

NETWORK CN INC  
Form 10-Q  
August 14, 2017

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q  
(Mark One)

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

For the quarterly period ended: June 30, 2017

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.  
(Exact Name of Registrant as Specified in Its Charter)

|  |  |
|--|--|
| <u>Delaware</u><br>(State or other jurisdiction of incorporation<br>or organization) | <u>90-0370486</u><br>(I.R.S. Employer<br>Identification No.) |
|--|--|

21/F., One Harbour Square, 181 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong  
(Address of principal executive offices, Zip Code)

(852) 2833-2186  
(Registrant's telephone number, including area code)

\_\_\_\_\_  
(Former name, former address and former fiscal year, if changed since last report)

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

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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or, an emerging growth company. See the definitions of "large accelerated filer," "accelerated



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PART I  
FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

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NETWORK CN INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

AS AT JUNE 30, 2017 (UNAUDITED) AND DECEMBER 31, 2016(AUDITED)

|   | Note | As of June 30,<br>2017 | As of December 31,<br>2016 |
|---|------|------------------------|----------------------------|
| <b><u>ASSETS</u></b>  |      |                        |                            |
| Current Assets  |      |                        |                            |
| Cash  |      | \$6,580                | \$ 8,512                   |
| Prepaid expenses and other current assets   | 5    | 104,488                | 101,829                    |
| Total Current Assets  |      | 111,068                | 110,341                    |
| Equipment, Net  |      | 640                    | 896                        |
| TOTAL ASSETS  |      | \$ 111,708             | \$ 111,237                 |
| <b><u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u></b>   |      |                        |                            |
| Current Liabilities   |      |                        |                            |
| Accounts payable, accrued expenses and other payables   | 6    | \$6,219,788            | \$ 5,775,653               |
| 1% convertible promissory note, net   | 7    | 5,000,000              | 5,000,000                  |
| Total Current Liabilities   |      | 11,219,788             | 10,775,653                 |
| TOTAL LIABILITIES   |      | 11,219,788             | 10,775,653                 |
| COMMITMENTS AND CONTINGENCIES   | 8    |                        |                            |
| <b>STOCKHOLDERS' DEFICIT</b>  |      |                        |                            |
| Preferred stock, \$0.001 par value, 5,000,000 shares authorized   |      |                        |                            |
| None issued and outstanding   |      | -                      | -                          |
| Common stock, \$0.001 par value, 26,666,667 shares authorized   |      |                        |                            |
| Shares issued and outstanding: 8,041,995 and 8,041,995 as of June 30,<br>2017 and December 31, 2016, respectively |      | 8,042                  | 8,042                      |
| Additional paid-in capital  |      | 123,706,741            | 123,706,741                |
| Accumulated deficit   |      | (136,525,701 )         | (136,083,041 )             |
| Accumulated other comprehensive income  |      | 1,702,838              | 1,703,842                  |
| TOTAL STOCKHOLDERS' DEFICIT   | 9    | (11,108,080 )          | (10,664,416 )              |
| TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT   |      | \$ 111,708             | \$ 111,237                 |

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

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## NETWORK CN INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS  
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND 2016  
(UNAUDITED)

