in Imagine. The payment was made directly by ITT to Imagine on the Group's behalf therefore there was no cash outlay in respect of the US$20,000,000 investment. The investment in Imagine provides the Group with a shareholding of a successful player in the US film and TV industry. The Imagine investment has been recognised as financial assets at FVOCI.

On 29 December 2022, the Group also entered into an agreement with CMC, whereby CMC agreed to purchase 10% of the Group's interest in ITT. The disposal of the 10% Promissory Note was completed in August 2023.

9 INTERESTS IN JOINT VENTURES (continued)

Note: (continued)

In determining the impairment assessment of the Promissory Note from ITT in 2022 and 2023, the Group has observed that the US market for premium TV content has been increasingly dominated by streaming platforms, resulting in a reduced number of opportunities for ITT which is based in the US to pursue independent non-deficit-financing productions, which was its primary focus. As such, the Company measured the outstanding balance under a stage 2 ECL model and certain forward looking assumptions to estimate a probability of default. The ECL model involves assessing key measuring parameters and inputs, such as the probability of default ("PD") and the loss given default ("LGD"). The Group considered various factors in determining the PD and LGD of the Promissory Note, including the scale of the business, business model, financial performance, financial position, market share trend, and financial policy of ITT. The Group also adjusted for forward-looking information, such as the future development plan of ITT. The impairment provision of HK$211,800,000 and HK$86,300,000 were recognised in the consolidated income statement in 2022 and 2023 respectively.

As of 31 December 2024, the gross amount of the Promissory Note reached HK$845,066,000, accruing interest at a rate of 12% annually. The total tangible assets of ITT were HK$186,916,000. In 2024, due to continued slowness in the US market for traditional TV drama production, ITT did not see any meaningful recovery in production activity. Consequently, it suffered a net loss of approximately HK$116,000,000 for the year ended 31 December 2024, and its cash position declined further to a low level. With no immediate catalysts on the horizon to drive a large improvement in ITT's performance, the Group considered there were significant further risks regarding ITT's ability to repay the Promissory Note, which has already been considered as credit-impaired. Hence, in assessing the value of the Promissory Note, the Group switched from a Stage 2 to Stage 3 ECL model this year, which led to an increase in the ECL rate on the gross amount of the Promissory Note to 77.6% (2023: 39.4%). This resulted in an additional provision of HK$344,815,000 for the year (2023: HK$86,300,000) and a corresponding increase in the accumulated lifetime ECL provision on the carrying value of the Promissory Note to HK$656,415,000 (2023: HK$311,600,000).

Details of the principal joint venture of the Group are listed below:

Name	Place of incorporation and operation	Principal activities	Particulars of issued shares held	Percentage of ownership interest
# Imagine Tiger Television, LLC	United States	Provision of finance for the development and production of television programmes	Class A units of US$25,591,000	§ 100%

\# Joint venture held indirectly by the Company

§ The Group does not hold class B units and has 50% equity interest in ITT

All joint ventures are private companies and there are no quoted market prices available for their shares. Their investment costs and funds advanced are accounted for using the equity method while the loan to and interest receivable from a joint venture are classified as financial assets at amortised cost.

9 INTERESTS IN JOINT VENTURES (continued)

There are no commitments or contingent liabilities relating to the Group's interest in the joint ventures.

The joint ventures are strategic for the Group's investments in the Hong Kong retail sales and movie market and the United States TV market.

Summarised statements of financial position of the joint ventures that are material to the Group and reconciliations to the carrying amount of the Group's share of net liabilities of the joint ventures:

	As at 31 December 2024			As at 31 December 2023		
	ITT△ HK$'000	Others HK$'000	Total HK$'000	ITT HK$'000	Others HK$'000	Total HK$'000
Assets						
Cash and cash equivalents	78,401	5,931	84,332	91,885	5,823	97,708
Other current assets (excluding cash and cash equivalents)	108,515	497	109,012	156,646	508	157,154
Total current assets	186,916	6,428	193,344	248,531	6,331	254,862
Total non-current assets	–	–	–	–	–	–
	186,916	6,428	193,344	248,531	6,331	254,862
Liabilities						
Current financial liabilities (excluding trade payables)	–	(39,608)	(39,608)	–	(39,607)	(39,607)
Other current liabilities (including trade payables)	(63,395)	–	(63,395)	(60,019)	–	(60,019)
Total current liabilities	(63,395)	(39,608)	(103,003)	(60,019)	(39,607)	(99,626)
Total non-current financial liabilities	(887,959)	–	(887,959)	(841,438)	–	(841,438)
	(951,354)	(39,608)	(990,962)	(901,457)	(39,607)	(941,064)
Net liabilities	(764,438)	(33,180)	(797,618)	(652,926)	(33,276)	(686,202)
Share of net liabilities in joint ventures	(764,438)	(16,590)	(781,028)	(652,926)	(16,638)	(669,564)
Add: Capitalised professional fees	6,582	–	6,582	6,623	–	6,623
Add: Unrecognised loss in excess of investment costs	757,856	–	757,856	646,303	–	646,303
Add: Funds advanced	–	17,731	17,731	–	17,731	17,731
Carrying value*	–	1,141	1,141	–	1,093	1,093

* excluding loan and interest receivable

△ The Group shares 100% of ITT's loss with reference to the agreement in relation to formation of ITT.

9 INTERESTS IN JOINT VENTURES (continued)

Summarised statements of comprehensive income:

	For the year ended 31 December 2024			For the year ended 31 December 2023		
	ITT HK$'000	Others HK$'000	Total HK$'000	ITT HK$'000	Others HK$'000	Total HK$'000
Revenue	3,217	–	3,217	10,912	–	10,912
Loss from operations	(13,653)	–	(13,653)	(7,849)	–	(7,849)
Interest income	–	128	128	–	127	127
Interest expense	(103,716)	–	(103,716)	(96,755)	–	(96,755)
Income tax	–	–	–	–	–	–
Post-tax (loss)/profit for the year	(116,118)	96	(116,022)	(104,604)	71	(104,533)
Other comprehensive income	–	–	–	–	–	–
Total comprehensive (loss)/profit	(116,118)	96	(116,022)	(104,604)	71	(104,533)
Dividends received from joint ventures	–	–	–	–	–	–

10 INTERESTS IN ASSOCIATES

	2024 HK$'000	2023 HK$'000
Investment costs	**174,000**	174,000
Less: accumulated share of losses	**(1,513)**	(1,218)
Less: accumulated share of other comprehensive income	**(18,433)**	(13,191)
Less: accumulated impairment loss	**(126,000)**	(126,000)
	28,054	33,591

	2024 HK$'000	2023 HK$'000
At 1 January	**33,591**	164,159
Share of losses for the year	**(295)**	(105)
Share of other comprehensive income	**(5,242)**	(4,463)
Impairment loss	**–**	(126,000)
At 31 December	**28,054**	33,591

Details of the material associate are as follows:

Name	Place of incorporation and operation	Principal activity	Particulars of issued shares held	Percentage of ownership interest
#Shine Investment Limited ("Shine")	Cayman Islands	Investment holding	Voting Class A Shares of US$1 each	§15%
			Non-voting Class B Shares of US$1 each	§100%

\# an associate held directly by the Company

§ The Group holds 40% economic interest in Shine

Shine is a private company and there is no quoted market price available for its shares.

There are no contingent liabilities relating to the Group's interest in the associates.

The associate is strategic for the Group's investment in the movie industry.

Shine, in which the Group holds a 40% interest, is an investment holding company that in turn holds a 29.94% stake in Shaw Brothers Holdings Limited ("SBHL"), a company which produces and distributes TV and film content, and manages artistes. SBHL is listed on The Stock Exchange of Hong Kong Limited under the stock code 0953.

10 INTERESTS IN ASSOCIATES (continued)

The Group regularly monitors the operational and financial performance of its associates. During the year in 2023, the Group has noted that SBHL's financial performance has declined, and it has incurred net losses attributable to shareholders in that financial year. The Group has noted that SBHL's board of directors and management team are working proactively to improve the company's performance, the Group has assessed that in view of the circumstances, and in consideration of the recent financial results, coupled with trading value of the shares of SBHL, there was a potential indicator of impairment. In determining whether impairment loss should be recognised, the Group has conducted an impairment assessment.

Based on the assessment conducted by the Group, the value in use is higher than the fair value less costs of disposal, the recoverable amount of the interest in Shine Investment Limited was determined to be HK$34 million, which is lower than the carrying value of HK$160 million. As a result, an impairment loss of HK$126 million was recognised in the consolidated income statement during the year 2023.

The resulted recoverable amount was used to compare with the carrying amount in the book to determine if any impairment should be recognised. The recoverable amount is derived from discount cash flow method under the income approach, by using key inputs and assumptions including the budget approved by management of SBHL. Management estimates the discount rate applied to the cash flow projection is 10.0% (2023: 10.0%) that reflects current market assessments of the time value of money. The inputs and assumptions made in the budget are based on historical performance of SHBL and economic data relevant to the industry. Cash flow beyond the five-year period is extrapolated using the estimated terminal growth rates of 2.5% (2023: 2.5%).

In 2024, based on the assessment conducted by the Group, the recoverable amount of the interest in Shine is higher than the carrying value, thus, no further (2023: HK$126,000,000) impairment loss was recognised in the consolidated income statement during the year.

