

NETWORK CN INC  
Form 10-K  
April 14, 2017

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2016

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the transition period from \_\_\_\_ to \_\_\_\_

Commission file number 000-30264

NETWORK CN INC.

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(Exact name of registrant as specified in its charter)

Delaware 90-0370486

(State or Other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification Number)

21/F., One Harbour Square, 181 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong

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(Address of principal executive offices)

+ (852) 2833-2186

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(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Exchange Act: NONE

Securities registered pursuant to Section 12(g) of the Exchange Act: Common Stock, \$0.001 Par Value

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(Title of Each Class)

Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes      No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)      Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes  
No

As of June 30, 2016, the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold was approximately \$0.132 million.

The number of shares outstanding of each of the issuer's classes of common stock, as of March 27, 2017 is as follows:

| Class of Securities             | Shares Outstanding |
|---------------------------------|--------------------|
| Common Stock, \$0.001 par value | 8,041,995          |

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NETWORK CN INC.

TABLE OF CONTENTS

PART I

|   |   |
|---|---|
| <u>Item 1. Business</u>                   | 1 |
| <u>Item 1A. Risk Factors</u>              | 7 |
| <u>Item 1B. Unresolved Staff Comments</u> | 7 |
| <u>Item 2. Properties</u>                 | 7 |
| <u>Item 3. Legal Proceedings</u>          | 7 |
| <u>Item 4. Mine Safety Disclosures</u>    | 7 |

PART II

|   |    |
|---|----|
| <u>Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u> | 8  |
| <u>Item 6. Selected Financial Data</u>  | 10 |
| <u>Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>                        | 10 |
| <u>Item 7A. Quantitative and Qualitative Disclosures About Market Risk</u>  | 16 |
| <u>Item 8. Financial Statements and Supplementary Data</u>  | 17 |
| <u>Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</u>                         | 17 |
| <u>Item 9A. Controls and Procedures</u>   | 17 |
| <u>Item 9B. Other Information</u>   | 18 |

PART III

|  |    |
|--|----|
| <u>Item 10. Directors, Executive Officers and Corporate Governance</u>   | 18 |
| <u>Item 11. Executive Compensation</u>   | 23 |
| <u>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u> | 28 |
| <u>Item 13. Certain Relationships and Related Transactions, and Director Independence</u>                      | 30 |
| <u>Item 14. Principal Accounting Fees and Services</u>   | 31 |

PART IV

|   |    |
|---|----|
| <u>Item 15. Exhibits, Financial Statement Schedules</u> | 33 |
|---|----|

|                   |    |
|-------------------|----|
| <u>SIGNATURES</u> | 36 |
|-------------------|----|

|                             |     |
|-----------------------------|-----|
| <u>FINANCIAL STATEMENTS</u> | F-1 |
|-----------------------------|-----|

Table of Contents

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Statements contained in this annual report include “forward-looking statements” within the meaning of such term in Section 27A of the Securities Act and Section 21E of the Exchange Act. Forward-looking statements involve known and unknown risks, uncertainties and other factors which could cause actual financial or operating results, performances or achievements expressed or implied by such forward-looking statements not to occur or be realized. Forward-looking statements made in this annual report generally are based on our best estimates of future results, performances or achievements, predicated upon current conditions and the most recent results of the companies involved and their respective industries. Forward-looking statements may be identified by the use of forward-looking terminology such as “may”, “will”, “could”, “should”, “project”, “expect”, “believe”, “estimate”, “anticipate”, “intend”, “contingent”, “opportunity” or similar terms, variations of those terms or the negative of those terms or other variations of those terms or comparable words or expressions. Potential risks and uncertainties include, among other things, such factors as:

our potential inability to raise additional capital;  
changes in domestic and foreign laws, regulations and taxes;  
uncertainties related to China's legal system and economic, political and social events in China;  
Securities and Exchange Commission regulations which affect trading in the securities of “penny stocks;” and  
changes in economic conditions, including a general economic downturn or a downturn in the securities markets.

Readers are urged to carefully review and consider the various disclosures made by us in this annual report and our other filings with the U.S. Securities and Exchange Commission (the “SEC”). These reports attempt to advise interested parties of the risks and factors that may affect our business, financial condition and results of operations and prospects. The forward-looking statements made in this annual report speak only as of the date hereof and we disclaim any obligation to provide updates, revisions or amendments to any forward-looking statements to reflect changes in our expectations or future events.

USE OF TERMS

Except as otherwise indicated by the context, references in this annual report to:

“BVI” are references to the British Virgin Islands;

“China” and “PRC” are to the People’s Republic of China;

the “Company”, “NCN”, “we”, “us”, or “our”, are references to Network CN Inc., a Delaware corporation and its direct and indirect subsidiaries: NCN Group Limited, or NCN Group, a BVI limited company; NCN Media Services Limited, a BVI limited company; NCN Group Management Limited, or NCN Group Management, a Hong Kong limited company; Crown Winner International Limited, or Crown Winner, a Hong Kong Limited company, and its subsidiary, Business Boom Investments Limited, a BVI Limited company and its variable interest entity, Xingpin Shanghai Advertising Limited; Crown Eagle Investments Limited, a Hong Kong limited company; NCN Group (HK) Limited, a Hong Kong limited company; Cityhorizon Limited, or Cityhorizon Hong Kong, a Hong Kong limited company, and its subsidiary, Huizhong Lianhe Media Technology Co., Ltd., or Lianhe, a PRC limited company; and Chuanghua Shanghai advertising Limited, a PRC limited company; NCN Huamin Management Consultancy (Beijing) Company Limited, or NCN Huamin, a PRC limited company; and the Company’s variable interest entity, Beijing Huizhong Bona Media Advertising Co., Ltd., or Bona, a PRC limited company;

“RMB” are to the Renminbi, the legal currency of China;

the “Securities Act” are to the Securities Act of 1933, as amended; and the “Exchange Act” are to the Securities Exchange Act of 1934, as amended;

1“U.S. dollar”, “\$” and “US\$” are to the legal currency of the United States.

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## Table of Contents

### PART I

#### ITEM 1. BUSINESS

##### Overview of Our Business

Our mission is to become a nationwide leader in providing out-of-home advertising in China, primarily serving the needs of branded corporate customers. Our business direction is not just selling air-time for its media panels but also started working closely with property developers in media planning for the property at the very early stage. As a media planner we share the advertising profits with the property developers without paying significant rights fees, so we expect to achieve a positive return from these projects.

Total advertising revenues were \$nil and \$nil for the years ended December 31, 2016 and 2015 respectively. Our net loss was \$938,159 and \$836,776 for the years ended December 31, 2016 and 2015 respectively. Our results of operations were negatively affected by a variety of factors, which led to less than expected revenues and cash inflows during the fiscal year 2016, including the following:

• Slower economic growth in PRC

• The rising costs to acquire advertising rights due to competition among bidders for those rights;

• Slower than expected consumer acceptance of the digital form of advertising media;

• Strong competition from other media companies; and

• Many customers continued to be cost-conscious in their advertising budget especially on our new digital form of media.

To address these unfavorable market conditions, we continue to implement cost-cutting measures, including reductions in our workforce, office rentals, selling and marketing related expenses and other general and administrative expenses. We have also re-assessed the commercial viability of each of our concession rights contracts and have terminated those that we determined were no longer commercially viable due to high annual fees. Management has also successfully negotiated some reductions in advertising operating rights fees under the remaining contracts.

##### History

We were incorporated under the laws of the State of Delaware on September 10, 1993, under the name EC Capital Limited. Our predecessor companies were involved in a variety of businesses and were operated by various management teams under different operating names. Between 2004 and 2006 we operated under the name Teda Travel Group Inc., which was primarily engaged in the provision of management services to hotels and resorts in China. On August 1, 2006, we changed our name to "Network CN Inc." in order to better reflect our new vision to build a nationwide information and entertainment network in China.

After years of ups and downs owing to policies changes in China, we have reorganized its team and media coverage in both Mainland China and Hong Kong. Furthermore, new NCN team, basing on team's business network, is going to build a Nationwide Peer-to-Peer Sharing Solution with an aim to maximizing OOH media coverage and utilization via offline and online channels.

We have finalized our new media partnership program and commercializing our media sharing economy (P2P) service to be launched in 2016. In the early stage of commercialization, the NCN solution will provide customers/members, with the ability to identify and share domestic media by the customers/members through our peer-to-peer media marketplace. In other words, NCNs will leverage the team's media experience and business network to build an

integrated solution for “Media Online Sharing Economy”. In upcoming stages, besides of nationwide online coverage in China, NCN will complement its service portfolio with a line of offline value-added services.

#### Corporate Structure

The following chart reflects our organization structure as of the date of this annual report:

1

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Table of Contents

Available Information

We file with the SEC our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to reports to be filed pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended. The public may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549, on official business days during the hours of 10 a.m. to 3 p.m. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.



## Table of Contents

Our corporate headquarters are located at 21/F., One Harbour Square, 181 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong, Special Administrative Region of the People's Republic of China. Our telephone number is + (852) 2833-2186. We maintain a website at [www.ncnmedia.com](http://www.ncnmedia.com) that links to our electronic SEC filings and contains information about our subsidiaries which is not a part of this report. All the above documents are available free of charge on our website as soon as reasonably practicable after filing such material electronically or otherwise furnishing it to the SEC.

## Industry Overview

The world economy continued to struggle through uncertainty about the European sovereign debt crisis and the strength of the economic recovery in the United States which, in turn, hampered global economic revival since 2013. The unfavorable global and domestic climate created a number of challenges to China's advertising industry as budget conservatism prevailed among advertisers throughout the period. Most advertisers are cost-conscious and prefer to commit to short-term rather than long-term contracts. Current or potential advertisers may be unable to fund advertising purchases or determine to reduce purchases, all of which would lead to reduced demand for our advertising services, reduced gross margins, and increased delays of payments of accounts receivable or defaults of payments. We are also limited in our ability to reduce costs to offset the results of a prolonged or severe economic downturn given our fixed media costs associated with our operations. Competition in the domestic out-of-home advertising sector is very intense and many local operators offer significant sales discounts to compete for market share.

With the economic slowdown, as expected, China's advertising market also followed in step and realized slow but smooth growth.

In the past, we expended our resources to build an out-of-home media throughout different PRC cities. We believe that in order to increase our market share in out-of-home advertising in China we will have to increase our advertising locations, obtain more exclusive arrangements in desirable and prominent locations and to provide a wider range of media and advertising services through entering business agreements or business combination exercises with third parties.

## Our Services

During 2013, we terminated two concession rights contracts in February and March. From April to August 2013, we only operated the 276 square meter advertising area located on the first floor of the Union Building at the entrance of Zhuhai sub-zone of Zhuhai-Macau Cross Border Industrial Zone. From September 2013, we operated the 91 advertising lightboxes in arrival hall of Shanghai Hongqiao Railway Station.

In January 2014, we entered into an Operating Agreement to co-operate with "Shanghai Changfeng International Sourcing & Investment Co., Ltd." to operate the advertising area of the "Shanghai International Sourcing Center Base" ("the Base") in Shanghai. Under the agreement signed, Shanghai Changfeng International Sourcing & Investment Co., Ltd. ("ISC") is the owner of the Base and responsible for the Base's management. NWCN will be responsible for the media planning and will be the operator for the whole advertising media of the Base. In June and September 2014, we terminated the project in Shanghai Hongqiao Railway Station and Zuhai respectively.

## Our Suppliers

In some of our current and past media projects, we are responsible for installing advertising panels and billboards. We design the shape of our advertising panels and billboards according to the terms approved in the relevant PRC governmental documents. We identify suppliers of component parts used in our advertising panels and contract

assembly of our advertising panels to third-party contract assemblers who assemble our advertising panels according to our specification. We select component suppliers based on price and quality. During the fiscal years ended December 31, 2016, 2015 and 2014, we did not install any advertising panels and billboards.

During 2013, we had four concession right contacts, which is to operate 1) 52 roadside advertising panels along Nanjing Road in Shanghai, China, 2) a mega-sized advertising billboard located at Raffles City, Shanghai, China and two mega-sized advertising billboards located at different section along Nanjing Road and Henan Road in Shanghai, China, 3) the 276 square meter advertising area located on the first floor of the Union Building at the entrance of Zhuhai sub-zone of Zhuhai-Macau Cross Border Industrial Zone and 4) 91 advertising lightboxes in arrival hall of Shanghai Hongqiao Railway Station. The names of authorizing parties of these three concession right contracts are Shanghai Chuangtian Advertising Company Limited, Shanghai Shenpu Advertising & Decoration Co., Limited, Lek Pak Company Limited and Shanghai Railway Culture & Advertising Development Co., Ltd.

During 2014, we had two concession right contacts, which is to operate 1) the 276 square meter advertising area located on the first floor of the Union Building at the entrance of Zhuhai sub-zone of Zhuhai-Macau Cross Border Industrial Zone and 2) 91 advertising lightboxes in arrival hall of Shanghai Hongqiao Railway Station. The names of authorizing parties of these two concession right contracts are Lek Pak Company Limited and Shanghai Railway Culture & Advertising Development Co., Ltd.

No rights contracts were signed in 2015 and 2016.

Table of Contents

## Our Customers

Our customers include large international and domestic brand name customers. Our operations were negatively affected by a variety of factors including slower economic growth in PRC, slower than expected consumer acceptance of the digital form of advertising media and customers continued to be cost-conscious in their advertising budget. To address these unfavorable market conditions, we implement cost-cutting measures with reductions in our workforce in particular the direct sales force. The reduced selling power and strong competition from other media companies resulted in the Company having no customer for 2016 and 2015. The following tables set forth those customers which accounted for 10% or more of our advertising sales in fiscal year 2014:

| Name of Customer                            | Advertising Sales % |
|---|---------------------|
| <u>For the year ended December 31, 2014</u> |                     |
| Windcom Advertising and Trading             | 67%                 |
| Jiangsu Ninghu Real Estate Co., Ltd         | 16%                 |

Our customers usually place their advertising orders on a project basis instead of a recurring basis. Our management does not believe that our advertising business depends upon a few customers, or that the loss of any one customer would have a material adverse effect on our business.

## Sales and Marketing

We sell our services through our direct sales force as well as through domestic advertising agencies. We employ sales professionals in the PRC and provide them in-house training to ensure we operate closely with and provide a high level of support to our customers. Selling through domestic advertising agencies enables us to leverage our direct sales resources and reach additional customers.

## Competition

We compete with other advertising companies in China, including companies that operate out-of-home advertising media networks, such as Vision China Media, Focus Media, Air Media and Clear Media. The Company competes with these companies for advertising clients on the basis of the size of our advertising network, advertising coverage, panel locations, pricing, and range of advertising services that we offer. The Company also competes with these companies for rights to locate advertising panels and/or billboards in desirable locations in Chinese cities. In addition, commercial buildings, hotels, restaurants and other commercial locations may decide to install and operate their own billboards or LED panels. The Company also competes for overall advertising spending with other more traditional media such as newspapers, TV, magazines and radio, and more advanced media like internet advertising, frame and public transport.

The Company may also face competition from new entrants into the out-of-home advertising sector. Our sector is characterized by low initial fixed costs for entrance in term of advertising panel requirements and it is uncommon for advertising clients to enter into exclusive arrangements. Additionally, wholly foreign-owned advertising companies are allowed to operate in China, which may expose us to increasing competition from international advertising media companies attracted by the opportunities in China.

Increased competition could reduce our operating margins, profitability and result in a loss of market share. Some of our existing and potential competitors may have competitive advantages, such as more advertising locations and broader coverage and exclusive arrangements in desirable locations. These competitors could provide advertising clients with a wider range of media and advertising services, which could cause us to lose advertising clients or to

reduce prices in order to compete, which could decrease our revenues, gross margins and profits. We cannot guarantee that we will be able to compete against these existing and new competitors.

In addition, our business has been adversely affected by the global financial turmoil which began in late 2008. In order to enhance our competitive power, we will strictly control our operating costs and actively search for other prominent advertising projects in order to expand our advertising network. We believe that expanding our advertising network will enable us to offer more competitive pricing to our advertising clients, thereby increasing our profitability.

#### Our Intellectual Property

As of March 29, 2017, we do not have any registered trademarks, copyrights, licenses or patent rights.

#### Our Research and Development

No material costs have been incurred on research and development activities for the fiscal years 2016 and 2015. We do not expect to incur significant research and development costs in the coming future.

## Table of Contents

### Employees

As of December 31, 2016, the Company and its subsidiaries and variable interest entities had approximately 2 employees at our office located at Hong Kong, all of which are full-time employees.

Our employees are not represented by a labor organization or covered by a collective bargaining agreement. We believe that we maintain a satisfactory working relationship with our employees and we have not experienced any significant labor disputes or work stoppage or any difficulty in recruiting staff for our operations.

We are required under PRC law to make contributions to employee benefit plans at specified percentages of the after-tax profit. In addition, we are required by the PRC law to cover our employees in China with various type of social insurance. We believe that we are in material compliance with the relevant PRC laws.

### Government Regulation

#### Advertising Services

#### Business Licenses for Advertising Companies

The principal regulations governing the advertising businesses in China include:

- lThe Advertising Law (1994);
- lRegulations on Control of Advertisement (1987); and
- lThe Implementing Rules for the Advertising Administrative Regulations (2004).

These regulations stipulate that companies that engage in advertising activities must obtain from the SAIC or its local branches a business license which specifically includes operating an advertising business within its business scope. Companies conducting advertising activities without such a license may be subject to penalties, including fines, confiscation of advertising income and orders to cease advertising operations. The business license of an advertising company is valid for the duration of its existence, unless the license is suspended or revoked due to a violation of any relevant law or regulation.

We do not expect to encounter any difficulties in maintaining our business licenses. Our PRC advertising operating companies hold business license from the local branches of the SAIC as required by the existing PRC regulations.

#### Advertising Content

PRC advertising laws and regulations set forth certain content requirements for advertisements in China, which include prohibitions on, among other things, misleading content, superlative wording, socially destabilizing content or content involving obscenities, superstition, violence, discrimination or infringement of the public interest. Advertisements for anesthetic, psychotropic, toxic or radioactive drugs are prohibited. It is prohibited to disseminate tobacco advertisements via broadcast or print media. It is also prohibited to display tobacco advertisements in any waiting lounge, theater, cinema, conference hall, stadium or other public area. There are also specific restrictions and requirements regarding advertisements that relate to matters such as patented products or processes, pharmaceuticals, medical instruments, veterinary pharmaceuticals, agrochemicals, foodstuffs, alcohol and cosmetics. In addition, all advertisements relating to pharmaceuticals, medical instruments, agrochemicals and veterinary pharmaceuticals advertised through radio, film, television, newspaper, magazine and other forms of media, together with any other advertisements which are subject to censorship by administrative authorities according to relevant laws and administrative regulations, must be submitted to the relevant administrative authorities for content approval prior to

dissemination.

Advertisers, advertising operators and advertising distributors are required by PRC advertising laws and regulations to ensure that the content of the advertisements they prepare or distribute are true and in full compliance with applicable laws. In providing advertising services, advertising operators and advertising distributors must review the prescribed supporting documents provided by advertisers for advertisements and verify that the content of the advertisements comply with applicable PRC laws and regulations. In addition, prior to distributing advertisements for certain commodities, which are subject to government censorship and approval, advertising distributors and advertisers are obligated to ensure that such censorship has been performed and approval has been obtained. Violation of these regulations may result in penalties, including fines, confiscation of advertising income, orders to cease dissemination of the advertisements and orders to publish an advertisement correcting the misleading information. In circumstances involving serious violations, the SAIC or its local branches may revoke violators' licenses or permits for advertising business operations. Furthermore, advertisers, advertising operators or advertising distributors may be subject to civil liability if they infringe on the legal rights and interests of third parties in the course of their advertising business. We have implemented procedures to ensure the content of our advertisement are properly reviewed and the advertisement would only be published upon the receipt of content approval from the relevant administrative authorities. However, we provide no assurance that all the content of the advertisement are true and in full compliance with applicable laws.

5

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## Table of Contents

### Out-of-home Advertising

The Advertising Law stipulates that the exhibition and display of out-of-home advertisements must not:

- utilize traffic safety facilities and traffic signs;
- impede the use of public facilities, traffic safety facilities and traffic signs;
- obstruct commercial and public activities or create an eyesore in urban areas;
- be placed in restrictive areas near government offices, cultural landmarks or historical or scenic sites; and
- be placed in areas prohibited by the local governments from having out-of-home advertisements.

In addition to the Advertising Law, the SAIC promulgated the Out-of-home Advertising Registration Administrative Regulations on December 8, 1995, as amended on December 3, 1998, and May 22, 2006, which governs the out-of-home advertising industry in China.

Out-of-home advertisements in China must be registered with the local SAIC before dissemination. The advertising distributors are required to submit a registration application form and other supporting documents for registration. After review and examination, if an application complies with the requirements, the local SAIC will issue an Out-of-home Advertising Registration Certificate for such advertisement. Many municipal cities of China have respectively promulgated their own local regulations on the administration of out-of-home advertisements. Those municipal regulations set forth specific requirements on the out-of-home advertisements, such as the allowed places of dissemination and size requirements of the out-of-home advertisement facilities.

In addition to the regulations on out-of-home advertisements, the placement and installation of LED billboards are also subject to municipal local zoning requirements and relevant governmental approvals of the city where the LED billboards located. In Shanghai, prior to the placement and installation of LED billboards, installers are required to apply for an out-of-home advertising registration certificate for each LED billboard subject to a term of use approved by local government agency for each LED billboard. If the existing LED billboards placed by our LED location provider or us are required to be removed, the attractiveness of this portion of our advertising network will be diminished.

### Foreign Currency Exchange

The principal regulation governing foreign currency exchange in China is the Rules on Foreign Exchange Control (1996), as amended. Under these rules, Renminbi is freely convertible for trade and service-related foreign exchange transactions, but not for direct investment, loan or investment outside China without the prior approval of the State Administration for Foreign Exchange of the PRC or other relevant authorities is obtained.

Pursuant to the Rules on Foreign Exchange Control, foreign investment enterprises in China may purchase foreign currency without the approval of the State Administration for Foreign Exchange of the PRC for trade and service-related foreign exchange transactions by providing commercial documents evidencing these transactions. They may also exchange Renminbi into foreign currencies (subject to a cap approved by the State Administration for Foreign Exchange of the PRC) to satisfy foreign exchange liabilities or to pay dividends. However, the relevant PRC government authorities may limit or eliminate the ability of foreign investment enterprises to purchase and retain foreign currencies in the future. In addition, foreign exchange transactions for direct investment, loan and investment outside China are still subject to limitations and require approvals from the State Administration for Foreign Exchange of the PRC.

### Dividend Distributions

The principal regulations governing distribution of dividends of wholly foreign-owned companies include:

1the Foreign Investment Enterprise Law (1986), as amended; and  
1Administrative Rules under the Foreign Investment Enterprise Law (2001).

