

Stream Ideas Group Limited

源想集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8401)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2022

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*This announcement, for which the directors (the “**Directors**”) of Stream Ideas Group Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company and its subsidiaries (collectively referred to as the “**Group**”). The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

INTERIM RESULTS

The board of directors of the Company (the “**Board**”) is pleased to present the unaudited condensed consolidated results of the Group for the six months ended 30 September 2022 (the “**Relevant Period**”), together with the comparative figures for the six months ended 30 September 2021 (the “**Previous Period**”), as follows:

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

For the six months ended 30 September 2022

	<i>Note</i>	2022 <i>HK\$’000</i> (Unaudited)	2021 <i>HK\$’000</i> (Unaudited)
Revenue	3	7,234	8,418
Cost of services		<u>(4,672)</u>	<u>(5,566)</u>
Gross profit		2,562	2,852
Other (loss)/income, net	4	(1,207)	953
Selling and distribution costs		(3,188)	(3,377)
Administrative and other operating expenses		<u>(7,105)</u>	<u>(5,708)</u>
Loss before operations		(8,938)	(5,280)
Finance costs		<u>(9)</u>	<u>(4)</u>
Loss before taxation	5	(8,947)	(5,284)
Income tax	6	<u>(59)</u>	<u>(40)</u>
Loss for the period		(9,006)	(5,324)
Other comprehensive income/(expense), net of tax			
<i>Item that may be reclassified subsequently to profit or loss (nil of tax effect):</i>			
Foreign currency translation differences for foreign operations		<u>1,099</u>	<u>(209)</u>
Total comprehensive expense for the period		<u>(7,907)</u>	<u>(5,533)</u>
Losses per share	7		
— Basic (HK\$)		<u>(0.05)</u>	<u>(0.03)</u>
— Diluted (HK\$)		<u>(0.05)</u>	<u>(0.03)</u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		As at 30 September 2022 HK\$'000 (Unaudited)	As at 31 March 2022 HK\$'000 (Audited)
Non-current assets			
Property, plant and equipment		442	384
Intangible assets		373	834
Financial assets at fair value through profit or loss		2,003	2,003
Deferred tax assets		315	354
		<u>3,133</u>	<u>3,575</u>
Current assets			
Inventories		684	747
Trade and other receivables	8	7,685	5,933
Contract assets		–	628
Tax recoverable		21	25
Financial assets at fair value through profit or loss		5,415	17,143
Cash and cash equivalents		17,025	14,712
		<u>30,830</u>	<u>39,188</u>
Current liabilities			
Trade and other payables	9	7,737	8,859
Lease liabilities		365	206
Contract liabilities		211	103
Tax payable		56	–
		<u>8,369</u>	<u>9,168</u>
Net current assets		<u>22,461</u>	<u>30,020</u>

	As at 30 September 2022	As at 31 March 2022
<i>Note</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
Total assets less current liabilities	25,594	33,595
Non-current liabilities		
Lease liabilities	—	94
Net assets	25,594	33,501
Capital and Reserves		
Share capital	2,000	2,000
Reserves	23,594	31,501
Total Equity	25,594	33,501

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2022

	Attributable to equity shareholders of the Company					Total equity <i>HK\$'000</i>
	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Capital reserve <i>HK\$'000</i>	Exchange reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	
As at 1 April 2021	2,000	71,988	383	(501)	(27,027)	46,843
Loss for the period	-	-	-	-	(5,324)	(5,324)
Other comprehensive expense	-	-	-	(209)	-	(209)
Total comprehensive expense	-	-	-	(209)	(5,324)	(5,533)
Balance as at 30 September 2021 (Unaudited)	<u>2,000</u>	<u>71,988</u>	<u>383</u>	<u>(710)</u>	<u>(32,351)</u>	<u>41,310</u>
As at 1 April 2022	<u>2,000</u>	<u>71,988</u>	<u>383</u>	<u>(715)</u>	<u>(40,155)</u>	<u>33,501</u>
Loss for the period	-	-	-	-	(9,006)	(9,006)
Other comprehensive income	-	-	-	1,099	-	1,099
Total comprehensive income/ (expense)	-	-	-	1,099	(9,006)	(7,907)
Balance as at 30 September 2022 (Unaudited)	<u>2,000</u>	<u>71,988</u>	<u>383</u>	<u>384</u>	<u>(49,161)</u>	<u>25,594</u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2022