Summarised statement of financial position of Shine that is material to the Group and reconciliation to the carrying amount of the Group's share of net assets of the associate:

	As at 31 December 2024 HK$'000	As at 31 December 2023 HK$'000
Assets		
Current financial assets	**1,138**	1,138
Interest in an associate	**384,602**	398,449
	385,740	399,587
Liabilities		
Current financial liabilities	**(350)**	(350)
Net assets	**385,390**	399,237
Interest in associates (40%) and carrying value	**154,156**	159,695

10 INTERESTS IN ASSOCIATES (continued)

Summarised consolidated statement of comprehensive income:

	For the year ended 31 December 2024 HK$'000	For the year ended 31 December 2023 HK$'000
Revenue	**–**	–
Share of losses of associates	**(738)**	(263)
Post-tax losses for the year	**(738)**	(263)
Other comprehensive loss	**(13,109)**	(11,156)
Total comprehensive loss	**(13,847)**	(11,419)
Dividends received from associate	**–**	–

11 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2024 HK$'000	2023 HK$'000
At 1 January	**150,364**	161,634
Changes in fair value	**(78,058)**	(11,315)
Exchange difference	**(484)**	45
At 31 December	**71,822**	150,364

Details of material financial assets at fair value through other comprehensive income are as follows:

Name	**Place of incorporation**	**Place of operation**	**Principal activities**	**Particular of issued shares held**	**Percentage of ownership interest**
CMC Flagship Limited	Cayman Islands	Cayman Islands	Investment holding	Ordinary shares of US$1 each	10%
Fairchild Television Limited	Canada	Canada	Operation of specialty television channels	Ordinary shares of C$1 each	20%
HomePlus Holding Limited	Hong Kong	Hong Kong	e-Commerce business	Ordinary shares of HK$1 each	5%
Imagine Holding Company, LLC	United States	United States	Investment holding	Class C Units of US$20,000,000	<5%

11 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (continued)

As the above equity instruments are not held for trading, the Group has irrecoverably elected to measure these financial assets at FVOCI. These financial assets at FVOCI are denominated in Hong Kong dollars, US dollars and Canadian dollars and their fair values are included in level 3 fair value hierarchy. The maximum exposure to credit risk is the carrying value of the financial assets at FVOCI.

As at 31 December 2024, the fair value of Imagine Holding Company, LLC was HK$66,378,000 (2023: HK$144,920,000), based on a valuation report conducted by an independent valuer. The valuation report employed calibration method using a market-based approach. The fair value of the equity instrument as at valuation date was calibrated based on the latest completed transaction to deduce the implied market multiple. The implied market multiple is then adjusted for market movements of comparable companies to reflect the changes in market conditions between the latest transaction date and the valuation date. This adjusted market multiple is then applied to the latest financial parameter of Imagine Holding Company, LLC to generate the fair value as at the valuation date. The fair value loss of HK$78,058,000 (2023: HK$11,315,000) was recorded in the other comprehensive income during the year 2024. The unfavorable change was primarily due to the continuing difficult market conditions for film and TV content production in the United States, which significantly impacted the financial performance of companies involved in the industry.

12 BOND SECURITIES AT AMORTISED COST

	2024 HK$'000	2023 HK$'000
Non-current		
Bond securities at amortised cost:		
Unlisted	**426,706**	426,995
Listed in other countries	**69,872**	70,306
Less: provision for impairment loss on bond securities (Notes (b), (c) and (d))	**(473,063)**	(473,063)
	23,515	24,238

Notes:

(a) As at 31 December 2024, the Company's portfolio of fixed income securities, net of expected credit losses amounted to HK$23,515,000 (2023: HK$24,238,000), which were classified under "Bond securities at amortised cost". Issuers of these securities include listed or unlisted companies in Hong Kong and overseas. No bond securities were disposed of or redeemed during the year (2023: Nil).

As at 31 December 2024, the investment portfolio consisted of fixed income securities of four (2023: four) separate issuers, of which the bonds issued by Master Glory Group Limited and SMI Holding Group Limited ("SMI") had been fully impaired in prior years.

As at 31 December 2024, no further impairment (2023: HK$6,221,000) was recognised in the consolidated income statement.

12 BOND SECURITIES AT AMORTISED COST (continued)

Notes: (continued)

(b) SMI Fixed Coupon Bonds

The Group subscribed to US$23,000,000 9.5% unsecured redeemable fixed coupon bonds due 2020 (extendable to 2021) issued by SMI on 23 April 2018. However, trading in SMI's shares on The Stock Exchange Hong Kong Limited has been suspended since 3 September 2018, triggering an event of default for the Fixed Coupon Bonds. Subsequently, SMI's shares were delisted on 14 December 2020. Based on the impairment assessment as detailed in Note 13(b), the management considered full impairment of the Fixed Coupon Bonds was adequate but not excessive at 31 December 2024 and 2023.

(c) CERC Bonds

The Group had purchased the CERC Bonds totalling US$12 million nominal amount (2018 Bond US$6 million and 2019 Bond US$6 million). On 11 May 2018, CERC had defaulted the principal payment of the 2018 CERC Bond due in May 2018 and as a result, this triggered a cross default for the 2019 CERC Bond.

CERC is a state-owned oil and gas trading, logistics and distribution and supply services provider in mainland China. According to CERC's announcement dated 25 May 2018, CERC plans to divest certain of its assets in order to resolve its current cash flow difficulties. Management has reviewed a report ("Report") dated 17 August 2018 and prepared by the financial adviser appointed by CERC ("CERC's financial adviser"), in relation to, among other things, a review of the financial condition of CERC. CERC has prepared a plan for the repayment of the principal and the interest over an eight-year period.

On 24 December 2018, the Group had received coupon interests from CERC Bonds. Based on the review of the Report and the receipt of the bond interests, management believes that CERC has both the intention and ability to settle the outstanding balances in an extended schedule. The Group has approached the impairment assessment under the ECL model by way of discounting of the expected cashflow to be recovered over an eight-year period for calculation of the net present value of the CERC Bonds, taking into consideration comparable probability of default, recovery rate quoted from international credit-rating agencies after adjustments to specific conditions/financial conditions and current creditworthiness of CERC and its restructuring progress. On this basis, an impairment loss of HK$26,000,000 was made during the year ended 31 December 2018.

In 2019, CERC released a revised restructuring proposal for the CERC Bonds, focusing on increasing the principal repayments and suspending interest payments. Negotiations are ongoing between the management and CERC. Due to the weakened oil and gas industry and lack of progress on the repayment plan in 2020, the Group considered the CERC bonds as credit-impaired. They made a provision of HK$30,000,000 for expected credit losses. On April 30, 2022, the bond issuer announced a revised restructuring proposal involving partial settlement and a ten-year extension for the principal amount.

As at 31 December 2024, the Group continued to closely monitor the situation and performed impairment assessment under the ECL model, after taking reference to the valuation performed by an independent valuer, no additional ECL provision (2023: HK$4,400,000) has been provided during the year, which concluded the accumulated lifetime ECL provision of HK$70,400,000 (2023: HK$70,400,000) as at year end.

12 BOND SECURITIES AT AMORTISED COST (continued)

Notes: (continued)

(d) Other bonds

Other than SMI's Fixed Coupon Bonds and CERC Bonds, the net carrying amount of the bond securities at amortised costs after provision for impairment loss as at 1 January 2024 was HK$890,000. For the unlisted bond securities at amortised cost considered as credit-impaired as at 31 December 2024 and 31 December 2023, as a result of default events pursuant to the bond agreements, a lifetime ECL allowance has been assessed. The management performed an analysis of the recovery rate of bond securities by adopting its independently selected parameters which contain credit rating profile similar to each of bond securities and no additional ECL provision on such bond securities was provided (2023: Nil) during the year. As at 31 December 2024, the net carrying amount of other securities at amortised costs after provision for impairment loss was HK$753,000 (31 December 2023: HK$890,000).

The details of ECL provision under three-stage model is set out in Note 3.1(b).

13 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2024 **HK$'000**	2023 HK$'000
At 1 January	**28**	17,259
Changes in fair value	**(28)**	(17,231)
At 31 December	**–**	28

(a) The financial assets at FVPL represents a call option granted to the Group by the Ztore Group in conjunction with its acquisition by the Group in 2021. This call option would have enabled the Group to increase the controlling stake in the Ztore Group at a pre-determined price, subject to certain conditions and business indicators being met. For the year ended 31 December 2024, with no foreseeable catalyst for a strong recovery in the near future, the management now considers the recoverable value of the call option relating to the Ztore Group as at 31 December 2024 to be nil. As a result, a change in the fair value of a financial asset at FVPL of HK$28,000 (2023: HK$17,231,000) has been recognised as a charge in the consolidated income statement during the year. The details of the assessment on Ztore Group is set out in Note 8.

(b) In addition to the Fixed Coupon Bonds described in Note 12, the Group subscribed a US$83,000,000 7.5% secured redeemable convertible bonds due 2020 (extendable to 2021 by mutual agreement) issued by SMI on 7 May 2018. The Company may exercise its right to convert all or any part of the principal amount of the convertible bonds into new shares of SMI at any time during the period from and including the date falling six months from 7 May 2018 up to the close of the business on the maturity date of the convertible bonds at the initial conversion price of HK$3.85 per conversion share. None of them was converted up to 31 December 2024.

Under the subscription agreement of the convertible bonds and a related share charge agreement with Campbell Hall Limited, a wholly-owned subsidiary of SMI, dated 7 May 2018, the convertible bonds are secured by way of a priority charge against 100% of the issued share capital of SMI International Cinemas Limited ("SMI International", an indirect wholly owned subsidiary of SMI). SMI International is an investment holding company that owns 41.34% of the registered capital of Chengdu Runyun Culture Broadcasting Limited ("Chengdu Runyun"). Chengdu Runyun and its subsidiaries operates SMI's principal business as cinema operators in a number of cities in the Mainland China.