Under these regulations, foreign investment enterprises in China may pay dividends only out of their accumulated profits, if any, determined in accordance with PRC accounting standards and regulations. In addition, wholly foreign-owned enterprises in China are required to set aside at least 10% of their after-tax profits each year, if any, to fund certain reserve funds, until such reserve funds have reached 50% of the enterprise's registered capital. These reserves are restricted and not distributable as cash dividends.

We have not received any dividends or fees from our PRC subsidiaries or affiliated Chinese entities in the past three years. As all our PRC subsidiaries are currently still operating at a net loss, we are unable to estimate the time to receive dividends or other fees.



## Table of Contents

### Enterprise Income Tax Law

The Enterprise Income Tax Law, or EIT Law, was promulgated by the PRC's National People's Congress on March 16, 2007 to introduce a new uniform taxation regime in the PRC. Both resident and non-resident enterprises deriving income from the PRC were subject to the EIT Law from January 1, 2008. It applies a single income tax rate to all enterprises in the PRC. Under this EIT Law, enterprises that qualify as "new and high technology enterprises" ("high-tech companies") are entitled to a preferential tax rate of 15% and in other very limited situation entities may be subject to a EIT rate of 20%, but the general EIT rate is 25%.

We believe that each of our PRC operating entities were resident enterprises and subject to the enterprise income tax rate of 25% for their global income. We do not believe that any of our off-shore entities are resident enterprises as our off-shore entities didn't provide any services in the PRC and their management and controls are all located outside China; permanent establishment does not exist and hence they would not fall into the resident enterprise category. However, we cannot provide assurance that all our offshore operating entities are not "resident enterprises" as there are substantial uncertainties regarding the interpretation and implementation of current PRC tax rule and regulation.

### Environmental Matters

The Company's operations are subject to various environmental regulations. We believe that we are in substantial compliance with applicable laws, rules and regulations relating to the protection of the environment and that our compliance will have no material effect on our capital expenditures, earnings or competitive position.

### ITEM 1A. RISK FACTORS

Smaller reporting companies are not required to provide the information required by this item.

### ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

### ITEM 2. PROPERTIES

We maintain our head office in Hong Kong at 21/F., One Harbour Square, 181 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong.

We believe that all our properties have been adequately maintained, are generally in good condition, and are suitable and adequate for our business.

### ITEM 3. LEGAL PROCEEDINGS

From time to time, we may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these, or other matters, may arise from time to time that may harm our business. We are not a party to or otherwise involved in any pending legal proceedings.

### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.



Table of Contents

## PART II

ITEM MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND  
5. ISSUER PURCHASES OF EQUITY SECURITIES

## Market for Our Common Stock

The Company's Common Stock is currently quoted by OTC Markets Group, Inc. through the Pink Open Market, known as OTC Pink, with the symbol "NWCN". The high and low closing prices of the Company's common stock since January 1, 2015 quoted by OTC Markets Group, Inc. are set forth below. Such closing prices reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions. On March 1, 2017, the last reported sales price of our common stock was \$0.3 per share.

On September 16, 2011, we filed a Certificate of Amendment to our Certificate of Incorporation with the Delaware Secretary of State to effect a 1-for-5 reverse stock split of our outstanding common stock and a reduction of our authorized shares of common stock from 2,000,000,000 to 400,000,000. The CUSIP number for our common stock has been changed to 64125G209 accordingly. On September 21, 2011, FINRA approved the reverse split of our common stock and it commenced trading on a post-split basis on September 22, 2011.

On August 11, 2015, we filed a Certificate of Amendment to our Certificate of Incorporation with the Delaware Secretary of State to effect a 1-for-15 reverse stock split of our outstanding common stock and a reduction of our authorized shares of common stock from 400,000,000 to 26,666,667. The new CUSIP number for the Company's common stock is 64125G 308 accordingly. On August 10, 2015, the Financial Industry Regulatory Authority (FINRA) approved the reverse split and it commenced trading on a post-split basis on August 11, 2015.

The following table sets forth, for the periods indicated, the high and low closing prices of our common stock. These prices reflect inter-dealer prices, without retail mark-up, mark-down or commission, and may not represent actual transactions.

|                                      | Closing<br>Prices (1)<br>High Low |        |
|--------------------------------------|-----------------------------------|--------|
| FISCAL YEAR ENDED DECEMBER 31, 2016: |                                   |        |
| Fourth Quarter                       | \$0.10                            | \$0.07 |
| Third Quarter                        | \$0.04                            | \$0.04 |
| Second Quarter                       | \$0.10                            | \$0.03 |
| First Quarter                        | \$0.30                            | \$0.08 |
| FISCAL YEAR ENDED DECEMBER 31, 2015: |                                   |        |
| Fourth Quarter                       | \$0.59                            | \$0.07 |
| Third Quarter                        | \$0.90                            | \$0.51 |
| Second Quarter                       | \$1.34                            | \$0.75 |
| First Quarter                        | \$1.05                            | \$0.75 |

(1) The above tables set forth the range of high and low closing prices per share of our common stock as reported by [www.bloomberg.com](http://www.bloomberg.com) for the periods indicated.

Approximate Number of Holders of Our Common Stock

As of March 29, 2017, the Company had approximately 150 stockholders of record and 8,041,995 shares of common stock were issued and outstanding. Because some of our common stock is held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of stockholders represented by these record holders.

In December 2012, we changed our registrar and transfer agent for our common stock from Globex Transfer, LLC. to Pacific Stock Transfer Company. Their address is 6725 Via Austi Pkwy, Suite 300 Las Vegas, NV, USA and their telephone number and facsimile are +1 (702) 361-3033 and +1 (702) 433-1979, respectively.

8

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## Table of Contents

### Dividend Policy

The Company has not declared any dividends since incorporation and does not anticipate doing so in the foreseeable future. We currently intend to retain most, if not all, of our available funds and any future earnings to operate and expand our business.

Our subsidiaries in the PRC may pay dividends to us through our Hong Kong subsidiaries, Cityhorizon Hong Kong and Crown Winner International Limited. Current PRC regulations only allow our subsidiaries to pay dividends to us out of their accumulated profits, if any, determined in accordance with Chinese accounting standards and regulations. Also in accordance with its articles of association, each of our subsidiaries in the PRC is required to allocate to its enterprise development reserve at least 10% of its respective after-tax profits determined in accordance with the PRC accounting standards and regulations. Each of our subsidiaries in the PRC may stop allocations to its general reserve if such reserve has reached 50% of its registered capital. Allocations to the reserve can only be used for making up losses and other specified purposes and may not be paid to us in forms of loans, advances, or cash dividends. Dividends paid by our PRC subsidiaries to Cityhorizon Hong Kong and Crown Winner International Limited, our Hong Kong subsidiaries, will not be subject to Hong Kong capital gains or other income tax under current Hong Kong laws and regulations because they will not be deemed to be assessable income derived from or arising in Hong Kong.

We have not received any dividends or any other fees, including consulting fees, from our PRC subsidiaries or our affiliated Chinese entities in the past three years as all of our PRC operating companies, including our PRC subsidiaries and variable interest entities, are currently operating at an accumulated deficit and the above dividend restriction prevent us from receiving any dividends in the short term until they turn into accumulated profit. As such, we could only receive funds from them through the repayment of intercompany loans by our PRC subsidiaries or charging them service fees through the provision of management services. If our PRC operating entities continue to operate at a net loss, we will need to raise funds through the issuance of equity and debt securities to satisfy future payment requirements, and there is no assurance that we will be successful in raising such funds.

Our board of directors has discretion on whether to pay dividends unless the distribution would render us unable to repay our debts as they become due. Even if our board of directors decides to pay dividends, the form, frequency and amount will depend upon our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors that the board of directors may deem relevant. For instance, the terms of the outstanding promissory notes issued to affiliated funds of Och-Ziff on April 2, 2014 contain restrictions on the payment of dividends. The dividend restrictions provide that the Company or any of its subsidiaries shall not declare or pay dividends or other distributions in respect of the equity securities of such entity other than dividends or distributions of cash which amounts during any 12-month period that exceed ten percent (10%) of the consolidated net income of the Company based on the Company's most recent audited financial statements disclosed in the Company's annual report on Form 10-K (or equivalent form) filed with the U.S. Securities and Exchange Commission.

### Securities Authorized for Issuance Under Equity Compensation Plans

See Item 12 - Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters, "Securities Authorized for Issuance Under Equity Compensation Plans".

### Recent Sales of Unregistered Securities

During the past two years, we did not offer or sell any unregistered securities that were not previously disclosed in a quarterly report on Form 10-Q or in a current report on Form 8-K.

### Purchases of Our Equity Securities

No repurchases of our common stock were made during our fiscal year ended December 31, 2016.

9

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Table of Contents

ITEM 6. SELECTED FINANCIAL DATA

Smaller reporting companies are not required to provide the information required by this item.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following management's discussion and analysis should be read in conjunction with our consolidated financial statements and the notes thereto and the other financial information appearing elsewhere in this annual report. In addition to historical information, the following discussion contains certain forward-looking information. See "Special Note Regarding Forward-Looking Statements" above for certain information concerning those forward looking statements. Our financial statements are prepared in U.S. dollars and in accordance with U.S. GAAP. References in this Report to a particular "fiscal" year are to our fiscal year ended on December 31.

Overview of Our Business

Our mission is to become a nationwide leader in providing out-of-home advertising in China, primarily serving the needs of branded corporate customers. Our business direction is to not just selling air-time for its media panels but also started working closely with property developers in media planning for the property at the very early stage. As a media planner we share the advertising profits with the property developers without paying significant rights fees, so we expect to achieve a positive return from these projects.

There were no advertising revenue for the years ended December 31, 2016 and 2015. Our net loss was \$938,159 and \$836,776 for the years ended December 31, 2016 and 2015 respectively. Our results of operations were negatively affected by a variety of factors, which led to less than expected revenues and cash inflows during the fiscal year 2016, including the following:

• Slower economic growth in PRC

• The rising costs to acquire advertising rights due to competition among bidders for those rights;

• Slower than expected consumer acceptance of the digital form of advertising media;

• Strong competition from other media companies; and

• Many customers continued to be cost-conscious in their advertising budget especially on our new digital form of media.

To address these unfavorable market conditions, we continue to implement cost-cutting measures, including reductions in our workforce, office rentals, selling and marketing related expenses and other general and administrative expenses.

We have extended our business direction to not just selling air-time for media panels but also working closely with property developers in media planning for the property at the very early stage. By doing so, we are able to attract several property developers to grant us media right within the whole property. These will include exhibition and conference centers, shopping malls, etc. This new business model will create a closer work relationship between the property owners and the Company as the property owners welcome a more thorough and well-planned media layout in their property at an early stage. Under this approach, the property owners are more eager to work with us and even more ready to invest in the installation of media panels.

The Company will continually explore new media projects in order to provide a wider range of media and advertising services, rather than focusing primarily on LED media. The Company has identified several such potential projects which it intends to aggressively pursue in the coming year.

### Identification of Potential Projects

We have extended our business direction to not just selling air-time for its media panels but started working closely with property developers in media planning for the property at the very early stage. By doing so, we are able to attract several property developers to grant us media rights within the whole property. These will include exhibition and conference centres, shopping malls, etc. This new business model will create a closer working relationship between the property owners and the Company as the property owners welcome a more thorough and well-planned media layout in their property at an early stage. Under this approach, we believe the property owners are more eager to work with us and even more ready to invest in the installation of media panels.

The Company will continually explore new media projects in order to provide a wider range of media and advertising services, rather than focusing primarily on LED media. The Company has identified several such potential projects which it intends to aggressively pursue in the coming year.



## Table of Contents

### Results of Operations

#### Comparison of Years Ended December 31, 2016 and 2015.

**General and Administrative Expenses.** General and administrative expenses primarily consist of compensation related expenses (including salaries paid to executive and employees, stock-based compensation expense for stock granted to directors, executive officers and employees for services rendered, employee bonuses and other staff welfare and benefits), rental expenses, amortization expenses of intangible rights, depreciation expenses, fees for professional services, travel expenses and miscellaneous office expenses. General and administrative expenses for the year ended December 31, 2016 decreased by 28% to \$403,788, compared to \$561,442 for the year ended December 31, 2015. The decrease in general and administrative expenses was mainly due to continuous cost cutting measures.

**Gain from write-off of long aged payables –** Gain from write-off of long-aged payables for the year ended December 31, 2016 was \$nil, compared to \$437,749 for the year ended December 31, 2015. We believe the obligation for future settlement for such long-aged payables is remote and therefore wrote them off.

**Gain from disposal of subsidiaries –** Gain from disposal of subsidiaries was \$129,726 for the year ended December 31, 2015. As a part of the cost-cutting measures implemented, the Company re-assessed the commercial viability of each of the concession rights contracts and have terminated those determined as no longer commercially viable due to high annual fees. The Company's subsidiary, NCN Media Services Limited, disposed of its entire 100% equity interests of Linkrich Enterprise Advertising and Investment Limited, a Hong Kong investment holding company and Yi Gao Shanghai Advertising Limited, a PRC advertising company which has maintained minimal operation since October 2014, to an unrelated individual at \$1 consideration. Accordingly, the Company recorded a gain from disposal of subsidiaries of \$129,726 arising from disposal of subsidiaries with negative equity.

**Stock based compensation for services –** Stock-based compensation for services is stock granted to directors, executive officers and employees for services rendered calculated in accordance with Accounting Standards Codification, or ASC, Topic 718. Stock-based compensation for services was \$20,000 for the year ended December 31, 2016, as compared to \$371,309 for the corresponding prior year period. The decrease in the stock-based compensation was mainly due to more stock having been granted for services rendered for the year ended December 31, 2015.

**Other income -** Other income for the year ended December 31, 2016 was \$nil, as compared to other income, of \$3 for the corresponding prior year.

**Interest and Other Debt-Related Expenses.** Interest and other debt-related expenses for the year ended December 31, 2016 decreased to \$514,371, or by 64%, compared to \$471,503 for the year ended December 31, 2015. The increase was due to the increase of interest expenses for the short-term loans.

**Income Taxes.** The Company derives all of its income in the PRC and is subject to income tax in the PRC. No income tax was recorded for the year ended December 31, 2016 and 2015 as the Company and all of its subsidiaries and variable interest entities operated at a tax loss in fiscal 2016 and 2015.

**Net Loss.** The Company incurred a net loss of \$938,159 for the year ended December 31, 2016, an increase of 12% compared to a net loss of \$836,776 for the year ended December 31, 2015. The increase in net loss was primarily due to decrease Gain from write-off of long aged payables and Gain from disposal of subsidiaries and set off the decrease in General and Administrative Expenses and Interest and Other Debt-Related Expenses for the year ended December 31, 2016.

### Liquidity and Capital Resources

Cash Flows

As of December 31, 2016, current assets were \$110,341 and current liabilities were \$10,775,653. Cash as of December 31, 2016 was \$8,512 compared to \$6,790 as of December 31, 2015, an increase of \$1,722. No significant changes.

As of December 31, 2015, current assets were \$107,947 and current liabilities were \$9,866,088. Cash as of December 31, 2015 was \$6,790 compared to \$22,645 as of December 31, 2014, a decrease of \$15,855. The decrease was mainly attributable to the cash used in operating activities.

Table of Contents

The following table sets forth a summary of our cash flows for the periods indicated:

|   | Years ended December 31, |               |
|---|--------------------------|---------------|
|   | 2016                     | 2015          |
| Net cash used in operating activities               | \$ (139,775 )            | \$ (409,817 ) |
| Net cash provided by (used in) investing activities | 3,846                    | (1,535 )      |
| Net cash provided by financing activities           | 137,858                  | 395,292       |
| Effect of exchange rate changes on cash             | (207 )                   | 205           |
| Net increase (decrease) in cash                     | 1,722                    | (15,855 )     |
| Cash at the beginning of year                       | 6,790                    | 22,645        |
| Cash at the end of year                             | \$ 8,512                 | \$ 6,790      |

### Operating Activities

Net cash used in operating activities for the year ended December 31, 2016 was \$139,775, as compared with \$409,817 for the year ended December 31, 2015, a decrease of \$270,040. The decrease in net cash used in operating activities was mainly attributable the decrease to suppliers and payment of short term loan interest.

### Investing Activities

Net cash provided by investing activities for the year ended December 31, 2016 was \$3,846, as compared with net cash used in investing activities of \$1,535 for the year ended December 31, 2015. The increase in net cash provided by investing activities was from proceeds from sales of equipment in 2016.

### Financing Activities

Net cash provided by financing activities was \$137,858 for the year ended December 31, 2016, as compared with \$395,292 for the year ended December 31, 2015. The decrease was mainly due to the decrease receipts of short-term loans for financing our operations during the year ended December 31, 2016.

### Short-term Loans

As of December 31, 2016, the Company recorded an aggregated amount of \$2,656,852 of short-term loans. Those loans were borrowed from an unrelated individual. Those loans are unsecured, bear a monthly interest of 1.5% and repayable on demand. Up to the date of this report, those loans have not yet been repaid.

As of December 31, 2015, the Company recorded an aggregated amount of \$2,501,389 of short-term loans. Those loans were borrowed from an unrelated individual. Those loans are unsecured, bear a monthly interest of 1.5% and repayable on demand. Up to the date of this report, those loans have not yet been repaid.

### Advertising Operating Rights Fee

Advertising operating rights fees are the major cost of our advertising revenue. To maintain the advertising operating rights, we are required to pay advertising operating rights fees in accordance with payment terms set forth in contracts we enter into with various parties. These parties generally require us to prepay advertising operating rights fees for a period of time.

Since May 2010, we have only kept one concession right contract, which is to operate 52 roadside advertising panels along the Nanjing Road in Shanghai, China. All those panels were installed and are owned by us. In February 2012, we secured a new advertising media projects under which we acquired rights to operate a mega-sized traditional

advertising billboard located at Raffles City, Shanghai, China and 2 mega-sized traditional advertising billboards located at a different section along Nanjing Road and Henan Road in Shanghai, China. All these three mega-sized advertising panels are installed and maintained by the authorizing party. In October 2012, we secured a new media advertising project in Zhuhai, China. Pursuant to the agreement, we were granted the right to operate the 276 square meter advertising area located on the first floor of the Union Building at the entrance of Zhuhai sub-zone of Zhuhai-Macau Cross Border Industrial Zone. All those advertising panels and billboard are installed and maintained by the authorizing party. The two media projects in Shanghai were terminated in February and March 2013, respectively. In September 2013, we secured a new media advertising project in Shanghai, China to operate the 91 advertising lightboxes in arrival hall of Shanghai Hongqiao Railway Station, in June 2014, we terminated this media project. In September 2014, we terminated media advertising project in Zhuhai, China.

#### Capital Expenditures

During the years ended December 31, 2016 and 2015, we acquired assets of \$3,846 and \$1,535 respectively which were financed through the cash flow provided by financing activities.

Table of Contents

## Contractual Obligations and Commercial Commitments

The following table presents certain payments due under contractual obligations with minimum firm commitments as of December 31, 2016:

|                      | Payments due by period |                |                             |                     |            |
|----------------------|------------------------|----------------|-----------------------------|---------------------|------------|
|                      | Total                  | Due in<br>2017 | Due<br>in<br>2018 –<br>2019 | Due in<br>2020-2021 | Thereafter |
| Debt Obligations (a) | \$5,000,000            | \$5,000,000    | \$ -                        | \$ -                | \$ -       |
| Short Term Loan (b)  | 2,656,852              | 2,656,852      | -                           | -                   | -          |

(a) Debt Obligations. We issued an aggregate of \$5,000,000 in 1% Convertible Promissory Notes in April 2009 to our investors and such 1% Convertible Promissory Notes matured on April 1, 2016. For details, please refer to the Note 10 of the consolidated financial statements.

(b) Short Term Loan. We have entered short-term loan agreement with an unrelated individual. Those loans are unsecured, bear a monthly interest of 1.5% and repayable on demand or have due date in 2016.

## Going Concern

Our cash flow projections indicate that our current assets and projected revenues from our existing project will not be sufficient to fund operations over the next twelve months. This raises substantial doubt about our ability to continue as a going concern. We intend to rely on Keywin's exercise of its outstanding option to purchase \$2 million in shares of our common stock or on the issuance of additional equity and debt securities as well as on our notes' holders' exercise of their conversion option to convert our notes to our common stock, in order to fund our operations. However, it may be difficult for us to raise funds in the current economic environment. If adequate capital is not available to us, we may need to sell assets, seek to undertake a restructuring of our obligations with our creditors, or even cease our operations. We cannot give assurance that we will be able to generate sufficient revenue or raise new funds, or that Keywin will exercise its option before their expiration and our notes' holder will exercise their conversion option before the note is due. In any such case, we may not be able to continue as a going concern.

## Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to our investors.

## Critical Accounting Policies

The preparation of our financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including but not limited to those related to income taxes and impairment of long-lived assets. We base our estimates on historical experience and on various other assumptions and factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Based on our ongoing review, we plan to adjust to our judgments and estimates where facts and circumstances dictate. Actual results could differ from our estimates.

We believe the following critical accounting policies are important to the portrayal of our financial condition and results and require our management's most difficult, subjective or complex judgments, often because of the need to make estimates about the effect of matters that are inherently uncertain.

**Principles of Consolidation** –The consolidated financial statements include the financial statements of Network CN Inc., its subsidiaries and variable interest entities for which it is the primary beneficiary. These variable interest entities are those in which the Company, through contractual arrangements, bears the risks and enjoys the rewards normally associated with ownership of the entities. Upon making this determination, the Company is deemed to be the primary beneficiary of these entities, which are then required to be consolidated for financial reporting purpose. All significant intercompany transactions and balances have been eliminated upon consolidation.

**Equipment, Net** –Equipment is stated at cost less accumulated depreciation and impairment losses, if any. Depreciation is provided on a straight-line basis, less estimated residual values over the assets' estimated useful lives. The estimated useful lives are as follows:

13

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Table of Contents

|                         |                                |
|-------------------------|--------------------------------|
| Media display equipment | 5 - 7 years                    |
| Office equipment        | 3 - 5 years                    |
| Furniture and fixtures  | 3 - 5 years                    |
| Motor vehicles          | 5 years                        |
| Leasehold improvements  | Over the unexpired lease terms |

When equipment is retired or otherwise disposed of, the related cost, accumulated depreciation and provision for impairment loss, if any are removed from the respective accounts, and any gain or loss is reflected in the consolidated statements of operations. Repairs and maintenance costs on equipment are expensed as incurred.

Impairment of Long-Lived Assets –Long-lived assets, such as equipment, are reviewed for impairment whenever events or changes in circumstance indicate that the carrying amount of the assets may not be recoverable. An impairment loss is recognized when the carrying amount of a long-lived asset exceeds the sum of the undiscounted cash flows expected to be generated from the asset’s use and eventual disposition. An impairment loss is measured as the amount by which the carrying amount exceeds the fair value of the asset calculated using a discounted cash flow analysis.