|  | Note   | Three Months Ended |                  | Six Months Ended |                  |
|--|--------|--------------------|------------------|------------------|------------------|
|  |        | June 30,<br>2017   | June 30,<br>2016 | June 30,<br>2017 | June 30,<br>2016 |
| <b>REVENUES</b>  |        |                    |                  |                  |                  |
| Advertising services   |        | \$-                | \$-              | \$-              | \$-              |
| <b>COST OF REVENUES</b>  |        |                    |                  |                  |                  |
| Cost of advertising services                                   |        | -                  | -                | -                | -                |
| <b>GROSS LOSS</b>  |        |                    |                  |                  |                  |
| <b>OPERATING EXPENSES</b>                                      |        |                    |                  |                  |                  |
| General and administrative                                     |        | (96,424 )          | (105,392 )       | (173,787 )       | (203,222 )       |
| Stock based compensation for services                          |        | -                  | (10,000 )        | -                | (20,000 )        |
| Total Operating Expenses                                       |        | (96,424 )          | (115,392 )       | (173,787 )       | (223,222 )       |
| <b>LOSS FROM OPERATIONS</b>                                    |        |                    |                  |                  |                  |
| <b>INTEREST AND OTHER DEBT-RELATED EXPENSES</b>                |        |                    |                  |                  |                  |
| Interest expense   | 6, 7&8 | (135,623 )         | (127,307 )       | (268,873 )       | (253,009 )       |
| Total Interest and Other Debt-Related Expenses                 |        | (135,623 )         | (127,307 )       | (268,873 )       | (253,009 )       |
| <b>NET LOSS BEFORE INCOME TAXES</b>                            |        |                    |                  |                  |                  |
| Income taxes   |        | -                  | -                | -                | -                |
| <b>NET LOSS</b>  |        |                    |                  |                  |                  |
| <b>OTHER COMPREHENSIVE LOSS</b>                                |        |                    |                  |                  |                  |
| Foreign currency translation loss                              |        | (1,085 )           | (79 )            | (1,004 )         | (35 )            |
| Total other comprehensive loss                                 |        | (1,085 )           | (79 )            | (1,004 )         | (35 )            |
| <b>COMPREHENSIVE LOSS</b>                                      |        |                    |                  |                  |                  |
| <b>NET LOSS PER COMMON SHARE – BASIC AND DILUTED</b>           |        |                    |                  |                  |                  |
|  | 12     | \$(0.0289 )        | \$(0.0302 )      | \$(0.0550 )      | \$(0.0592 )      |
| <b>WEIGHTED AVERAGE SHARES OUTSTANDING – BASIC AND DILUTED</b> |        |                    |                  |                  |                  |
|  | 12     | 8,041,995          | 8,041,881        | 8,041,995        | 8,041,881        |

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

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NETWORK CN INC.  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 FOR THE SIX MONTHS ENDED JUNE 30, 2017 AND 2016  
 (UNAUDITED)

|   | Six Months Ended |               |
|---|------------------|---------------|
|   | June 30,         |               |
|   | 2017             | June 30, 2016 |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                |                  |               |
| Net loss  | \$(442,660)      | \$ (476,231 ) |
| Adjustments to reconcile net loss to net cash used in operating activities: |                  |               |
| Depreciation and amortization:  |                  |               |
| Equipment   | 256              | 6,431         |
| Stock-based compensation for service  | -                | 20,000        |
| Changes in operating assets and liabilities:                                |                  |               |
| Prepaid expenses and other current assets, net                              | (2,659 )         | (3,043 )      |
| Accounts payable, accrued expenses and other payables                       | 347,212          | 379,498       |
| Net cash used in operating activities                                       | (97,851 )        | (73,345 )     |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                |                  |               |
| Proceeds from short-term loan   | 96,923           | 79,347        |
| Repayment of capital lease obligation                                       | -                | (6,412 )      |
| Net cash provided by financing activities                                   | 96,923           | 72,935        |
| EFFECT OF EXCHANGE RATE CHANGES ON CASH                                     | (1,004 )         | (35 )         |
| NET DECREASE IN CASH  | (1,932 )         | (445 )        |
| CASH, BEGINNING OF PERIOD   | 8,512            | 6,790         |
| CASH, END OF PERIOD   | \$6,580          | \$ 6,345      |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>                    |                  |               |
| Cash paid during the period for:  |                  |               |
| Income taxes  | \$-              | \$ -          |
| Interest paid   | \$-              | \$ 511        |

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



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NETWORK CN INC.  
NOTES TO CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS  
(UNAUDITED)

NOTE 1. INTERIM FINANCIAL STATEMENTS

The accompanying unaudited condensed consolidated financial statements of Network CN Inc., its subsidiaries and variable interest entities (collectively “NCN” or the “Company” “we”, “our” or “us”) have been prepared in accordance with generally accepted accounting principles in the United States (“GAAP”) and the rules and regulations of the Securities and Exchange Commission for interim financial information. Accordingly, they do not include all the information and footnotes necessary for a comprehensive presentation of our financial position and results of operations.