	2022 HK\$'000 (Unaudited)	2021 <i>HK\$'000</i> (Unaudited)
Net cash used in operating activities	(7,327)	(7,295)
Net cash generated from/(used in) investing activities	10,172	(1)
Net cash used in financing activities	(9)	(4)
	<hr/>	<hr/>
Increase/(Decrease) in cash and cash equivalents	2,836	(7,300)
Cash and cash equivalents at beginning of the period	14,712	25,567
Effect of foreign exchange rate changes	(523)	112
	<hr/>	<hr/>
Cash and cash equivalents at end of the period	17,025	18,379
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NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Stream Ideas Group Limited was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The registered office of the Company is located at PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands. The principal place of business of the Company is located at Unit 402A, 4/F, Benson Tower, 74 Hung To Road, Kwun Tong, Hong Kong.

The Company is an investment holding company. The Group is principally engaged in the provision of online advertising services.

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The unaudited condensed consolidated financial statements for the six months ended 30 September 2022 have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the HKICPA, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Companies Ordinance (Cap 622, Laws of Hong Kong). The financial statements also comply with the applicable disclosure provisions of the GEM Listing Rules.

The unaudited condensed consolidated financial statements for the six months ended 30 September 2022 have not been audited by the Company’s independent auditors but have been reviewed by the Company’s Audit Committee.

3. REVENUE AND SEGMENT INFORMATION

(a) Revenue

The principal activity of the Group is the provision of online advertising services. Revenue represents the service revenue from the provision of online advertising services.

The Group has one reportable segment which is the provision of online advertising services. The Group’s chief operating decision maker, which has been identified as the board of directors, reviews the consolidated results of the Group for the purposes of resource allocation and performance assessment. Therefore, no additional reportable segment information has been presented.

(b) Segment reporting

Geographic information

The following table sets out information about the geographical location of (i) the Group’s revenue from external customers and (ii) the Group’s property, plant and equipment and intangible assets (“**Specified non-current assets**”). The geographical location of customers is based on the location at which the service was provided. The geographical location of the Specified non-current assets is based on the physical location of the operation to which they are allocated.

	Six months ended 30 September			
	Revenue from		Specified	
	external customers		non-current assets	
	2022	2021	2022	2021
HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Hong Kong	5,231	6,544	621	1,543
Taiwan	1,554	1,103	156	72
Southeast Asia	449	771	37	43
	<u>7,234</u>	<u>8,418</u>	<u>814</u>	<u>1,658</u>

4. OTHER (LOSS)/INCOME, NET

	Six months ended	
	30 September	
	2022	2021
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Interest income	1	3
Fair value (loss)/gain on financial assets at fair value through profit or loss	(1,467)	841
Government grant	259	96
Sundry income	–	13
	<u>(1,207)</u>	<u>953</u>

5. LOSS BEFORE TAXATION

	Six months ended	
	30 September	
	2022	2021
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Finance cost — interest on lease liabilities	9	4
Staff costs (including directors' emoluments)	5,953	5,861
Auditor's remuneration	510	530
Depreciation charge		
— owned property, plant and equipment	39	51
— right-of-use assets	167	165
Amortisation of intangible assets	461	641
Net foreign exchange loss/(gain)	<u>1,278</u>	<u>(7)</u>

6. INCOME TAX

	Six months ended	
	30 September	
	2022	2021
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Current tax — Hong Kong		
Provision for the period	–	–
Current tax — Other jurisdictions		
Provision for the period	59	40
Deferred tax		
Origination of temporary differences	–	–
	<u>59</u>	<u>40</u>

Notes:

- (i) Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in these jurisdictions.
- (ii) The provision for Hong Kong Profits Tax for the six months ended 30 September 2022 is calculated at 16.5% (2021: 16.5%) of the estimated assessable profits.
- (iii) In accordance with the relevant Taiwan rules and regulations, the Taiwan Corporate Income Tax rate applicable to the Group's subsidiary in Taiwan is principally 20% for the six months ended 30 September 2022 (2021: 20%).
- (iv) Taxation for overseas subsidiaries is charged at the appropriate current rates of taxation ruling in the relevant countries.

7. LOSSES PER SHARE

The calculation of the basic losses per share for the six months ended 30 September 2022 and 2021 are based on the following:

	Six months ended	
	30 September	
	2022	2021
	(Unaudited)	(Unaudited)
Loss for the period attributable to equity shareholders of the Company (HK\$'000)	(9,006)	(5,324)
Weighted average number of ordinary shares in issue during the period ('000)	200,000	200,000
Basic and diluted losses per share (HK\$)	(0.05)	(0.03)

During the six months ended 30 September 2022 and 2021, there was no dilutive potential ordinary shares in issue.