13 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

(b) (continued)

On 7 May 2020, SMI was ordered to be wound up and joint and several liquidators of SMI were appointed on 12 May 2020. The Listing Committee of The Stock Exchange Hong Kong Limited decided to cancel the listing of SMI's shares on 8 May 2020 and the listing of SMI's shares has been cancelled with effect from 14 December 2020.

As at 31 December 2024, after considering the latest development of SMI, management is of the same view that any recovery from SMI Bonds is not likely, resulting in the carrying amount of the SMI Bonds to remain at Nil (2023: Nil).

14 STOCKS

At 31 December 2024 and 2023, all stocks were stated at the lower of cost and net realisable value.

15 TRADE RECEIVABLES

	2024 **HK$'000**	2023 HK$'000
Trade receivables from third parties (note)	**784,336**	907,099
Less: provision for impairment loss on receivables from third parties	**(32,731)**	(39,501)
	751,605	867,598

Note:

Except the e-Commerce Business, the Group operates a controlled credit policy to the majority of the Group's customers who satisfy the credit evaluation. The Group generally allows an average credit period of 40–60 days to advertisers, 14–180 days to subscribers and 60 days in respect of programme licensees in mainland China. Cash on delivery, advance payments or bank guarantees are required from other customers of the Group.

The e-Commerce Business trade with its customers on terms of pay in advance. The trade receivables represented proceeds received by service providers of electronic payment platforms. The trade receivables are not past due and the Group does not hold any collateral over these balances.

15 TRADE RECEIVABLES (continued)

At 31 December 2024, the ageing of trade receivables, net of provision for impairment based on invoice dates was as follows:

	2024 HK$'000	2023 HK$'000
Up to 1 month	**337,064**	443,591
1–2 months	**124,492**	146,116
2–3 months	**89,523**	71,346
3–4 months	**48,760**	49,621
4–5 months	**38,010**	26,503
Over 5 months	**113,756**	130,421
	751,605	867,598

The percentages of amounts of trade receivables (before impairment loss) are denominated in the following currencies:

	2024 %	2023 %
Hong Kong dollars	**67**	59
Renminbi	**25**	35
US dollars	**4**	3
Malaysian Ringgit	**1**	1
Other currencies	**3**	2
	100	100

Movements on the provision for impairment of trade receivables are as follows:

	2024 HK$'000	2023 HK$'000
At 1 January	**39,501**	42,169
Provision for impairment loss – third parties	**3,844**	1,816
Reversal of provision for impairment loss – third parties	**(9,152)**	(3,529)
Receivables written off as uncollectible	**(1,258)**	(688)
Exchange differences	**(204)**	(267)
At 31 December	**32,731**	39,501

15 TRADE RECEIVABLES (continued)

The Group applies the HKFRS 9 simplified approach to measured expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses using a provision matrix, trade receivables have been grouped based on shared credit risk characteristics and the invoice dates. As at 31 December 2024, the gross carrying amount of the trade receivables and the loss allowance provision analysed by ageing band are set out below.

	2024			2023		
	Gross carrying amount HK$'000	**Loss allowance provision HK$'000**	**Weighted average expected loss rate**	Gross carrying amount HK$'000	Loss allowance provision HK$'000	Weighted average expected loss rate
Up to 5 months	**648,468**	**10,619**	**2%**	749,874	12,697	2%
Over 5 months to 1 year	**114,329**	**11,284**	**10%**	113,124	13,264	12%
Over 1 year	**21,539**	**10,828**	**50%**	44,101	13,540	31%
	784,336	**32,731**		907,099	39,501	

The carrying amounts of trade receivables approximate their fair values. The maximum exposure to credit risk at the reporting date is the carrying value of the trade receivable mentioned above. The Group does not hold any collateral as security.

16 OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

	2024 HK$'000	2023 HK$'000
Non-current		
Prepayments related to capital expenditure	**17,166**	33,757
Current		
Other receivables, prepayments and deposits	**570,167**	495,163
Contract acquisition and fulfilment costs	**12,141**	12,941
	582,308	508,104
	599,474	541,861

The carrying amounts of other receivables, prepayments and deposits approximate their fair values.

The other receivables mainly represent interest receivables, advance of programme production, prepayment of movie investment, license fee and insurance fee.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above. The Group does not hold any collateral as security.

17 MOVIE INVESTMENTS

	2024 HK$'000	2023 HK$'000
At 1 January	**73,582**	73,582
Fair value loss on movie investments	**(62,544)**	–
At 31 December	**11,038**	73,582

During the year ended 31 December 2024, the Group recognised fair value loss of HK$62,544,000 (2023: nil) against the Group's movie investment portfolio, which had a gross balance of HK$73,582,000. In 2018 and 2019 the Group invested in a number of movie titles to be made by a third party film production company. In subsequent years, the film production company had indeed produced a number of movie titles pursuant to the investment, and in relation to most of these titles, the Group has received settlement statements from the film production company and hence made appropriate recognition in the consolidated financial statements in the relevant years. However, the Group is still awaiting settlement for 2 movie titles amounting to a net carrying value of HK$71,544,000. During 2024, the management came to learn that the film production company is potentially in financial difficulty, hence the recoverability of this remaining investment balance is at risk. The Group is negotiating with the film production company to secure the best settlement possible under the circumstances. Meanwhile, based on a preliminary indication of the settlement outcome, the management consider it appropriate to write down the remaining investment balance of the movie portfolio by HK$62,544,000, and recognise this as a fair value loss in the consolidated income statement.

18 BANK DEPOSITS MATURING AFTER THREE MONTHS AND CASH AND CASH EQUIVALENTS

	2024 HK$'000	2023 HK$'000
Bank deposits maturing after three months	**53,058**	54,863
Cash and cash equivalents	**647,324**	658,832
	700,382	713,695
Analysis of cash and cash equivalents		
Short-term bank deposits	**34,712**	349,425
Cash at bank and on hand	**612,612**	309,407
	647,324	658,832

18 BANK DEPOSITS MATURING AFTER THREE MONTHS AND CASH AND CASH EQUIVALENTS (continued)

Note:

The maximum exposure to credit risk on bank balances is represented by the carrying amount in the consolidated statement of financial position. The carrying amounts of the bank deposits maturing after three months and cash and cash equivalents approximate their fair values.

Bank deposits maturing after three months and cash and cash equivalents are denominated in the following currencies:

	2024 HK$'000	2023 HK$'000
Renminbi	**344,377**	311,292
Hong Kong dollars	**212,518**	177,869
US dollars	**127,590**	207,875
New Taiwan dollars	**11,003**	8,962
Other currencies	**4,894**	7,697
	700,382	713,695

19 SHARE CAPITAL

	Number of shares (thousands)	**Share capital HK$'000**
Ordinary shares, issued and fully paid:		
At 1 January 2023	**438,000**	**664,044**
Exercise of share options	**218**	**1,183**
At 31 December 2023 and 1 January 2024	**438,218**	**665,227**
Issue of shares (note)	**28,744**	**106,602**
At 31 December 2024	**466,962**	**771,829**

Note:

On 28 May 2024 and 27 September 2024, the Company allotted and issued 8,743,836 shares at the subscription price of HK$3.36 per share to GF Global Capital Limited and 20,000,000 shares at the subscription price of HK$4.00 per share to Shaw Brothers Limited, respectively. The net proceeds, after deducting the related expenses, amounted to HK$106,602,000.

20 OTHER RESERVES

	General reserve HK$'000	Capital reserve HK$'000	Legal reserve HK$'000	Share-based payment reserve HK$'000	Conversion option equity reserve HK$'000	Long service payment reserve HK$'000	Financial assets at FVOCI reserve HK$'000	Translation reserve HK$'000	Total HK$'000
Balance at 1 January 2023	70,000	(160,699)	133,190	34,846	–	–	(19,346)	(57,060)	931
Transferred from retained earnings	–	–	3,970	–	–	–	–	–	3,970
Exchange differences on translation of foreign operations:									
– Subsidiaries	–	–	–	–	–	–	–	(10,601)	(10,601)
– Joint ventures	–	–	–	–	–	–	–	(60)	(60)
Share of other comprehensive loss of an associate	–	–	–	–	–	–	–	(4,463)	(4,463)
Reclassification adjustments of exchange differences to profit or loss on liquidation of subsidiaries	–	–	–	–	–	–	–	27	27
Change in fair value of equity instrument at FVOCI	–	–	–	–	–	–	(11,315)	–	(11,315)
Exercise of share options	–	–	–	(169)	–	–	–	–	(169)
Share-based payments	–	–	–	4,835	–	–	–	–	4,835
Forfeiture of share option	–	–	–	(93)	–	–	–	–	(93)
Lapse of share option	–	–	–	(30,824)	–	–	–	–	(30,824)
Issuance of convertible bonds	–	–	–	–	35,876	–	–	–	35,876
Balance at 31 December 2023	70,000	(160,699)	137,160	8,595	35,876	–	(30,661)	(72,157)	(11,886)
Balance at 1 January 2024	70,000	(160,699)	137,160	8,595	35,876	–	(30,661)	(72,157)	(11,886)
Transferred from retained earnings	–	–	2,492	–	–	–	–	–	2,492
Exchange differences on translation of foreign operations:									
– Subsidiaries	–	–	–	–	–	–	–	(24,400)	(24,400)
– Joint ventures	–	–	–	–	–	–	–	1,492	1,492
Share of other comprehensive loss of an associate	–	–	–	–	–	–	–	(5,242)	(5,242)
Change in fair value of equity instrument at FVOCI	–	–	–	–	–	–	(78,058)	–	(78,058)
Actuarial loss on provision for long service payment	–	–	–	–	–	(1,503)	–	–	(1,503)
Share-based payments	–	–	–	4,679	–	–	–	–	4,679
Balance at 31 December 2024	**70,000**	**(160,699)**	**139,652**	**13,274**	**35,876**	**(1,503)**	**(108,719)**	**(100,307)**	**(112,426)**

20 OTHER RESERVES (continued)

General reserve – the reserve set aside out of the profits of the Company that the Directors think fit for, inter-alia, meeting claims on or liabilities of the Company or contingencies or for any other purpose to which the profits of the Company may be properly applied.

