



Creative China Holdings Limited
中國創意控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 8368

Annual Report 2016 年報

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

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

香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）的特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他老練投資者。

由於創業板上市公司新興的性質所然，在創業板買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及香港聯合交易所有限公司對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本報告全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告乃遵照聯交所創業板證券上市規則（「創業板上市規則」）之規定而提供有關中國創意控股有限公司（「本公司」）的資料。本公司各董事（「董事」）願就本報告共同及個別承擔全部責任，並於作出一切合理查詢後，確認就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成份；及並無遺漏任何其他事項致使本報告所載任何聲明或本報告產生誤導。

Contents

目錄

CORPORATE INFORMATION 公司資料	3
CHAIRMAN'S STATEMENT 主席報告	5
MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析	8
CORPORATE GOVERNANCE REPORT 企業管治報告	18
ENVIRONMENTAL SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告	30
BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷	36
REPORT OF THE DIRECTORS 董事會報告	40
INDEPENDENT AUDITOR'S REPORT 獨立核數師報告	66
AUDITED FINANCIAL STATEMENTS 經審核財務報表	
<i>Consolidated Statement of Comprehensive Income</i> 綜合全面收益表	73
<i>Consolidated Statement of Financial Position</i> 綜合財務狀況表	74
<i>Consolidated Statement of Changes in Equity</i> 綜合權益變動表	75
<i>Consolidated Statement of Cash Flows</i> 綜合現金流量表	76
<i>Notes to the Consolidated Financial Statements</i> 綜合財務報表附註	78
FINANCIAL SUMMARY 財務概要	160

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN PRC

Building C9-A, Universal Creative Park
9 Jiuxianqiao North Road
Chaoyang District
Beijing, PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 4502
45/F, One Midtown
11 Hoi Shing Road
Tsuen Wan, New Territories
Hong Kong

EXECUTIVE DIRECTORS

Mr. Philip Jian Yang (*Chairman*)
Mr. Li Lin
Mr. Yang Shiyuan
Mr. Sun Rui

NON-EXECUTIVE DIRECTORS

Mr. Ge Xuyu
Mr. Wang Yong

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Fei
Mr. Law Kin Ho
Mr. Tan Song Kwang

AUTHORISED REPRESENTATIVES

Mr. Philip Jian Yang
Mr. Ho Kwong Yu

COMPLIANCE OFFICER

Mr. Philip Jian Yang

COMPANY SECRETARY

Mr. Ho Kwong Yu

MEMBERS OF AUDIT COMMITTEE

Mr. Law Kin Ho (*Chairman*)
Mr. Li Fei
Mr. Tan Song Kwang

MEMBERS OF REMUNERATION COMMITTEE

Mr. Li Fei (*Chairman*)
Mr. Tan Song Kwang
Mr. Sun Rui

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

中國總部及主要營業地點

中國北京
朝陽區
酒仙橋北路9號
恒通國際創新園C9樓A座

香港主要營業地點

香港
新界荃灣
海盛路11號
One Midtown 45樓
4502室

執行董事

楊劍先生 (*主席*)
黎霖先生
楊世遠先生
孫銳先生

非執行董事

葛旭宇先生
汪勇先生

獨立非執行董事

李飛先生
羅健豪先生
陳松光先生

授權代表

楊劍先生
何光宇先生

合規主任

楊劍先生

公司秘書

何光宇先生

審核委員會成員

羅健豪先生 (*主席*)
李飛先生
陳松光先生

薪酬委員會成員

李飛先生 (*主席*)
陳松光先生
孫銳先生

Corporate Information

公司資料

MEMBERS OF NOMINATION COMMITTEE

Mr. Philip Jian Yang (*Chairman*)
Mr. Li Fei
Mr. Tan Song Kwang
Mr. Law Kin Ho
Mr. Ge Xuyu

COMPLIANCE ADVISER

Altus Capital Limited

LEGAL ADVISER

Hong Kong Laws:
Stevenson, Wong & Co.
PRC Laws:
Jingtian & Gongcheng Attorneys at Law
Cayman Islands Laws:
Conyers Dill & Pearman

AUDITOR

BDO Limited

PRINCIPAL BANKERS

CTBC Bank Co., Ltd.
Industrial and Commercial Bank of China Limited
China Minsheng Bank
Agricultural Development Bank of China

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Codan Trust Company (Cayman) Limited

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 22
Hopewell Centre
183 Queen's Road East
Hong Kong

COMPANY'S WEBSITE

www.ntmediabj.com

STOCK CODE

8368

提名委員會成員

楊劍先生(主席)
李飛先生
陳松光先生
羅健豪先生
葛旭宇先生

合規顧問

浩德融資有限公司

法律顧問

香港法律:
史蒂文生黃律師事務所
中國法律:
北京市競天公誠律師事務所
開曼群島法律:
康德明律師事務所

核數師

香港立信德豪會計師事務所有限公司

主要往來銀行

中國信託商業銀行股份有限公司
中國工商銀行股份有限公司
中國民生銀行
中國農業發展銀行

開曼群島股份過戶登記總處

Codan Trust Company (Cayman) Limited

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東 183 號
合和中心 22 樓

公司網站

www.ntmediabj.com

股份代號

8368

Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the board of directors (the "Board") of Creative China Holdings Limited (the "Company"), I hereby present the annual report of the Company and its subsidiaries (together the "Group") for the year ended 31 December 2016.