The amount of dilutive losses per share is the same as basic losses per share for the six months ended 30 September 2022 and 2021.

8. TRADE AND OTHER RECEIVABLES

	As at 30 September 2022 <i>HK\$'000</i> (Unaudited)	As at 31 March 2022 <i>HK\$'000</i> (Audited)
Trade receivables	4,474	5,246
Deposits, prepayments and other receivables	<u>3,211</u>	<u>687</u>
	<u><u>7,685</u></u>	<u><u>5,933</u></u>

Ageing Analysis

An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

	As at 30 September 2022 <i>HK\$'000</i> (Unaudited)	As at 31 March 2022 <i>HK\$'000</i> (Audited)
Within 30 days	1,019	1,100
31 to 60 days	1,027	979
61 to 90 days	709	1,082
91 to 180 days	1,485	689
Over 180 days	<u>234</u>	<u>1,396</u>
	<u><u>4,474</u></u>	<u><u>5,246</u></u>

Trade receivables are normally due within 60 to 130 days from invoice date.

9. TRADE AND OTHER PAYABLES

	As at 30 September 2022 <i>HK\$'000</i> (Unaudited)	As at 31 March 2022 <i>HK\$'000</i> (Audited)
Points provision (<i>Note</i>)	6,368	7,133
Other payables and accruals	<u>1,369</u>	<u>1,726</u>
	<u><u>7,737</u></u>	<u><u>8,859</u></u>

Note: The point provision is analysed as follows:

Balance at beginning of the period/year	7,133	7,115
Exchange adjustments	(268)	90
Distribution for the period/year	2,182	6,346
Redemption during the period/year	(2,421)	(5,815)
Reversal during the period/year	<u>(258)</u>	<u>(603)</u>
	<u><u>6,368</u></u>	<u><u>7,133</u></u>

10. DIVIDEND

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

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group principally engages in the provision of online advertising services, which consist of social viral service, engager service and mass blogging service. Its business primarily operates in Hong Kong, Taiwan, Malaysia, Indonesia, the Philippines and Singapore. The Group's services are delivered via its self-developed platforms, which allow clients to match their advertising campaigns or contents with the Group's relevant members based on their demographic details and behaviours, such as consumption patterns of certain products and services and brand preferences.

The Group has recorded approximately 14.1% decrease in revenue to approximately HK\$7,234,000 (2021: approximately HK\$8,418,000) for the Relevant Period.

Gross profit (after reversal of JAG points i.e. the points which the Group distributes to reward its members to participate in the Group's advertising campaigns) decreased by approximately 10.2% to approximately HK\$2,562,000 (2021: approximately HK\$2,852,000). The Group recorded a loss of approximately HK\$9,006,000 (2021: a loss of approximately HK\$5,324,000) for the Relevant Period.

By geographical market

During the Relevant Period, approximately 72.3% of the Group's revenue (2021: approximately 77.7%) was generated from clients in Hong Kong, while approximately 21.5% (2021: approximately 13.1%) was generated from clients in Taiwan. Clients from Malaysia, Indonesia, the Philippines and Singapore contributed to approximately 6.2% of the revenue of the Group (2021: approximately 9.2%).

Hong Kong

During the Relevant Period, revenue from Hong Kong decreased to approximately HK\$5,231,000 from approximately HK\$6,544,000 in the Previous Period, representing a decrease of approximately 20.1%. The Group's business in Hong Kong was seriously affected by the fifth wave of COVID-19. Some of our clients either suspended, postponed or cancelled their campaigns in light of unstable economic environment. Increasing competition from other online advertising service providers also made the business environment even more challenging. The Group will continue to adjust its service mix to meet clients' needs.

Taiwan

During the Relevant Period, the operating environment in Taiwan continued to be challenging, mainly attributable to the changing behaviour of internet users and increasing competition from other online advertising service providers. The Group is dealing with the change with a shift of focus on service type. As the society is recovering from the impact of COVID-19 as compared to last year, the revenue from Taiwan for the Relevant Period increased to approximately HK\$1,554,000 (2021: approximately HK\$1,103,000), representing an increase of approximately 40.9%.

Southeast Asia

The operations in Southeast Asia continue to experience challenges in the post-lockdown era as the recovery of the advertising activities in this region are slower than expected. Total revenue from the operations in Southeast Asia was approximately HK\$449,000 in the Relevant Period (2021: approximately HK\$771,000), representing a decrease of approximately 41.8%.