Capital reserve – the capital reserve comprises the excess of consideration paid to non-controlling interests for acquisition of additional interest in subsidiaries; the effects of all transactions with non-controlling interests are dealt with in accordance with the accounting policies set out in Note 2.2(b). It also includes the present value of redemption amount of the written put options, which is a reduction of the Group's equity, as detailed in Note 22.

Legal reserve – in accordance with the local laws in mainland China, the mainland China subsidiaries are required to set aside 10% of annual net income less any accumulated deficit as legal reserve until such reserve reaches 50% of those subsidiaries' registered capital; in accordance with the local laws in Taiwan, Taiwan subsidiaries are required to set aside 10% of annual net income less any accumulated deficit as legal reserve until such reserve reaches 100% of those subsidiaries' share capital. The application of the legal reserve is restricted to covering operating losses and conversion into share capital/registered capital.

Share-based payment reserve – the reserve is used to recognise the grant date fair value of options issued to grantees of share options but not yet exercised.

Conversion option equity reserve – the reserve represents the equity component (conversion rights) of convertible bonds issued by the Group. Items included in convertible bonds equity reserve will not be reclassified subsequently to profit or loss. This amount is net of the transaction costs.

Long service payment reserve – the reserve represents actuarial gains and losses of provision for long service payment.

Financial assets at FVOCI reserve – the Group has elected to recognise changes in the fair value of investments in equity securities through OCI, as explained in Note 11. These changes are accumulated within the FVOCI reserve within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Translation reserve – the translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in Note 2.4.

21 TRADE AND OTHER PAYABLES AND ACCRUALS

	2024 **HK$'000**	2023 HK$'000
Trade payables to:		
Associates (Note 40(c))	**433**	6,926
Third parties	**179,270**	227,766
	179,703	234,692
Contract liabilities (note (a))	**163,415**	190,223
Provision for employee benefits and other expenses	**57,936**	59,550
Accruals and other payables	**467,485**	462,680
	868,539	947,145

21 TRADE AND OTHER PAYABLES AND ACCRUALS (continued)

Notes:

(a) On fulfilment of its obligations, the contract liability is recognised in revenue in the period when the performance obligations are fulfilled. HK$172,293,000 was recognised as revenue in 2024 (2023: HK$167,272,000) that was included in the contract liabilities balance as at the beginning of the year.

(b) Transaction price allocated to the remaining performance obligations

The following table includes revenue expected to be recognised in the future related to performance obligations that are unsatisfied or partially unsatisfied at 31 December 2024. The Group does not disclose the amount of the transaction price allocated to the remaining performance obligations for contracts with an original expected duration of one year or less. In addition, contracts that include a promise to perform an undefined quantity of tasks at a fixed contractual rate per unit, with no contractual minimums that would make some or all of the consideration fixed, are not included in the following analysis as the possible transaction prices and the ultimate consideration for those contracts will depend on the occurrence or non-occurrence of future customer usage.

	2024 **HK$'000**	2023 HK$'000
Within 1 year	**192,850**	246,244
More than 1 year	**244,973**	234,669
	437,823	480,913

At 31 December 2024, the ageing of trade payables based on invoice dates was as follows:

	2024 **HK$'000**	2023 HK$'000
Up to 1 month	**90,919**	91,059
1–2 months	**41,662**	47,305
2–3 months	**20,443**	29,045
3–4 months	**7,100**	28,752
4–5 months	**2,772**	15,268
Over 5 months	**16,807**	23,263
	179,703	234,692

21 TRADE AND OTHER PAYABLES AND ACCRUALS (continued)

The percentages of amounts of trade payables are denominated in the following currencies:

	2024 %	2023 %
Hong Kong dollars	**68**	76
US dollars	**9**	11
Renminbi	**23**	12
Other currencies	**–**	1
	100	100

The other payables mainly represent accruals for programme cost.

The carrying amounts of trade and other payables and accruals approximate their fair values.

22 WRITTEN PUT OPTION LIABILITIES

	2024 HK$'000	2023 HK$'000
Written put option liabilities	**140,000**	140,000

Pursuant the acquisition of the Ztore Group by the Group in 2021, and provided that the call option granted to the Group has not previously been exercised, the existing shareholders shall be granted a put option to sell all of the shares held in Ztore to the Group on certain terms and conditions, where the right to exercise such put option is subject to the gross merchandise value (the "GMV") and the contribution margin percentage of the GMV ("Contribution Margin %") per quarter. The existing shareholders of the Ztore Group may exercise the put option at the price of HK$140,000,000 depending on certain threshold of GMV and Contribution Margin % per quarter being met.

23 BORROWINGS

	2024 HK$'000	2023 HK$'000
Non-current		
Bank borrowings, unsecured (note (a))	**1,175,400**	1,567,200
Other borrowings, unsecured (note (d))	**–**	15,934
	1,175,400	1,583,134
Current		
Bank borrowings, unsecured (note (a), (c))	**543,226**	164,083
Other borrowings, unsecured (note (b), (d))	**308,059**	448,200
	851,285	612,283
	2,026,685	2,195,417

At 31 December 2024 and 2023, borrowings were repayable as follows:

	2024 HK$'000	2023 HK$'000
Within 1 year	**851,285**	612,283
Later than 1 year but not later than 5 years	**1,175,400**	1,583,134
	2,026,685	2,195,417

Notes:

(a) On 30 June 2020, the Group entered into a US$250,000,000 term loan facility with Shanghai Commercial Bank Limited ("SCBL"), and the entire facility amount was drawn down on 6 July 2020. Originally, the loan was due for repayment in full on 6 July 2023. On 22 August 2022, the Group entered into a supplementary agreement with SCBL to extend the maturity of a US$200,000,000 portion of the loan by two years, to 6 July 2025.

In May 2023, the Group converted the functional currency of the loan facility from US dollars to Hong Kong dollars. This resulted in the conversion of US$250,000,000 outstanding loan balance into HK$1,959,000,000. During the year ended 31 December 2023, the Group repaid an amount of HK$391,800,000 (being the equivalent of US$50,000,000) to SCBL.

In December 2024, SCBL agreed to revise the repayment terms of the remaining HK$1,567,200,000 outstanding loan facility amount to the following: (i) HK$391,800,000 portion to be repaid on the original maturity date of 6 July 2025; (ii) HK$117,540,000 portion to be repaid on 6 July 2026, which is one year after the original maturity date; and (iii) the remaining HK$1,057,860,000 portion to be repaid on 6 January 2027. A supplemental loan agreement reflecting the foregoing revised repayment terms was executed on 10 March 2025.

Interest on the Group's term loan with SCBL bears a variable rate, which was approximately 6.7% as at 31 December 2024 (2023: 7.7%).

23 BORROWINGS (continued)

Notes: (continued)

(b) On 13 August 2023, the Group entered into a loan facility agreement with CMC and Young Lion Holdings Limited. Pursuant to this agreement, CMC and Young Lion Holdings Limited have made available, on an unsecured basis, a term loan facility of HK$700,000,000 (the "Facility") to the Group. The Facility, which was originally valid up to 31 December 2024, bears an interest rate of 3-month HIBOR plus 1.25%, which is lower than the Group's current market cost of borrowing in Hong Kong. Under certain circumstances whereby the Company is able to raise new equity related financing, including through issuance of new shares or instruments convertible into new shares, the size of the Facility may be correspondingly reduced. In addition, following the Company's successful issuance of HK$156,000,000 in convertible bonds to Cardy Oval Limited on 6 September 2023 (as disclosed below in Note 24), this term loan facility made available by CMC and Young Lion Holdings Limited has been correspondingly reduced to HK$544,000,000 and the Company drew down HK$448,200,000 from the Facility as at 31 December 2023. During the year, the Company repaid HK$156,075,000 to CMC and the remaining loan balance was HK$292,125,000 as at 31 December 2024. Pursuant to a supplemental letter dated 14 March 2025, repayment date of this Facility has been extended to 31 March 2026.

CMC is a company controlled by Mr. Li Ruigang, a non-executive director of the Company, whereas Young Lion Holdings Limited is an indirect shareholder of over 10% of the shares of the Company. As such, both CMC and Young Lion Holdings Limited are connected persons of the Company according to Hong Kong listing rules.

(c) As at 31 December 2024, excluding the loan with SCBL, the Group had short-term bank borrowings of HK$151,426,000 (31 December 2023: HK$164,083,000) from various commercial banks, with fixed interest rates ranging from 3.1% to 3.3% per annum (31 December 2023: 3.6% per annum).

(d) As at 31 December 2024, the Group's other borrowings of HK$15,934,000 (2023: HK$15,934,000) from the third parties bear interest rate of 5% (2023: 5%) per annum with maturity date of 30 September 2025.

(e) The Group has complied with the financial covenants of its bank loans during the current period.

The carrying amounts of borrowings approximate their fair values.