Convertible Promissory Notes and Warrants

1) Debt Restructuring and Issuance of 1% Convertible Promissory Note

On April 2, 2009, the Company issued 1% unsecured senior convertible promissory notes to the previous 3% convertible promissory note holders who agreed to cancel these 3% convertible promissory notes in the principal amount of \$5,000,000 (including all accrued and unpaid interest thereon), and all of the warrants, in exchange for the 1% unsecured senior convertible promissory notes in the principal amount of \$5,000,000. The 1% convertible promissory notes bore interest at 1% per annum, payable semi-annually in arrears, matured on April 1, 2012, and were convertible at any time into shares of the Company’s common stock at a fixed conversion price of \$1.7445 per share, subject to customary anti-dilution adjustments. Pursuant to ASC Topic 470, Debt, the Company determined that the original convertible notes and the 1% convertible notes were with substantially different terms and hence the exchange was recorded as an extinguishment of original notes and issuance of new notes.

The Company determined the 1% convertible promissory notes to be conventional convertible instruments under ASC Topic 815, Derivatives and Hedging. Its embedded conversion option qualified for equity classification. The embedded beneficial conversion feature was recognized and measured by allocating a portion of the proceeds equal to the intrinsic value of that feature to additional paid-in capital. The debt discount resulting from the allocation of proceeds to the beneficial conversion feature is amortized over the term of the 1% convertible promissory notes from the respective dates of issuance using the effective interest method.

2) Extension of 1% Convertible Promissory Note

The 1% convertible promissory notes matured on April 1, 2012 and on the same date, the Company and the note holders agreed to the following: 1) extension of the maturity date of the 1% convertible promissory notes for a period of two years and 2) modification of the 1% convertible promissory notes to be convertible at any time into shares of the Company’s common stock at a conversion price of \$1.3956 per share, subject to customary anti-dilution adjustments. In all other respects not specifically mentioned, the terms of the 1% convertible promissory notes remain the same and are fully enforceable in accordance with their terms. Subsequently, the Company issued to the note holders new 1% convertible promissory notes with a maturity date of April 1, 2014. Pursuant to ASC Topic 470, the Company determined that the modification is substantially different and hence the modification was recorded as an extinguishment of notes and issuance of new notes. The Company allocated the amount of the reacquisition price to

the repurchased beneficial conversion feature using the intrinsic value of that conversion feature at the extinguishment date and the residual amount was allocated to the convertible security. Thus, the Company recorded a gain on extinguishment of debt. The 1% Convertible Promissory Notes were scheduled to mature on April 1, 2014 and on March 12, 2014, the Company and the respective holders agreed to extend the maturity date of the 1% Convertible Promissory Notes for a period of two years. In all other respects not specifically mentioned, the terms of the 1% Convertible Promissory Notes shall remain the same and shall be fully enforceable in accordance with its terms. Subsequently, the Company issued to the note holders new 1% convertible promissory notes which mature on April 1, 2016. The Company allocated the amount of the reacquisition price to the repurchased beneficial conversion feature using the intrinsic value of that conversion feature at the extinguishment date and the residual amount was allocated to the convertible security. Thus, the Company recorded no gain or loss on extinguishment of debt.

The Company determined the modified new 1% convertible promissory notes to be conventional convertible instruments under ASC Topic 815. Its embedded conversion option qualified for equity classification. The embedded beneficial conversion feature was recognized and measured by allocating a portion of the proceeds equal to the intrinsic value of that feature to additional paid-in capital. The debt discount resulting from the allocation of proceeds to the beneficial conversion feature is amortized over the term of the new 1% convertible promissory notes from the respective dates of issuance using the effective interest method.



## Table of Contents

Revenue Recognition –The Company recognizes revenue in the period when advertisements are either aired or published.

Stock-based Compensation –The Company adopted ASC Topic 718, Compensation - Stock Compensation, using a modified prospective application transition method, which establishes accounting for stock-based awards in exchange for employee services. Under this application, the Company is required to record stock-based compensation expense for all awards granted after the date of adoption and unvested awards that were outstanding as of the date of adoption. It requires that stock-based compensation cost is measured at grant date, based on the fair value of the award, and recognized as expense over the requisite services period.

Common stock, stock options and warrants issued to other than employees or directors in exchange for services are recorded on the basis of their fair value. In accordance with ASC Topic 505, Equity, the non-employee stock options or warrants are measured at their fair value by using the Black-Scholes option pricing model as of the earlier of the date at which a commitment for performance to earn the equity instruments is reached (“performance commitment date”) or the date at which performance is complete (“performance completion date”). The stock-based compensation expenses are recognized on a straight-line basis over the shorter of the period over which services are to be received or the vesting period. Accounting for non-employee stock options or warrants which involve only performance conditions when no performance commitment date or performance completion date has occurred as of reporting date requires measurement at the equity instruments then-current fair value. Any subsequent changes in the market value of the underlying common stock are reflected in the expense recorded in the subsequent period in which that change occurs.

Income Taxes –The Company accounts for income taxes under ASC Topic 740, Income Tax. Deferred tax assets and liabilities are provided for the future tax effects attributable to temporary differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases, and for the expected future tax benefits from items including tax loss carry forwards.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or reversed. The expense or benefit related to adjusting deferred tax assets and liabilities as a result of a change in tax rates is recognized in income or loss in the period that includes the enactment date.

Foreign Currency Translation –The assets and liabilities of the Company’s subsidiaries and variable interest entities denominated in currencies other than U.S. dollars are translated into U.S. dollars using the applicable exchange rates at the balance sheet date. For consolidated statements of operations’ items, amounts denominated in currencies other than U.S. dollars were translated into U.S. dollars using the average exchange rate during the year. Equity accounts were translated at their historical exchange rates. Net gains and losses resulting from translation of foreign currency financial statements are included in the statements of stockholders’ equity as accumulated other comprehensive income (loss). Foreign currency transaction gains and losses are reflected in the consolidated statements of operations.

## Recent Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09 "Revenue from Contracts with Customers" in order to ensure that revenue recognition requirements are the same under both US GAAP and International Financial Reporting Standards ("IFRS"). ASU 2014-09 removes inconsistencies and provides a more robust framework for addressing revenue issues. ASU 2014-09 was effective for reporting periods and interim periods beginning on or after December 15, 2016. In August 2015, the FASB issued ASU 2015-14 "Deferral of the Effective Date" to delay the implementation of ASU 2014-09 by one year, in response to feedback from preparers, practitioners and users of financial statements. Accordingly, ASU 2014-09 is now effective for reporting periods and interim periods beginning on or after December

15, 2017. Early adoption is permitted for reporting and interim periods beginning on or after December 15, 2016. The Company is currently assessing the impact of ASU 2014-09 on its consolidated financial position, results of operations and cash flows.

In January 2016, the FASB issued ASU 2016-01 "Recognition and Measurement of Financial Assets and Financial Liabilities" to enhance the reporting model for financial instruments to provide users of financial statements with more decision-useful information. ASU 2016-01 particularly relates to the fair value and impairment of equity investments, financial instruments measured at amortized cost, and the use of the exit price notion when measuring the fair value of financial instruments for disclosure purposes. ASU 2016-01 is effective for fiscal years and interim periods beginning after December 15, 2017. Early adoption is only permitted for certain particular amendments within ASU 2016-01, where financial statements have not yet been issued. The Company is currently assessing the impact of ASU 2016-01 on its consolidated financial position, results of operations and cash flows.

In February 2016, the FASB issued ASU 2016-02 "Leases" to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. ASU 2016-02 creates a new Accounting Standards Codification Topic 842 "Leases" to replace the previous Topic 840 "Leases." ASU 2016-02 affects both lessees and lessors, although for the latter the provisions are similar to the previous model, but updated to align with certain changes to the lessee model and also the new revenue recognition provisions contained in ASU 2014-09 (see above). ASU 2016-02 is effective for fiscal years and interim periods beginning after December 15, 2018. Early adoption is permitted. The Company is currently assessing the impact of ASU 2016-02 on its consolidated financial position, results of operations and cash flows.

Table of Contents

In March 2016, the FASB issued ASU 2016-07 "Investments - Equity Method and Joint Ventures" to simplify the transition to the equity method of accounting. ASU 2016-07 eliminates the requirement that when an investment qualifies for the use of the equity method as a result of an increase in the level of ownership, the investor must adjust the investment, results of operations and retained earnings retrospectively as if the equity method had been in effect during all previous periods in which the investment had been held. ASU 2016-07 is effective for fiscal years and interim periods beginning after December 15, 2016. Early adoption is permitted. The Company is currently assessing the impact of ASU 2016-07 on its consolidated financial position, results of operations and cash flows.

In March 2016, the FASB issued ASU 2016-09 "Compensation - Stock Compensation" to introduce improvements to employee share-based payment accounting. ASU 2016-09 simplifies several aspects of the accounting for share-based payment award transactions, including the income tax consequences, the classification of awards as either equity or liabilities and the classification on the statement of cash flows. ASU 2016-09 is effective for fiscal years and interim periods beginning after December 15, 2016. Early adoption is permitted. The Company is currently assessing the impact of ASU 2016-09 on its consolidated financial position, results of operations and cash flows.

In June 2016, the FASB issued ASU 2016-13 "Financial Instruments - Credit Losses" to introduce new guidance for the accounting for credit losses on instruments within its scope. ASU 2016-13 requires among other things, the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable supportable forecasts. Many of the loss estimation techniques applied today will still be permitted, although the inputs to those techniques will change to reflect the full amount of expected credit losses. In addition, the ASU 2016-13 amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. ASU 2016-13 is effective for fiscal years and interim periods beginning after December 15, 2019. Early adoption is permitted. The Company is currently assessing the impact of ASU 2016-13 on its consolidated financial position, results of operations and cash flows.

In August 2016, the FASB issued ASU 2016-15 "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments", to address diversity in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. It addresses the following eight specific cash flow issues: debt prepayment or debt extinguishment costs; settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing; contingent consideration payments made after a business combination; proceeds from the settlement of insurance claims; proceeds from the settlement of corporate-owned life insurance policies (COLIs) (including bank-owned life insurance policies (BOLIs)); distributions received from equity method investees; beneficial interests in securitization transactions; and separately identifiable cash flows and application of the predominance principle. The amendments are effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years with early adoption permitted. The amendments should be applied using a retrospective transition method to each period presented. If it is impracticable to apply the amendments retrospectively for some of the issues, the amendments for those issues would be applied prospectively as of the earliest date practicable. The Company is currently assessing the impact of ASU 2016-15 on its statement of consolidated cash flows.

In October 2016, the FASB issued ASU 2016-17 "Consolidation (Topic 810): Interests held through Related Parties that are under Common Control", to amend the consolidation guidance on how a reporting entity that is the single decision maker of a variable interest entity (VIE) should treat indirect interests in the entity held through related parties that are under common control with the reporting entity when determining whether it is the primary beneficiary of that VIE. The amendments are effective for fiscal years and interim periods beginning after December 15, 2016. Early adoption is permitted. The Company is currently assessing the impact of ASU 2016-17 on its consolidated financial position, results of operations and cash flows.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The follow discussion about our market risk disclosures involves forward-looking statements. Actual results could differ from those projected in the forward-looking statements. We are exposed to market risk related to changes in interest rates and foreign currency exchange rates. We do not use derivative financial instruments for speculative or trading purposes.

Interest Rate Sensitivity

We have no significant interest-bearing assets and our convertible promissory notes and short-term loans are fixed rate securities. Our current exposure to market risk for changes in interest rates relates primarily to the interest income generated by our cash deposits in banks and the fair value of our invested securities. Although we do not believe that interest rate has had a material impact on our financial position or results of operations to date, increase in interest rates in the future could increase interest cost on our new debt and could adversely impact our ability to refinance existing debt and limit our acquisition and development activities.

## Table of Contents

### Foreign Currency Exchange Risk

While our reporting currency is the U.S. dollar, our consolidated revenues and consolidated costs and expenses are substantially denominated in RMB. As a result, we are exposed to foreign exchange risk as our revenues and results of operations may be affected by fluctuations in the exchange rate between U.S. dollars and RMB. If the RMB depreciates against the U.S. dollar, the value of our RMB revenues, earnings and assets as expressed in our U.S. dollar financial statements will decline. If the RMB appreciates against the U.S. dollar, any new RMB-denominated investments or expenditures will be more costly to us. Assets and liabilities are translated at exchange rates at the balance sheet dates and revenue and expenses are translated at the average exchange rates while stockholders' equity is translated at historical exchange rates. Any resulting translation adjustments are not included in determining net income but are included in determining other comprehensive income, a component of stockholders' equity. To date, we have not entered into any hedging transactions in an effort to reduce our exposure to foreign currency exchange risk.

The value of the RMB against the U.S. dollar and other currencies is affected by, among other things, changes in China's political and economic conditions. Since July 2005, the RMB has not been pegged to the U.S. dollar. Although the People's Bank of China regularly intervenes in the foreign exchange market to prevent significant short-term fluctuations in the exchange rate, the RMB may appreciate or depreciate significantly in value against the U.S. dollar in the medium to long term. Moreover, it is possible that in the future, PRC authorities may lift restrictions on fluctuations in the RMB exchange rate and lessen intervention in the foreign exchange market.

### Inflation Risk

Inflationary factors such as increases in the costs to acquire advertising rights and overhead costs may adversely affect our operating results. Although we do not believe that inflation has had a material impact on our financial position or results of operations to date, a high rate of inflation in the future may have an adverse effect on our ability to maintain current levels of gross margin and selling, general and administrative expenses as a percentage of revenues if the selling prices of our services do not increase with these increased costs.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

### Consolidated Financial Statements

The financial statements required by this item begin on page F-1 hereof.

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

During the Company's two most recent fiscal years ended December 31, 2016 and 2015, neither the Company nor anyone acting on its behalf consult with Union Power Hong Kong Certified Public Accountants Limited ("UPHK") with respect to (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that may be rendered on the Company's financial statements, and UPHK did not provide either a written report or oral advice to the Company that was an important factor considered by the Company in reaching a decision as to any accounting, auditing, or financial reporting issue; or (ii) any matter that was the subject of a disagreement or any reportable events as defined and set forth in Item 304(a)(1)(iv) and (v), respectively, of Regulation S-K.

## ITEM 9A. CONTROLS AND PROCEDURES

## Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in reports that we file or submit under the Exchange Act, is recorded, processed, summarized, and reported during the year and that such information is accumulated and communicated to our management, including our Chief Executive Officer, Earnest Leung, and our Chief Financial Officer, Shirley Cheng, as appropriate to allow timely decisions regarding required disclosure. Our internal control over financial reporting is designed to provide reasonable assurance to our management and Board of Directors regarding the reliability of financial reporting and published financial statements.

Our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures, as of December 31, 2016, in accordance with Rules 13a-15(f) and 15d-15(f) of the Exchange Act. Based on and as a result of this evaluation, our Chief Executive Officer and our Chief Financial Officer have determined that as of the end of the period covered by this annual report, our disclosure controls and procedures were effective.

## Table of Contents

### Management's Report on Internal Control Over Financial Reporting

The Company's management is responsible for establishing and maintaining an adequate system of internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance and may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Further, because of changes in conditions, effectiveness of internal control over financial reporting may vary over time.

A material weakness is a deficiency, or a combination of deficiencies in internal control, such that there is a reasonable possibility that a material misstatement of the Company's financial statements will not be prevented, or detected and corrected, on a timely basis.

A significant deficiency is a deficiency, or combination of control deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with government.

Our management, with the participation and under the supervision of our Chief Executive Officer, Earnest Leung and our Chief Financial Officer, Shirley Cheng, conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework and criteria established in Internal Control- Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this evaluation, Dr. Leung and Ms. Cheng determined that our internal control over financial reporting was effective as of December 31, 2015.

### Changes In Internal Control Over Financial Reporting.

We regularly review our system of internal control over financial reporting and make changes to our processes and systems to improve controls and increase efficiency, while ensuring that we maintain an effective internal control environment. Changes may include such activities as implementing new, more efficient systems, consolidating activities, and migrating processes.

There has been no change in our internal control over financial reporting that occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to affect, our internal control over financial reporting.

## ITEM 9B. OTHER INFORMATION

Not applicable

## PART III

## ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors and Executive Officers

The following table sets forth the names, ages and positions held with respect to each Director and Executive Officer of the Company as of the date of this Annual Report.

| Name           | Age | Position  | Director Since |
|----------------|-----|---|----------------|
| Earnest Leung  | 60  | Chief Executive Officer and Chairperson of the Board      | 2009           |
| Shirley Cheng  | 38  | Chief Financial Officer, Corporate Secretary and Director | 2015           |
| Wong Wing Kong | 50  | Director  | 2015           |
| Frederick Wong | 49  | Director  | 2015           |

Remarks:

18

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Table of Contents

Each Director serves until our 2017 annual stockholders meeting and until their respective successors are duly elected and qualified or earlier resignation or removal.

Earnest Leung has served as the Company's director since May 11, 2009, and as Chief Executive Officer and Chairperson of the Board of the Company since July 15, 2009. Dr. Leung also currently served as J.E.M. Capital, Inc.'s Chief Executive Officer and Chairperson of the Board of the Company since January 5, 2017. Dr. Leung has over 20 years' experience in the investment banking industry. Since November 2004, he has worked as a financial advisor and consultant in Hong Kong and currently serves as a director of Keywin Holdings Limited, an investment company, and of Statezone Ltd, a financial consulting company owned and controlled by Dr. Leung. From June 2009 to August 2011, he also served as a director and chief executive officer of China Boon Holdings Limited, which is listed on Hong Kong Main Board engaging in the distribution of consumer electronic products and home appliances as well as trading of scrap metals and leather and extending its business to cemetery business in 2009. Prior to that, Dr. Leung served, from September 1994 to October 2004, as Senior Director and Head of Investment, Asia for American Express Bank. Dr. Leung also held various senior investment positions with BNP Paribas Bank, New Zealand Insurance and Bank of America Trust. Dr. Leung holds an honorary doctor degree from International American University. Dr. Leung was appointed as a director because of his extensive knowledge of capital markets through his various senior positions in financial institutions and because of his in-depth business management experience.

Shirley Cheng has served as the Company's Interim Chief Financial Officer and Corporate Secretary, since April 1, 2012. She has served as the Finance Manager of NCN Group Management Limited, the Company's subsidiary, since March 2008. Ms. Cheng also currently served as J.E.M. Capital, Inc. Chief Financial Officer, Director and Corporate Secretary since November 14, 2017. Prior to that, Ms. Cheng served from 2004 to 2008 as an auditor with PricewaterhouseCoopers, an international firm of certified public accountants. Ms. Cheng holds a Bachelor's Degree in Business Administration with a major in Accountancy from the Hong Kong Baptist University and is an associate member of the Hong Kong Institute of Certified Public Accountants.

Wong Wing Kong has over 20 years' experience in the China Business and he is now the director and shareholder of Wideway Asia Pacific Limited. Since 2006, he has served as private financial advisor and consultant to various China companies. Prior to that, Mr. Wong was the owner of manufacturing company in China. Mr. Wong was appointed as a director because of his extensive knowledge of China markets through his various positions in China companies.

Frederick Wong is a Certified Public Accountant of Australia, Certified Public Accountant of Hong Kong, Certified General Accountant of Canada and fellow member of The Taxation Institute of Hong Kong. He has obtained a Bachelor of Business Administration from the Chinese University of Hong Kong in 1989 and a Bachelor of Commerce from The University of Southern Queensland in 1992. Also, he has studied in the Professional Master of Business Administration course offered by the Troy State University, USA.

Mr. Wong has more than 25 years of experience in audit, internal control, financial control and capital market. Since 2012, he has served as the Management Director of China Trillion Capital Limited. He is also now acting as Principal – Greater China of the CFO Centre Hong Kong. Mr. Wong started his career as an auditor and then moved to the area of IT advisory services, focusing on ERP, POS and catering services. Later, he shifted to advertising and media industry in China. Afterward, he started his own career in helping business to cope with internal financial and operational affairs and finance markets. He has extensive experience in China taxation and mergers and acquisitions. He also assisted companies to go public in USA and Hong Kong. He has held various positions in different companies in China, USA and Hong Kong including senior position in multinational companies. From 2004 to 2010, he was the Chief Financial Officer of Fuqi International, Inc, a jewelry company that he assisted to seek listing in the USA. He was also responsible for US regulatory filings and internal control. Mr. Wong also serves as an independent non-executive director of Huge China Holdings Limited, which is listed on Hong Kong Main Board, principally invests in securities listed on recognized stock exchanges and unlisted securities, including equity securities and

convertible bonds issued by corporate entities. He also serves as the Board Secretary of the Board of China Oil Gangran Energy Group Holdings Limited, which is listed on Hong Kong GEM board. Mr. Wong was appointed as a director because his extensive auditing experience and financial expertise with over 25 years' experience in the accounting industry which provides a strong foundation to serve as the Chairman of our Audit Committee.

#### Identification of Certain Significant Employees

We have no employees who are not executive officers, but who are expected to make a significant contribution to our business.

#### Family Relationships

There are no family relationships between any directors or officers of the Company.

#### Involvement in Certain Legal Proceedings

To the best of our knowledge, none of our directors or executive officers has, during the past ten years:

## Table of Contents

1. had any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
2. been convicted in a criminal proceeding or is a named subject to a pending criminal (excluding traffic violations and other minor offenses);
3. been subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, futures, commodities or banking activities; or
4. been found by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

### Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our executive officers, directors and beneficial owner of more than 10% of a registered class of our equity securities to file with the Securities and Exchange Commission statements of ownership and changes in ownership. The same persons are required to furnish us with copies of all Section 16(a) forms they file. We believe that, during fiscal 2016, all of our executive officers, directors and beneficial owner of more than 10% of a registered class of our equity securities complied with the applicable filing requirements.

In making these statements, we have relied upon examination of the copies of all Section 16(a) forms provided to us and the written representations of our executive officers, directors and beneficial owner of more than 10% of a registered class of our equity securities.

### Code of Business Conduct and Ethics

A Code of Business Conduct and Ethics is a written standard designed to deter wrongdoing and to promote (a) honest and ethical conduct, (b) full, fair, accurate, timely and understandable disclosure in regulatory filings and public statements, (c) compliance with applicable laws, rules and regulations, (d) prompt reporting of violations of the code to an appropriate person and (e) accountability for adherence to the Code. We are not currently subject to any law, rule or regulation requiring that we adopt a Code of Business Conduct and Ethics. However, we have adopted a code of business conduct and ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. Such code of business conduct and ethics is filed herewith as Exhibit 14.1 and is also available on our corporate website at [www.ncnmedia.com](http://www.ncnmedia.com).

### Board Leadership Structure

Our Board leadership structure is currently composed of combined Chairperson of the Board of Directors and Chief Executive Officer, Chief Financial Officer and the other members of our Board of Directors are non-executive members. The Board has three outstanding committees: (1) Audit Committee; (2) Remuneration Committee and (3) Nomination Committee. All these committees are composed of non-executive directors only.