FINANCIAL PERFORMANCE

For the year ended 31 December 2016, the Group's revenue increased by approximately 8.0% to approximately RMB78.4 million as compared to that of last year. The Group had a gross profit of approximately RMB11.0 million which represents a decrease of 66.7% as compared to approximately RMB33.0 million in last year. The Group had a loss attributable to the owners of the Company of approximately RMB16.1 million as compared to a profit attributable to the owners of the Company of approximately RMB0.5 million in last year. The Group's net assets increased by approximately 8.3% to approximately RMB138.6 million as compared to that of last year.

The Group would like to share more details of the Group's performance, financial position and other information in 2016 with shareholders in the following section of management discussion and analysis.

REVIEW

During the year ended 31 December 2016, the Group continued to focus on our traditional core business of program production and event organisation in the People's Republic of China (the "PRC"). Besides maintaining the business relationship with our loyal customers, we put our best efforts on finding new customers to increase our market shares. The results of our efforts have been proven by our increased turnover.

Apart from our traditional business, we have developed mobile live broadcasting and entertainment contents on demand system ("Entertainment On Demand System") businesses during the year ended 31 December 2016. Beijing Yiju Creative Technology Limited, a subsidiary of the Company, has launched a mobile phone application called "Great Star" during the year. Users can experience live broadcasting programs on the platform. We have also entered into contract with Mr. Huang Xiaoming and Mr. Tong Dawei. Both of them are famous movie stars in the Greater China Area. They will provide live broadcasting services of entertainment contents in "Great Star". The Group will endeavour to cooperate with other artists and celebrities to further increase the popularity of "Great Star".

各位股東：

本人謹此代表中國創意控股有限公司(「本公司」)董事會(「董事會」)呈報本公司及其附屬公司(統稱「本集團」)截至二零一六年十二月三十一日止年度的年報。

財務表現

截至二零一六年十二月三十一日止年度，本集團營業額約為人民幣78.4百萬元，比上年同期增加約8.0%。毛利約為人民幣11.0百萬元，對比上年同期毛利約為人民幣33.0百萬元下跌66.7%。歸屬於本公司股權持有人的虧損約為人民幣16.1百萬元，對比上年同期歸屬於本公司股權持有人的溢利約為人民幣0.5百萬元。資產淨值約為人民幣138.6百萬元，比上年同期增加約8.3%。

本集團謹此於下文「管理層討論及分析」一節中向股東提供更多關於本集團於二零一六年之表現、財務狀況及其他資料。

回顧

於截至二零一六年十二月三十一日止年度，本集團繼續專注於在中華人民共和國(「中國」)的節目製作及活動籌辦的傳統業務。除了維持與本集團既有客戶的穩定關係外，我們盡了我們最大的努力去尋找新的客戶，以擴大我們的市場佔有率。我們努力的成果已經在增加的營業額中印證。

在我們傳統核心業務以外，本集團於截至二零一六年十二月三十一日止年度開展了移動直播及娛樂內容付費點播系統(「娛樂點播系統」)的業務。本公司之附屬公司北京易聚創意科技有限公司於年內推出了名為「全聚星」的手機應用程式，用戶可以通過手機應用程式體驗直播視頻。我們同時亦與大中華地區的著名電影明星黃曉明先生及佟大為先生達成協議。彼等將會於「全聚星」上提供直播的娛樂內容。本集團亦繼續致力與其他影視紅星合作，以進一步令「全聚星」更受歡迎。

Chairman's Statement

主席報告

Furthermore, the Group completed the acquisition of Capital Land Digital Entertainment Co., Limited ("Capital Land") on 15 November 2016. Capital Land is principally engaged in the technical development, consultancy and promotion of Entertainment On Demand System in the PRC and integrates and consolidates a large volume of high quality contents including movies, sport events, celebrities live broadcasting, video games, virtual reality, music, etc. The Fengtingxun Entertainment On Demand System operated by Capital Land is progressively installed to various locations including karaoke boxes, mini-cinemas, hotels and internet cafes.

PROSPECTS

With the kick-off of a series of new business developments in 2016, we are excited about the opportunities ahead.

The mobile live broadcasting industry has been developing rapidly in recent years and has become an investment hot spot in the internet industry. The Group has a unique business model of "pan-entertainment content live broadcasting + e-commerce" in the mobile live broadcasting industry. Focusing on pan-entertainment contents with celebrities and artists as the core and live broadcasting as the media, we will provide numerous enjoyable entertainment contents with high value. We believe that it can attract a high number of users. Furthermore, we can provide smooth interaction between supporters and celebrities and artists on the platform. It can also increase the loyalty of the users. We are optimistic of the potential revenue from mobile live broadcasting business. We also expect that "Great Star" can become popular and gain more market share during the rapid development of mobile live broadcasting industry by the cooperation with the famous stars and artists.

Furthermore, the Entertainment On Demand System business developed during the year also has great potential. The Entertainment On Demand System operated by Capital Land can implant diversified contents like movies, music, sport events and video games, etc. to entertainment locations like karaoke boxes, mini-cinemas, hotels and internet cafes through the on demand system to develop a pan-entertainment system and lead to a new consumption pattern of popular entertainment. Capital Land has directly obtained the authorisation of high quality contents from famous IP (intellectual properties) holders. With the increasing market demand of personalised services, we believe that development in this market would have a great prospect. We expect Capital Land can fully realise its competitive advantages with the Group's resource, and can provide a strong base for the Group to enter into this market with great potential and considerable revenue to the Group in the future.