24 CONVERTIBLE BONDS AND FINANCIAL LIABILITY AT FAIR VALUE THROUGH PROFIT OR LOSS

The Company completed the issuance of convertible bonds with 3.5% coupon rate at a par value of HK$156,000,000 on 6 September 2023. The convertible bonds are denominated in Hong Kong dollars and will mature in 5 years from date of issue. Based on the initial conversion price of HK$4.45 per conversion share, a total of 35,056,164 conversion shares will be allotted and issued upon exercise in full of the conversion right attached to the convertible bonds.

The holder of each bond will have the right at such holder's option, to require the Company to redeem all and not part of the bonds it holds at 110% of the principal amount on the date of redemption together with accrued but unpaid interest from the issue date to such date, at any time within five business days after the third anniversary of the issue date. If the convertible bonds have not been converted or redeemed, they will be redeemed on the fifth anniversary of the completion date at par. Interest of 3.5% per annum will be paid semi-annually up until the settlement date.

The convertible bonds contain three components, a debt component, a derivative component and an equity component. The derivative component is measured at fair value by using an interest rate binomial tree model. This model simulates various interest rate scenarios over the bonds term, incorporating input such as current markets rates, volatility, and credit spreads to estimate the present value of future cash flows. The change in fair value is recognised in the consolidated income statement.

24 CONVERTIBLE BONDS AND FINANCIAL LIABILITY AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

The movement of the convertible bonds for the year is set out below:

	Debt component HK$'000	Derivative component HK$'000	Equity component HK$'000	Total HK$'000
Issuance on 6 September 2023	90,708	29,184	36,108	156,000
Transaction costs	(771)	–	(232)	(1,003)
Interest expense (Note 33)	4,761	–	–	4,761
Interest paid/payable	(1,805)	–	–	(1,805)
Fair value change	–	1,522	–	1,522
As at 31 December 2023	92,893	30,706	35,876	159,475
As at 1 January 2024	**92,893**	**30,706**	**35,876**	**159,475**
Interest expense (Note 33)	**15,529**	**–**	**–**	**15,529**
Interest paid/payable	**(5,576)**	**–**	**–**	**(5,576)**
Fair value change	**–**	**(1,214)**	**–**	**(1,214)**
As at 31 December 2024	**102,846**	**29,492**	**35,876**	**168,214**

25 LEASE LIABILITIES

At 31 December 2024 and 2023, the Group's lease liabilities recognised in the consolidated statement of financial position were as follows:

	2024 HK$'000	2023 HK$'000
Within 1 year	**18,290**	32,704
Later than 1 year but not later than 5 years	**16,601**	8,585
	34,891	41,289

26 DEFERRED INCOME TAX

Deferred income tax assets and deferred income tax liabilities on the consolidated statement of financial position are analysed as follows:

	2024 HK$'000	2023 HK$'000
Net deferred income tax assets recognised on the consolidated statement of financial position	**(381,208)**	(381,447)
Net deferred income tax liabilities recognised on the consolidated statement of financial position	**45,183**	55,714
	(336,025)	(325,733)

The movements in the deferred income tax (assets)/liabilities account are as follows:

	2024 HK$'000	2023 HK$'000
At 1 January	**(325,733)**	(333,035)
Exchange differences	**(84)**	105
Recognised in the consolidated income statement (Note 34)	**(10,208)**	7,197
At 31 December	**(336,025)**	(325,733)

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefit through the future taxable profits is probable. As at 31 December 2024, the Group has unrecognised tax losses of HK$3,059,942,000 (2023: HK$2,972,690,000) to be carried forward against future taxable income. These tax losses will expire as follows:

	2024 HK$'000	2023 HK$'000
Expiring within 10 years	**61,142**	6,371
No expiry date	**2,998,800**	2,966,319
At 31 December	**3,059,942**	2,972,690

26 DEFERRED INCOME TAX (continued)

The movements in deferred income tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year are as follows:

Deferred income tax liabilities

	Right-of-use assets HK$'000	Accelerated tax depreciation HK$'000	Others HK$'000	Total HK$'000
At 1 January 2023	13,860	168,038	64,668	246,566
Recognised in the income statement	(7,070)	(2,875)	(15,512)	(25,457)
At 31 December 2023	6,790	165,163	49,156	221,109
Recognised in the income statement	(1,056)	(462)	(9,310)	(10,828)
At 31 December 2024	**5,734**	**164,701**	**39,846**	**210,281**

Deferred income tax assets

	Lease liabilities HK$'000	Tax losses HK$'000	Others HK$'000	Total HK$'000
At 1 January 2023	13,860	555,115	10,626	579,601
Recognised in the income statement	(7,070)	(25,702)	118	(32,654)
Exchange differences	–	–	(105)	(105)
At 31 December 2023	6,790	529,413	10,639	546,842
Recognised in the income statement	(1,056)	605	(169)	(620)
Exchange differences	–	–	84	84
At 31 December 2024	**5,734**	**530,018**	**10,554**	**546,306**

Deferred income tax assets are recognised for tax losses carrying forwards and deductible temporary differences to the extent that realisation of the related tax benefits through the future taxable profits is probable.

27 RETIREMENT BENEFIT OBLIGATIONS

No forfeited contribution was utilised during the years 2024 and 2023.

Contributions totalling HK$5,139,000 (2023: HK$5,715,000) were payable to the fund at the year end and are included in other payables and accruals.

28 LOSS BEFORE INCOME TAX

The following items have been (credited)/charged to the loss before income tax during the year:

	2024 HK$'000	2023 HK$'000
Net exchange losses	**8,603**	15,838
Gross rental income from investment properties	–	(372)
Direct operating expenses arising from investment properties	–	41
(Loss)/gain on disposals of property, plant and equipment	**(675)**	1,327
Auditors' remuneration		
– Audit services	**6,983**	6,306
– Non-audit services	**1,371**	2,816
Cost of programmes and film right	**1,312,358**	1,463,722
Cost of other stocks	**103,236**	383,391
Depreciation (Notes 6 and 7)	**221,834**	293,525
Amortisation of intangible assets (Note 8)	**67,533**	79,840
Short-term leases		
– Equipment and transponders	–	4,175
– Land and buildings	**5,004**	3,398

29 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

The remunerations of all Directors and the chief executive for the years ended 31 December 2024 and 2023 are set out below:

	2024					
Name of Director	**Fees HK$'000**	**Salaries, leave pay and other benefit (note (iii)) HK$'000**	**Discretionary bonuses HK$'000**	**Pension contributions HK$'000**	**Share-based payment (note (iv)) HK$'000**	**Total HK$'000**
Thomas Hui To	**869**	**–**	**–**	**–**	**1,464**	**2,333**
Li Ruigang	**465**	**–**	**–**	**–**	**–**	**465**
Anthony Lee Hsien Pin	**416**	**–**	**–**	**–**	**–**	**416**
William Lo Wing Yan	**560**	**–**	**–**	**–**	**–**	**560**
Allan Zeman	**485**	**–**	**–**	**–**	**–**	**485**
Felix Fong Wo	**582**	**–**	**–**	**–**	**–**	**582**
Kenneth Hsu Kin	**260**	**–**	**–**	**–**	**–**	**260**
Tsang Lai Chun (note ii)	**–**	**342**	**–**	**34**	**12**	**388**
	3,637	**342**	**–**	**34**	**1,476**	**5,489**

	2023					
Name of Director	Fees HK$'000	Salaries, leave pay and other benefit (note (iii)) HK$'000	Discretionary bonuses HK$'000	Pension contributions HK$'000	Share-based payment (note (iv)) HK$'000	Total HK$'000
Thomas Hui To	880	–	–	–	1,106	1,986
Li Ruigang	465	–	–	–	–	465
Anthony Lee Hsien Pin	515	–	–	–	–	515
William Lo Wing Yan	560	–	–	–	–	560
Allan Zeman	368	–	–	–	–	368
Felix Fong Wo	587	–	–	–	–	587
Belinda Wong Ching Ying (note i)	168	–	–	–	–	168
Kenneth Hsu Kin	273	–	–	–	–	273
	3,816	–	–	–	1,106	4,922

29 BENEFITS AND INTERESTS OF DIRECTORS (continued)

(a) Directors' emoluments (continued)

Notes:

(i) Belinda Wong Ching Ying retired on 31 May 2023.

(ii) Ms. Tsang Lai Chun was appointed as an Executive Director on 4 December 2024.

(iii) Salary paid to a Director is generally an emolument paid or receivable in respect of that person's other services in connection with the management of the affairs of the Company or its subsidiary undertakings.

(iv) As announced on 22 March 2018, 25 May 2022, and 3 July 2024 the exercise price of share option for 2018 options, 2022 options and 2024 options are HK$25.84, HK$4.65 and HK$3.41 per share. Share-based payment refers to the non-cash benefits recognised as an expense during the year in accordance with HKFRS 2.