Our Board of Directors has also determined a lead independent director is not necessary and has not appointed one at this time. In making these determinations, the Board of Directors considered the relative size of the Company, the size of the Board of Directors and the fact that all the other members of the Board of Directors are non-executive directors. The Board of Directors believes that Dr. Earnest Leung serves as both Chairperson of the board and Chief Executive

Officer is in the best interest of the Company and its stockholders. Dr. Leung is the director most familiar with the PRC environment and our business, possess in-depth diverse business management experience, and is most capable of effectively identifying strategic priorities and leading the discussion and execution of strategy. The current combined position of Chairperson and Chief Executive Officer promotes a unified direction and leadership for the Board and gives a single, clear focus for the chain of command for our organization, strategy and business plans. The Board of Directors also believes that our overall corporate governance policies and practices adequately address any governance concerns raised by the dual chairperson and chief executive officer role.

#### Corporate Governance

Our board of directors currently has three standing committees which perform various duties on behalf of and report to the board of directors: (i) audit committee, (ii) remuneration committee and (iii) nominating committee. From time to time, the board of directors may establish other committees. Each of the three standing committees is comprised entirely of independent directors as follows:

20

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Table of Contents

| Name of Director | Audit | Nominating | Remuneration |
|------------------|-------|------------|--------------|
| Wong Wing Kong   | M     | C          | M            |
| Frederick Wong   | C     | M          | C            |

C = Chairperson  
M = Member

The Board of Directors has adopted a written charter for each of these committees, copies of which can be found on our website at [www.ncnmedia.com](http://www.ncnmedia.com).

Audit Committee

Our board of directors established an Audit Committee in September 2007. Our Audit Committee currently consists of two members: Mr. Frederick Wong and Mr. Wong Wing Kong. In addition, the Board of Directors has determined that Mr. Frederick Wong is an “audit committee financial expert” as defined by SEC rules. Mr. Frederick Wong is a qualified accountant with many years of finance and audit experience. He serves as the chairperson of the Audit Committee.

The Audit Committee oversees our accounting, financial reporting and audit processes; appoints, determines the compensation of, and oversees, the independent auditors; pre-approves audit and non-audit services provided by the independent auditors; reviews the results and scope of audit and other services provided by the independent auditors; reviews the accounting principles and practices and procedures used in preparing our financial statements; and reviews our internal controls.

The Audit Committee works closely with management and our independent auditors. The Audit Committee also meets with our independent auditors without members of management present on regularly basis to review the results of their work. The Audit Committee also meets with our independent auditors to approve the annual scope and fees for the audit services to be performed.

AUDIT COMMITTEE REPORT

The Audit Committee of the Company’s Board of Directors (the “Audit Committee”) consists of one non-employee director, Wong Wing Kong and Mr. Frederick Wong.

Management is responsible for the Company’s internal controls and the financial reporting process. The independent auditors are responsible for performing an independent audit of the Company’s consolidated financial statements and internal control over financial reporting in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States) and to issue a report thereon. The Audit Committee’s responsibility is to monitor and oversee these processes.

In early 2016, the Audit Committee has reviewed and discussed with management and the independent auditors the audited consolidated financial statements in the Company’s 2016 Annual Report on Form 10-K. Management represented to the Audit Committee that the Company’s consolidated financial statements were prepared in accordance with generally accepted accounting principles. The Audit Committee discussed with the independent auditors matters required to be discussed by Statement on Auditing Standards No. 61, “Communication with Audit Committees,” as amended.

The Company's independent auditors also provided to the Audit Committee the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditors' communications with the Audit Committee concerning independence. The Audit Committee discussed with the independent auditors their independence.

Based on the Audit Committee's discussions with management and the independent auditors, and the Audit Committee's review of the Company's audited consolidated financial statements, representation of management and the report of the independent auditors to the Audit Committee, the Audit Committee recommended that the Board of Directors include the audited consolidated financial statements in the Company's 2015 Annual Report on Form 10-K filed with the SEC.

The Audit Committee  
Frederick Wong

Remuneration Committee

Our board of directors established a Remuneration Committee in September 2007. Our Remuneration Committee consists of two members: Mr. Frederick Wong and Mr. Wong Wing Kong. Mr. Frederick Wong serves as the chairperson of the Remuneration Committee.

## Table of Contents

The Remuneration Committee (i) oversees and makes general recommendations to the Board of Directors regarding our compensation and benefits policies; (ii) oversees, evaluates and approves cash and stock compensation plans, policies and programs for our executive officers; and (iii) oversees and sets compensation for the Board of Directors. Our Chief Executive Officer may not be present at any meeting of our compensation committee during which his compensation is deliberated.

All the compensation packages for executive officers and directors including both employee directors and non-employee directors are recommended and proposed by the Remuneration Committee. In determining compensation for executive officers other than the Chief Executive Officer, the Remuneration Committee considers, among other things, the recommendations of the Chief Executive Officer. However, the full Board of Directors determines all such compensation packages.

The Remuneration Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a sub-committee of the Remuneration Committee consisting of one or more members of the Committee. The Remuneration Committee has no current intention to delegate any of its authority to any subcommittee. Also, the Remuneration Committee did not engage any compensation consultants in determining or recommending the amount or form of executive and director compensation in the past.

## Nominating Committee

Our board of directors established a Nominating Committee in September 2007. Our Nominating Committee currently consists of two members: Mr. Frederick Wong and Mr. Wong Wing Kong. Mr. Wong Wing Kong serves as the chairperson of the Nominating Committee.

The Nominating Committee (i) considers and periodically reports on matters relating to the identification, selection and qualification of the Board of Directors and candidates nominated to the Board of Directors and its committees; (ii) develops and recommends governance principles applicable to the Company; and (iii) oversees the evaluation of the Board of Directors and management from a corporate governance perspective.

Although our bylaws do not contain provisions which specifically address the process by which a stockholder may nominate an individual to stand for election to the Board of Directors at our annual meeting of stockholders, the Nominating Committee will consider director candidates recommended by stockholders. In evaluating candidates submitted by stockholders, the Nominating Committee will consider (in addition to the criteria applicable to all director candidates described below) the needs of the Board and the qualifications of the candidate, and may also take into consideration the number of shares held by the recommending stockholder and the length of time that such shares have been held. In general, to have a candidate considered by the Nominating Committee, a stockholder must submit the recommendation in writing and must include the following information:

1. The name of the stockholder and evidence of the person's ownership of Company stock, including the number of shares owned and the length of time of ownership; and

2. The name of the candidate, the candidate's resume or a listing of his or her qualifications to be a director of the Company and the person's consent to be named as a director if selected by the Nominating Committee and nominated by the Board.

The stockholder recommendation and information described above must be sent to the Corporate Secretary at Network CN Inc., 21/F., One Harbour Square, 181 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong. For a candidate to be considered for nomination by the Nominating Committee at an annual meeting, a stockholder recommendation must be received not less than 120 days prior to the anniversary date of the Company's most recent

annual meeting of stockholders.

The Nominating Committee does not have any formal criteria for director nominees; however, it believes that director nominees should have certain minimum qualifications, including the highest personal and professional integrity and values, an inquiring and independent mind, practical wisdom and mature judgment. In evaluating director nominees, the Nominating Committee also considers an individual's skills, character, leadership experience, business experience and acumen, familiarity with relevant industry issues, national and international experience, and other relevant criteria that may contribute to our success. This evaluation is performed in light of the skill set and other characteristics that would most complement those of the current directors, including the diversity, maturity, skills and experience of the board as a whole, with the objective of recommending a group of persons that can best implement our business plan, develop our business and represent shareholder interests.

As described above, the Nominating Committee will consider candidates recommended by shareholders. It will also receive suggestions of candidates from current Board members, the Company's executive officers or other sources, which may be either unsolicited or in response to requests from the Nominating Committee.



## Table of Contents

After a person has been identified by the Nominating Committee as a potential candidate, the Nominating Committee may collect and review publicly available information regarding the person to assess whether the person should be considered further. The Nominating Committee members may contact the person if the person should be considered further. Generally, the Nominating Committee may request information from the candidate, review the person's accomplishments and qualifications and may conduct one or more interviews with the candidate and members of the committee or other Board members. In certain instances, Nominating Committee members or other Board members may contact one or more references provided by the candidate or may contact other members of the business community or other persons that may have first-hand knowledge of the candidate's accomplishments. The Nominating Committee's evaluation process does not vary based on whether or not a candidate is recommended by a shareholder, although, as stated above, in the case of such a candidate the Board may take into consideration the number of shares held by the recommending shareholder and the length of time that such shares have been held.

### Board Oversight of Risk

Our Board of Directors recognizes that, although risk management is a primary responsibility of the Company's management, the Board plays a critical role in oversight of risk. The Board, in order to more specifically carry out this responsibility, has assigned certain task focusing on reviewing different areas including strategic, operational, financial and reporting, compensation, compliance, corporate governance and other risks to the relevant Board Committees as summarized above. Each Committee then reports to the full Board ensuring the Board's full involvement in carrying out its responsibility for risk management.

## ITEM 11. EXECUTIVE COMPENSATION

### Persons Covered

As of December 31, 2016, there were only two Executive Officers including Chief Executive Officer and Chief Financial Officer in the Company. The Company's Chief Executive Officer and Chief Financial Officer during fiscal year 2016 and the Company's executive officer as of December 31, 2016, or the Named Executive Officers are set forth below:

| Name          | Position   |
|---------------|--|
| Earnest Leung | Chief Executive Officer and Chairperson of the Board |
| Shirley Cheng | Chief Financial Officer and Corporate Secretary      |

### Compensation Discussion and Analysis

#### Overview

The Company's executive compensation program is generally designed to align the interests of executives with the interests of shareholders and to reward executives for achieving the Company's objectives. The executive compensation program is also designed to attract and retain the services of qualified executives.

All the compensation packages for executive officers are recommended and proposed by the Remuneration Committee. In determining compensation for executive officers, the Remuneration Committee considers the officers' current compensation, the level of executive compensation packages for similarly situated companies, changes in cost of living, our financial condition, our operating results and individual performance. However, the full Board of Directors determines all such compensation packages.

Executive compensation generally consists of base salary, bonuses and long-term incentive equity compensation such as stock grants or additional options to purchase shares of the Company's common stock as well as various health and welfare benefits. The Board has determined that both the base salary and long-term incentive equity compensation should be the principal component of executive compensation. The Board has not adopted a formal bonus plan, and all bonuses are discretionary.

#### Elements of Compensation

The executive compensation for (i) the Company's Chief Executive Officer and Chief Financial Officer and (ii) the Company's compensated executive officer who were serving as executive officers (collectively "Named Executive Officers") for fiscal 2015 primarily consisted of base salary, long term incentive equity compensation, income tax reimbursement, and other compensation and benefit programs generally available to other employees,

Base Salary. The Board establishes base salaries for the Company's Named Executive Officers based on the scope of their responsibilities, taking into account competitive market compensation paid by other companies in the Company's peer group for similar positions. Generally, the Board believes that executive base salaries should be targeted near the median of the range of salaries for executives in similar positions and with similar responsibilities at comparable companies in line with our compensation philosophy.

Table of Contents

Base salaries are reviewed annually, and may be adjusted to realign salaries with market levels after taking into account individual responsibilities, performance and experience.

Bonuses . Bonuses are intended to compensate the Named Executive Officers for achieving the Company's financial performance and other objectives established by the Board each year. The Board currently does not adopt a formal bonus plan and all bonuses are discretionary.

Long-Term Incentive Equity Compensation . The Board believes that stock-based awards promote the long-term growth and profitability of the Company by providing executive officers with incentives to improve shareholder value and contribute to the success of the Company and by enabling the Company to attract, retain and reward the best available persons for executive officer positions. The Named Executive Officers were eligible to receive certain number of shares of common stock of the Company. The Company cannot currently determine the number or type of additional awards that may be granted to eligible participants under the long-term incentive equity compensation plan in the future. Such determination will be made from time to time by the Remuneration Committee (or Board).

Income Tax Reimbursement . Dr. Earnest Leung were fully reimbursed by the Company for their Hong Kong personal income taxes resulting from their employment under the employment agreement dated July 15, 2009.

Change-In-Control and Termination Arrangements . The employment agreements with current Named Executives may be terminated by giving the other party three-month advanced notice, except Ms. Shirley Cheng may be terminated with one-month advance notice. Other than as disclosed above, the Company does not have change-in-control arrangements with any of its current Named Executives, and the Company is not obligated to pay severance or other enhanced benefits to executive officers, unless otherwise stated in Hong Kong Employment Ordinance, upon termination of their employment.

## Summary Compensation Table

The following table sets forth information concerning all compensation awarded to, earned by or paid during fiscal years 2016 and 2015, to the Named Executive Officers:

| Name and Principal Position                                   | Year | Salary (\$) | (1) Bonus (\$) | (2) Stock Awards (\$) | Options Awards (\$) | Non-Equity Incentive Plan Compensation (\$) | Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) | (3) All Other Compensation (\$) | Total (\$) |
|---|------|-------------|----------------|-----------------------|---------------------|---|--|---------------------------------|------------|
| Earnest Leung, Chief Executive Officer and Director           | 2016 | 2,308       | -              | -                     | -                   | -   | -  | 2,308                           | 4,616      |
|   | 2015 | 2,308       | -              | -                     | -                   | -   | -  | 2,308                           | 4,616      |
| Shirley Cheng Chief Financial Officer and Corporate Secretary | 2016 | 7,692       | -              | -                     | -                   | -   | -  | 192                             | 7,884      |
|   | 2015 | 22,160      | -              | -                     | -                   | -   | -  | 769                             | 22,929     |

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No bonus was paid to the Named Executive Officers in fiscal 2016 and 2015. The amounts reflected the salary paid (1) to the Executives during each of fiscal years. The Company withheld 12 months' and 12 months' salary payment for Dr. Leung during the fiscal year ended December 31, 2016 and 2015 respectively.

As required by SEC rules, amounts in the column "Stock Awards" present the aggregate grant date fair value of awards made each year computed in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification™ 718 Compensation—Stock Compensation ("FASB ASC 718"). The grant date fair value of each (2) of the executives' award is measured based on the closing price of our common stock on the date of grant.

Table of Contents

These amounts do not reflect whether the recipient has actually realized or will realize a financial benefit from the awards. Under generally accepted accounting principles, compensation expense with respect to stock awards granted to our employees, executives and directors is generally recognized over the requisite services period. The SEC's disclosure rules previously required that we present stock award information based on the amount recognized during the corresponding year for financial statement reporting purposes with respect to these awards. However, the recent changes in the SEC's disclosure rules require that we now present stock award amounts using the grant date fair value of the awards granted during the corresponding year.

The aggregate number of stock awards vested to each of the Named Executive Officers for his/her service rendered in each fiscal period was summarized as follows:

## Named Executive Officer 2016 2015

|               |   |   |
|---------------|---|---|
| Earnest Leung | - | - |
| Shirley Cheng | - | - |

As of December 31, 2016, all the above stocks were issued to each of Named Executive Officers.

(3) All other compensation only represents the followings:

(a) A monthly contribution of (From June 2012 to May 2014: HK\$1,250 or approximately \$160; From June 2014 to December 2016: HK\$1,500 or approximately \$192) paid by the Company into a mandatory provident fund for the benefit of each of the Named Executive Officers;

(b) Monthly cash allowance of HK\$40,000 (approximately \$5,128) paid to Dr. Earnest Leung. The Company withheld 12 months and 12 months' cash allowance payment for Dr. Leung during the fiscal year ended December 31, 2016 and 2015 respectively; and

(c) Income tax reimbursement paid to Dr. Earnest Leung during each fiscal year. As of December 31, 2016, the accrued income tax reimbursement to Dr. Leung and Ms. Cheng was \$240,522 and \$nil respectively.

There is no item that is not a perquisite or personal benefit (such as tax reimbursements and contributions to the mandatory provident fund) whose value exceeds \$10,000 for each Named Executives.

## Employment Contracts

On July 15, 2009, the Company entered into an executive employment agreement with Dr. Earnest Leung in connection with their services to the Company as our Chief Executive Officer. Under the terms of the agreements, each of Dr. Leung will receive a monthly salary of HK\$60,000 (approximately \$7,692) and we have agreed to grant Dr. Leung 6 million shares for their first two years of service to the Company. We will fully reimburse them for their Hong Kong personal income taxes resulting from their employment under the agreements. Each of the executives has also agreed to customary non-competition and confidentiality provisions and the agreements may be terminated by the Company at any time without notice or payment, in the event that any of the executives engage in misconduct or dereliction of duty.

On April 1, 2012, Shirley Cheng was appointed as the Company's Interim Chief Financial Officer. Ms. Cheng is entitled to a monthly salary of HK\$40,950 (approximately \$5,250). On November 1, 2016, the Company entered into a new executive employment agreement with MS. Cheng in connection with their services to the Company as our Chief Financial Officer. Under the terms of the agreements, Ms. Cheng will receive a monthly salary of HK\$30,000. The employment may be terminated by the Company at any time without notice or payment, in the event that any of

the executives engage in misconduct or dereliction of duty.

Retirement Benefits

Currently, we do not provide any employees, including our named executive officers any company sponsored retirement benefits other than a state pension scheme in which all of our employees in China participate.

Grants of Plan-Based Awards

The following table sets forth information regarding grants of awards to the Named Executive Officers during the year ended December 31, 2016:

| Name            | Grant Date | All Other Stock Awards: Number of Shares of Stock or Units (#) | All Other Option Awards: Number of Securities Underlying Options (#) | Exercise or Base Price of Option Awards (\$/share) | Grant Date Fair Value of Stock and Options Awards | Closing Price on Grant Date (\$/share) |
|-----------------|------------|--|--|--|---|--|
| Earnest Leung - |            | -  | -  | -  | -   | -                                      |
| Shirley Cheng - |            | -  | -  | -  | -   | -                                      |

Table of Contents

No stock awards were granted to the Company's Named Executive Officers during fiscal year 2016.

## Outstanding Equity Awards at Fiscal Year-End

The following table sets forth the equity awards outstanding at December 31, 2016 for each of the named executive officers.

| Name          | Option Awards   |   |                            | Option Expiration Date | Stock Awards  |  |
|---------------|---|---|----------------------------|------------------------|---|--|
|               | Number of Securities Underlying Unexercised Options (#) Exercisable | Number of Securities Underlying Unexercised Options (#) Unexercisable | Option Exercise Price (\$) |                        | Number of Shares or Units of Stock That Have Not Vested (#) | Market Value of Shares or Units of Stock That Have Not Vested (\$) |
| Earnest Leung | -   | -   | -                          | -                      | -   | -  |
| Shirley Cheng | -   | -   | -                          | -                      | -   | -  |

## Potential Payments upon Termination or Change-in Control

The employment agreements with current Named Executives may be terminated by giving the other party three-month advanced notice, except Ms. Shirley Cheng may be terminated with one-month advance notice. Other than as disclosed above, the Company does not have change-in-control arrangements with any of its current Named Executives, and the Company is not obligated to pay severance or other enhanced benefits to executive officers, unless otherwise stated in Hong Kong Employment Ordinance, upon termination of their employment. Accordingly, there is no potential payments payable to our current Named Executive Officers upon termination or change-in control.

## Director Compensation

## Overview

All the compensation packages for each of directors are proposed by the Remuneration Committee and approved by the Board of Directors. Director compensation packages in 2015 generally consist of cash compensation and long-term incentive equity compensation.

Cash compensation On July 2012, the Remuneration Committee proposed the monthly cash compensation for each director remain unchanged, which was approved by the Board. As such, all employee directors and non-employee directors were entitled to a uniform monthly cash compensation of \$1,500 for their service from July 1, 2012 to June 30, 2013. On August 2013, the Remuneration Committee proposed the monthly cash compensation for each director remain unchanged, which was approved by the Board. On February 2015, the Remuneration Committee proposed the monthly cash compensation for each director decreased to \$1,000 from July 2014 to Jun 30, 2015, which was approved by the Board. On August 28, 2015, the Remuneration Committee proposed the monthly cash compensation for each director remain unchanged, which was approved by the Board.

Long-Term Incentive Equity Compensation. The Board believes that stock-based awards promote the long-term growth and profitability of the Company by providing directors with incentives to improve shareholder value and contribute to the success of the Company. Our Board determined the number of stock to be granted to directors for

their service by considering the aggregate fair value as at the grant date of the past stock awards given to non-employee director and the Company's performance. In July 2012, the non-employee directors, Mr. Ronald Lee, Mr. Gerald Godfrey and Mr. Charles Liu, were also granted an award of 8,000 shares each, at a fair value of \$22,200 at the date of grant and to be vested on July 1, 2013, for their one-year service from July 1, 2012 to June 30, 2013. In August 2013, the directors, Dr. Leung, Mr. Gerald Godfrey and Mr. Charles Liu, were also granted an award of 8,000 shares each, at a fair value of \$8,388 at the date of grant and to be vested on July 1, 2014, for their one-year service from July 1, 2013 to June 30, 2014. In February 2015, the director, Dr. Leung was also granted an award of 13,333 shares each, at a fair value of \$11,200 at the date of grant and to be vested on June 30, 2015, for their one-year service from July 1, 2014 to June 30, 2015. In February 2015, the director, Mr. Wong Wing Kong and Ms. Shirley Cheng were also granted an award of 13,333 shares each, at a fair value of \$11,200 at the date of grant and to be vested on June 30, 2015, for their service from February 18, 2015 to June 30, 2015. On August 28, 2015, the director, each director granted an award of 13,333 shares each, at a fair value of \$20,000 at the date of grant and to be vested on June 30, 2015, for their service from July 1, 2015 to June 30, 2016.



Table of Contents

The following table provides information about the compensation earned by directors who served during fiscal year 2016:

| Name of director(3) | Fees Earned or Paid(1) in Cash (\$) | Stock Awards(2) (\$) | Option Awards (\$) | Non-Equity Incentive Plan Compensation (\$) | Change in Pension Value and Nonqualified Deferred Compensation Earnings(\$) | All Other Compensation (\$) | Total (\$) |
|---------------------|-------------------------------------|----------------------|--------------------|---|---|-----------------------------|------------|
| Earnest Leung       | -                                   | -                    | -                  | -   | -   | -                           | -          |
| Shirley Cheng       | -                                   | -                    | -                  | -   | -   | -                           | -          |
| Wong Wing Kong*     | -                                   | -                    | -                  | -   | -   | -                           | -          |
| Gerald Godfrey*     | -                                   | -                    | -                  | -   | -   | -                           | -          |
| Frederick Wong*     | -                                   | -                    | -                  | -   | -   | -                           | -          |

\*Non-employee directors

For the service periods from January 2016 to December 2016, both the employee directors and non-employee (1) directors were entitled to a monthly cash compensation of \$1,000. The Company withheld 12 monthly cash compensation during the fiscal year ended December 31, 2016.