此外，本集團於二零一六年十一月十五日完成收購京江南數娛(北京)科技有限公司(「京江南」)。京江南主要在中國從事娛樂點播系統之技術開發、諮詢及推廣，並整合了海量高品質電影、體育賽事、明星直播、競技遊戲、虛擬實境、音樂等資源所打造的娛樂點播系統。目前，京江南經營的風霆迅娛樂點播系統正在KTV包廂、迷你影院、酒店及網吧等各種場所陸續上線。

前景

隨著一系列新業務於二零一六年已相繼開展，我們熱切期待未來之機遇。

移動直播行業近年迅速發展，成為互聯網行業炙手的風口業務和投資熱點。本集團擁有在移動直播行業中獨樹一幟的「泛娛樂直播+電商」的盈利模式，加上以娛樂內容為核心，以明星藝人為素材，以直播為工具，建立起豐富而有價值和觀賞性的娛樂直播內容，我們相信能夠吸引廣大的用戶，而且我們能夠提供流暢的明星藝人和其支持者的互動，進而提高用戶的忠誠度。我們期望移動直播業務可以為本集團帶來可觀的潛在收益，並可藉著與著名明星藝人合作提升「全聚星」的知名度，在移動直播行業迅速發展時率先搶佔市場佔有率。

此外，年內新開展的娛樂點播系統業務同樣有巨大的發展潛力。京江南營運的娛樂點播系統上可以植入電影、音樂、體育、電子競技等各種豐富的內容，透過付費點播系統對包括KTV包廂、迷你影院、酒店、網吧等多種線下娛樂場所輸出內容，從而建構一個泛娛樂體系，同時，引領一個全新的大眾娛樂消費模式。京江南已跟多家知名版權持有人直接取得高質素內容資源的授權，在私人社交化的娛樂消費需求正處於擴張階段下，我們相信此市場有著光明的發展前景。我們期待京江南配合本集團的資源下可充份發揮其競爭優勢，為本集團進入此潛力優厚的市場打好基礎，於將來為本集團帶來可觀的潛在收入。

Chairman's Statement

主席報告

For our program production and event organisation businesses, apart from maintaining our competitive advantage that we have developed for years, we will continue to seek different cooperation models with our clients to maximise our profits.

The Group will keep the shareholders abreast of the latest development of the Group.

APPRECIATION

On behalf of the Board, I would like to express our appreciation to the Group's employees for their hard work and contributions during the past year. With the solid business base and the effort of all staff, I believe the Group will create a bright future.

Philip Jian Yang
Chairman

Hong Kong, 24 February 2017

在節目製作及活動籌辦業務方面，我們會在鞏固本集團多年以來建立的競爭優勢的同時繼續尋求與我們的客戶建立更多不同合作模式，以達致利潤的最大化。

本集團將及時保持股東了解本集團的最新發展。

致謝

本人謹代表董事會向本集團之僱員在過去一年內所付出之努力及貢獻深表謝意。憑藉本集團穩固的業務基礎及全體員工的努力，我相信本集團定能創建光輝的未來。

主席
楊劍

香港，二零一七年二月二十四日

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Turnover

For the year ended 31 December 2016, the Group recorded turnover of approximately RMB78.4 million (2015: RMB72.6 million), representing an 8.0% increase as compared to the last year.

An analysis of the Group's turnover for the year is as follows:

Program production	節目製作
Event organisation	活動籌辦
Mobile live broadcasting	移動直播
Entertainment On Demand System	娛樂點播系統

The increase in turnover was mainly due to (i) considerable income from the production of variety programs to television station; and (ii) more service income generated from the increased number of automobile exhibitions during the year ended 31 December 2016.

Gross profit and gross profit margin

For the year ended 31 December 2016, the Group recorded a gross profit of approximately RMB11.0 million and a gross profit margin of approximately 14.0% (2015: gross profit of approximately RMB33.0 million and gross profit margin of approximately 45.5%). Due to the intense competition, the increasing cost of artists and production teams, the strategy of offering more competitive prices to new customers of variety programs and corporate activities in order to increase our market share and the additional operating costs for the new mobile live broadcasting business, there is a decrease in the overall gross profit margin of the Group during the year ended 31 December 2016.

Expenses

Selling and distribution costs for the year ended 31 December 2016 was approximately RMB13.9 million, representing an increase of approximately RMB10.6 million as compared to 2015. This significant increase was mainly due to (i) the increased number of marketing staff and resources utilised during the year ended 31 December 2016 for pitching activities to explore new business opportunities; (ii) marketing expenses, content production costs and development costs of the new mobile live broadcasting business; and (iii) the marketing and promotion expenses incurred for the Entertainment On Demand System since Capital Land became the subsidiary of the Company.