(b) Save for contracts amongst group companies, no other significant transactions, arrangements and contracts to which the Company was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

30 EMPLOYEE BENEFIT EXPENSE

(a) Employee benefit expense*

	2024 HK$'000	2023 HK$'000
Wages and salaries	**1,217,103**	1,315,343
Share-based payments	**3,215**	3,729
Pension costs – defined contribution plans	**68,063**	78,299
	1,288,381	1,397,371

* excluding directors' emoluments

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include one director (2023: Nil) whose emolument is reflected in Note 29(a). The emoluments payable to the remaining four (2023: five) individuals during the year are as follows:

	2024 HK$'000	2023 HK$'000
Salaries and leave pay	**16,145**	25,582
Pension contributions	**36**	508
Share-based payment	**796**	1,366
	16,977	27,456

30 EMPLOYEE BENEFIT EXPENSE (continued)

(b) Five highest paid individuals (continued)

The aggregate emoluments paid to the four (2023: five) individuals are further analysed into the following bands:

Emolument bands	Number of individuals in each band 2024	2023
HK$3,000,001 – HK$3,500,000	**2**	1
HK$5,000,001 – HK$5,500,000	**2**	2
HK$5,500,001 – HK$6,000,000	**–**	1
HK$8,000,001 – HK$8,500,000	**–**	1
	4	5

(c) Key management's emoluments

	2024 HK$'000	2023 HK$'000
Wages and salaries	**32,447**	31,463
Share-based payments	**3,396**	3,694
Pension costs – defined contribution plans	**1,054**	1,018
	36,897	36,175

31 EMPLOYEE SHARE-BASED PAYMENTS

The establishment of the share option scheme of the Company and Subsidiary share option scheme of its subsidiary, TVB e-Commerce Group Limited ("TVBECGL") were approved by shareholders at the 2017 annual general meeting. The share option schemes are designed to provide long-term incentives for scheme participants (including a director, an employee of the Company/TVBECGL or its affiliate; a representative, manager, agent, contractor, advisor, consultant, distributor or supplier providing service or goods to the Company/TVBECGL or its affiliate; a customer or joint venture partner of the Company/TVBECGL or its affiliate; a trustee of any trust established for the benefit of employees of the Company/TVBECGL or its affiliate, any other class of participants which the board of the Company/TVBECGL or its delegated committee considers to have contributed or may contribute by way of different forms of cooperation for development and growth of the Company/TVBECGL) to deliver long-term shareholder returns. Under the share option schemes, unless otherwise determined by the board of the Company/TVBECGL at its sole discretion, there is no minimum period for which an option must be held and there is no performance target which must be satisfied or achieved before such an option can be exercised and acquire the Company's/TVBECGL's shares under the terms of the share option schemes.

The share option schemes commenced on the Adoption Date (i.e. 29 June 2017) and shall continue in force until the date that falls on the expiry of 10 years after the Adoption Date or the date on which the shareholders or the board of the Company/TVBECGL passing a resolution resolving to early terminate the share option schemes, whichever is earlier.

On 22 March 2018, 25 May 2022 and 3 July 2024, the Company granted options to subscribe for a total of 17,000,000 shares, 17,700,000 shares and 6,900,000 shares under the share option schemes. The share options granted to certain directors and employees will vest in equal portions each year over a period of 5 years, 4 years and 4 years. The first vesting date for the share options granted on 22 March 2018, 25 May 2022 and 3 July 2024 was 1 December 2018, 25 May 2023 and 3 July 2025, respectively.

The following share options were offered to grantees of the Company under the share option scheme:

Date of grant	Number of share options	Exercise price (HK$)
22 March 2018 ("2018 Options")	17,000,000	25.84
25 May 2022 ("2022 Options")	17,700,000	4.65
3 July 2024 ("2024 Options")	6,900,000	3.41

31 EMPLOYEE SHARE-BASED PAYMENTS (continued)

The validity period of the share options granted on 22 March 2018 is 5 years, from 22 March 2018 (Date of Grant) up to 22 March 2023 (both days inclusive). This share option scheme was expired on 22 March 2023 and the number of option grants outstanding at the time of the expiration was 9,250,000 shares. The vesting period of the 2018 Options is as follows:

(i) 20% of the share options shall be vested on 1 December 2018 and exercisable from 1 December 2018 to 22 March 2023 (both days inclusive);

(ii) 20% of the share options shall be vested on 1 December 2019 and exercisable from 1 December 2019 to 22 March 2023 (both days inclusive);

(iii) 20% of the share options shall be vested on 1 December 2020 and exercisable from 1 December 2020 to 22 March 2023 (both days inclusive);

(iv) 20% of the share options shall be vested on 1 December 2021 and exercisable from 1 December 2021 to 22 March 2023 (both days inclusive); and

(v) 20% of the share options shall be vested on 1 December 2022 and exercisable from 1 December 2022 to 22 March 2023 (both days inclusive).

The validity period of the share options granted on 25 May 2022 is 10 years, from 25 May 2022 (Date of Grant) up to 24 May 2032 (both days inclusive). The vesting period of the 2022 Options is as follows:

(i) 25% of the share options shall be vested on 25 May 2023 and exercisable from 25 May 2023 to 24 May 2032 (both days inclusive);

(ii) 25% of the share options shall be vested on 25 May 2024 and exercisable from 25 May 2024 to 24 May 2032 (both days inclusive);

(iii) 25% of the share options shall be vested on 25 May 2025 and exercisable from 25 May 2025 to 24 May 2032 (both days inclusive); and

(iv) 25% of the share options shall be vested on 25 May 2026 and exercisable from 25 May 2026 to 24 May 2032 (both days inclusive).

The validity period of the share options granted on 3 July 2024 is 10 years, from 3 July 2024 (Date of Grant) up to 2 July 2034 (both days inclusive). The vesting period of the 2024 Options is as follows:

(i) 25% of the share options shall be vested on 3 July 2025 and exercisable from 3 July 2025 to 2 July 2034 (both days inclusive);

(ii) 25% of the share options shall be vested on 3 July 2026 and exercisable from 3 July 2026 to 2 July 2034 (both days inclusive);

(iii) 25% of the share options shall be vested on 3 July 2027 and exercisable from 3 July 2027 to 2 July 2034 (both days inclusive); and

(iv) 25% of the share options shall be vested on 3 July 2028 and exercisable from 3 July 2028 to 2 July 2034 (both days inclusive).

31 EMPLOYEE SHARE-BASED PAYMENTS (continued)

Set out below are summaries of options granted under the share option scheme:

	31 December 2024		31 December 2023	
	Average exercise price per share options	**Number of options**	Average exercise price per share options	Number of options
As at 1 January	**HK$4.65**	**16,632,000**	HK$12.09	26,350,000
Granted during the year	**HK$3.41**	**6,900,000**	N/A	–
Exercised during the year	**N/A**	**–**	HK$4.65	(218,000)
Forfeited during the year	**N/A**	**–**	HK$4.65	(250,000)
Lapsed during the year	**N/A**	**–**	HK$25.84	(9,250,000)
As at 31 December	**HK$4.29**	**23,532,000**	HK$4.65	16,632,000
Vested and exercisable at 31 December	**HK$4.65**	**8,207,000**	HK$4.65	3,994,500

Share options outstanding at 31 December 2024 and 31 December 2023 have the following expiry date and exercise prices:

Grant date	**Expiry date**	**Exercise price**	**31 December 2024**	31 December 2023
25 May 2022	24 May 2032	HK$4.65	**16,632,000**	16,632,000
3 July 2024	2 July 2034	HK$3.41	**6,900,000**	–
Weighted average remaining contractual life of options outstanding at end of year			**8.02 years**	8.41 years

During the year, the equity-settled share-based payments relating to the share option scheme of HK$4,679,000 was charged to the consolidated income statement (2023: HK$4,835,000).

32 OTHER LOSSES, NET

	2024 HK$'000	2023 HK$'000
Net exchange losses	**(8,603)**	(15,838)
Change in fair value of a financial asset at fair value through profit or loss (Note 13)	**(28)**	(17,231)
Fair value loss on movie investments (Note 17)	**(62,544)**	–
Change in fair value of a financial liability at fair value through profit or loss (Note 24)	**1,214**	(1,522)
	(69,961)	(34,591)

33 FINANCE COSTS

	2024 HK$'000	2023 HK$'000
Interest on bank loans, overdraft and other borrowings	**130,139**	140,296
Interest expense on convertible bonds (Note 24)	**15,529**	4,761
Interest expense on lease liabilities	**1,720**	1,630
	147,388	146,687

34 INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2023: 16.5%) on the estimated assessable profit for the year. Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

The amount of income tax charged to the consolidated income statement represents:

	2024 HK$'000	2023 HK$'000
Current income tax:		
– Hong Kong	**111**	1,845
– Mainland China and Overseas	**15,904**	12,099
– Over-provisions in prior years	**(745)**	(1,440)
Total current income tax expense	**15,270**	12,504
Deferred income tax:		
– Origination and reversal of temporary differences	**(10,208)**	7,197
Total deferred income tax (credit)/expense (Note 26)	**(10,208)**	7,197
	5,062	19,701

The income tax on the Group's loss before income tax differs from the theoretical amount that would arise using the taxation rate of the place where the Company operates as follows:

	2024 HK$'000	2023 HK$'000
Loss before income tax	**(536,234)**	(818,468)
Calculated at a taxation rate of 16.5% (2023: 16.5%)	**(88,479)**	(135,047)
Effect of different taxation rates in other countries	**12,987**	15,360
Income not subject to taxation	**(31,916)**	(33,527)
Expenses not deductible for taxation purposes	**94,572**	84,659
Tax losses not recognised	**22,887**	79,860
Utilisation of previously unrecognised tax losses	**(5,122)**	(5,414)
Tax credit allowance	**–**	(1,567)
Withholding tax on overseas dividend	**5,373**	3,676
Write-off of deferred tax assets	**52**	9,651
Others	**(4,547)**	3,490
Over provisions in prior years	**(745)**	(1,440)
	5,062	19,701

35 LOSS PER SHARE

Loss per share is calculated based on the Group's loss attributable to equity holders of the Company of HK$491,049,000 (2023: HK$762,796,000). The weighted average number of ordinary shares adopted in the calculation of basic and diluted loss per share throughout the year ended 31 December 2024 was 448,672,000 (2023: 438,122,000).