As required by SEC rules, amounts in the column “Stock Awards” present the aggregate grant date fair value of awards made each year computed in accordance with ASC Topic 718. The grant date fair value of each of the (2) directors’ award is measured based on the closing price of our common stock on the date of grant. These amounts do not reflect whether the recipient has actually realized or will realize a financial benefit from the awards. Under generally accepted accounting principles, compensation expense with respect to stock awards granted to our employees, executives and directors is generally recognized over the requisite services period.

(3) On February 18, 2015, Mr. Gerald Godfrey was retired from his position as a director.

#### Remuneration Committee Interlocks and Insider Participation

The current member of the Remuneration Committee is non-executive director, and all past members were independent directors at all times during their service on such Committee. None of the past or present members of our Remuneration Committee are present or past employees or officers of ours or any of our subsidiaries. No member of the Remuneration Committee has had any relationship with us requiring disclosure under Item 404 of Regulation S-K under the Securities Exchange Act of 1934, as amended. None of our executive officers has served on the Board or Remuneration Committee (or other committee serving an equivalent function) of any other entity, one of whose executive officers served on our Board or Remuneration Committee.

#### Limitation of Liability and Indemnification of Officers and Directors

Our bylaws provide for the indemnification of our present and prior directors and officers or any person who may have served at our request as a director or officer of another corporation in which we own shares of capital stock or of

which we are a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any actions, suits or proceedings in which they, or any of them, are made parties, or a party, by reason of being or having been director(s) or officer(s) of us or of such other corporation, in the absence of negligence or misconduct in the performance of their duties. This indemnification policy could result in substantial expenditure by us, which we may be unable to recoup.

Insofar as indemnification by us for liabilities arising under the Securities Exchange Act of 1934, as amended, may be permitted to our directors, officers and controlling persons pursuant to provisions of the Articles of Incorporation and Bylaws, or otherwise, we have been advised that in the opinion of the SEC, such indemnification is against public policy and is, therefore, unenforceable. In the event that a claim for indemnification by such director, officer or controlling person of us in the successful defense of any action, suit or proceeding is asserted by such director, officer or controlling person in connection with the securities being offered, we will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by us is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

Table of Contents

At the present time, there is no pending litigation or proceeding involving a director, officer, employee or other agent of ours in which indemnification would be required or permitted. We are not aware of any threatened litigation or proceeding which may result in a claim for such indemnification.

ITEM SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND  
12. RELATED STOCKHOLDER MATTERS

Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information as of December 31, 2016 with respect to compensation plans, under which securities are authorized for issuance, aggregated as to (i) compensation plans previously approved by security holders, and (ii) compensation plans not previously approved by security holders.

Equity Compensation Plan Information

| Plan Category  | Number Of Securities To Be Issued Upon Exercise Of Outstanding Options, Warrants And Rights (A) | Weighted Average Exercise Price Of Outstanding Options, Warrants And Rights (B) | Number Of Securities Remaining Available For Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected In Column (A)) (C) |
|--|---|---|---|
| Equity compensation plans approved by security holders | -   | -   | 281,503 (1)   |
| Total  | -   | -   | 281,503   |

(1) We reserved 40,000 shares for issuance under our 2004 Stock Incentive Plan, of which 13,333 shares are still available for issuance as of December 31, 2016. We reserved 2,680,000 shares for issuance under our Amended and Restated 2007 Equity Incentive Plan of which 268,170 are still available for issuance as of December 31, 2016. See below subsection - " Equity Incentive Plans" for more information about the plan.

Option Grants in the Last Fiscal Year

None.

Equity Incentive Plan

In April 2004, our Board of Directors and holders of a majority of our then outstanding common stock authorized and approved the 2004 Stock Incentive Plan, or the 2004 Plan. Under the 2004 Plan, we reserved 40,000 shares of our common stock for issuance upon exercise of incentive and non-qualified stock options, stock bonuses and rights to purchase awarded from time-to-time, to our officers, directors, employees and consultants. As of December 31, 2016, 26,667 shares have been issued under the plan and 13,333 shares remain available for issuance. No options, warrants or other rights to acquire shares of our common stock have been granted or are outstanding under the plan. A registration statement on Form S-8 was filed with the SEC with respect to 26,667 shares of common stock issuable under the plan on April 22, 2004 (SEC File No. 333-114644).

In March 2007, our Board of Directors authorized and approved the 2007 Stock Option/Stock Issuance Plan, or the 2007 Plan. The purpose of the plan is to promote the best interests of the Company and its stockholders by providing a means of non-cash remuneration to selected participants who contribute to the operating progress and earning power of the Company. The plan also provides incentives to employees and directors by offering them an opportunity to acquire a proprietary interest in the Company. Under the 2007 Plan, we reserved 100,000 shares of our common stock for issuance upon exercise of incentive and non-qualified stock options, stock bonuses and rights to purchase awarded from time to time, to our officers, directors, employees and consultants. A registration statement on Form S-8 was filed with the SEC on April 6, 2007 (SEC File No. 333-141943) with respect to 100,000 shares of common stock issuable under the 2007 Plan as well as options to purchase 3,000 shares of common stock issued to the Company's legal counsel in February 2006. Such options were not issued under the 2004 Plan or the 2007 Plan. The Company's stockholders approved the 2007 Plan in November 2007.

Table of Contents

In July 2009, the Board of Directors approved the issuance of 493,267 shares in excess of the number of shares of common stock available for issuance under the 2007 Plan, and in accordance with the 2007 Plan, the Company is required to seek stockholder approval within twelve months after the date of such excess grant. The Board of Directors has no immediate plans to issue additional shares under the 2007 Plan, however, the Board of Directors believes that increasing the maximum number of shares of common stock that may be issued under the 2007 Plan will be instrumental for us to continue to attract and retain outstanding employees. Accordingly, on June 2, 2010, the Board of Directors approved the amendment and restatement of the 2007 Equity Incentive Plan (the “First Amendment of 2007 Plan”), with the only change being to increase the maximum number of shares of common stock of the Company, par value \$0.001 per share that may be issued and sold under the 2007 Plan from 100,000 to 1,426,667 and submitted it for stockholder’s approval. A registration statement on Form S-8 was filed with the SEC on July 30, 2010 (SEC File No. 333-168417) with respect to the First Amendment of 2007 Plan.

On July 30, 2012, the Board of Directors approved the second amendment and restatement of the 2007 Equity Incentive Plan (the “Second Amendment of 2007 Plan”), with the only change being to increase the maximum number of shares of common stock of the Company, par value \$0.001 per share that may be issued and sold under the 2007 Plan from 1,426,667 to 2,093,333, and submitted it for stockholder’s approval. The Board of Directors believes that such arrangements will be instrumental for the Company to be able to continue to attract and retain outstanding employees. A registration statement on Form S-8 was filed with the SEC on October 12, 2012 (SEC File No. 333-184398) with respect to the Second Amendment of 2007 Plan.

On October 31, 2012, the Board of Directors approved the third amendment and restatement of the 2007 Equity Incentive Plan (the “Third Amendment of 2007 Plan”), with the only change being to increase the maximum number of shares of common stock of the Company, par value \$0.001 per share that may be issued and sold under the 2007 Plan from 2,093,333 to 2,680,000, and submitted it for stockholder’s approval. The Board of Directors believes that such arrangements will be instrumental for us to be able to continue to attract and retain outstanding employees. A registration statement on Form S-8 was filed with the SEC on January 16, 2014 (SEC File No. 333-193381) with respect to the Third Amendment of 2007 Plan.

As of December 31, 2016, 2,411,830 shares have been issued under the plan and 268,170 shares remain available for issuance. No options, warrants or other rights to acquire shares of our common stock have been granted or are outstanding under the plan.

Both of the Plans are administered by our Board of Directors. Under each plan, the Board determines which of our employees, officers, directors and consultants are granted awards, as well as the material terms of each award, including whether options are to be incentive stock options or non-qualified stock options.

Subject to the provisions of the Plans, and the Internal Revenue Code with respect to incentive stock options, the Board determines who shall receive awards, the number of shares of common stock that may be purchased, the time and manner of exercise of options and exercise prices. At its discretion, the Board also determines the form of consideration to be received upon exercise and may permit the exercise price of options granted under the plans to be paid in whole or in part with previously acquired shares and/or the surrender of options. The term of options granted under the plans may not exceed ten years, or five years for an incentive stock option granted to an optionee owning more than 10% of our voting stock. The exercise price for incentive stock options may not be less than 100% of the fair market value of our common stock at the time the option is granted. However, incentive stock options granted to a 10% holder of our voting stock may not be exercisable at less than 110% of the fair market value of our common stock at the date of the grant. The exercise price for non-qualified options will be determined by the board.

Security Ownership of Certain Beneficial Owners and Management

The following tables set forth information as of March 17, 2017, regarding the beneficial ownership of our common stock (a) by each stockholder who is known by the Company to own beneficially in excess of 5% of our outstanding common stock; (b) by each of the Company's officers and directors; (c) and by the Company's officers and directors as a group. Except as otherwise indicated, all persons listed below have (i) sole voting power and investment power with respect to their shares of common stock, except to the extent that authority is shared by spouses under applicable law, and (ii) record and beneficial ownership with respect to their shares of stock. Unless otherwise identified, the address of the directors and officers of the Company listed above is 21/F., One Harbour Square, 181 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong.

29

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Table of Contents

| Title of Class  | Name and Address of Beneficial Owner  | Office, If Any     | Amount & Nature of Beneficial Ownership (1) | Percent of Class (4) |
|---|---|--------------------|---|----------------------|
| Common Stock  | Earnest Leung   | CEO and Director   | 4,049,168 (2)                               | 40.2                 |
| Common Stock  | Shirley Cheng   | CFO and director   | -   | -                    |
| Common Stock  | Wong Wing Kong  | Director           | -   | -                    |
| All Officers and Directors as a group (3 persons named above) |   |                    | 4,049,168                                   |                      |
| Common Stock  | Keywin Holdings Limited (5)<br>21/F., One Harbour Square, 181 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong     | 5% Security Holder | 3,629,662 (3)                               | 36.1                 |
| Common Stock  | Sino Portfolio International Ltd(6)<br>3104 -7, 31/F, Central Plaza, 18 Harbour Road, Hong Kong               | 5% Security Holder | 1,835,753                                   | 18.2                 |
| Common Stock  | Godfrey Hui<br>Room 801A and 807B, 8/F, Tsim Sha Tsui Centre, 66 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong | 5% Security Holder | 873,674                                     | 8.7                  |
| Total Shares Owned by Persons Named above                     |   |                    | 6,758,595                                   |                      |

(1) Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities.

(2) Includes 1,609,460 shares held by Keywin Holdings Limited of which Dr. Earnest Leung is the director and also an option for Keywin Holdings Limited to purchase an aggregate of 2,020,202 shares of the Company's common stock, exercisable for an aggregate purchase price of \$2,000,000 by January 1, 2018.

(3) Includes an option to purchase an aggregate of 2,020,202 shares of the Company's common stock, exercisable for an aggregate purchase price of \$2,000,000 by January, 2018.

(4) A total of 8,041,995 shares of our common stock outstanding are considered to be outstanding pursuant to SEC Rule 13d-3(d)(1) as of March 17, 2017. For each beneficial owner above, any options exercisable within 60 days have been included in the denominator.

(5) Dr. Earnest Leung, its sole director, and Ms. Pui Chu Tang, its shareholder and Dr. Leung's spouse, have voting and dispositive control over the shares held by Keywin Holdings Limited.

(6) Ms. Angela Chan, its sole director, and Mrs. Chen Yang Foo Oi, its shareholder, have voting and dispositive control over the shares held by Sino Portfolio International Ltd.

#### Changes in Control

There are no arrangements known to us, including any pledge by any person of our securities, the operation of which may at a subsequent date result in a change in control of the Company.

### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

#### Related Party Transactions

Except as set forth below, during our last two fiscal years, we have not entered into any material transactions or series of transactions that would be considered material in which any director or executive officer or beneficial owner of 5% or more of any class of our capital stock, or any immediate family member of any of the preceding persons, had a direct or indirect material interest:

In April 2009, in connection with debt restructuring, Statezone Ltd. of which Dr. Earnest Leung, the Company's Chief Executive Officer and a Director (being appointed on July 15, 2009 and May 11, 2009 respectively) is the sole director, provided agency and financial advisory services to the Company. Accordingly, the Company paid an aggregate service fee of \$350,000 of which \$250,000 has been recorded as issuance costs for 1% Convertible Promissory Notes and \$100,000 has been recorded as prepaid expenses and other current assets, net since April 2009. Such \$100,000 is refundable unless Keywin Option is exercised and completed.



Table of Contents

On July 1, 2009, the Company and Keywin, of which the Company's chief executive officer and director is the director and his spouse is the sole shareholder, entered into an Amendment, pursuant to which the Company agreed to extend the exercise period for the Keywin Option under the Note Exchange and Option Agreement between the Company and Keywin, to purchase an aggregate of 1,637,522 shares of our common stock for an aggregate purchase price of \$2,000,000, from a three-month period ended on July 1, 2009, to a six-month period ended October 1, 2009. The exercise period for the Keywin option was subsequently further extended to a nine-month period ended January 1, 2010, pursuant to the Second Amendment. On January 1, 2010, the Company and Keywin entered into the third Amendment, pursuant to which the Company agreed to further extend the exercise period to an eighteen-month period ended on October 1, 2010, and provide the Company with the right to unilaterally terminate the exercise period upon 30 days' written notice. On September 30, 2010, the exercise price was extended at various times from September 1, 2010 to December 31, 2015, the latest exercise period for the Keywin Option was further extended to a one hundred and five-month period ending on January 1, 2018 and the exercise price changed to \$0.99.

## Related Party Transaction Policy

Our Company has adopted a written Related Party Transaction Policy, or the Policy, for the purpose of describing the procedures used to identify, review, approve and disclose, if necessary, any transaction in which (i) the Company is a participant and (ii) a related person has or will have a direct or indirect material interest.

Once a related party transaction in which the aggregate amount involved will or may be expected to exceed \$120,000 in any calendar year has been identified, the Audit Committee must review the transaction for approval or ratification. In determining whether to approve or ratify a related party transaction, the Audit Committee shall consider all relevant facts and circumstances, including the following factors:

- 1 the benefits to the Company of the transaction;
- 1 the nature of the related party's interest in the transaction;
- 1 whether the transaction would impair the judgment of a director or executive officer to act in the best interest of the Company and its stockholders;
- 1 the potential impact of the transaction on a director's independence; and
- 1 any other matters the Audit Committee deems appropriate.

No director may participate in any discussion, approval or ratification of a transaction in which he or she is a related person.

## Promoters and Certain Control Persons

We did not have any promoters at any time during the past five fiscal years.

## ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Union Power Hong Kong Certified Public Accountants Limited (Formerly known as "Hong Kong Great Wall Certified Public Accountants Limited") is our Principal Independent Registered Public Accountants engaged to audit our financial statements for the fiscal years ended December 31, 2016 and 2015. The following table shows the fees that we paid or accrued for the audit and other services provided by Union Power Hong Kong Certified Public Accountants Limited, for the fiscal years ended December 31, 2016 and 2015.

| Fee Category       | 2016     | 2015     |
|--------------------|----------|----------|
| Audit Fees         | \$28,000 | \$49,070 |
| Audit-Related Fees | \$--     | \$--     |

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|                |      |      |
|----------------|------|------|
| Tax Fees       | \$-- | \$-- |
| All Other Fees | \$-- | \$-- |

Audit Fees

This category consists of fees for professional services rendered by our principal independent registered public accountant for the audit of our annual financial statements, review of financial statements included in our quarterly reports and services that are normally provided by the independent registered public accounting firms in connection with statutory and regulatory filings or engagements for those fiscal years.

31

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Table of Contents

Audit-Related Fees

This category consists of fees for assurance and related services by our principal independent registered public accountant that are reasonably related to the performance of the audit or review of our financial statements and are not reported above under “Audit Fees”. The services for the fees disclosed under this category include consultations concerning financial accounting and reporting standards.

Tax Fees

This category consists of fees for professional services rendered by our principal independent registered public accountant for tax compliance, tax advice, and tax planning.

All Other Fees

This category consists of fees for services provided by our principal independent registered public accountant other than the services described above.

Policy on Pre-Approval of Audit Services

The Audit Committee pre-approves all services, including both audit and non-audit services, provided by our independent registered public accounting firm. All audit services (including statutory audit engagements as required under local country laws) must be accepted by the Audit Committee before the audit commences.

Each year, management and the independent registered public accounting firm will jointly submit a pre-approval request, which will list each known and/or anticipated audit and non-audit service for the upcoming calendar year and which will include associated budgeted fees. The Audit Committee will review the requests and approve a list of annual pre-approved non-audit services.

All services provided by Union Power Hong Kong Certified Public Accountants Limited during the fiscal years ended December 31, 2016 and 2015 were pre-approved by the Audit Committee.

Table of Contents

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following consolidated financial statements are filed as a part of this Form 10-K :

- (i) Reports of Independent Registered Public Accounting Firms
- (ii) Consolidated Balance Sheets as of December 31, 2016 and 2015
- (iii) Consolidated Statements of Operations and Comprehensive Loss for the years ended December 31, 2016 and 2015
- (iv) Consolidated Statement of Stockholders' Equity for the years ended December 31, 2016 and 2015
- (v) Consolidated Statements of Cash Flows for the years ended December 31, 2016 and 2015
- (vi) Notes to Consolidated Financial Statements

(b) The following Exhibits are filed as part of this Annual Report on Form 10-K:

| Exhibit<br>No. | Description   |
|----------------|---|
| 3.1            | Amended And Restated Certificate Of Incorporation (incorporated herein by reference from Exhibit A to Registrant's Definitive Information Statement on Schedule 14C filed with the SEC on January 10, 2007)   |
| 3.2            | Amended and Restated By-Laws, adopted on January 10, 2006 (incorporated herein by reference from Exhibit 3-(II) to Registrant's Current Report on Form 8-K filed with the SEC on January 18, 2006)  |
| 3.3            | Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on July 27, 2009 (incorporated herein by reference from Exhibit 3.1 to Registrant's Current Report on Form 8-K filed with the SEC on July 29, 2009).   |
| 3.4            | Certificate of Amendment of Certificate of Incorporation filed with the Delaware Secretary of State on September 16, 2011 (incorporated herein by reference from Exhibit 3.1 to Registrant's Current Report on Form 8-K filed with the SEC on September 19, 2011).  |
| 3.5            | Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on September 16, 2011. (incorporated herein by reference from Exhibit 3.5 to the Registrant's Annual Report on Form 10-K filed with the SEC on April 16, 2012)   |
| 4.1            | Form of Registrant's Common Stock Certificate (incorporated herein by reference from Exhibit 4.1 to Registrant's Current Report on Form S-8 filed with the SEC on July 30, 2010).   |
| 4.2            | Form of Registrant's Common Stock Certificate (incorporated herein by reference from Exhibit 4.2 to the Registrant's Annual Report on Form 10-K filed with the SEC on April 16, 2012)   |
| 4.3            | Form of Warrant, in connection with 3% Convertible Promissory Notes and Warrants. (incorporated herein by reference from Exhibit 4.2 to Registrant's Current Report on Form 8-K filed with the SEC on February 6, 2008).  |
| 4.4            | TEDA Travel Group, Inc. 2004 Stock Incentive Plan, effective on April 16, 2004 (incorporated herein by reference from Exhibit 4.1 to Registrant's Registration Statement on Form S-8 filed with the SEC on April 22, 2004)  |
| 4.5            | 2007 Stock Option/Stock Issuance Plan, effective on April 6, 2007 (incorporated herein by reference from Exhibit 10.1 to Registrant's Registration Statement on Form S-8 filed with the SEC on April 6, 2007)   |
| 4.6            | Form of Note 1% Senior Unsecured Convertible Promissory Note, dated April 2, 2009 (incorporated herein by reference to Exhibit 4.1 from Registrant's Current Report on Form 8-K filed with the SEC on April 6, 2009)  |
| 4.7            | Registration Rights Agreement, in connection with debt restructuring, dated April 2, 2009, by and among the Company, Sculptor Finance (MD) Ireland Limited, Sculptor Finance (AS) Ireland Limited, Sculptor Finance (SI) Ireland Limited and Keywin Holdings Limited. (incorporated herein by reference from Exhibit 4.2 Registrant's Current Report on Form 8-K filed with the SEC on April 6, 2009) |

- 4.8 Network CN Inc. Amended and Restated 2007 Equity Incentive Plan (incorporated herein by reference from Exhibit 4.1 to Registrant's Current Report on Form S-8 filed with the SEC on July 30, 2010).
- 4.9 Form of Note 1% Senior Unsecured Convertible Promissory Note, dated April 2, 2012 (incorporated herein by reference to Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q filed with the SEC on November 14, 2012).
- 4.10 Network CN Inc. Second Amended and Restated 2007 Equity Incentive Plan (incorporated herein by reference from Exhibit 4.2 to Registrant's Current Report on Form S-8 filed with the SEC on October 12, 2012).
- 4.11 Network CN Inc. Third Amended and Restated 2007 Equity Incentive Plan (incorporated herein by reference from Exhibit 4.2 to Registrant's Current Report on Form S-8 filed with the SEC on January 16, 2014).
- 10.1 Registration Rights Agreement, dated November 19, 2007, by and among (i) Network CN Inc., Sculptor Finance (MD) Ireland Limited, Sculptor Finance (AS) Ireland Limited and Sculptor Finance (SI) Ireland Limited, OZ Master Fund, Ltd., OZ Asia Master Fund, Ltd. and OZ Global Special Investments Master Fund, L.P. (incorporated herein by reference from Exhibit 99.4 to Registrant's Current Report on Form 8-K filed with the SEC on November 26, 2007)
- 10.2 Note Exchange Agreement, dated April 2, 2009, by and among the Company, Sculptor Finance (MD) Ireland Limited, Sculptor Finance (AS) Ireland Limited, Sculptor Finance (SI) Ireland Limited, OZ Master Fund, Ltd., OZ Asia Master Fund, Ltd. and OZ Global Special Investments Master Fund, L.P. (incorporated herein by reference from Exhibit 10.1 to Registrant's Current Report on Form 8-K filed with the SEC on April , 2009)