財務回顧

營業額

截至二零一六年十二月三十一日止年度，本集團錄得營業額約人民幣78.4百萬元(二零一五年：人民幣72.6百萬元)，較去年增加約8.0%。

本集團年內的營業額分析如下：

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
-----------------------------------	-----------------------------------

49,254	35,663
29,018	36,933
120	—
43	—
78,435	72,596

營業額增加主要由於(i)為電視台就大型綜藝類節目提供製作服務而帶來的可觀收入；及(ii)於截至二零一六年十二月三十一日止年度籌辦更多的汽車展覽，繼而帶來更多的相關服務收入。

毛利及毛利率

截至二零一六年十二月三十一日止年度，本集團錄得毛利約人民幣11.0百萬元及毛利率約14.0%(二零一五年：毛利約人民幣33.0百萬元及毛利率約45.5%)。由於本集團面對同行業競爭日益激烈、藝人及創作和製作團隊成本上升，為增加市場佔有率而向有關綜藝節目及企業活動的新客戶提供了更具競爭力的價格的策略及開創移動直播業務所增加的運營成本，本集團於截至二零一六年十二月三十一日止年度的整體毛利率錄得下降。

開支

截至二零一六年十二月三十一日止年度，銷售及分銷成本約為人民幣13.9百萬元，較二零一五年增加約人民幣10.6百萬元，該大幅增加的原因主要由於(i)於截至二零一六年十二月三十一日止年度就拓展市場的競標活動而增加的營銷員工人數所產生的成本；(ii)開拓新增的移動直播業務的前期開發、內容製作和市場推廣費用；及(iii)自京江南成為本公司之附屬公司後娛樂點播系統營銷及市場推廣所產生的費用。

Management Discussion and Analysis

管理層討論及分析

Administrative expenses increased by approximately RMB 10.1 million, from approximately RMB17.1 million for the year ended 31 December 2015 to approximately RMB27.2 million for the year ended 31 December 2016. The increase was due to (i) higher legal and professional expenses after the Company was listed on GEM in the fourth quarter of 2015; and (ii) the increase in staff cost for staff employed during the year ended 31 December 2016 for the expansion of our existing businesses and the development of technology, operation, maintenance and content production for mobile live broadcasting and Entertainment On Demand System businesses.

Income tax credit/(expense)

Income tax credit for the year ended 31 December 2016 was approximately RMB4.7 million as compared to income tax expense of approximately RMB3.8 million in last year. Income tax credit/(expense) mainly represented PRC enterprise income tax for the group companies calculated at 25% on taxable income in accordance with the relevant PRC laws and regulations. The income tax credit for the year was mainly contributed by the recognition of deferred tax asset for the unutilised tax losses of certain subsidiaries of the Company in the PRC.

(Loss)/profit for the year

Loss for the year ended 31 December 2016 was approximately RMB17.7 million as compared to a profit of approximately RMB0.3 million in last year. The Group recorded net loss for the year due to: (i) our competitive pricing strategy which decreased the gross profit margin; (ii) the higher costs incurred during the production of variety programs, such as cost of artists and production costs and (iii) an increase in selling and distribution costs and administrative expenses as mentioned above.

Financial resources, liquidity and capital structure

During the year ended 31 December 2016, the Group financed its operations by internally generated cash flow and shareholders' equity. As at 31 December 2016, the Group had net current assets of approximately RMB94.2 million (31 December 2015: RMB113.6 million) including cash and cash equivalents of approximately RMB43.3 million (31 December 2015: RMB109.6 million). The current ratio, being the ratio of current assets to current liabilities, was approximately 4.9 as at 31 December 2016 (31 December 2015: 6.4).

The capital of the Group comprises only ordinary shares. Total equity attributable to owners of the Company amounted to approximately RMB128.9 million as at 31 December 2016 (31 December 2015: RMB127.4 million).

行政開支增加約人民幣10.1百萬元，由截至二零一五年十二月三十一日止年度的約人民幣17.1百萬元增加至截至二零一六年十二月三十一日止年度的約人民幣27.2百萬元。增加的原因主要(i)本公司在二零一五年第四季於創業板上市後所增加的法律及專業費用；以及(ii)於截至二零一六年十二月三十一日止年度為擴充原有業務及開拓移動直播業務和娛樂點播系統業務的技術、運營、維護及內容製作所增聘人員產生的薪酬開支。

所得稅抵免/(開支)

截至二零一六年十二月三十一日止年度的所得稅抵免約人民幣4.7百萬元，對比去年的所得稅開支約人民幣3.8百萬元。所得稅抵免/(開支)主要為本集團內公司的中國企業所得稅。此乃根據相關中國法律及法規按年內之應課稅溢利的25%計算。年內之所得稅抵免主要來自本集團部份位於中國的附屬公司確認了來自於未使用之稅項虧損的遞延所得稅資產所致。

年內(虧損)/溢利

截至二零一六年十二月三十一日止年度的虧損約人民幣17.7百萬元，對比去年的溢利約為人民幣0.3百萬元。本集團錄得除稅前淨虧損的原因如以上所述，主要由於(i)毛利率的策略性降低；(ii)綜藝節目製作過程中邀請藝人及創作和製作成本上升；及(iii)上述關於銷售及分銷成本和行政開支增加。

財務資源、流動資金及資本結構

截至二零一六年十二月三十一日止年度，本集團以經營產生的現金及股東權益應付營運資金需求。於二零一六年十二月三十一日，本集團的流動資產淨值約為人民幣94.2百萬元(二零一五年十二月三十一日：人民幣113.6百萬元)，其中包括現金及現金等價物約人民幣43.3百萬元(二零一五年十二月三十一日：人民幣109.6百萬元)。流動比率，為流動資產與流動負債的比率，於二零一六年十二月三十一日為4.9(二零一五年十二月三十一日：6.4)。