PROSPECTS

As the COVID-19 lockdown measures continue to ease in the markets we operate in, we anticipate the advertising industry to gradually recover and return to growth phase in the near future. The Group remains confident in its ability to rejuvenate sales with our experienced sales team, differentiated advertising services, our strengthened member base and our extensive relationship with reputable clients in various industries. Leveraging on our good relations with media agencies, the Group also expects substantial opportunities such as referrals to media agencies' extensive client base, which will ensure stable and continuous requests for services. The Group's self-developed platforms have also served as an excellent tool for realising clients' performance targets while driving business growth. Looking ahead, the Group will focus on grooming our new operations to maturity and driving our core markets to new heights.

To accomplish these objectives, the Group also plans to recruit more talents, especially for the business development segment, to strengthen its workforce. This will enable the Group to better cater for the ever-changing needs of various industries, as well as those of the existing and potential clients. In addition, the Group will focus on enriching its member base from different segments such as age group, interest and lifestyle to enhance the diversity of the Group's membership base and thereby attract more clients.

With years of experience, well-established reputation, and first-mover advantage, the Group will continue to leverage on such strengths to reinforce its leading position in the industry. At the same time, by further enhancing these attributes, the Group remains committed to its vision of becoming the preferred online marketing partner for advertising agencies and brand owners.

DIVIDEND

The Board does not recommend the payment of interim dividend for the Relevant Period.

FINANCIAL REVIEW

Revenue

The Group's revenue decreased from approximately HK\$8,418,000 for the Previous Period to approximately HK\$7,234,000 for the Relevant Period, representing a decrease of approximately 14.1%, primarily attributable to the decrease in sales in Hong Kong.

Cost of Services

The Group's cost of services decreased from approximately HK\$5,566,000 for the Previous Period to approximately HK\$4,672,000 for the Relevant Period, representing a decrease of approximately 16.1%. The decrease was in line with the decrease in sales.

Gross Profit

Gross profit of the Group decreased by approximately 10.2% from approximately HK\$2,852,000 for the Previous Period to approximately HK\$2,562,000 for the Relevant Period.

Other (loss)/income, net

Other (loss)/income, net primarily consists of fair value (loss)/gain on financial assets at fair value through profit or loss, government grant and other income. Other loss, net of the Group was approximately HK\$1,207,000 for the Relevant Period compared to other income, net of approximately HK\$953,000 for the Previous Period. The increase in other loss was mainly attributable to the change in fair value on financial assets at fair value through profit or loss.

Selling and Distribution Costs

Selling and distribution costs of the Group slightly decreased by approximately 5.6% from approximately HK\$3,377,000 for the Previous Period to approximately HK\$3,188,000 for the Relevant Period. Selling and distribution costs primarily consist of advertising and promotion expenses and staff costs. The decrease was mainly attributable to the decrease in staff costs.

Administrative and Other Operating Expenses

Administrative and other operating expenses of the Group increased by approximately 24.5% from approximately HK\$5,708,000 for the Previous Period to approximately HK\$7,105,000 for the Relevant Period. Administrative and other operating expenses mainly consist of staff costs, professional fees, office supplies and stationeries and others. The increase was mainly attributable to the increase in net foreign exchange loss.

Income Tax

Income tax expenses for the Group increased from approximately HK\$40,000 for the Previous Period to approximately HK\$59,000 for the Relevant Period. The increase was mainly attributable to the increase in taxable profits of our subsidiaries in the Relevant Period.

Loss for the Relevant Period

The Group's net loss was approximately HK\$9,006,000 for the Relevant Period as compared to approximately HK\$5,324,000 for the Previous Period. The increase in net loss was mainly attributable to the decrease in revenue, increase in other loss and administrative and other operating expenses for the Relevant Period.

Liquidity and Financial Resources

As at 30 September 2022, the Group had total assets of approximately HK\$33,963,000 (as at 31 March 2022: approximately HK\$42,763,000), which is financed by total liabilities and shareholders' equity (comprising share capital and reserves) of approximately HK\$8,369,000 (as at 31 March 2022: approximately HK\$9,262,000) and approximately HK\$25,594,000 (as at 31 March 2022: approximately HK\$33,501,000) respectively. The current ratio, being the ratio of current assets to current liabilities, as at 30 September 2022 was 3.7 times (as at 31 March 2022: 4.3 times).