The unaudited condensed consolidated financial statements for the three and six months ended June 30, 2017 and 2016 were not audited. It is management’s opinion, however, that all material adjustments (consisting of normal recurring adjustments) have been made which are necessary for a fair presentation of financial statements. The results for the interim period are not necessarily indicative of the results to be expected for the full fiscal year. The year-end condensed consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP.

The accompanying unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2016, previously filed with the Securities and Exchange Commission on April 14, 2017.

NOTE 2. 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, the Company has been principally engaged in the provision of out-of-home advertising in China through the operation of a network of roadside 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 June 30, 2017, are described in Note 4 – Subsidiaries and Variable Interest Entities.

Going Concern

The Company has experienced recurring net losses of \$442,660 and \$476,231 for the six months ended June 30, 2017 and 2016, respectively. Additionally, the Company has net cash used in operating activities of \$97,851 and \$73,345 for the six months ended June 30, 2017 and 2016, respectively. As of June 30, 2017 and December 31, 2016, the Company has stockholders’ deficit of \$11,108,080 and \$10,664,416, 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 unaudited condensed 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.

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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.

### NOTE 3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### (A) Basis of Presentation and Preparation

The unaudited condensed consolidated financial statements of the Company have been prepared in conformity with GAAP.

These unaudited condensed 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 unaudited condensed consolidated financial statements on a going concern basis.

#### (B) Principles of Consolidation

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

#### (C) Use of Estimates

In preparing unaudited condensed 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 unaudited condensed consolidated financial statements taken as a whole.

#### (D) Cash

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 flows, the Company considers all highly liquid investments with original maturities of three months or less at the time of purchase to be cash equivalents. There were no cash equivalents balance as of June 30, 2017 and December 31, 2016.

(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:

|                        |             |
|------------------------|-------------|
| Office equipment       | 3 - 5 years |
| Furniture and fixtures | 3 - 5 years |
| Motor vehicles         | 5 years     |

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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 unaudited condensed 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. There was no impairment of long-lived assets during the period.

### (G) Convertible Promissory Notes

#### 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 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.

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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.

### (H) Revenue Recognition

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

### (I) 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.

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.

### (J) Income Taxes

The Company accounts for income taxes under ASC Topic 740. Under ASC Topic 740, 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. Under ASC Topic 740, 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.

### (K) Comprehensive Income (Loss)

The Company follows ASC Topic 220 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 the unaudited condensed consolidated statements of operations and comprehensive loss.

Accumulated other comprehensive income as presented on the condensed consolidated balance sheets consisted of the accumulative foreign currency translation adjustment at period end.



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(L) Earnings (Loss) Per Common Share

Basic earnings (loss) per common share are computed in accordance with ASC Topic 260 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 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 share is the same as the basic net loss per share for the six months ended June 30, 2017 and 2016, as all potential ordinary shares including stock options and warrants are anti-dilutive and are therefore excluded from the computation of diluted net loss per share.

(M) Foreign Currency Translation

The assets and liabilities of the Company's subsidiaries and variable interest entity 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 unaudited condensed 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 period. 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 unaudited condensed consolidated statements of operations.

(N) Fair Value of Financial Instruments

ASC Topic 820 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.

ASC Topic 820 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. ASC Topic 820 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 and cash equivalents, prepaid expenses and other current assets, accounts payable, accrued expenses and other payables, and convertible promissory notes approximates fair value due to the short-term maturities.