本集團的資本只包括普通股。本公司擁有人應佔權益於二零一六年十二月三十一日約為人民幣128.9百萬元(二零一五年十二月三十一日：人民幣127.4百萬元)。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW AND PROSPECTS

Overview

The Group is principally engaged in the businesses of program production and event organisation in the PRC. The turnover from program production segment and event organisation segment for the year ended 31 December 2016 increased by approximately 38.1% and decreased by approximately 21.4% respectively as compared to 2015 respectively. The increase in total turnover was resulted from the enlarged customer base of the Group and has affirmed the effort of the Group's expansion plan of the business. In addition, the Group has entered into the mobile live broadcasting and Entertainment On Demand System business during the year and attempts to become one of the major participants in these two rapidly developing markets. However, the higher costs incurred for artists and productions, combining with the effect of the increasing marketing expenses and administrative expenses for the increase in business scale for our existing businesses and development of new operation outside the core businesses of the Group, has led to a net loss before income tax of approximately RMB22.4 million during the year ended 31 December 2016.

Program Production

During the year ended 31 December 2016, the production of variety shows to the television station was the main reason of the increase in turnover. The turnover from program production and related services amounted to approximately RMB49.2 million, which increased by approximately 38.1% in comparison with the last year. This segment recorded a reportable segment profit of approximately RMB0.9 million during the year (2015: approximately RMB5.6 million). The decrease in reportable segment profit is due to the decrease in gross profit margin strategy for revenue from new customers, higher costs incurred for artists and production and increased staff costs on the larger scale of operation.

Event Organisation

During the year ended 31 December 2016, the turnover from event organisation and related services amounted to approximately RMB29.0 million, which represented a decrease of approximately 21.4% in comparison with 2015. The main reason of the decrease was because the Group did not derive any revenue from the organisation of film premiere ceremonies and awards ceremonies during the year ended 31 December 2016, while approximately RMB11.2 million was recorded from the organisation of film premiere ceremonies and awards ceremonies during the year ended 31 December 2015. This segment recorded a reportable segment profit of approximately RMB0.3 million during the year (2015: approximately RMB9.3 million). The significant decrease in reportable segment profit is due to (i) the decrease in revenue as mentioned above; (ii) the adoption of decreased gross profit margin strategy for revenue from new customers; and (iii) the increased number of staff and marketing expenditure for pitching activities.

業務回顧及展望

概覽

本集團主要在中國從事節目製作及活動籌辦業務。截至二零一六年十二月三十一日止年度的節目製作分部及活動籌辦分部的營業額較二零一五年分別增加了約38.1%及減少了約21.4%。總營業額增加乃受惠於本集團擴大了客戶基礎及肯定了本集團於擴展業務計劃的努力。此外，本集團於年內進軍了移動直播及娛樂點播系統的市場，務求於此兩個發展迅速的市場中成為主要的參與者。然而，受邀請藝人、創作和製作成本上升及因應原來業務規模擴大及發展傳統核心業務以外之新業務的營銷成本及管理費用上升的影響，截至二零一六年十二月三十一日止年度錄得了除所得稅前淨虧損約人民幣22.4百萬元。

節目製作

截至二零一六年十二月三十一日止年度，本集團為電視台提供綜藝節目製作為營業額上升的主要原因。節目製作及相關服務的營業額約為人民幣49.2百萬元，與去年相比增加約38.1%。此分部於年內錄得可呈報分部溢利約人民幣0.9百萬元(二零一五年：約人民幣5.6百萬元)。可呈報分部溢利下降的原因為對來自新客戶的收入採取較低的毛利率政策、邀請藝人、創作和製作成本上升及因應增加的業務運作而增加的員工成本。

活動籌辦

截至二零一六年十二月三十一日止年度，活動籌辦及相關服務的營業額約為人民幣29.0百萬元，與二零一五年相比減少約21.4%，主要原因為本集團於二零一六年十二月三十一日止年度並沒有就籌辦電影首映禮及頒獎典禮確認任何收入，相對地於截至二零一五年十二月三十一日止年度本集團於籌辦電影首映禮及頒獎典禮的相關服務錄得約人民幣11.2百萬元收入。此分部於年內錄得可呈報分部溢利約人民幣0.3百萬元(二零一五年：約人民幣9.3百萬元)可呈報分部溢利大幅下降的原因為(i)上述之收入減少；(ii)對來自新客戶的收入採取較低的毛利率策略；及(iii)為競標活動而增加了員工的人數及營銷的開支。

Management Discussion and Analysis

管理層討論及分析

Mobile Live Broadcasting

During the year ended 31 December 2016, the Group has started the mobile live broadcasting business and launched a mobile phone application called “Great Star” to provide live broadcasting programs to users. Also, the Group has entered into agreements with Mr. Huang Xiaoming and Mr. Tong Dawei during the year and these two famous movie stars in the Greater China Area will provide live broadcasting service in “Great Star”. This segment recorded a reportable segment loss of approximately RMB12.1 million during the year which is mainly contributed by the initial development costs, content production costs and marketing and promotion expenses.