Capital Expenditure

Total capital expenditure for the Relevant Period was approximately HK\$33,000 (as at 31 March 2022: approximately HK\$5,000), which was mainly used in the purchase of property, plant and equipment.

Contingent Liabilities

As at 30 September 2022, the Group had no significant contingent liabilities.

Gearing Ratio

The gearing ratio, being the ratio of bank loan to total equity, of the Group as at 30 September 2022 was nil (as at 31 March 2022: nil) due to absence of bank borrowings for the Relevant Period.

Foreign Exchange Exposure

The functional currency and reporting currency for the Company and its subsidiaries is Hong Kong dollar, except that the functional currencies of certain subsidiaries are New Taiwan dollar, Malaysian Ringgit, Indonesian Rupiah, Philippine peso, Singapore dollar and Chinese Renminbi. During the Relevant Period, the Group was not exposed to any significant currency risk. The management will monitor its foreign exchange exposure from time to time and will consider implementing hedging measures if and when necessary.

Capital Structure

There was no change in the Company's capital structure during the Relevant Period.

Segmental Information

Segmental information of the Group is disclosed in note 3 of the unaudited condensed consolidated financial statements.

Material Acquisitions and Disposals of Subsidiaries

Save as disclosed herein, there was no material acquisition and disposal of subsidiaries by the Company during the Relevant Period.

Significant Investments Held

During the six months ended 30 September 2022, the Group had the following significant investment held which was classified as financial assets at fair value through profit or loss:

Name of investments	Percentage of shareholding held by the Group as at 30 September 2022	Investment costs <i>HK\$'000</i>	Fair value as at 30 September 2022 <i>HK\$'000</i>	Change in fair value for the six months ended 30 September 2022 <i>HK\$'000</i>	Size as compared to the Group's total assets as at 30 September 2022
Unlisted shares					
— Asia Interactive Content Holdings Limited (“Asia Interactive Content”) (Note 1)	1.6026%	5,000	2,003	–	5.9%
Wealth management product					
— Wealth management product from UBS AG (Note 2)	N/A	5,690	5,415	(876)	15.9%

Notes:

- Asia Interactive Content principally provides marketing agency services, including brand building, digital and social media marketing, video production, online and offline strategies and event management. The Directors expect that not only can the investment in Asia Interactive Content bring synergies by forming closer strategic relationship between the Group and Asia Interactive Content for expanding social media coverage and providing business referral opportunities, but can also assist the business of the Group to gain access to China market. It is also expected that the Group can benefit from the growth of marketing agency services of Asia Interactive Content in the coming years.
- On 12 June 2020, the Company subscribed for a wealth management product from UBS AG in the amount of USD2 million. The wealth management product will be invested in investment instruments (such as liquidity, bonds and equities). The portfolio does not include hedge funds, real estate and commodities. The subscription amount had been settled in cash in one lump sum. Details of the subscription of the wealth management product were set out in the announcement of the Company dated 12 June 2020. On 12 August 2022, the Company disposed of USD1,300,000 of the wealth management product. Details of the disposal of the wealth management product were set out in the announcement of the Company dated 15 August 2022.

Saved as disclosed above and the investment in its subsidiaries, the Group did not hold other significant investments during the six months ended 30 September 2022.

Employees and Emolument Policy

As at 30 September 2022, the Group employed a total of 33 employees (2021: 36 employees). The staff costs of our Group (including directors' remuneration, employees' salaries, wages, other benefits and contribution to defined contribution retirement plan) for the Relevant Period were approximately HK\$5,953,000 (2021: approximately HK\$5,861,000).

The remuneration package for our employees generally includes salary and bonus. Our employees are also entitled welfare benefits, including retirement benefits and medical insurance. We conduct annual review of the performance of our employees for determining salary adjustment and promotion of our employees. Our executive Directors also conduct research on the remuneration packages offered for similar positions in Hong Kong from time to time in order to keep our remuneration packages at a competitive level.

EVENT AFTER THE RELEVANT PERIOD

There is no significant event subsequent to 30 September 2022 which would materially affect the Group's operating and financial performance.