(O) Recent Accounting Pronouncements

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.

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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 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 January 2017, the FASB issued ASU 2017-01 "Business Combinations (Topic 805): Clarifying the Definition of a Business", to clarify the definition of a business. The amendments affect all companies and other reporting organizations that must determine whether they have acquired or sold a business. The definition of a business affects many areas of accounting including acquisitions, disposals, goodwill, and consolidation. The amendments are intended to help companies and other organizations evaluate whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The amendments are effective for fiscal years and interim periods beginning after December 15, 2017. Early adoption is permitted. The Company is currently assessing the impact of ASU 2017-01 on its consolidated financial position, results of operations and cash flows.

In May 2017, the FASB issued ASU 2017-09 "Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting", to provide guidance on determining which changes to the terms and conditions of share-based payment awards require an entity to apply modification accounting under Topic 718. The amendments are effective for fiscal years and interim periods beginning after December 15, 2017. Early adoption is permitted. The Company is currently assessing the impact of ASU 2017-09 on its consolidated financial position, results of operations and cash flows.



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In July 2017, the FASB issued ASU 2017-11 “Earnings Per Share (Topic 260); Distinguishing Liabilities from Equity (Topic 480); Derivatives and Hedging (Topic 815): (Part I) Accounting for Certain Financial Instruments with Down Round Features, (Part II) Replacement of the Indefinite Deferral for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Noncontrolling Interests with a Scope Exception”, to simplify the accounting for certain financial instruments with down round features. The amendments require companies to disregard the down round feature when assessing whether the instrument is indexed to its own stock, for purposes of determining liability or equity classification. Companies that provide earnings per share (EPS) data will adjust their basic EPS calculation for the effect of the feature when triggered (i.e., when the exercise price of the related equity-linked financial instrument is adjusted downward because of the down round feature) and will also recognize the effect of the trigger within equity. The amendments also address navigational concerns within the FASB Accounting Standards Codification® related to an indefinite deferral available to private companies with mandatorily redeemable financial instruments and certain noncontrolling interests, one that created significant “pending content” in the Codification. The FASB decided to reclassify the indefinite deferral as a scope exception, which does not have an accounting effect. The amendments are 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 2017-11 on its consolidated financial position, results of operations and cash flows.

## NOTE 4. SUBSIDIARIES AND VARIABLE INTEREST ENTITIES

Details of the Company’s principal subsidiaries and variable interest entities as of June 30, 2017 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 5. PREPAID EXPENSES AND OTHER CURRENT ASSETS, NET

Prepaid expenses and other current assets, net as of June 30, 2017 and December 31, 2016 were as follows:

|                  | As of<br>June 30, 2017 | As of<br>December 31, 2016 |
|------------------|------------------------|----------------------------|
| Prepaid expenses | \$ 104,286             | \$ 101,627                 |
| Other deposits   | 202                    | 202                        |
| Sub-total        | 104,488                | 101,829                    |
| Total            | \$ 104,488             | \$ 101,829                 |

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

Accounts payable, accrued expenses and other payables as of June 30, 2017 and December 31, 2016 were as follows:

|  | As of<br>June 30, 2017 | As of<br>December 31, 2016 |
|--|------------------------|----------------------------|
| Accrued staff benefit and related fees | \$ 1,564,248           | \$ 1,461,237               |
| Accrued professional fees              | 141,068                | 166,382                    |
| Accrued interest expenses              | 1,660,985              | 1,391,699                  |
| Other accrued expenses                 | 89,881                 | 89,652                     |
| Short-term loans 1)                    | 2,753,775              | 2,656,852                  |
| Other payables                         | 9,831                  | 9,831                      |
| Total                                  | \$ 6,219,788           | \$ 5,775,653               |

1) As of June 30, 2017, the Company recorded an aggregated amount of \$2,753,775 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 six months ended June 30, 2017 and 2016 were \$123,158 and \$114,752, while for the six months ended June 30, 2017 and 2016 amounted to \$244,080 and \$227,704, 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 a one hundred and five-months period ending on January 1, 2018 and the exercise price changed to \$0.99, subject to the Company's right to unilaterally terminate the exercise period upon 30 days' written notice. As of June 30, 2017, the Keywin Option has not been exercised.