During the year ended 31 December 2024 and 2023, no fully diluted loss per share was presented as the basic and diluted loss per share are of the same amount. This is because the assumed exercise of the share options and the conversion of the Company's outstanding convertible bonds would result in a decrease in loss per share.

36 DIVIDENDS

The Directors did not recommend a dividend for the years ended 31 December 2024 and 2023.

37 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Cash used in operations

Reconciliation of loss before income tax to cash generated from/(used in) operations:

	2024 HK$'000	2023 HK$'000
Loss before income tax	(536,234)	(818,468)
Adjustments for:		
Depreciation and amortisation	289,367	373,365
Interest income from a joint venture	(93,680)	(86,802)
Interest income	(12,135)	(8,857)
Finance costs	147,388	146,687
Provision for impairment loss on trade receivables	3,844	1,816
Reversal of impairment loss on trade receivables	(9,152)	(3,529)
Impairment losses on		
– receivables from a joint venture (Note 9)	344,815	86,300
– goodwill, intangible and other assets	93,856	16,454
– interest in an associate	–	126,000
– other financial assets at amortised cost	–	6,221
Changes in fair value of		
– movie investments	62,544	–
– a financial asset at fair value through profit or loss	28	17,231
– a financial liability at fair value through profit or loss	(1,214)	1,522
Share of profits of joint ventures	(48)	(36)
Share of losses of associates	295	105
Non-cash share-based payments	4,679	4,835
Loss/(gain) on disposal of property, plant and equipment	675	(1,327)
Exchange differences	(15,687)	5,707
	279,341	(132,776)
Decrease in programmes, film rights and stocks	14,859	32,274
Decrease/(increase) in trade receivables	118,327	(25,565)
Increase in other receivables, prepayments and deposits	(70,524)	(16,591)
Decrease in trade and other payables and accruals	(76,599)	(10,729)
Cash generated from/(used in) operations	265,404	(153,387)

37 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(b) Non-cash investing activities

There was no significant non-cash transaction during the year ended 31 December 2024 and 2023.

(c) Net debt reconciliation

	2024 HK$'000	2023 HK$'000
Cash and cash equivalents	**647,324**	658,832
Bank deposits maturing after three months	**53,058**	54,863
Short-term bank borrowings (Note 23)	**(543,226)**	(164,083)
Long-term bank borrowings (Note 23)	**(1,175,400)**	(1,567,200)
Other borrowings (Note 23)	**(308,059)**	(464,134)
Convertible bonds (Note 24)	**(102,846)**	(92,893)
Lease liabilities (Note 25)	**(34,891)**	(41,289)
Net debt	**(1,464,040)**	(1,615,904)

			Liabilities from financing activities			
	Cash and cash equivalents HK$'000	Bank deposits maturing after three months HK$'000	Borrowings HK$'000	Convertible bonds HK$'000	Lease liabilities HK$'000	Total HK$'000
Net debt as at 1 January 2023	963,862	56,397	(2,176,355)	–	(83,553)	(1,239,649)
Addition in lease liabilities	–	–	–	–	(13,730)	(13,730)
Issuance of convertible bonds	–	–	–	(156,000)	–	(156,000)
Lease modification	–	–	–	–	(75)	(75)
Cash flows	(298,362)	(1,534)	(4,212)	1,003	49,286	(253,819)
Foreign exchange adjustments	(6,668)	–	(14,850)	–	21	(21,497)
Other non-cash movement	–	–	–	62,104	6,762	68,866
Net debt as at 1 January 2024	**658,832**	**54,863**	**(2,195,417)**	**(92,893)**	**(41,289)**	**(1,615,904)**
Addition in lease liabilities	**–**	**–**	**–**	**–**	**(32,163)**	**(32,163)**
Lease modification	**–**	**–**	**–**	**–**	**7,123**	**7,123**
Cash flows	**979**	**(1,805)**	**164,440**	**5,551**	**29,184**	**198,349**
Foreign exchange adjustments	**(12,487)**	**–**	**4,292**	**–**	**43**	**(8,152)**
Other non-cash movement	**–**	**–**	**–**	**(15,504)**	**2,211**	**(13,293)**
Net debt as at 31 December 2024	**647,324**	**53,058**	**(2,026,685)**	**(102,846)**	**(34,891)**	**(1,464,040)**

38 COMMITMENTS

(a) Capital commitments

The amounts of commitments for property, plant and equipment and intangible assets are as follows:

	2024 **HK$'000**	2023 HK$'000
Contracted for but not provided for	**21,284**	30,277

(b) Contractual programme rights and programme contents commitments

The amounts of commitments for programme rights and programme contents are as follows:

	2024 **HK$'000**	2023 HK$'000
Programme rights and programme contents commitments	**83,936**	75,209

39 OBLIGATIONS UNDER TELEVISION BROADCASTING LICENCE

The Company operates under the terms of a domestic free television programme service licence granted by the Government of the HKSAR ("Government") which runs for a period of twelve years to 30 November 2027. Under the licence conditions, the Company is required to (i) make a programming and capital investment of HK$6,336 million in total for the six-year period from 2016 to 2021; (ii) provide at least 12,000 hours of local productions each year; (iii) provide an additional four hours per week of positive programmes (including current affairs programmes, documentaries, arts and culture programmes and programmes for young persons) on the Company's digital channels; (iv) provide independent local productions on an incremental basis from 20 hours per year in 2016 to 60 hours per year by 2020; and (v) make a programming and capital investment of HK$6,600 million for the six-year period from 2022 to 2027. In addition, the Company is granted more flexibility to schedule the broadcast of RTHK programmes and an additional 5% non-designated language allowance for the English channel. On 4 March 2020, the direction issued by the Government on the requirement to broadcast RTHK programmes has been revoked.

40 SIGNIFICANT RELATED PARTY TRANSACTIONS

In addition to the transactions and balances detailed elsewhere in the consolidated financial statements, the Group had the following material transactions with related parties during the year:

(a) Transactions with related parties

The following is a summary of significant related party transactions during the year carried out between the Group and the affiliated companies of an associate of Shine, which is an associate of the Group in the normal course of its business:

	2024 HK$'000	2023 HK$'000
Sales of services/goods:		
Associates (note)		
Talent fees	**2,084**	1,935
Computer graphics service fee	**400**	1,605
	2,484	3,540
Purchases of services:		
Associates (note)		
Programme licensing fees	**(3,011)**	(12,318)
Talent fees	**(7,265)**	(9,537)
	(10,276)	(21,855)

The fees received from/(paid to) related parties are made on normal commercial terms and conditions and market rates, that would be available to third parties.

Note:

This represented the affiliated companies of an associate of Shine, which is an associate of the Group.

(b) Key management compensation

	2024 HK$'000	2023 HK$'000
Salaries and other short-term employee benefits	**33,501**	32,481
Share-based payments	**3,396**	3,694
	36,897	36,175

40 SIGNIFICANT RELATED PARTY TRANSACTIONS (continued)

(c) Balances with related parties

	2024 HK$'000	2023 HK$'000
Arising from sales/purchases of services:		
Receivables from an associate	–	62
Payables to an associate	(433)	(6,926)
Arising from programme production:		
Fund advanced from an associate (note (a))	(50,000)	(50,000)
Arising from non-trade activities:		
Fund receivable from a related party (note (b))	29,356	17,012
Fund payable to a related party (note (b))	(55,136)	(55,384)

Notes:

(a) During the year 2023, the Group received a fund in advance of HK$50,000,000 from an associate for the programme production. The transaction was carried out in accordance with standard commercial terms and conditions between the Group and the associate.

(b) The related party is an entity controlled by a shareholder with significant influence over the Group.

(d) Fund advanced/loan to joint ventures

	2024 HK$'000	2023 HK$'000
Fund advanced to a joint venture	17,731	17,731
Loan to a joint venture (including interest receivables, gross of ECL provisions)		
Beginning of the year	789,796	781,106
Disposal of promissory note	–	(78,317)
Repayment of promissory note from a joint venture	(37,537)	–
Interest accrued	93,680	86,802
Exchange differences	(873)	205
End of the year	845,066	789,796

Except for the loan and receivables from ITT with details disclosed in Note 9, the other balances due from/(to) related companies are unsecured, interest-free and have no fixed terms of repayment.

41 COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with current year's presentation. These reclassifications have no impact on the Group's total equity as at 31 December 2024 and 31 December 2023, or on the Group's results for the year ended 31 December 2024 and 2023.