Table of Contents

- Note Exchange and Option Agreement, dated April 2, 2009, between the Company and Keywin Holdings  
 10.3 Limited. (incorporated herein by reference from Exhibit 10.2 to Registrant's Current Report on Form 8-K filed with the SEC on April 6, 2009)  
 Letter Agreement and Termination of Investor Rights Agreement, dated April 2, 2009, by and among the  
 Company, Sculptor Finance (MD) Ireland Limited, Sculptor Finance (AS) Ireland Limited, Sculptor Finance  
 10.4 (SI) Ireland Limited, OZ Master Fund, Ltd., OZ Asia Master Fund, Ltd., OZ Global Special Investments Master Fund, L.P. and Keywin Holdings Limited. (incorporated herein by reference from Exhibit 10.3 to Registrant's Current Report on Form 8-K filed with the SEC on April 6, 2009)  
 Employment Agreement, dated July 15, 2009, between the Company and Earnest Leung. (incorporated herein  
 10.5 by reference from Exhibit 10.2 to Registrant's Quarterly Report on Form 10-Q filed with the SEC on August 10, 2009)  
 Employment Agreement, dated July 15, 2009, between the Company and Godfrey Hui. (incorporated herein by  
 10.6 reference from Exhibit 10.3 to Registrant's Quarterly Report on Form 10-Q filed with the SEC on August 10, 2009)  
 Amendment No. 1 to Note Exchange and Option Agreement, dated July 1, 2009, between Keywin Holdings  
 10.7 Limited and the Company. (incorporated herein by reference from Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q filed with the SEC on August 10, 2009)  
 Amendment No. 2 to Note Exchange and Option Agreement dated September 30, 2009, between Keywin  
 10.8 Holding Limited and the Company. (incorporated herein by reference from Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q filed with the SEC on November 6, 2009)  
 Amendment No. 3 to Note Exchange and Option Agreement, dated January 1, 2010, between Keywin Holding  
 10.9 Limited and the Company (incorporated herein by reference from Exhibit 10.23 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 31, 2010)  
 Amendment No. 4 to Note Exchange and Option Agreement, dated September 30, 2010, between Keywin  
 10.10 Holding Limited and the Company (incorporated herein by reference from Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on November 8, 2010)  
 Amendment No. 5 to Note Exchange and Option Agreement, dated June 1, 2011, between Keywin Holding  
 10.11 Limited and the Company (incorporated herein by reference from Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on August 8, 2011)  
 Amendment No. 6 to Note Exchange and Option Agreement, dated December 30, 2011, between Keywin  
 10.12 Holding Limited and the Company (incorporated herein by reference from Exhibit 10.16 to the Registrant's Annual Report on Form 10-K filed with the SEC on April 16, 2012)  
 Amendment No. 7 to Note Exchange and Option Agreement, dated June 28, 2012, between Keywin Holding  
 10.13 Limited and the Company (incorporated herein by reference from Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on August 14, 2012)  
 Amendment No.8 to Note Exchange and Option Agreement, dated December 28, 2012, between Keywin  
 10.14 Holding Limited and the Company (incorporated herein by reference from Exhibit 10.20 to the Registrant's Annual Report on Form 10-K filed with the SEC on May 10, 2013)  
 Amendment No.9 to Note Exchange and Option Agreement, dated December 31, 2013, between Keywin  
 10.15 Holding Limited and the Company (incorporated herein by reference from Exhibit 10.21 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 31, 2014)  
 Amendment No.10 to Note Exchange and Option Agreement, dated December 12, 2014, between Keywin  
 10.16 Holding Limited and the Company (incorporated herein by reference from Exhibit 10.16 to the Registrant's Annual Report on Form 10-K filed with the SEC on April 15, 2015)  
 Amendment No.11 to Note Exchange and Option Agreement, dated December 31, 2015, between Keywin  
 10.17 Holdings Limited and the Company\*  
 Exclusive Management Consulting Services Agreement dated January 1, 2008, by and among Lianhe, Bona and  
 10.18 Bona's PRC shareholders, namely Mr. Dayong Hao and Mr. Kaiyin Liu (incorporated herein by reference from Exhibit 10.26 to the Registrant's Annual Report on Form 10-K/A filed with the SEC on January 28, 2011)

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10.19 Exclusive Technology Consulting Services Agreement dated January 1, 2008, by and among Lianhe, Bona and Bona's PRC shareholders, namely Mr Dayong Hao and Mr. Kaiyin Liu (incorporated herein by reference from Exhibit 10.27 to the Registrant's Annual Report on Form 10-K/A filed with the SEC on January 28, 2011)

10.20 Equity Pledge Agreement dated January 1, 2008, between Lianhe and Bona's PRC shareholders, namely Mr. Dayong Hao and Mr. Kaiyin Liu (incorporated herein by reference from Exhibit 10.28 to the Registrant's Annual Report on Form 10-K/A filed with the SEC on January 28, 2011)

10.21 Option Agreement dated January 1, 2008, between Lianhe and Bona's PRC shareholders, namely Mr Dayong Hao and Mr. Kaiyin Liu (incorporated herein by reference from Exhibit 10.29 to the Registrant's Annual Report on Form 10-K/A filed with the SEC on January 28, 2011)

10.22 Exclusive Management Consulting Services Agreement dated January 1, 2008, by and among Lianhe, Quo Advertising and Quo Advertising's PRC shareholders, namely Ms. Zhang Lina and Ms. Zhang Qinxiu (incorporated herein by reference from Exhibit 10.30 to the Registrant's Annual Report on Form 10-K/A filed with the SEC on January 28, 2011)

Table of Contents

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| 10.23   | Exclusive Technology Consulting Services Agreement dated January 1, 2008, by and among Lianhe, Quo Advertising and Quo Advertising's PRC shareholders, namely Ms. Zhang Lina and Ms. Zhang Qinxiu (incorporated herein by reference from Exhibit 10.31 to the Registrant's Annual Report on Form 10-K/A filed with the SEC on January 28, 2011)  |
| 10.24   | Equity Pledge Agreement dated January 1, 2008, between Lianhe and Quo Advertising's PRC shareholders, namely Ms. Zhang Lina and Ms. Zhang Qinxiu (incorporated herein by reference from Exhibit 10.32 to the Registrant's Annual Report on Form 10-K/A filed with the SEC on January 28, 2011)   |
| 10.25   | Option Agreement dated January 1, 2008, by and among Lianhe, Quo Advertising and Quo Advertising's PRC shareholders, namely Ms. Zhang Lina and Ms. Zhang Qinxiu (incorporated herein by reference from Exhibit 10.33 to the Registrant's Annual Report on Form 10-K/A filed with the SEC on January 28, 2011)  |
| 10.26   | Agreement in connection with the transfer of operation from Quo Advertising to Yi Gao dated January 1, 2010, by and among Quo Advertising, Linkrich Enterprise, Mr. Hao Da Yong, Ms. Shen Xiao Zhou, Ms. Kang Qian and Ms. Ying Zhen Zhen. (incorporated herein by reference from Exhibit 10.34 to the Registrant's Annual Report on Form 10-K/A filed with the SEC on January 28, 2011) |
| 10.27   | Declaration of Trust in connection with Quo Advertising holding 30% equity interest of Yi Gao on behalf of Linkrich Enterprise dated January 1, 2010 (incorporated herein by reference from Exhibit 10.35 to the Registrant's Annual Report on Form 10-K/A filed with the SEC on January 28, 2011)   |
| 10.28   | Consultancy Agreement in connection with debt restructuring dated December 1, 2008, between NCN Group Ltd and Statezone Limited (incorporated herein by reference from Exhibit 10.36 to the Registrant's Annual Report on Form 10-K/A filed with the SEC on January 28, 2011)  |
| 10.29   | Sino-Foreign Cooperative Joint Venture Agreement for Yi Gao Shanghai Advertising Limited dated January 1, 2009, between Quo Advertising and Linkrich Enterprise (incorporated herein by reference from Exhibit 10.33 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 18, 2011)  |
| 14.1    | Code of Business Conduct and Ethics for Network CN Inc. as approved and amended by the Board of Directors as of September 1, 2007 and September 29, 2008 respectively (incorporated herein by reference from Exhibit 14.1 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 18, 2011)   |
| 21.1    | Subsidiaries of the registrant.*   |
| 31.1    | Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*  |
| 31.2    | Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*  |
| 32.1    | Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*  |
| 32.2    | Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*  |
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| 101.LAB | XBRL Taxonomy Extension Labels Linkbase Document   |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document   |

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\* Filed herewith.



Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NETWORK CN INC

By: /s/ Earnest Leung  
 Earnest Leung  
 Chief Executive  
 Officer  
 (Principal Executive  
 Officer)

Date: April 14, 2017

By: /s/ Shirley Cheng  
 Shirley Cheng  
 Chief Financial  
 Officer  
 (Principal Financial  
 and Accounting  
 Officer)

Date: April 14, 2017

Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Earnest Leung and Jennifer Fu, his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this report on Form 10-K and to file the same, with exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or substitute or substitutes may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

| Name                                 | Title  | Date           |
|--------------------------------------|--|----------------|
| /s/ Earnest Leung<br>Earnest Leung   | Chief Executive Officer and Director<br>(Principal Executive Officer)                | April 14, 2017 |
| /s/ Shirley Cheng<br>Shirley Cheng   | Chief Financial Officer and Director<br>(Principal Financial and Accounting Officer) | April 14, 2017 |
| /s/ Wong Wing Kong<br>Wong Wing Kong | Director   | April 14, 2017 |

/s/ Frederick Wong Director April 14, 2017  
Frederick Wong

36

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Table of Contents

## EXHIBIT INDEX

| Exhibit<br>No. | Description   |
|----------------|---|
| 3.1            | Amended And Restated Certificate Of Incorporation (incorporated herein by reference from Exhibit A to Registrant's Definitive Information Statement on Schedule 14C filed with the SEC on January 10, 2007)   |
| 3.2            | Amended and Restated By-Laws, adopted on January 10, 2006 (incorporated herein by reference from Exhibit 3-(II) to Registrant's Current Report on Form 8-K filed with the SEC on January 18, 2006)  |
| 3.3            | Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on July 27, 2009 (incorporated herein by reference from Exhibit 3.1 to Registrant's Current Report on Form 8-K filed with the SEC on July 29, 2009).   |
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| 4.3            | Form of Warrant, in connection with 3% Convertible Promissory Notes and Warrants. (incorporated herein by reference from Exhibit 4.2 to Registrant's Current Report on Form 8-K filed with the SEC on February 6, 2008).  |
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| 4.8            | Network CN Inc. Amended and Restated 2007 Equity Incentive Plan (incorporated herein by reference from Exhibit 4.1 to Registrant's Current Report on Form S-8 filed with the SEC on July 30, 2010).   |
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- 10.2 Note Exchange Agreement, dated April 2, 2009, by and among the Company, Sculptor Finance (MD) Ireland Limited, Sculptor Finance (AS) Ireland Limited, Sculptor Finance (SI) Ireland Limited, OZ Master Fund, Ltd., OZ Asia Master Fund, Ltd. and OZ Global Special Investments Master Fund, L.P. (incorporated herein by reference from Exhibit 10.1 to Registrant's Current Report on Form 8-K filed with the SEC on April , 2009)
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- 10.4 Letter Agreement and Termination of Investor Rights Agreement, dated April 2, 2009, by and among the Company, Sculptor Finance (MD) Ireland Limited, Sculptor Finance (AS) Ireland Limited, Sculptor Finance (SI) Ireland Limited, OZ Master Fund, Ltd., OZ Asia Master Fund, Ltd., OZ Global Special Investments Master Fund, L.P. and Keywin Holdings Limited. (incorporated herein by reference from Exhibit 10.3 to Registrant's Current Report on Form 8-K filed with the SEC on April 6, 2009)
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- 10.20 Equity Pledge Agreement dated January 1, 2008, between Lianhe and Bona's PRC shareholders, namely Mr. Dayong Hao and Mr. Kaiyin Liu (incorporated herein by reference from Exhibit 10.28 to the Registrant's Annual Report on Form 10-K/A filed with the SEC on January 28, 2011)
- 10.21 Option Agreement dated January 1, 2008, between Lianhe and Bona's PRC shareholders, namely Mr. Dayong Hao and Mr. Kaiyin Liu (incorporated herein by reference from Exhibit 10.29 to the Registrant's Annual Report on Form 10-K/A filed with the SEC on January 28, 2011)
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Table of Contents

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| 10.27   | Declaration of Trust in connection with Quo Advertising holding 30% equity interest of Yi Gao on behalf of Linkrich Enterprise dated January 1, 2010 (incorporated herein by reference from Exhibit 10.35 to the Registrant's Annual Report on Form 10-K/A filed with the SEC on January 28, 2011)             |
| 10.28   | Consultancy Agreement in connection with debt restructuring dated December 1, 2008, between NCN Group Ltd and Statezone Limited (incorporated herein by reference from Exhibit 10.36 to the Registrant's Annual Report on Form 10-K/A filed with the SEC on January 28, 2011)                                  |
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| 31.1    | Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*  |
| 31.2    | Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*  |
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Table of Contents

NETWORK CN INC.  
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

|  | Page |
|--|------|
| Contents   | F-2  |
| <u>Report of Independent Registered Public Accounting Firm</u>   | F-2  |
| <u>Consolidated Balance Sheets as of December 31, 2016 and 2015</u>  | F-3  |
| <u>Consolidated Statements of Operations and Comprehensive Loss for the years ended December 31, 2016 and 2015</u> | F-4  |
| <u>Consolidated Statements of Stockholders' Deficit for the years ended December 31, 2016 and 2015</u>             | F-6  |
| <u>Consolidated Statements of Cash Flows for the years ended December 31, 2016 and 2015</u>                        | F-7  |
| <u>Notes to Consolidated Financial Statements</u>  | F-8  |

F-1

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Table of Contents

Report of Independent Registered Public Accounting Firm  
The Board of Directors and Stockholders of:  
Network CN Inc. and subsidiaries

We have audited the accompanying consolidated balance sheets of Network CN Inc. and its subsidiaries and variable interest entities (collectively referred to as the “Company”) as of December 31, 2016 and 2015, and the related consolidated statements of operations and comprehensive loss, stockholders’ deficit and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatements. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits of the consolidated financial statements included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also included examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2016 and 2015, and the results of its operations and its cash flows for the years ended December 31, 2016 and 2015 in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has incurred net losses of \$938,159 and \$836,776 for the years ended December 31, 2016 and 2015, respectively. Additionally, the Company used net cash in operating activities of \$139,775 and \$409,817 for the years ended December 31, 2016 and 2015, respectively. As of December 31, 2016 and 2015, the Company recorded stockholders’ deficit of \$10,664,416 and \$9,746,050, respectively. These factors raise substantial doubt about the Company’s ability to continue as a going concern. Management’s plans concerning these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

UNION POWER HK CPA LIMITED  
Certified Public Accountants  
Hong Kong SAR  
March 29, 2017

Table of ContentsNETWORK CN INC.  
CONSOLIDATED BALANCE SHEETS

|  |      | <u>As of December 31,</u> |               |
|--|------|---------------------------|---------------|
|  | Note | 2016                      | 2015          |
| <u>ASSETS</u>  |      |                           |               |
| Current Assets   |      |                           |               |
| Cash   |      | \$8,512                   | \$6,790       |
| Prepaid expenses and other current assets, net   | 4    | 101,829                   | 101,157       |
| Total Current Assets   |      | 110,341                   | 107,947       |
| Equipment, Net   | 5    | 896                       | 16,643        |
| TOTAL ASSETS   |      | \$111,237                 | \$124,590     |
| <u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>   |      |                           |               |
| Current Liabilities  |      |                           |               |
| Accounts payable, accrued expenses and other payables  | 6    | \$5,775,653               | \$4,853,036   |
| 1% convertible promissory notes due 2016, net  | 7    | 5,000,000                 | 5,000,000     |
| Capital lease obligation   |      | -                         | 13,052        |
| Total Current Liabilities  |      | 10,775,653                | 9,866,088     |
| Non-Current Liabilities  |      |                           |               |
| Capital lease obligation, net of current portion   |      | -                         | 4,552         |
| Total Non-Current Liabilities  |      | -                         | 4,552         |
| TOTAL LIABILITIES  |      | 10,775,653                | 9,870,640     |
| COMMITMENTS AND CONTINGENCIES  | 8    |                           |               |
| STOCKHOLDERS' DEFICIT  | 9    |                           |               |
| Preferred stock, \$0.001 par value, 5,000,000 shares authorized<br>None issued and outstanding   |      | -                         | -             |
| Common stock, \$0.001 par value, 26,666,667 shares authorized<br>Shares issued and outstanding: 8,041,995 and 8,041,995 as of<br>December 31, 2016 and 2015, respectively+ |      | 8,042                     | 8,042         |
| Additional paid-in capital   |      | 123,706,741               | 123,686,741   |
| Accumulated deficit  |      | (136,083,041)             | (135,144,882) |
| Accumulated other comprehensive income   |      | 1,703,842                 | 1,704,049     |
| TOTAL STOCKHOLDERS' DEFICIT  |      | (10,664,416 )             | (9,746,050 )  |
| TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT  |      | \$111,237                 | \$124,590     |

The accompanying notes are an integral part of the consolidated financial statements.

+ As restated to give retroactive effective to the 1 for 15 shares reverse stock split which occurred on August 11, 2015.



Table of Contents

## NETWORK CN INC.

## CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

|   |         | <u>For the Years Ended December 31,</u> |               |
|---|---------|---|---------------|
|   | Note(s) | 2016                                    | 2015          |
| REVENUES  |         |   |               |
| Advertising services  |         | \$ -                                    | \$ -          |
| COST OF REVENUES  |         |   |               |
| Cost of advertising services  |         | -                                       | -             |
| GROSS LOSS  |         | -                                       | -             |
| OPERATING EXPENSES  |         |   |               |
| Selling and marketing   |         | -                                       | -             |
| General and administrative  |         | (403,788 )                              | (561,442 )    |
| Gain from write-off of long-aged payables                           |         | -                                       | 437,749       |
| Stock based compensation for services                               |         | (20,000 )                               | (371,309 )    |
| Gain from disposal of subsidiaries                                  | 13      | -                                       | 129,726       |
| Total Operating Expenses  |         | (423,788 )                              | (365,276 )    |
| LOSS FROM OPERATIONS  |         | (423,788 )                              | (365,276 )    |
| OTHER INCOME  |         |   |               |
| Interest income   |         | -                                       | 3             |
| Other income, net   |         | -                                       | -             |
| Total Other Income  |         | -                                       | 3             |
| INTEREST AND OTHER DEBT-RELATED EXPENSES                            |         |   |               |
| Amortization of deferred charges and debt discount                  | 7       | -                                       | -             |
| Interest expense  | 6,7,8   | (514,371 )                              | (471,503 )    |
| Total Interest and Other Debt-Related Expenses                      |         | (514,371 )                              | (471,503 )    |
| NET LOSS BEFORE INCOME TAXES  |         | (938,159 )                              | (836,776 )    |
| Income taxes  | 14      | -                                       | -             |
| NET LOSS  |         | (938,159 )                              | (836,776 )    |
| OTHER COMPREHENSIVE (LOSS)/GAIN                                     |         |   |               |
| Foreign currency translation (loss)/gain                            |         | (207 )                                  | 1,355         |
| Total other comprehensive (loss)/gain                               |         | (207 )                                  | 1,355         |
| COMPREHENSIVE LOSS  |         | \$ (938,366 )                           | \$ (835,421 ) |
| NET LOSS PER COMMON SHARE – BASIC AND DILUTED                       | 11      | \$ (0.12 )                              | \$ (0.11 )    |
| WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING – BASIC AND DILUTED * | 11      | 8,041,995                               | 8,003,289     |

The accompanying notes are an integral part of the consolidated financial statements.

+ As restated to give retroactive effective to the 1 for 15 shares reverse stock split which occurred on August 11, 2015.

F-4

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Table of Contents

NETWORK CN INC.  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT  
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

|  | Common Stock<br>Share | Common Stock<br>Amount | Additional Paid-In<br>Capital | Accumulated<br>Deficit | Accumulated<br>Other<br>Comprehen-<br>sive<br>Income | Total          |
|--|-----------------------|------------------------|-------------------------------|------------------------|--|----------------|
| Balance as of<br>January 1, 2015   | 7,718,964             | \$ 7,719               | \$ 123,268,503                | \$(134,308,106)        | \$ 1,702,694   | \$(9,329,190 ) |
| Stock-based<br>compensation for<br>stock granted to<br>directors and<br>officers for<br>services | 56,250                | 56                     | 47,196                        | -                      | -  | 47,252         |
| Issuance of stock<br>for services<br>rendered by<br>consultants                                  | 266,667               | 267                    | 323,733                       | -                      | -  | 324,000        |
| Stock-based<br>compensation for<br>stock granted to<br>directors and officers for<br>service     | -                     | -                      | 47,309                        | -                      | -  | 47,309         |
| Adjustment for<br>reverse split  | 114                   | -                      | -                             | -                      | --   | -              |
| Translation<br>adjustment  | -                     | -                      | -                             | -                      | 1,355  | 1,355          |
| Net loss for the<br>year   | -                     | -                      | -                             | (836,776 )             | -  | (836,776 )     |
| Balance as of<br>December 31,<br>2015  | 8,041,995             | \$ 8,042               | \$ 123,686,741                | \$(135,144,882)        | \$ 1,704,049   | \$(9,746,050 ) |
| Stock-based<br>compensation for<br>stock granted to<br>directors and<br>officers for<br>services | -                     | -                      | 20,000                        | -                      | -  | 20,000         |
| Translation<br>adjustment  | -                     | -                      | -                             | -                      | (207 )   | (207 )         |
| Net loss for the<br>year   | -                     | -                      | -                             | (938,159 )             | -  | (938,159 )     |
| Balance as of<br>December 31,<br>2016  | 8,041,995             | \$ 8,042               | \$ 123,706,741                | \$(136,083,041)        | \$ 1,703,842   | \$(10,664,416) |

The accompanying notes are an integral part of the consolidated financial statements.

+ As restated to give retroactive effective to the 1 for 15 shares reverse stock split which occurred on August 11, 2015.

F-5

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Table of ContentsNETWORK CN INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS

|  | <u>For the Years Ended December 31,</u> |               |
|--|---|---------------|
|  | 2016                                    | 2015          |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                               |   |               |
| Net loss   | \$ (938,159                             | ) \$ (836,776 |
| Adjustments to reconcile net loss to net cash used in operating activities |   |               |
| Depreciation and amortization:   |   |               |
| Equipment and intangible assets  | 11,901                                  | 15,975        |
| Deferred charges and debt discount   | -                                       | -             |
| Stock-based compensation for service                                       | 20,000                                  | 371,309       |
| (Gain) loss on disposal of equipment                                       | -                                       | 7,441         |
| Gain from disposal of subsidiaries   | -                                       | (129,726      |
| Gain from write-off of long-aged payables                                  | -                                       | (437,749      |
| Changes in operating assets and liabilities:                               |   |               |
| Accounts receivable  | -                                       | (5            |
| Prepaid expenses and other current assets, net                             | (672                                    | ) 50,414      |
| Accounts payable, accrued expenses and other payables                      | 767,155                                 | 549,300       |
| Net cash used in operating activities                                      | (139,775                                | ) (409,817    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                               |   |               |
| Purchase of equipment  | -                                       | (1,535        |
| Proceeds from sales of equipment   | 3,846                                   | -             |
| Net cash provided by (used in) investing activities                        | 3,846                                   | (1,535        |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                               |   |               |
| Proceeds from private placement  | -                                       | -             |
| Proceeds from short-term loans   | 155,462                                 | 407,436       |
| Repayment of directors' loans  | -                                       | -             |
| Repayment of short-term loans  | -                                       | -             |
| Repayment of capital lease obligation                                      | (17,604                                 | ) (12,144     |
| Net cash provided by financing activities                                  | 137,858                                 | 395,292       |
| EFFECT OF EXCHANGE RATE CHANGES ON CASH                                    | (207                                    | ) 205         |
| NET INCREASE(DECREASE) INCREASE IN CASH                                    | 1,722                                   | (15,855       |
| CASH, BEGINNING OF YEAR  | 6,790                                   | 22,645        |
| CASH, END OF YEAR  | \$ 8,512                                | \$ 6,790      |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>                   |   |               |
| Cash paid during the year for:   |   |               |
| Income taxes   | \$ -                                    | \$ -          |
| Interest   | \$ 947                                  | \$ 1,702      |

The accompanying notes are an integral part of the consolidated financial statements.