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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

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.

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.

No gain or loss 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 no gain or loss on extinguishment of debt at the date of extinguishment for the year ended December 31, 2014.

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

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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.

Convertible promissory notes, net as of June 30, 2017 and December 31, 2016 were as follows:

|  | As of<br>June 30, 2017 | As of<br>December 31, 2016 |
|--|------------------------|----------------------------|
| Gross carrying value   | \$ 5,000,000           | \$ 5,000,000               |
| Less: Allocated intrinsic value of beneficial conversion feature | -                      | -                          |
| Add: Accumulated amortization of debt discount                   | -                      | -                          |
|  | 5,000,000              | 5,000,000                  |
| Less: Current portion  | -                      | -                          |
| Non-current portion  | \$ 5,000,000           | \$ 5,000,000               |

## Interest Expense

The interest expenses of the 1% Convertible Promissory Notes for the three months ended June 30, 2017 and 2016 were \$12,465 and \$12,328, respectively, while for the six months ended June 30, 2017 and 2016 amounted to \$24,932 and \$24,794, respectively.

## NOTE 9. COMMITMENTS AND CONTINGENCIES

## Contingencies

The Company accounts for loss contingencies in accordance with ASC Topic 450 and other related guidelines. As of June 30, 2017 and December 31, 2016, the Company's management is of the opinion that there are no commitments and contingencies to account for.

## NOTE 10. STOCKHOLDERS' DEFICIT

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

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 \$nil and \$10,000 of non-cash stock-based compensation included in general and administrative expenses on the unaudited condensed consolidated statements of operation for the three months ended June 30, 2017 and 2016, while during the six months ended June 30, 2017 and 2016 such amounts were \$nil and \$20,000, respectively.

## NOTE 11. RELATED PARTY TRANSACTIONS

Except as set forth below, during the six months ended June 30, 2017 and 2016, 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 Keywin Option is exercised and completed.

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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 period 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-months period ending on January 1, 2018 and the exercise price changed to \$0.99.

## NOTE 12. NET LOSS PER COMMON SHARE

Net loss per common share information for the three and six months ended June 30, 2017 and 2016 was as follows:

|  | Three Months Ended<br>June 30,<br>2017 |               | Six Months Ended<br>June 30,<br>2017 |               |
|--|--|---------------|--------------------------------------|---------------|
|  | June 30, 2016                          | June 30, 2016 | June 30, 2016                        | June 30, 2016 |
| Numerator:   |  |               |                                      |               |
| Net loss attributable to NCN common stockholders       | \$(232,047 )                           | \$(242,699 )  | \$(442,660 )                         | \$(476,266 )  |
| Denominator :  |  |               |                                      |               |
| Weighted average number of shares outstanding, basic   | 8,041,995                              | 8,041,881     | 8,041,995                            | 8,041,881     |
| Effect of dilutive securities                          | -                                      | -             | -                                    | -             |
| Options and warrants                                   | -                                      | -             | -                                    | -             |
| Weighted average number of shares outstanding, diluted | 8,041,995                              | 8,041,881     | 8,041,995                            | 8,041,881     |
| Net loss per common share – basic and diluted+         | \$(0.0289 )                            | \$(0.0302 )   | \$(0.055 )                           | \$(0.0592 )   |

The diluted net loss per common share is the same as the basic net loss per common share for the three and six months ended June 30, 2017 and 2016 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 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 June 30, 2017 and 2016 were summarized as follows:

|                                     | Three<br>Months<br>Ended<br>June<br>30,<br>2017 | Six<br>Months<br>Ended<br>June<br>30,<br>2016 |
|-------------------------------------|---|---|
| Potential common equivalent shares: |   |   |
| Stock warrants for services*        | -   | -   |