Entertainment On Demand System

The Company acquired 51% equity interest of Capital Land on 15 November 2016 which engages in technical development, consultancy and promotion of an Entertainment On Demand System called “Fengtingxun” in the PRC. “Fengtingxun” focuses on the post-cinema market in the PRC and has obtained authorisations of different high quality contents from number of famous IP holders to develop a pan-entertainment system. Customers can pay on demand in the entertainment locations like mini-cinemas, internet cafes, karaoke boxes and hotels etc., which can promote a new spending pattern and lead to a form of entertainment. This segment recorded a reportable segment loss of approximately RMB4.3 million during the year which is mainly contributed by initial marketing and promotion expenses for “Fengtingxun”.

Prospects

Compared to maximising profits in the near-term, the Group is more focused on our long-term strategic development. Nowadays, internet is well-developed in the PRC and relevant industries are continuing to expand. Confining the Group’s development in program production and event organisation would limit our potential in utilising our competitive advantages. Therefore, we believe the strategy of increasing the scale of our core business and currently spending more on the development of opportunities from various related business will enable our Group to be more cost-effective and competitive in the long run.

移動直播

截至二零一六年十二月三十一日止年度，本集團開展了移動直播的業務及推出了名為「全聚星」的手機應用程式向用戶提供直播的服務。同時，本集團於年內與兩位著名的大中華地區電影明星黃曉明先生及佟大為先生就他們將於「全聚星」上提供直播服務達成了協議。此分部於年內錄得可呈報分部虧損約人民幣12.1百萬元，主要來自前期開發成本、內容製作成本及市場營銷推廣費用。

娛樂點播系統

本公司於二零一六年十一月十五日收購了京江南之51%的股本權益。京江南主要於中國從事一個名為「風霆迅」娛樂點播系統之技術開發、諮詢及推廣。「風霆迅」的營運專注在中國的後電影市場及已從多個知名版權持有機構直接取得不同高質內容之授權以建立一個泛娛樂體系。通過在迷你影院、網吧、KTV包廂、酒店等娛樂消費場所由客戶付費點播所需內容，推廣一個全新消費模式，並引領着新一輪娛樂消費熱潮。此分部於年內錄得可呈報分部虧損約人民幣4.3百萬元，主要來自營銷及推廣「風霆迅」的前期費用。

展望

相對短期的利潤最大化，本集團更重視長遠的發展策略。在現今中國互聯網發達、相關行業不斷擴張的時代，如本集團的發展僅局限於節目製作及活動籌辦，本集團的競爭優勢未必能全面釋放潛力。因此我們相信擴大核心業務規模及於現時投放更多資金拓展更多元化的相關業務的策略能夠為本集團長遠帶來更高的成本效益，提升本集團的競爭力。

Management Discussion and Analysis

管理層討論及分析

The mobile live broadcasting and Entertainment On Demand System businesses are in the fast-growing internet market. The Group expects “Great Star” can leverage on star effect to attract more loyal users. In addition, the Group will continue to seek different forms of cooperation with more famous movie stars in order to increase the popularity and the market share of “Great Star”. As for “Fengtingxun”, following the continuing development of post-cinema market and the growing market demand of pan-entertainment, we believe that the high-quality contents of “Fengtingxun” will attract more entertainment locations like mini-cinemas, KTV, internet cafes, hotels to become our cooperative partners. Together with the entertainment contents from famous IP holders, we expect that the coverage of “Fengtingxun” will increase continuously and bring more potential revenue to the Group. Overall speaking, although the development of the new internet-related businesses comes along with certain risks, these new businesses can accommodate current market change and demand in the PRC and provide a good foundation for the Group to develop apart from to our traditional core businesses.

Our professional team and loyal customers of traditional core businesses are our important assets. Together with the proactive development of new businesses, seeking cooperation with different customers, maintaining good relationship with our major customers and exploration of different and new cooperation models are also the key focuses to maintain our competitive advantage. The Group believes the new businesses will not jeopardise our traditional core businesses. On the contrary, it can diversify the Group’s businesses and expand our operation scale which will benefit the overall development of the Group.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2016, The Group had a total of 225 employees (2015: 123). The increase in number of employees was mainly contributed by the employees of mobile live broadcasting and Entertainment On Demand System businesses. The Group remunerates its employees based on their performance, experience and the prevailing market situation. Their remuneration packages are normally renewed on an annual basis, based on performance appraisals and other relevant factors. The Group may pay a discretionary bonus to its employees based on individual performance.

FOREIGN EXCHANGE RISKS

The turnover and direct costs of the Group are mainly in Renminbi (“RMB”). The Group will review and monitor from time to time the risk relating to foreign exchanges.

CAPITAL EXPENDITURE

The Group purchased property, plant and equipment amounting to approximately RMB2.8 million for the year ended 31 December 2016 (2015: approximately RMB0.6 million).