+ As restated to give retroactive effective to the 1 for 15 shares reverse stock split which occurred on August 11, 2015.

F-6

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Table of Contents

NETWORK CN INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

NOTE 1 ORGANIZATION AND PRINCIPAL ACTIVITIES

Network CN Inc. was originally incorporated on September 10, 1993 in Delaware with headquarters in the Hong Kong Special Administrative Region of the People's Republic of China ("PRC" or "China"). Since August 2006, Network CN Inc., its subsidiaries and variable interest entities for which it is the primary beneficiary (collectively "NCN" or the "Company" "we", "our" or "us") has been principally engaged in the provision of out-of-home advertising in China through the operation of a network of roadside light emitting diode ("LED") digital video panels, mega-size LED digital video billboards and light boxes in major cities.

Details of the Company's principal subsidiaries and variable interest entities as of December 31, 2016 are described in Note 3 – Subsidiaries and Variable Interest Entities.

Reverse Split

On July 30, 2015, we filed a Certificate of Amendment to its Certificate of Incorporation with the Delaware Secretary of State to effect a 1-for-15 reverse stock split of the Company's outstanding common stock (the "Reverse Split") together with a reduction in the authorized common stock from 400,000,000 to 26,666,667 shares. Our common stock commenced trading on a post-split basis on August 11, 2015.

Shareholders received one new share of common stock in replacement of every fifteen shares held on April 22, 2015, the record date for the Reverse Split. The Reverse Split did not change the aggregate value of any stockholder's shares of common stock with the par value remaining at \$0.001 or any stockholder's ownership percentage of the common stock, except for minimal changes resulting from the treatment of fractional shares. We did not issue any fractional shares as a result of the Reverse Split. The number of shares issued to each stockholder was rounded up to the nearest whole number if, as a result of the Reverse Split, the number of shares owned by any stockholder would not be a whole number.

The Reverse Split proportionately reduced all issued and outstanding shares of the Company's common stock, as well as common stock underlying stock options, warrants and other common stock based equity grants outstanding and the respective exercise prices were proportionately increased in accordance with the terms of the agreements governing such securities. Shares of common stock reserved for issuance upon the conversion of the Company's convertible notes were also proportionately reduced and the respective conversion prices were proportionately increased. All share and per share amounts in the consolidated financial statements and these notes thereto have been adjusted for all periods presented to give effect to the Reverse Split.

Going Concern

The Company has experienced recurring net losses of \$938,159 and \$836,776 for the years ended December 31, 2016 and 2015 respectively. Additionally, the Company has net cash used in operating activities of \$139,775 and \$409,817 for the years ended December 31, 2016 and 2015 respectively. As of December 31, 2016 and 2015, the Company has stockholders' deficit of \$10,664,416 and \$9,746,050, respectively. These factors raise substantial doubt about the Company's ability to continue as a going concern. The Company's plans regarding those concerns are addressed in the following paragraph. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

In response to current financial conditions, the Company has undergone a drastic cost-cutting exercise, including reduction of the Company's workforce, office rentals and other general and administrative expenses. The Company has actively explored new prominent media projects in order to provide a wider range of media and advertising services and improve our financial performance. If the project can start to operate, the Company expects that the project will improve the Company's future financial performance. The Company expects that the new project can generate positive cashflow.

The existing cash and cash equivalents together with highly liquid current assets are insufficient to fund the Company's operations for the next twelve months. The Company will need to rely upon some combination of cash generated from the Company's operations, the proceeds from the potential exercise of the outstanding option held by Keywin Holdings Limited ("Keywin") to purchase \$2 million in shares of the Company's common stock, or proceeds from the issuance of the Company's equity and debt securities as well as the exercise of the conversion option by the Company's note holders to convert the notes to the Company's common stock, in order to maintain the Company's operations. Based on the Company's best estimates, the Company believes that there are sufficient financial resources to meet the cash requirements for the coming twelve months and the consolidated financial statements have been prepared on a going concern basis. However, there can be no assurance the Company will be able to continue as a going concern.

F-7

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Table of Contents

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(A) Basis of Presentation and Preparation

These consolidated financial statements of the Company have been prepared in conformity with generally accepted accounting principles in the United States of America (“GAAP”).

These consolidated financial statements were prepared on a going concern basis. The Company has determined that the going concern basis of preparation is appropriate based on its estimates and judgments of future performance of the Company, future events and projected cash flows. At each balance sheet date, the Company evaluates its estimates and judgments as part of its going concern assessment. Based on its assessment, the Company believes there are sufficient financial and cash resources to finance the Company as a going concern in the next twelve months. Accordingly, management has prepared the financial statements on a going concern basis.

(B) Principles of Consolidation

The consolidated financial statements include the financial statements of Network CN Inc., its subsidiaries and variable interest entities for which it is the primary beneficiary. These variable interest entities are those in which the Company, through contractual arrangements, bears the risks and enjoys the rewards normally associated with ownership of the entities. Upon making this determination, the Company is deemed to be the primary beneficiary of these entities, which are then required to be consolidated for financial reporting purpose. All significant intercompany transactions and balances have been eliminated upon consolidation.

(C) Use of Estimates

In preparing consolidated financial statements in conformity with GAAP, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates. Differences from those estimates are reported in the period they become known and are disclosed to the extent they are material to the consolidated financial statements taken as a whole.

(D) Cash and Cash Equivalents

Cash includes cash on hand, cash accounts, and interest bearing savings accounts placed with banks and financial institutions. For the purposes of the statements of cash flow, the Company considers all highly liquid investments with original maturities of three months or less at the time of purchase to be cash equivalents.

(E) Equipment, Net

Equipment is stated at cost less accumulated depreciation and impairment losses, if any. Depreciation is provided on a straight-line basis, less estimated residual values over the assets’ estimated useful lives. The estimated useful lives are as follows:

|                         |                                |
|-------------------------|--------------------------------|
| Media display equipment | 5 - 7 years                    |
| Office equipment        | 3 - 5 years                    |
| Furniture and fixtures  | 3 - 5 years                    |
| Motor vehicles          | 5 years                        |
| Leasehold improvements  | Over the unexpired lease terms |

When equipment is retired or otherwise disposed of, the related cost, accumulated depreciation and provision for impairment loss, if any, are removed from the respective accounts, and any gain or loss is reflected in the consolidated statements of operations. Repairs and maintenance costs on equipment are expensed as incurred.

(F) Impairment of Long-Lived Assets

Long-lived assets, such as equipment, are reviewed for impairment whenever events or changes in circumstance indicate that the carrying amount of the assets may not be recoverable. An impairment loss is recognized when the carrying amount of a long-lived asset exceeds the sum of the undiscounted cash flows expected to be generated from the asset's use and eventual disposition. An impairment loss is measured as the amount by which the carrying amount exceeds the fair value of the asset calculated using a discounted cash flow analysis.

(G) Deferred Charges, Net

Deferred charges are fees and expenses directly related to the issuance of convertible promissory notes, including placement agents' fees. Deferred charges are capitalized and amortized over the life of the convertible promissory notes using the effective interest method. Amortization of deferred charges is included in amortization of deferred charges and debt discount on the consolidated statements of operations while the unamortized balance is included in deferred charges on the consolidated balance sheets. All the costs expected to be amortized more than twelve months after the consolidated balance sheet date are classified as non-current assets.

F-8

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Table of Contents

(H) Convertible Promissory Notes and Warrants

1) Debt Restructuring and Issuance of 1% Convertible Promissory Note

On April 2, 2009, the Company issued 1% unsecured senior convertible promissory notes to the previous 3% convertible promissory note holders who agreed to cancel these 3% convertible promissory notes in the principal amount of \$5,000,000 (including all accrued and unpaid interest thereon), and all of the warrants, in exchange for the 1% unsecured senior convertible promissory notes in the principal amount of \$5,000,000. The 1% convertible promissory notes bore interest at 1% per annum, payable semi-annually in arrears, matured on April 1, 2012, and were convertible at any time into shares of the Company's common stock at a fixed conversion price of \$1.7445 per share, subject to customary anti-dilution adjustments. Pursuant to ASC Topic 470, Debt, the Company determined that the original convertible notes and the 1% convertible notes were with substantially different terms and hence the exchange was recorded as an extinguishment of original notes and issuance of new notes.

The Company determined the 1% convertible promissory notes to be conventional convertible instruments under ASC Topic 815, Derivatives and Hedging. Its embedded conversion option qualified for equity classification. The embedded beneficial conversion feature was recognized and measured by allocating a portion of the proceeds equal to the intrinsic value of that feature to additional paid-in capital. The debt discount resulting from the allocation of proceeds to the beneficial conversion feature is amortized over the term of the 1% convertible promissory notes from the respective dates of issuance using the effective interest method.

2) Extension of 1% Convertible Promissory Note

The 1% convertible promissory notes matured on April 1, 2012 and on the same date, the Company and the note holders agreed to the following: 1) extension of the maturity date of the 1% convertible promissory notes for a period of two years and 2) modification of the 1% convertible promissory notes to be convertible at any time into shares of the Company's common stock at a conversion price of \$1.3956 per share, subject to customary anti-dilution adjustments. In all other respects not specifically mentioned, the terms of the 1% convertible promissory notes remain the same and are fully enforceable in accordance with their terms. Subsequently, the Company issued to the note holders new 1% convertible promissory notes with a maturity date of April 1, 2014. Pursuant to ASC Topic 470, the Company determined that the modification is substantially different and hence the modification was recorded as an extinguishment of notes and issuance of new notes. The Company allocated the amount of the reacquisition price to the repurchased beneficial conversion feature using the intrinsic value of that conversion feature at the extinguishment date and the residual amount was allocated to the convertible security. Thus, the Company recorded a gain on extinguishment of debt. The 1% Convertible Promissory Notes were scheduled to mature on April 1, 2014 and on March 12, 2014, the Company and the respective holders agreed to extend the maturity date of the 1% Convertible Promissory Notes for a period of two years. In all other respects not specifically mentioned, the terms of the 1% Convertible Promissory Notes shall remain the same and shall be fully enforceable in accordance with its terms. Subsequently, the Company issued to the note holders new 1% convertible promissory notes which was matured on April 1, 2016. The Company allocated the amount of the reacquisition price to the repurchased beneficial conversion feature using the intrinsic value of that conversion feature at the extinguishment date and the residual amount was allocated to the convertible security. Thus, the Company recorded no gain or loss on extinguishment of debt.

The Company determined the modified new 1% convertible promissory notes to be conventional convertible instruments under ASC Topic 815. Its embedded conversion option qualified for equity classification. The embedded beneficial conversion feature was recognized and measured by allocating a portion of the proceeds equal to the intrinsic value of that feature to additional paid-in capital. The debt discount resulting from the allocation of proceeds to the beneficial conversion feature is amortized over the term of the new 1% convertible promissory notes from the respective dates of issuance using the effective interest method.

On April 29, 2016, the Company received a reservation of rights letter from the note holders to reserves all of its powers, rights and privileges.

(I) Revenue Recognition

The Company recognizes revenue in the period when advertisements are either aired or published.

(J) Stock-based Compensation

The Company complies with ASC Topic 718, Compensation – Stock Compensation, using a modified prospective application transition method, which establishes accounting for stock-based awards in exchange for employee services. Under this application, the Company is required to record stock-based compensation expense for all awards granted. It requires that stock-based compensation cost is measured at grant date, based on the fair value of the award, and recognized as expense over the requisite services period.

F-9

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## Table of Contents

Common stock, stock options and warrants issued to other than employees or directors in exchange for services are recorded on the basis of their fair value. In accordance with ASC Topic 505, Equity, the non-employee stock options or warrants are measured at their fair value by using the Black-Scholes option pricing model as of the earlier of the date at which a commitment for performance to earn the equity instruments is reached (“performance commitment date”) or the date at which performance is complete (“performance completion date”). The stock-based compensation expenses are recognized on a straight-line basis over the shorter of the period over which services are to be received or the vesting period. Accounting for non-employee stock options or warrants which involve only performance conditions when no performance commitment date or performance completion date has occurred as of reporting date requires measurement at the equity instruments then-current fair value. Any subsequent changes in the market value of the underlying common stock are reflected in the expense recorded in the subsequent period in which that change occurs.

### (K) Income Taxes

The Company accounts for income taxes under ASC Topic 740, Income Tax. Deferred tax assets and liabilities are provided for the future tax effects attributable to temporary differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases, and for the expected future tax benefits from items including tax loss carry forwards.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or reversed. The expense or benefit related to adjusting deferred tax assets and liabilities as a result of a change in tax rates is recognized in income or loss in the period that includes the enactment date.

### (L) Comprehensive Income (Loss)

The Company follows ASC Topic 220, Comprehensive Income, for the reporting and display of its comprehensive income (loss) and related components in the financial statements and thereby reports a measure of all changes in equity of an enterprise that results from transactions and economic events other than transactions with the shareholders. Items of comprehensive income (loss) are reported in both the consolidated statements of operations and comprehensive loss and the consolidated statement of stockholders’ deficit.

### (M) Earnings (Loss) Per Common Share

Basic earnings (loss) per common share are computed in accordance with ASC Topic 260, Earning per Share, by dividing the net income (loss) attributable to holders of common stock by the weighted average number of shares of common stock outstanding during the period. Diluted earnings (loss) per common share is computed by dividing net income (loss) by the weighted average number of common shares including the dilutive effect of common share equivalents then outstanding.

The diluted net loss per common share is the same as the basic net loss per share for the years ended December 31, 2016, 2015 and 2014 as all potential common shares including stock options and warrants are anti-dilutive and are therefore excluded from the computation of diluted net loss per share.

### (O) Operating Leases

Leases where substantially all the rewards and risks of ownership of assets remain with the leasing company are accounted for as operating leases. Payments made under operating leases are charged to the consolidated statements of operations on a straight-line basis over the lease period.



(P) Capital Leases

Leases are classified as capital leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to lessee. Assets held under capital leases are initially recognized as assets at their fair value or, if lower, the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The interest elements of the finance cost are charged to the consolidated statements of operations over the lease period so as to produce a constant rate of interest on the remaining balance of the liability for each period. The equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

(Q) Foreign Currency Translation

The assets and liabilities of the Company's subsidiaries and variable interest entities denominated in currencies other than U.S. dollars are translated into U.S. dollars using the applicable exchange rates at the balance sheet date. For consolidated statements of operations' items, amounts denominated in currencies other than U.S. dollars were translated into U.S. dollars using the average exchange rate during the year. Equity accounts were translated at their historical exchange rates. Net gains and losses resulting from translation of foreign currency financial statements are included in the statements of stockholders' equity/(deficit) as accumulated other comprehensive income (loss). Foreign currency transaction gains and losses are reflected in the consolidated statements of operations.

F-10

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## Table of Contents

### (R) Fair Value of Financial Instruments

ASC Topic 820, Fair Value Measurements and Disclosure, defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability.

It establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. It establishes three levels of inputs that may be used to measure fair value:

Level 1 - Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 - Level 2 applies to assets or liabilities for which there are inputs other than quoted prices included within Level 1 that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3 - Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The carrying value of the Company's financial instruments, which consist of cash, prepaid expenses and other current assets, accounts payable, accrued expenses and other payables, approximates fair value due to the short-term maturities.

The carrying value of the Company's financial instruments related to warrants associated with convertible promissory notes is stated at a value being equal to the allocated proceeds of convertible promissory notes based on the relative fair value of notes and warrants. In the measurement of the fair value of these instruments, the Black-Scholes option pricing model is utilized, which is consistent with the Company's historical valuation techniques. These derived fair value estimates are significantly affected by the assumptions used. As the allocated value of the financial instruments related to warrants associated with convertible promissory notes is recorded in additional paid-in capital, the financial instruments related to warrants were not required to mark to market as of each subsequent reporting period.

### (S) Segmental Reporting

ASC Topic 280 establishes standards for reporting information about operating segments on a basis consistent with the Company's internal organization structure as well as information about geographical areas, business segments and major customers in financial statements. The Company's operating segments are organized internally primarily by the type of services rendered. Accordingly, it is management's view that the services rendered by the Company are of one operating segment: Media Network.

### (T) Recent Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09 "Revenue from Contracts with Customers" in order to ensure that revenue recognition requirements are the same under both US GAAP and International Financial Reporting Standards

("IFRS"). ASU 2014-09 removes inconsistencies and provides a more robust framework for addressing revenue issues. ASU 2014-09 was effective for reporting periods and interim periods beginning on or after December 15, 2016. In August 2015, the FASB issued ASU 2015-14 "Deferral of the Effective Date" to delay the implementation of ASU 2014-09 by one year, in response to feedback from preparers, practitioners and users of financial statements. Accordingly, ASU 2014-09 is now effective for reporting periods and interim periods beginning on or after December 15, 2017. Early adoption is permitted for reporting and interim periods beginning on or after December 15, 2016. The Company is currently assessing the impact of ASU 2014-09 on its consolidated financial position, results of operations and cash flows.

In January 2016, the FASB issued ASU 2016-01 "Recognition and Measurement of Financial Assets and Financial Liabilities" to enhance the reporting model for financial instruments to provide users of financial statements with more decision-useful information. ASU 2016-01 particularly relates to the fair value and impairment of equity investments, financial instruments measured at amortized cost, and the use of the exit price notion when measuring the fair value of financial instruments for disclosure purposes. ASU 2016-01 is effective for fiscal years and interim periods beginning after December 15, 2017. Early adoption is only permitted for certain particular amendments within ASU 2016-01, where financial statements have not yet been issued. The Company is currently assessing the impact of ASU 2016-01 on its consolidated financial position, results of operations and cash flows.

## Table of Contents

In February 2016, the FASB issued ASU 2016-02 "Leases" to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. ASU 2016-02 creates a new Accounting Standards Codification Topic 842 "Leases" to replace the previous Topic 840 "Leases." ASU 2016-02 affects both lessees and lessors, although for the latter the provisions are similar to the previous model, but updated to align with certain changes to the lessee model and also the new revenue recognition provisions contained in ASU 2014-09 (see above). ASU 2016-02 is effective for fiscal years and interim periods beginning after December 15, 2018. Early adoption is permitted. The Company is currently assessing the impact of ASU 2016-02 on its consolidated financial position, results of operations and cash flows.

In March 2016, the FASB issued ASU 2016-07 "Investments - Equity Method and Joint Ventures" to simplify the transition to the equity method of accounting. ASU 2016-07 eliminates the requirement that when an investment qualifies for the use of the equity method as a result of an increase in the level of ownership, the investor must adjust the investment, results of operations and retained earnings retrospectively as if the equity method had been in effect during all previous periods in which the investment had been held. ASU 2016-07 is effective for fiscal years and interim periods beginning after December 15, 2016. Early adoption is permitted. The Company is currently assessing the impact of ASU 2016-07 on its consolidated financial position, results of operations and cash flows.

In March 2016, the FASB issued ASU 2016-09 "Compensation - Stock Compensation" to introduce improvements to employee share-based payment accounting. ASU 2016-09 simplifies several aspects of the accounting for share-based payment award transactions, including the income tax consequences, the classification of awards as either equity or liabilities and the classification on the statement of cash flows. ASU 2016-09 is effective for fiscal years and interim periods beginning after December 15, 2016. Early adoption is permitted. The Company is currently assessing the impact of ASU 2016-09 on its consolidated financial position, results of operations and cash flows.

In June 2016, the FASB issued ASU 2016-13 "Financial Instruments - Credit Losses" to introduce new guidance for the accounting for credit losses on instruments within its scope. ASU 2016-13 requires among other things, the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable supportable forecasts. Many of the loss estimation techniques applied today will still be permitted, although the inputs to those techniques will change to reflect the full amount of expected credit losses. In addition, the ASU 2016-13 amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. ASU 2016-13 is effective for fiscal years and interim periods beginning after December 15, 2019. Early adoption is permitted. The Company is currently assessing the impact of ASU 2016-13 on its consolidated financial position, results of operations and cash flows.

In August 2016, the FASB issued ASU 2016-15 "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments", to address diversity in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. It addresses the following eight specific cash flow issues: debt prepayment or debt extinguishment costs; settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing; contingent consideration payments made after a business combination; proceeds from the settlement of insurance claims; proceeds from the settlement of corporate-owned life insurance policies (COLIs) (including bank-owned life insurance policies (BOLIs)); distributions received from equity method investees; beneficial interests in securitization transactions; and separately identifiable cash flows and application of the predominance principle. The amendments are effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years with early adoption permitted. The amendments should be applied using a retrospective transition method to each period presented. If it is impracticable to apply the amendments retrospectively for some of the issues, the amendments for those issues would be applied prospectively as of the earliest date practicable. The Company is currently assessing the impact of ASU 2016-15 on its statement of consolidated cash flows.

In October 2016, the FASB issued ASU 2016-17 "Consolidation (Topic 810): Interests held through Related Parties that are under Common Control", to amend the consolidation guidance on how a reporting entity that is the single decision maker of a variable interest entity (VIE) should treat indirect interests in the entity held through related parties that are under common control with the reporting entity when determining whether it is the primary beneficiary of that VIE. The amendments are effective for fiscal years and interim periods beginning after December 15, 2016. Early adoption is permitted. The Company is currently assessing the impact of ASU 2016-17 on its consolidated financial position, results of operations and cash flows.

F-12

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Table of Contents

## NOTE 3 SUBSIDIARIES AND VARIABLE INTEREST ENTITIES

Details of the Company's principal consolidated subsidiaries and variable interest entities as of December 31, 2016 were as follows:

| Name  | Place of Incorporation | Ownership/Control interest attributable to the Company | Principal activities                                |
|---|------------------------|--|---|
| NCN Group Limited   | BVI                    | 100%   | Investment holding                                  |
| NCN Media Services Limited                                  | BVI                    | 100%   | Investment holding                                  |
| Business Boom Investments Limited                           | BVI                    | 100%   | Investment holding                                  |
| Cityhorizon Limited   | Hong Kong              | 100%   | Investment holding                                  |
| NCN Group Management Limited                                | Hong Kong              | 100%   | Provision of administrative and management services |
| Crown Eagle Investment Limited                              | Hong Kong              | 100%   | Dormant   |
| Crown Winner International Limited                          | Hong Kong              | 100%   | Investment holding                                  |
| NCN Group (HK) Limited                                      | Hong Kong              | 100%   | Dormant   |
| NCN Huamin Management Consultancy (Beijing) Company Limited | PRC                    | 100%   | Dormant   |
| Huizhong Lianhe Media Technology Co., Ltd.                  | PRC                    | 100%   | Dormant   |
| Beijing Huizhong Bona Media Advertising Co., Ltd.           | PRC                    | 100% (1)   | Dormant   |
| Xingpin Shanghai Advertising Limited                        | PRC                    | 100% (1)   | Dormant   |
| Chuanghua Shanghai Advertising Limited                      | PRC                    | 100%   | Dormant   |
| Jiahe Shanghai Advertising Limited                          | PRC                    | 100%   | Dormant   |

Remarks:

1) Variable interest entity which the Company exerted 100% control through a set of commercial arrangements.