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|   |   |       |   |       |
|---|---|-------|---|-------|
| Conversion feature associated with convertible promissory notes to common stock       | - | -     | - | -     |
| Common stock to be granted to consultants for services (including non-vested shares)* | - | 1,333 | - | 1,333 |
| Stock options granted to Keywin   | - | -     | - | -     |
| Total   | - | 1,333 | - | 1,333 |

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Remarks: \* As of June 30, 2017, the number of potential common equivalent shares associated with warrants issued for services was nil. As of June 30, 2016, the number of potential common equivalent shares associated with warrants issued for services was 1,333 which was related to a warrant to purchase 1,333 shares of common stock issued by the Company to a consultant in 2006 for service rendered at an exercise price of \$52.5, which was expired in August 2016.

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

Special Note Regarding Forward Looking Statements

This Quarterly Report on Form 10-Q, including the following "Management's Discussion and Analysis of Financial Condition and Results of Operations", contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements include, among others, those concerning our expected financial performance and strategic and operational plans, as well as all assumptions, expectations, predictions, intentions or beliefs about future events. You are cautioned that any such forward-looking statements are not guarantees of future performance and that a number of risks and uncertainties could cause actual results of the Company to differ materially from those anticipated, expressed or implied in the forward-looking statements. The words "believe", "expect", "anticipate", "project", "targets", "optimistic", "i", "aim", "will" or similar expressions are intended to identify forward-looking statements. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. Risks and uncertainties that could cause actual results to differ materially from those anticipated include risks related to 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"; changes in economic conditions, including a general economic downturn or a downturn in the securities markets; and any of the factors and risks mentioned in the "Risk Factors" sections of our Annual Report on Form 10-K for fiscal year ended December 31, 2016 and subsequent SEC filings. The Company assumes no obligation and does not intend to update any forward-looking statements, except as required by law.

Use of Terms

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

1"“BVI” are references to the British Virgin Islands;

1"“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 1Shanghai 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; 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;

1"“NCN Management Services” are references to NCN Management Services Limited, a BVI limited company;

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

1the “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; and

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

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.

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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 of our concession rights 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 remaining contracts.

For more information relating to our business, please refer to Part I, “Item 1 - Business” of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

### Recent Development

#### 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.

### Results of Operations

The following results of operations is based upon and should be read in conjunction with the Company’s unaudited condensed consolidated financial statements and the notes thereto included in Part I – Financial Information, “Item 1. Financial Statement.” All amounts are expressed in U.S. dollars.

#### Comparison of Three Months Ended June 30, 2017 and June 30, 2016

**General and Administrative Expenses** – General and administrative expenses primarily consist of compensation related expenses (including salaries paid to executive and employees, employee bonuses and other staff welfare and benefits, rental expenses, depreciation expenses, fees for professional services, travel expenses and miscellaneous office expenses). General and administrative expenses for the three months ended June 30, 2017 decreased by 9% to \$96,424, as compared to \$105,392 for the corresponding prior year period. The decrease in general and administrative expenses was mainly due to our continuous cost cutting measures compare to 2016.

**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 \$10,000 for the three months ended June 30, 2016. The decrease by 100% in the stock-based compensation was mainly due to no stock had been granted for services rendered during the three months ended June 30, 2017.

**Interest and Other Debt-Related Expenses** – Interest expense and other debt-related expenses for the three months ended June 30, 2017 increased to \$135,623, or by 7%, as compared to 127,307 for the corresponding prior year

period. The increase was mainly due to increase of short term loan.

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 during the three months ended June 30, 2017 and 2016, because the Company and all of its subsidiaries and variable interest entity operated at a taxable loss during the respective periods.