於年內開展的移動直播及娛樂點播系統業務，正是隨著互聯網發達而新興的市場。本集團期待「全聚星」可借助明星效應，吸引更多忠實用戶，同時本集團於未來亦會繼續尋求與更多知名的電影明星建立不同的合作，務求進一步增加「全聚星」的知名度及壯大市場佔有率。「風霆迅」方面，本集團相信隨著後影院市場正在不斷的發展及對於泛娛樂的需求正在不斷膨脹的市場發展趨勢，以其高質素的內容定能吸引更多迷你影院、KTV、網吧及酒店等娛樂消費場所成為我們的合作伙伴，而且在持續獲得更多知名版權持有機構授權精彩的娛樂內容下，可以期待著在其覆蓋率不斷增加下可為本集團帶來更多潛在收入。總體而言，縱然發展與互聯網相關的新興業務具有一定風險，本集團於年內開展的新業務均迎合著現今中國市場的變化及需求，為本集團在傳統核心業務以外的發展打下良好的基礎。

本集團於傳統核心業務的專業團隊及長期合作的客戶是本集團重要的資產。在積極開展新業務的同時，在傳統核心業務尋求與不同的客戶合作、鞏固與主要客戶合作的關係及探索不同甚至嶄新的合作模式均是本集團保持競爭優勢的重點。本集團相信加入新業務並不會取代本集團的傳統核心業務，反而令本集團業務更多元化，擴大本集團的營運規模，對整個集團的發展更有裨益。

僱員及薪酬政策

於二零一六年十二月三十一日，本集團合共有225名僱員（二零一五年：123）。僱員人數增加主要來自移動直播及娛樂點播系統業務的僱員。本集團按僱員表現、經驗及當時業內情況釐定薪酬。薪酬通常按表現評估及其他相關因素每年更新。本集團或會按個別僱員之表現發放酌情花紅。

外幣風險

本集團的營業額及直接成本主要為人民幣（「人民幣」）結算。本集團會不時審閱及監察外幣所帶來的風險。

資本開支

截至二零一六年十二月三十一日止年度，本集團購買的物業、廠房及設備約為人民幣2.8百萬元（二零一五年：約人民幣0.6百萬元）。

Management Discussion and Analysis

管理層討論及分析

CAPITAL COMMITMENTS

As at 31 December 2016, the Group did not have any capital commitments.

CONTINGENT LIABILITIES

As at 31 December 2016, there were no significant contingent liabilities for the Group.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

There were no significant investments held as at 31 December 2016 (as at 31 December 2015: nil). Apart from the acquisition of Capital Land on 15 November 2016, there were no other material acquisition and disposal of subsidiary or affiliated company made by the Group during the year ended 31 December 2016 (during the year ended 31 December 2015: nil).

COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

An analysis comparing the business objectives as set out in the prospectus (the “Prospectus”) for the period from 6 November 2015, being the latest practicable date as defined in the Prospectus, to 31 December 2016 (the “Review Period”) with the Group’s actual business progress for the Review Period is set out as follows:

資本承擔

於二零一六年十二月三十一日，本集團並無任何資本承擔。

或然負債

於二零一六年十二月三十一日，本集團並無重大或然負債。

重大投資、重大收購或出售附屬公司及聯屬公司

本集團於二零一六年十二月三十一日無持有重大投資（於二零一五年十二月三十一日：無）。截至二零一六年十二月三十一日止年度，除於二零一六年十一月十五日收購京江南外，並無其他重大收購及出售附屬公司或聯屬公司事項（截至二零一五年十二月三十一日止年度：無）。

業務目標與實際業務進展之比較

於招股章程內載列的業務目標與本集團於二零一五年十一月六日（即招股章程定義的最後實際可行日期）至二零一六年十二月三十一日（「回顧期間」）的實際業務進展之比較分析如下：

Management Discussion and Analysis

管理層討論及分析

Business objectives

業務目標

Expanding the spectrums of video categories to be broadcasted online and related services

擴增視頻種類範圍至網絡播放及相關服務

Exploring additional and diversified revenue streams to share the advertising profits of the customers generated from the television and online programs produced by the Group in addition to charging a fixed production fee

除收取固定製作費外，發掘額外及多元化的收益來源，分佔製作電視及網絡節目所產生的客戶廣告溢利

Setting up a studio for shooting programs, holding promotional events for brand owners and other related uses

建立拍攝節目、為品牌擁有人舉辦宣傳活動及其他相關用途的錄製中心

Use of Proceeds from the Placing of Shares

The Company was successfully listed on GEM on 18 November 2015 by way of the placing of a total of 300,000,000 new shares in the Company at the placing price of HK\$0.39 each (the “Placing”) and the net proceeds raised from the Placing were about HK\$101.2 million after deduction of underwriting commission and relevant expenses.

Actual progress

實際業務進展

During the Review Period, the Group has launched a mobile phone application called “Great Star” to provide the live broadcasting videos to users. Also, the Group has entered into agreements with Mr. Huang Xiaoming and Mr. Tong Dawei during the year. Both of them are famous movie stars in the Greater China Area. They will provide certain live broadcasting service in “Great Star”. The costs incurred for “Great Star” during the Review Period were mainly contributed by the development, content production and promotional expenditure.

於回顧期間，本集團推出了名為「全聚星」的手機應用程式向用戶提供直播視頻的服務。同時，本集團於年內與兩位著名的大中華地區電影明星黃曉明先生及佟大為先生就彼等於「全聚星」上提供直播服務達成了協議。於回顧期間用於「全聚星」的成本主要為其前期開發、內容創作及推廣的開支。

The Group has been engaged in production of some variety programs with profit sharing arrangement with our customers and recognised corresponding income during the Review Period. The Group will continue to seek opportunities to share profits from our customers in addition to the fixed production fee.