## NOTE 4 PREPAID EXPENSES AND OTHER CURRENT ASSETS, NET

Prepaid expenses and other current assets, net as of December 31, 2016 and 2015 were as follows:

|                                    | 2016      | 2015      |
|------------------------------------|-----------|-----------|
| Prepaid expenses                   | \$101,627 | \$100,955 |
| Rental and other deposits          | 202       | 202       |
| Sub-total                          | 101,829   | 101,157   |
| Less: allowance for doubtful debts | -         | -         |
| Total                              | \$101,829 | \$101,157 |

For the years ended December 31, 2016 and 2015, the Company recorded no allowance for doubtful debt for prepaid expenses and other current assets.

## NOTE 5 EQUIPMENT, NET

Equipment, net as of December 31, 2016 and 2015 consisted of the following:

|                  | 2016     | 2015     |
|------------------|----------|----------|
| Office equipment | \$14,049 | \$14,049 |
| Motor vehicle    | -        | 57,692   |

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|                                |          |          |
|--------------------------------|----------|----------|
| Sub-Total                      | 14,049   | 71,741   |
| Less: accumulated depreciation | (13,153) | (55,098) |
| Total                          | \$896    | \$16,643 |

Depreciation expenses for the years ended December 31, 2016 and 2015 amounted to \$11,901 and \$15,975 respectively. During the year ended December 31, 2016, the Company disposed the motor vehicle at consideration of \$3,846 with no gain or loss on the disposal.

#### Provision for impairment

As the Company has continued to record net losses, it performed an impairment review of its equipment. The Company compared the carrying value of its equipment to the sum of the undiscounted cash flows expected to be generated. For those assets with carrying values exceeding projected undiscounted cash flows, the Company determined their fair values using a discounted cash flow analysis. Accordingly, the Company recorded no impairment loss for the years ended December 31, 2016 and 2015.

#### Pledge of Equipment

No equipment has been pledged by the Company.

F-13

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Table of Contents

## NOTE 6 ACCOUNTS PAYABLE, ACCRUED EXPENSES AND OTHER PAYABLES

Accounts payable, accrued expenses and other payables as of December 31, 2016 and 2015 consisted of the following:

|   | 2016        | 2015        |
|---|-------------|-------------|
| Accrued staff benefits and related fees | \$1,461,237 | \$1,241,765 |
| Accrued professional fees               | 166,382     | 149,508     |
| Accrued interest expenses               | 1,391,699   | 878,275     |
| Other accrued expenses                  | 89,652      | 74,117      |
| Short-term loans 1)                     | 2,656,852   | 2,501,389   |
| Other payables                          | 9,831       | 7,982       |
| Total                                   | \$5,775,653 | \$4,853,036 |

1) As of December 31, 2016, the Company recorded an aggregated amount of \$2,656,852 of short-term loans. Those loans were borrowed from an unrelated individual. Those loans are unsecured, bear a monthly interest of 1.5% and shall be repayable in one month. However, according to the agreement, the Company shall have the option to shorten or extend the life of those short-term loans if the need arises and the Company has agreed with the lender to extend the short-term loans on due date. As of the date of this report, those loans have not yet been repaid.

The interest expenses of the short-term loans for the years ended December 31, 2016 and 2015 amounted to \$463,424 and \$419,801, respectively.

## NOTE 7 CONVERTIBLE PROMISSORY NOTES AND WARRANTS

## (1) Debt Restructuring and Issuance of 1% Convertible Promissory Notes

On November 19, 2007, the Company entered into a Note and Warrant Purchase Agreement, as amended (the "Purchase Agreement") with Shanghai Quo Advertising Co. Ltd and affiliated investment funds of Och-Ziff Capital Management Group (the "Investors") pursuant to which it agreed to issue in three tranches, 3% Senior Secured Convertible Promissory Notes due June 30, 2011, in the aggregate principal amount of up to \$50,000,000 (the "3% Convertible Promissory Notes") and warrants to acquire an aggregate amount of 457,143 shares of the Company's Common Stock (the "Warrants"). Between November 19 - 28, 2007, the Company issued 3% Convertible Promissory Notes in the aggregate principal amount of \$15,000,000, Warrants to purchase shares of the Company's common stock at \$187.5 per share and Warrants to purchase shares of the Company's common stock at \$262.5 per share. On January 31, 2008, the Company amended and restated the previously issued 3% Convertible Promissory Notes and issued to the Investors 3% Convertible Promissory Notes in the aggregate principal amount of \$50,000,000 (the "Amended and Restated Notes"), Warrants to purchase shares of the Company's common stock at \$187.5 per share and Warrants to purchase shares of the Company's common stock at \$262.5 per share. In connection with the Amended and Restated Notes, the Company entered into a Security Agreement, dated as of January 31, 2008 (the "Security Agreement"), pursuant to which the Company granted to the collateral agent for the benefit of the Investors, a first-priority security interest in certain of the Company's assets, and 66% of the equity interest in the Company.

On April 2, 2009, the Company entered into a new financing arrangement with the previous holders of the Amended and Restated Notes (the "Note Holders"), and Keywin.

Pursuant to a note exchange and option agreement, dated April 2, 2009 (the "Note Exchange and Option Agreement"), between the Company and Keywin, Keywin exchanged its Amended and Restated Note in the principal amount of \$45,000,000, and all accrued and unpaid interest thereon, for 4,093,806 shares of the Company's common stock and an option to purchase an aggregate of 1,637,522 shares of the Company's common stock, for an aggregate purchase price



of \$2,000,000 (the “Keywin Option”). The Keywin Option was originally exercisable for a three-month period which commenced on April 2, 2009, but pursuant to several subsequent amendments, the exercise period has been extended to one hundred and five-month period ending on January 1, 2018, subject to the Company’s right to unilaterally terminate the exercise period upon 30 days’ written notice. As of December 31, 2016, the Keywin Option has not been exercised.

Pursuant to a note exchange agreement, dated April 2, 2009, among the Company and the Note Holders, the parties agreed to cancel their Amended and Restated Notes in the principal amount of \$5,000,000 (including all accrued and unpaid interest thereon), and all of the warrants, in exchange for the Company’s issuance of the 1% unsecured senior convertible promissory notes due 2012 in the principal amount of \$5,000,000 (the “1% Convertible Promissory Notes”). The 1% Convertible Promissory Notes bear interest at 1% per annum, are payable semi-annually in arrears, mature on April 1, 2012, and are convertible at any time by the holder into shares of the Company’s common stock at an initial conversion price of \$1.7445 per share, subject to customary anti-dilution adjustments. In addition, in the event of a default, the holders will have the right to redeem the 1% Convertible Promissory Notes at 110% of the principal amount, plus any accrued and unpaid interest. The parties also agreed to terminate the Security Agreement and release all security interests arising out of the Purchase Agreement and the Amended and Restated Notes.

2) Extension of 1% Convertible Promissory Notes and Issuance of New 1% Convertible Promissory Notes in 2012

Table of Contents

The 1% Convertible Promissory Notes matured on April 1, 2012 and on the same date, the Company and the Note Holders agreed to the following: (1) extension of the maturity date of the 1% Convertible Promissory Notes for a period of two years and (2) modification of the 1% Convertible Promissory Notes to be convertible at any time into shares of the Company's common stock at a conversion price of \$1.3956 per share, subject to customary anti-dilution adjustments. In all other respects not specifically mentioned, the terms of the 1% Convertible Promissory Notes shall remain the same and shall be fully enforceable in accordance with its terms. Subsequently, the Company issued new 1% convertible promissory notes (the "New 1% Convertible Promissory Notes") to the Note Holders. The New 1% Convertible Promissory Notes bear interest at 1% per annum, are payable semi-annually in arrears, mature on April 1, 2014, and are convertible at any time by the Note Holders into shares of the Company's common stock at an initial conversion price of \$1.3956 per share, subject to customary anti-dilution adjustments. In addition, in the event of a default, the Note Holders will have the right to redeem the New 1% Convertible Promissory Notes at 110% of the principal amount, plus any accrued and unpaid interest.

## Gain on extinguishment of debt

Pursuant to ASC Topic 470-20-40-3, the Company allocated the amount of the reacquisition price to the repurchased beneficial conversion feature using the intrinsic value of that conversion feature at the extinguishment date and the residual amount was allocated to the convertible security. Thus, the Company recognized a gain on extinguishment of debt of \$1,877,594 at the date of extinguishment and included in the statements of operations for the year ended December 31, 2012.

## 3) Extension of 1% Convertible Promissory Notes and Issuance of New 1% Convertible Promissory Notes in 2014

The 1% Convertible Promissory Notes matured on April 1, 2014 and on March 12, 2014, the Company and the respective holders agreed to extend the maturity date of the 1% Convertible Promissory Notes for a period of two years until April 1, 2016. In all other respects not specifically mentioned, the terms of the 1% Convertible Promissory Notes shall remain the same and shall be fully enforceable in accordance with its terms. On April 29, 2016, the Company received a reservation of rights letter from the note holders to reserves all of its powers, rights and privileges.

Pursuant to ASC Topic 470-50 and ASC Topic 470-50-40, the Company determined that the original convertible notes and the modified convertible notes had substantially different terms and hence the fair value of the embedded beneficial conversion feature of the modified convertible notes, which would be recognized and measured by allocating a portion of the proceeds equal to the intrinsic value of that feature to additional paid-in capital and any debt discount will be amortized over the term of the modified convertible notes from the effective date of the new agreement using the effective interest method. As of April 1, 2014, the Company determined the fair value of the embedded beneficial conversion feature of the modified convertible notes is \$nil.

## 4) No extension of 1% Convertible Promissory Notes at the maturity date on April 1, 2016

On April 29, 2016, the Company received a reservation of rights letter from the note holders to reserves all of its powers, rights and privileges.

The following table details the accounting treatment of the convertible promissory notes:

|  | New 1%<br>Convertible<br>Promissory | New 1%<br>Convertible<br>Promissory | Total |
|--|-------------------------------------|-------------------------------------|-------|
|--|-------------------------------------|-------------------------------------|-------|

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|   | Notes, due in<br>2014 | Notes, due in<br>2016 |              |
|---|-----------------------|-----------------------|--------------|
| Proceeds of new 1% convertible promissory notes   | \$ 5,000,000          | \$ -                  | \$ 5,000,000 |
| Allocated intrinsic value of beneficial conversion feature                                      | (3,598,452            | ) -                   | (3,598,452)  |
| Amortization of debt discount for the year ended December<br>31, 2012                           | 800,249               | -                     | 800,249      |
| Net carrying value of convertible promissory notes as of<br>December<br>31, 2012                | 2,201,797             | -                     | 2,201,797    |
| Amortization of debt discount for the year ended December<br>31, 2013                           | 1,862,615             | -                     | 1,862,615    |
| Net carrying value of convertible promissory notes as of<br>December<br>31, 2013                | 4,064,412             | -                     | 4,064,412    |
| Amortization of debt discount for the year ended December<br>31, 2014                           | 935,588               | -                     | 935,588      |
| Repayment of 1% convertible promissory note   | (5,000,000            | ) -                   | (5,000,000)  |
| Proceeds of new 1% convertible promissory notes   | -                     | 5,000,000             | 5,000,000    |
| Allocated intrinsic value of beneficial conversion feature                                      | -                     | -                     | -            |
| Net carrying value of convertible promissory notes as of<br>December<br>31, 2014, 2015 and 2016 | \$ -                  | \$ 5,000,000          | \$ 5,000,000 |

F-15

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Table of Contents

## Amortization of Deferred Charges and Debt Discount

The amortization of deferred charges and debt discount for the year ended December 31, 2016 and 2015 was as follows:

|  | Warrants | Conversion<br>Features | Deferred<br>Charges | Total |
|--|----------|------------------------|---------------------|-------|
| New 1% convertible promissory notes, due in 2016 | \$ -     | \$ -                   | \$ -                | \$ -  |
| New 1% convertible promissory notes, due in 2014 | -        | -                      | -                   | -     |
| Total  | \$ -     | \$ -                   | \$ -                | \$ -  |

## Interest Expense

The following table details the interest expenses:

|  | Years Ended December 31, |           |
|--|--------------------------|-----------|
|  | 2016                     | 2015      |
| New 1% convertible promissory notes, due in 2016 | \$ 50,000                | \$ 50,000 |
| New 1% convertible promissory notes, due in 2014 | -                        | -         |
| Total  | \$ 50,000                | \$ 50,000 |

## NOTE 8 COMMITMENTS AND CONTINGENCIES

## Contingencies

The Company accounts for loss contingencies in accordance with ASC Topic 450 and other related guidelines. As of December 31, 2016, the Company's management is of the opinion that there are no commitments and contingencies to account for.

## NOTE 9 STOCKHOLDERS' DEFICIT

## (A) Stock, Options and Warrants Issued for Services

- In February 2015, the Company agreed to issue an aggregate of 56,250 shares of common stock to the independent director, Charles Liu as director's fee from November 16, 2011 to June 30, 2014.
- In February 2015, the Board of Director granted an aggregate of 39,999 shares of common stock to the directors of the Company for their services rendered during the year from July 1, 2014 to June 30, 2015. Each director was granted shares of the Company's common stock subject to a vesting period of twelve months in the following amounts: Earnest Leung, 13,333 shares; Wong Wing Kong, 13,333 shares; and Shirley Cheng, 13,333 shares. In connection with these stock grants and in accordance with ASC Topic 718, the Company recognized \$nil and \$27,309 of non-cash stock-based compensation included in general and administrative expenses on the consolidated statements of operations for the year ended December 31, 2016 and 2015.
- In April 2015, the Company entered into a consultancy agreement with a consultant. Pursuant to the agreement, the consultant was granted 266,667 shares for his services rendered. In April 2015, the Company issued 266,667 shares of par value of \$0.001 each to the consultant. In connection with this stock grants and in accordance with ASC Topic 718, the Company recognized \$nil and \$324,000 of non-cash stock-based compensation included in general and administrative expenses on the consolidated statements of operations for the year ended December 31, 2016 and 2015.

4. In August 2015, the Board of Directors granted an aggregate of 53,332 shares of common stock to the directors of the Company for their services rendered during the year from July 1, 2015 to June 30, 2016. Each director was granted shares of the Company's common stock subject to a vesting period of twelve months in the following amounts: Earnest Leung, 13,333 shares; Wong Wing Kong, 13,333 shares; Frederick Wong, 13,333 shares and Shirley Cheng, 13,333 shares. In connection with these stock grants and in accordance with ASC Topic 718, the Company recognized \$20,000 and \$20,000 of non-cash stock-based compensation included in general and administrative expenses on the consolidated statements of operations for the year ended December 31, 2016 and 2015.

(B) Restriction on payment of dividends

The Company has not declared any dividends since incorporation. For instance, the terms of the outstanding promissory notes issued to affiliated funds of Och-Ziff on April 2, 2014 contain restrictions on the payment of dividends. The dividend restrictions provide that the Company or any of its subsidiaries shall not declare or pay dividends or other distributions in respect of the equity securities of such entity other than dividends or distributions of cash which amounts during any 12-month period that exceed ten percent (10%) of the consolidated net income of the Company based on the Company's most recent audited financial statements disclosed in the Company's annual report on Form 10-K (or equivalent form) filed with the U.S. Securities and Exchange Commission.

F-16

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Table of Contents

## NOTE 10 RELATED PARTY TRANSACTIONS

Except as set forth below, during the years ended December 31, 2016, 2015 and 2014, the Company did not enter into any material transactions or series of transactions that would be considered material in which any officer, director or beneficial owner of 5% or more of any class of the Company's capital stock, or any immediate family member of any of the preceding persons, had a direct or indirect material interest.

In April 2009, in connection with debt restructuring, Statezone Ltd. of which Dr. Earnest Leung, the Company's Chief Executive Officer and a Director (being appointed on July 15, 2009 and May 11, 2009, respectively) was the sole director, provided agency and financial advisory services to the Company. Accordingly, the Company paid an aggregate service fee of \$350,000, of which \$250,000 has been recorded as issuance costs for 1% Convertible Promissory Notes and \$100,000 has been recorded as prepaid expenses and other current assets, net since April 2009. Such \$100,000 is refundable unless the Keywin Option is exercised and completed. As of December 31, 2016, \$100,000 was recorded as prepaid expenses and other current assets.

On July 1, 2009, the Company and Keywin, of which the Company's chief executive officer and director is the director and his spouse is the sole shareholder, entered into an Amendment, pursuant to which the Company agreed to extend the exercise period for the Keywin Option under the Note Exchange and Option Agreement between the Company and Keywin, to purchase an aggregate of 1,637,522 shares of our common stock for an aggregate purchase price of \$2,000,000, from a three-month period ended on July 1, 2009, to a six-month period ended October 1, 2009. The exercise period for the Keywin option was subsequently further extended to a nine-month period ended January 1, 2010, pursuant to the Second Amendment. On January 1, 2010, the Company and Keywin entered into the third Amendment, pursuant to which the Company agreed to further extend the exercise period to an eighteen-month period ended on October 1, 2010, and provide the Company with the right to unilaterally terminate the exercise period upon 30 days' written notice. On September 30, 2010, the exercise price was extended at various times from September 1, 2010 to December 31, 2015, the latest exercise period for the Keywin Option was further extended to a hundred and five-month period ending on January 1, 2018 and the exercise price changed to \$0.99.

## NOTE 11 NET LOSS PER COMMON SHARE

Net loss per share information for the years ended December 31, 2016 and 2015 was as follows:

|  | 2016         | 2015         |
|--|--------------|--------------|
| Numerator:   |              |              |
| Net loss attributable to NCN common stockholders       | \$(938,159 ) | \$(836,776 ) |
| Denominator :  |              |              |
| Weighted average number of shares outstanding, basic   | 8,041,995    | 8,003,289    |
| Effect of dilutive securities                          |              |              |
| Options and warrants                                   | -            | -            |
| Weighted average number of shares outstanding, diluted | 8,041,995    | 8,003,289    |
| Net loss per common share – basic and diluted          | \$(0.12 )    | \$(0.11 )    |

The diluted net loss per common share is the same as the basic net loss per common share for the years ended December 31, 2016 and 2015 as the ordinary shares issuable under stock options and warrants outstanding are anti-dilutive and are therefore excluded from the computation of diluted net loss per common share. The securities that could potentially dilute basic net loss per common share in the future that were not included in the computation of diluted net loss per common share because of anti-dilutive effect as of December 31, 2016 and 2015 were summarized as follows:

|   | 2016 | 2015  |
|---|------|-------|
| Potential common equivalent shares:   |      |       |
| Stock warrants for services   |      | -     |
| Conversion feature associated with convertible promissory notes to common stock                             |      | -     |
| Common stock to be granted to directors executives and employees for services (including non-vested shares) | -    | -     |
| Common stock to be granted to consultants for services (including non-vested shares)                        | -    | 1,333 |
| Stock options granted to Keywin   | -    | -     |
| Total   |      | 1,333 |

F-17

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Table of Contents

## Remarks:

\*As of December 31, 2016, the number of potential common equivalent shares associated with warrants issued for services was nil.

+ The per share computation reflect the changes in number of shares as restated to give retroactive effective to the 1 for 15 shares reverse stock split which occurred on August 11, 2015

## NOTE 12 BUSINESS SEGMENTS FROM CONTINUING OPERATIONS

The Company operates in one single business segment: Media Network, providing out-of-home advertising services.

## NOTE 13 GAIN FROM DISPOSAL OF SUBSIDIARIES

As a part of the cost-cutting measures implemented, the Company re-assessed the commercial viability of each of the concession rights contracts and have terminated those determined as no longer commercially viable due to high annual fees. The Company's subsidiary, NCN Media Services Limited, disposed of its entire 100% equity interests of Linkrich Enterprise Advertising and Investment Limited, a Hong Kong investment holding company and Yi Gao Shanghai Advertising Limited, a PRC advertising company which has maintained minimal operation since October 2014, to an unrelated individual at \$1 consideration. Accordingly, the Company recorded a gain from disposal of subsidiaries of \$129,726 arising from disposal of subsidiaries with negative equity for the year ended December 31, 2015.

## NOTE 14 INCOME TAXES

Income is subject to taxation in various countries in which the Company and its subsidiaries operate or are incorporated. The loss before income taxes by geographical locations for the years ended December 31, 2016 and 2015 were summarized as follows:

|               | 2016      | 2015      |
|---------------|-----------|-----------|
| United States | \$177,046 | \$539,586 |
| Foreign       | 761,113   | 297,190   |
|               | \$938,159 | \$836,776 |

Income tax expenses by geographical locations for the years ended December 31, 2016 and 2015 were summarized as follows:

|               | 2016 | 2015 |
|---------------|------|------|
| Current       |      |      |
| United States | \$ - | \$ - |
| Foreign       | -    | -    |
|               | \$ - | \$ - |
| Deferred      |      |      |
| United States | \$ - | \$ - |
| Foreign       | -    | -    |
|               | \$ - | \$ - |

The reconciliation of the effective income tax of the Company to the U.S. federal statutory rate was as follows:

|                             | 2016      | 2015      |
|-----------------------------|-----------|-----------|
| Expected income tax benefit | \$318,974 | \$284,504 |



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|  |           |           |
|--|-----------|-----------|
| Operating loss carried forward   | (60,196 ) | (183,459) |
| Nondeductible income (expenses)  | -         | -         |
| Tax effect on foreign income which is not subject to U.S. federal corporate income tax rate of 34% | (258,778) | (101,045) |
|  | \$-       | \$-       |

F-18

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Table of Contents

An analysis of the Company's deferred tax liabilities and deferred tax assets as of December 31, 2016 and 2015 was as follows:

|  | 2016        | 2015        |
|--|-------------|-------------|
| Deferred tax assets:                         |             |             |
| Effect of net operating loss carried forward | \$8,577,316 | \$8,517,120 |
| Less: valuation allowance                    | (8,577,316) | (8,517,120) |
| Net deferred tax assets                      | \$-         | \$-         |

The Company provided a full valuation allowance against the deferred tax assets as of December 31, 2016 and 2015 due to the uncertainty surrounding the realizability of these benefits in future tax returns.

F-19

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