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Net Loss – The Company incurred a net loss of \$232,047 for the three months ended June 30, 2017, a decrease of 4%, as compared to \$242,699 for the corresponding prior year period. The decrease in net loss was primarily due to decrease in general and administrative expenses set off by the increase in interest expenses from short term loan.

## Comparison of Six Months Ended June 30, 2017 and June 30, 2016

General and Administrative Expenses – General and administrative expenses for the six months ended June 30, 2017 decreased by 22% to \$173,787, compared to \$223,222 for the corresponding prior year period. The decrease in general and administrative expenses was mainly due to continuous cost cutting measures.

Interest and Other Debt-Related Expenses – Interest expense and other debt-related expenses for the six months ended June 30, 2017 increased to \$268,873, or by 6%, compared to \$253,009 for the corresponding prior year period. The increase was mainly due to increase of short term loan.

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 during the six months ended June 30, 2017 and 2016 as the Company and all of its subsidiaries and its variable interest entities operated at a taxable loss during the respective periods.

Net (Loss) Income – The Company incurred a net loss of \$442,660 for the six months ended June 30, 2017, compared to of \$476,231 for the corresponding prior year period. The decrease in net loss was primarily due to decrease in general and administrative expenses set off by the increase in interest expenses from short term loan.

## Liquidity and Capital Resources

As of June 30, 2017, we had cash of \$6,580, as compared to \$8,512 as of December 31, 2016, the decrease of \$1,932 mainly attributable to the cash utilized by operating activities.

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

|   | Six Months Ended<br>June 30, |               |
|---|------------------------------|---------------|
|   | 2017                         | June 30, 2016 |
| Net cash used in operating activities     | \$(97,851)                   | \$(73,345)    |
| Net cash provided by financing activities | 96,923                       | 72,935        |
| Effect of exchange rate changes on cash   | (1,004)                      | (35)          |
| Net increase/(decrease) in cash           | 21,286                       | (45)          |
| Cash, beginning of period                 | 8,512                        | 6,790         |
| Cash, end of period                       | \$6,580                      | \$6,345       |

## Operating Activities

Net cash used in operating activities for the six months ended June 30, 2017 was \$97,851, as compared to net cash used in operating activities amounting to \$73,345 for the corresponding prior year period. This was mainly attributable to increase in payment for expenses during the six months ended June 30, 2017.

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 note 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. 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 its expiration and our note holders 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.

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## Investing Activities

Net cash used in investing activities for the six months ended June 30, 2017 and 2016 was \$nil.

## Financing Activities

Net cash provided by financing activities was \$96,923 for the six months ended June 30, 2017, as compared to \$72,935 for the corresponding prior year period. The increase was mainly due to increase in proceeds from short-term loans for financing our operations during the six months ended June 30, 2017.

## Short-term Loan

As of June 30, 2017, the Company recorded an aggregated amount of \$2,753,775 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 the due date. Up to the date of this report, those loans have not yet been repaid.

## Capital Expenditures

During the six months ended June 30, 2017 and 2016, we did not acquire equipment.

## Contractual Obligations and Commercial Commitments

The following table presents certain payments due under contractual obligations with minimum firm commitments as of June 30, 2017:

|                      | Payments due by period |             |                    |                  |            |
|----------------------|------------------------|-------------|--------------------|------------------|------------|
|                      | Total                  | Due in 2017 | Due in 2018 – 2019 | Due in 2019-2020 | Thereafter |
| Debt Obligations (a) | \$5,000,000            | \$5,000,000 | \$ -               | \$ -             | \$ -       |
| Short Term Loan (b)  | 2,753,775              | 2,753,775   | -                  | -                | -          |

(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 8 of the consolidated financial statements.

(b) Short Term Loan. We have entered into 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 a 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 the due date. Up to the date of this report, those loans have not yet been repaid.

## Recent Accounting Pronouncements

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.