42 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(a) Statement of financial position of the Company

	2024 **HK$'000**	2023 HK$'000
ASSETS		
Non-current assets		
Property, plant and equipment	**815,428**	898,450
Intangible assets	**49,912**	54,257
Interests in subsidiaries	**941,431**	1,288,898
Interests in joint ventures	**1,141**	4,781
Interests in associates	**48,000**	48,000
Bond securities at amortised cost	**23,515**	24,238
Deferred income tax assets	**374,450**	374,450
Prepayments	**13,454**	33,757
Total non-current assets	**2,267,331**	2,726,831
Current assets		
Programmes and film rights	**1,375,260**	1,295,278
Stocks	**8,623**	9,207
Trade receivables	**378,134**	395,430
Other receivables, prepayments and deposits	**1,010,995**	1,305,323
Movie investments	**11,038**	73,582
Cash and cash equivalents	**102,198**	301,532
Total current assets	**2,886,248**	3,380,352
Total assets	**5,153,579**	6,107,183

42 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (continued)

(a) Statement of financial position of the Company (continued)

	2024 HK$'000	2023 HK$'000
EQUITY		
Equity attributable to equity holders of the Company		
Share capital	**771,829**	665,227
Other reserves (Note 42(b))	**117,885**	114,471
Retained earnings (Note 42(b))	**1,014,777**	1,765,375
Total equity	**1,904,491**	2,545,073
LIABILITIES		
Non-current liabilities		
Lease liabilities	**12,385**	2,238
Borrowings	**1,175,400**	1,567,200
Convertible bonds	**102,846**	92,893
Financial liabilities at fair value through profit or loss	**29,492**	30,706
Total non-current liabilities	**1,320,123**	1,693,037
Current liabilities		
Trade and other payables and accruals	**1,236,157**	1,413,497
Borrowings	**683,925**	448,200
Lease liabilities	**8,883**	7,376
Total current liabilities	**1,928,965**	1,869,073
Total liabilities	**3,249,088**	3,562,110
Total equity and liabilities	**5,153,579**	6,107,183

The statement of financial position of the Company was approved by the Board of Directors on 26 March 2025 and was signed on its behalf.

Thomas Hui To
Director

Li Ruigang
Director

42 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (continued)

(b) Reserve movement of the Company

	Retained earnings HK$'000	General reserve HK$'000	Share-based payment reserve HK$'000	Conversion option reserve HK$'000	Long service payment reserve HK$'000	Total HK$'000
At 1 January 2023	2,231,300	70,000	34,846	–	–	2,336,146
Loss for the year	(465,925)	–	–	–	–	(465,925)
Exercise of share options	–	–	(169)	–	–	(169)
Share-based payments	–	–	4,835	–	–	4,835
Forfeiture of share options	–	–	(93)	–	–	(93)
Lapse of share option	–	–	(30,824)	–	–	(30,824)
Issuance of convertible bonds	–	–	–	35,876	–	35,876
At 31 December 2023	1,765,375	70,000	8,595	35,876	–	1,879,846
At 1 January 2024	**1,765,375**	**70,000**	**8,595**	**35,876**	**–**	**1,879,846**
Loss for the year	**(750,598)**	**–**	**–**	**–**	**–**	**(750,598)**
Actuarial loss on provision for long service payment	**–**	**–**	**–**	**–**	**(1,265)**	**(1,265)**
Share-based payments	**–**	**–**	**4,679**	**–**	**–**	**4,679**
At 31 December 2024	**1,014,777**	**70,000**	**13,274**	**35,876**	**(1,265)**	**1,132,662**

43 APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved by the Board of Directors on 26 March 2025.

44 PARTICULARS OF PRINCIPAL SUBSIDIARIES

Incorporated in Hong Kong

Name	Number of shares	Issued and fully paid up share capital note (d)	Attributable interest (%) to the Group	to the Company	Principal activities
Shaw Brothers Pictures Limited	20	HK$20	100	100	Production of motion pictures for theatrical release and distribution and artiste management
TVBI Company Limited	200,000	HK$2,000,000	100	100	Investment holding and programme licensing
77 Atelier Limited	100	HK$100	100	100	Provision of programmes and provision of marketing materials
Art Limited	10,000	HK$10,000	100	–	Film licensing and distribution
TVB e-Commerce Group Limited	1,085,867,759	HK$2,474,893,304	100	–	Investment holding
Big Big Channel Limited	2	HK$1,389,025,547	100	–	Provision of online social media platform
MyTV Super Limited	2	HK$2	100	–	Hong Kong digital new media business
TVB Music Group Limited	1	HK$1	100	–	Production, licensing and sales of sound recordings
TVB Music Publishing Limited	1	HK$1	100	–	Publishing and licensing of musical works
TVB Anywhere Limited	10,000	HK$10,000	100	–	Provision of subscription television programmes in overseas markets
TVB Publications Limited	20,000,000	HK$20,000,000	100	–	Event and digital marketing
TVB Publishing Holding Limited	90,000,000	HK$199,710,000 (note (c))	100	–	Investment holding
TVB Anywhere SEA Limited	2	HK$2	100	–	Investment holding
Ztore HK Limited	100	HK$100	61.875	–	Sales of groceries through online platform
Neigbuy Limited	100	HK$100	61.875	–	Sales of groceries through online platform

44 PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Incorporated in other territories

Name	Place of incorporation/ establishment	Number of shares	Issued and fully paid up share capital/ registered capital note (d)	Attributable interest (%) to the Group	Attributable interest (%) to the Company	Principal activities
Television Broadcasts Airtime Sales (Guangzhou) Limited (note (a))	The People's Republic of China	Not applicable	HK$500,000	100	100	Provision of agency services on design, production and exhibition of advertisements
TVB Finance Limited (note (b))	Cayman Islands	1	HK$1	100	100	Corporate finance services
TVB Investment Limited (note (b))	Bermuda	20,000	US$20,000	100	100	Investment holding
TVB Satellite TV Holdings Limited (note (b))	Bermuda	12,000	US$12,000	100	100	Investment holding
廣東采星坊演藝諮詢服務有限公司 (note (a))	The People's Republic of China	Not applicable	RMB10,000,000	100	100	Provision of consultancy, management and agency services to artistes
上海翡翠東方傳播有限公司 (note (a))	The People's Republic of China	Not applicable	RMB200,000,000	70	70	Provision of agency services on advertisements, television programmes, film rights and management services
Countless Entertainment (Taiwan) Company Ltd.	Taiwan	1,000,000	NT$10,000,000	100	–	Investment holding
Big Big Channel Media Limited	Taiwan	10,000,000	NT$100,000,000	100	–	Investment holding and provision of subscription television programmes
Voice Entertainment Limited	Taiwan	3,000,000	NT$30,000,000	100	–	Property investment and production, licensing and sales of sound recordings and musical works
Sunrise Investments Global Limited	British Virgin Islands	10,000	US$10,000	82.5	–	Investment holding

44 PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Incorporated in other territories (continued)

Name	Place of incorporation/ establishment	Number of shares	Issued and fully paid up share capital/ registered capital note (d)	Attributable interest (%) to the Group	Attributable interest (%) to the Company	Principal activities
TVB Holdings (USA) Inc. (note (a))	USA	10,000	US$6,010,000	100	–	Investment holding and programme licensing and distribution
TVB Satellite Platform, Inc. (note (a))	USA	300,000	US$3,000,000	100	–	Inactive
TVB (USA) Inc. (note (a))	USA	1,000	US$10,000	100	–	Provision of satellite and subscription television programmes
TVB Video (UK) Limited (note (a))	United Kingdom	1,000	GBP1,000	100	–	Programme licensing and provision of dealership services
TVB (Singapore) Pte. Ltd.	Singapore	1	S$1	100	–	Provision of agency services for advertisements and consultancy services
TVB Malaysia Sdn. Bhd. (note (a))	Malaysia	10,000	MYR10,000	100	–	Programme licensing and provision of service for programme production
廣州埋堆堆科技有限公司 (notes (a) and (f))	The People's Republic of China	Not applicable	RMB10,000,000	70	–	Provision of software and IT services
上海華嬰網絡科技有限公司 (notes (a) and (f))	The People's Republic of China	Not applicable	–	70	–	Provision of trading and e-commerce business
上海真識貨貿易有限公司 (notes (a) and (f))	The People's Republic of China	Not applicable	RMB1,000,000	70	–	Provision of trading and e-commerce business
廣州齊齊整整傳媒有限公司 (notes (a) and (f))	The People's Republic of China	Not applicable	RMB5,000,000	70	–	Provision of cultural and art development service

44 PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Notes:

None of the subsidiaries have issued any loan capital. All subsidiaries operate principally in their place of incorporation.

There is no significant contractual arrangement with the non-controlling interests.

(a) The accounts of these subsidiaries, which do not materially affect the results of the Group, have been audited by firms other than PricewaterhouseCoopers.

(b) The accounts of these subsidiaries are not audited.

(c) 4,500,000 ordinary shares amounting to HK$38,700,000 remained unpaid as at 31 December 2024.

(d) Represented ordinary share capital, unless otherwise stated.

(e) All principal subsidiaries are limited liability companies.

(f) The Company does not have legal ownership in equity of these structured entities or their subsidiaries. Nevertheless, under certain contractual agreements entered into with the registered owners of these structured entities, the Company and its other legally owned subsidiaries control these companies by way of controlling the voting rights, governing their financial and operating policies, appointing or removing the majority of the members of their controlling authorities, and casting the majority of votes at meetings of such authorities. In addition, such contractual agreements also transfer the risks and rewards of these companies to the Company and/or its other legally owned subsidiaries. As a result, they are presented as controlled structured entities of the Company.

BUSINESS STRUCTURE

TVB
(Stock Code: 00511)

Segment	Business Model	Product / Brand	Market
Hong Kong TV Broadcasting	Free-to-air broadcasting, program production, distribution of video content and music entertainment to streaming platforms and social media	Self-operated terrestrial channels (Jade, TVB Plus, TVB News, Pearl) TVB Music Group	Hong Kong
OTT Streaming	Video streaming business operates on a combination of subscription and advertising	myTV SUPER	Hong Kong, Macau
e-Commerce Business	Operation of e-commerce platform	Neigbuy	Hong Kong
Mainland China Operations	Program co-production and licensing, video streaming service, MCN business and content distribution on third-party digital platforms	Mai Dui Dui	Mainland China
International Operations	Program licensing, video streaming business and content distribution on third-party digital platforms	TVB Anywhere	Global

Television Broadcasts Limited
電視廣播有限公司

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