OTHER INFORMATION

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the Relevant Period and up to the date of this announcement, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

CORPORATE GOVERNANCE CODE

During the Relevant Period and up to the date of this announcement, the Company has complied with all the code provisions (“**Code Provisions**”) of the Corporate Governance Code (“**CG Code**”) as set out in Appendix 15 of the GEM Listing Rules except the following deviations. Under Code Provision C.2.1, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Meanwhile, Code Provisions C.2.2 to C.2.9 further stipulate the roles of chairman for good corporate governance practices. As the Company has not specifically appointed any one with the respective title of “chairman” and “chief executive officer”, the Company has deviated from the aforesaid Code Provisions C.2.1 to C.2.9. The roles of chairman and chief executive officer have been performed by the three executive Directors, Ms. Jenny Cheung, Mr. Anakin Law and Mr. Garlos Lee collectively. Since the three executive Directors are the founders of the Company and have in-depth knowledge about the management as well as the business operations of the Company, the Board believes that vesting the roles of chairman and chief executive officer in the three executive Directors allows efficient business planning and decisions.

The Board is also of the view that the following matters can still be carried out properly under the current structure:

- (i) all Directors are properly briefed on issues arising at board meetings (Code Provision C.2.2);
- (ii) all Directors receive accurate, clear, complete, reliable and adequate information in a timely manner (Code Provision C.2.3);
- (iii) establishment of good corporate governance practice and procedures (Code Provision C.2.5);
- (iv) effective communication with shareholders (Code Provision C.2.8); and
- (v) full and active contribution of all directors to the affairs of the Board and constructive relations between executive and non-executive Directors (Code Provisions C.2.6 and C.2.9).

Further, the company secretary has been delegated to compile agenda for board meetings, taking into account any matters proposed by the Directors (Code Provision C.2.4).

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “**Securities Dealing Code**”).

Specific enquiries have been made with all Directors, and all Directors confirmed in writing that they have complied with the required standards set out in Rules 5.48 to 5.67 of the GEM Listing Rules regarding their securities during the Relevant Period and up to the date of this announcement.

SHARE OPTION SCHEME

The Company’s share option scheme (the “**Share Option Scheme**”) was approved by a resolution of the Company’s shareholders passed on 7 March 2018. The principal terms of the Share Option Scheme, a summary of which is set out in Appendix IV to the prospectus of the Company dated 16 March 2018, are in compliance with the provisions under Chapter 23 of the GEM Listing Rules.

During the Relevant Period and up to the date of this announcement, there was no options granted, exercised, lapsed or cancelled under the Share Option Scheme. As at 30 September 2022, there was no outstanding share option not yet exercised under the Share Option Scheme.

COMPETING AND CONFLICT OF INTERESTS

The Directors were not aware of any business or interests of the Directors nor the controlling shareholder of the Company nor any of their respective associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Company and any other conflicts of interest which any such person has or may have with the Group during the Relevant Period. None of the Directors, the controlling shareholders or substantial shareholders of the Company or any of its respective close associates has engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, as defined in the GEM Listing Rules, or has any other conflict of interests with the Group during the Relevant Period, and the Directors confirm that none of them is engaged in any business which directly or indirectly, competes or is likely to compete with the business of the Company and any of its subsidiaries or has interest in such business.

AUDIT COMMITTEE

The Company established an audit committee (the “**Audit Committee**”) on 7 March 2018 with its written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and paragraph C.3 and paragraph D.3 of the CG Code. The Audit Committee comprises three independent non-executive Directors, namely, Mr. Ho Ho Tung Armen, Mr. Fenn David and Mr. Kwan Chi Hong. Mr. Ho Ho Tung Armen is the chairman of the Audit Committee.

The primary duties of the Audit Committee are to assist our Board by providing an independent view of the effectiveness of the financial reporting process, internal control and risk management systems of the Group, overseeing the audit process and performing other duties and responsibilities as assigned by the Board.

The Audit Committee had reviewed the unaudited condensed consolidated financial statements of the Group for the Relevant Period and is of the opinion that such statements comply with the applicable accounting standards, the GEM Listing Rules and legal requirements, and that adequate disclosures have been made.

By Order of the Board
Stream Ideas Group Limited
Law Ka Kin
Executive Director

Hong Kong, 7 November 2022

As at the date of this announcement, the Board of Directors comprises five executive Directors, namely Ms. Cheung Lee, Mr. Law Ka Kin, Mr. Lee Wing Leung Garlos, Mr. Leung Wai Lun and Ms. Xu Xiuhong; and five independent non-executive Directors, namely Mr. Kwan Chi Hong, Mr. Fenn David, Mr. Ho Ho Tung Armen, Ms. Guo Hongyan and Mr. Xu Jianguo.

This announcement will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least 7 days from the date of its publication and on the website of the Company at www.stream-ideas.com.