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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 January 2017, the FASB issued ASU 2017-01 "Business Combinations (Topic 805): Clarifying the Definition of a Business", to clarify the definition of a business. The amendments affect all companies and other reporting organizations that must determine whether they have acquired or sold a business. The definition of a business affects many areas of accounting including acquisitions, disposals, goodwill, and consolidation. The amendments are intended to help companies and other organizations evaluate whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The amendments are effective for fiscal years and interim periods beginning after December 15, 2017. Early adoption is permitted. The Company is currently assessing the impact of ASU 2017-01 on its consolidated financial position, results of operations and cash flows.

In May 2017, the FASB issued ASU 2017-09 "Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting", to provide guidance on determining which changes to the terms and conditions of share-based payment awards require an entity to apply modification accounting under Topic 718. The amendments are effective for fiscal years and interim periods beginning after December 15, 2017. Early adoption is permitted. The Company is currently assessing the impact of ASU 2017-09 on its consolidated financial position, results of operations and cash flows.

In July 2017, the FASB issued ASU 2017-11 "Earnings Per Share (Topic 260); Distinguishing Liabilities from Equity (Topic 480); Derivatives and Hedging (Topic 815): (Part I) Accounting for Certain Financial Instruments with Down Round Features, (Part II) Replacement of the Indefinite Deferral for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Noncontrolling Interests with a Scope Exception", to simplify the accounting for certain financial instruments with down round features. The amendments require companies to disregard the down round feature when assessing whether the instrument is indexed to its own stock, for purposes of determining liability or equity classification. Companies that provide earnings per share (EPS) data will adjust their basic EPS calculation for the effect of the feature when triggered (i.e., when the exercise price of the related equity-linked financial instrument is adjusted downward because of the down round feature) and will also



recognize the effect of the trigger within equity. The amendments also address navigational concerns within the FASB Accounting Standards Codification® related to an indefinite deferral available to private companies with mandatorily redeemable financial instruments and certain noncontrolling interests, one that created significant “pending content” in the Codification. The FASB decided to reclassify the indefinite deferral as a scope exception, which does not have an accounting effect. The amendments are 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 2017-11 on its consolidated financial position, results of operations and cash flows.

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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.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) that are designed to ensure that information that would be required to be disclosed in Exchange Act reports is recorded, processed, summarized and reported within the time period specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including to our Chief Executive Officer and Interim Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

As required by Rule 13a-15 under the Exchange Act, our management evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2017. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that as of June 30, 2017, and as of the date that the evaluation of the effectiveness of our disclosure controls and procedures was completed, our disclosure controls and procedures were effective to satisfy the objectives for which they are intended.

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 to our internal control over financial reporting during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II

OTHER INFORMATION

ITEM 1. 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.

ITEM 1A. RISK FACTORS.

Not applicable.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

We have not sold any equity securities during the quarter ended June 30, 2017 which sale was not previously disclosed in a current report on Form 8-K filed during that period.

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ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

Not applicable.

ITEM 6. EXHIBITS.

The following exhibits are filed as part of this report or incorporated by reference:

| Exhibit No. | Description   |
|-------------|---|
| 31.1        | <u>Certifications of Principal Executive Officer filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>   |
| 31.2        | <u>Certifications of Principal Financial Officer filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>   |
| 32.1        | <u>Certifications of Principal Executive Officer furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>  |
| 32.2        | <u>Certifications of Principal Financial Officer furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>  |
| 101 *       | Financial statements and footnotes of Network CN Inc. for the fiscal quarter ended March 31, 2013, formatted in XBRL (eXtensible Business Reporting Language) pursuant to Rule 405 of Regulation S-T (furnished herewith) |

\* Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, or Section 18 of the Securities Act of 1934, as amended, and otherwise are not subject to liability under those sections.

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SIGNATURES

Pursuant to the requirements 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.

Date: August 14, 2017 NETWORK CN INC.

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

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