本集團在回顧期間製作了一些與客戶有利潤分享安排的綜藝節目，並錄得相應的製作收入。本集團會繼續積極尋求更多的機會在收取節目固定製作費以外分享有關節目產生的溢利。

The Group had continued to identify a suitable location to set up the studio and negotiated with certain landlords on the detailed terms but no formal agreements had been reached during the Review Period. Therefore, there was no use of fund during the Review Period.

本集團於回顧期間就設立錄製中心繼續物色一個合適的位置及與個別業主磋商相關的細節，但並未落實任何正式協議。因此，於回顧期間並無相關的資金使用。

配售股份所得款項用途

本公司於二零一五年十一月十八日透過配售按配售價每股0.39港元配售本公司合共300,000,000股新股的方式成功於創業板上市（「配售」），而該配售所籌得的所得款項淨額經扣除包銷費及其他相關開支後約為101.2百萬港元。

Management Discussion and Analysis

管理層討論及分析

The use of the net proceeds from the Placing as at 31 December 2016 was approximately as follows:

於二零一六年十二月三十一日，配售所得款項用途概約如下：

		Adjusted use of proceeds in the same manner and proportion as stated in Prospectus 招股章程所述 方式及比例調整 所得款項用途 HK\$ million 百萬港元	Utilised amount 已動用金額 HK\$ million 百萬港元
Expanding the spectrums of video categories to be broadcasted online and related services (note (i))	擴增視頻種類範圍至網絡播放及相關服務(附註(i))	50.6	25.0
Exploring additional and diversified revenue streams to share the advertising profits of the customers generated from the television and online programs produced by us in addition to charging a fixed production fee (note (ii))	除收取固定製作費外，發掘額外及多元化的收益來源，分佔製作電視及網絡節目所產生的客戶廣告溢利(附註(ii))	25.3	25.3
Setting up a studio for shooting programs, holding promotional events for brand owners and other related uses (note (iii))	建立拍攝節目、為品牌擁有人舉辦宣傳活動及其他相關用途的錄製中心(附註(iii))	15.2	-
Expanding the program production and event organisation businesses, and as general working capital	擴大節目製作及活動籌辦業務及作為一般營運資本	10.1	6.4
		101.2	56.7

Notes:

- (i) Compare to the estimation in the Prospectus, the schedule of launching the application for the live stream videos to be watched online via mobile and other platforms had been delayed, therefore the utilised amount of the net proceeds from the Placing as at 31 December 2016 was lower than the estimated relative utilisation as at the same date disclosed in the Prospectus.
- (ii) During the Review Period, the Group had provided production services to a television station for certain variety programs. As the cost for artists and production teams were higher than the estimated production costs in the Prospectus, the utilisation of the net proceeds from the Placing as at 31 December 2016 was higher than the estimated relative utilisation as at the same date disclosed in the Prospectus.
- (iii) During the Review Period, the Group tried to identify a suitable location to set up the studio. However, there was no suitable site identified. Therefore, no relative net proceeds from the Placing were utilised. The Group intends to change the use of this part of proceeds from the Placing to the recent developed Entertainment On Demand System business. Please refer to the following paragraphs headed "Change in use of proceeds" for the details.

附註：

- (i) 由於本集團推出可透過移動及其他平台在線觀看的活動的現場視頻的應用程式的時間表有所延遲(對比於招股章程的預測)，因此於二零一六年十二月三十一日已動用之配售所得款項較招股章程中披露於相同日期的相關預計動用金額為低。
- (ii) 於回顧期間，本集團向電視台就一些綜藝節目提供製作服務。由於邀請藝人的成本及創作及製作團隊的成本較招股章程中的估計製作有關綜藝節目需要之費用為高，因此於二零一六年十二月三十一日已動用之配售所得款項較招股章程中披露於相同日期之相關預計動用金額為高。
- (iii) 於回顧期間，本集團嘗試物色適合的位置以設立錄製中心，然而未能成功地物色到理想位置，因此並無動用相關之配售所得款項。本集團擬將此部分之配售所得款項轉為於本集團於近期開展之娛樂點播系統業務，詳情載於以下標題為「更改所得款項用途」之段落。

Management Discussion and Analysis

管理層討論及分析

Change in use of proceeds

As stated in the section headed “Future Plans and Use of Proceeds” of the Prospectus, approximately 15% the net proceeds from the Placing (i.e. approximately HK\$15.2 million, the “Relevant Net Proceeds”) is intended for setting up a studio for shooting programs, holding promotional events for brand owners and other related uses. The set-up of the studio has been delayed as the Group cannot identify a suitable location. Up to the date of this report, the Company has not utilised any amount of net proceeds from the Placing for setting up the studio. The Group has started the Entertainment On Demand System business in the PRC recently and believes this business has great potential because of the rapid growth in the post-cinema market and huge market demand in pan-entertainment. In order to allow more flexibility for the Company to capture market opportunities, on the date of this report, the Board resolved to change the proposed use of Relevant Net Proceeds to the promotion and operation of the digital entertainment platform of the Group. The Directors consider that the change in the use of the Relevant Net Proceeds can reallocate more resources to the development of the Entertainment On Demand System of the Group, which will be in the interest of the Company as Entertainment On Demand System business would bring considerable revenue as mentioned in the paragraphs headed “Prospects” above and save time and cost as compared with that may incur for time-consuming negotiation and decoration of setting up the studio of the Group and is more in line with the current needs of the Group. Accordingly, the business objective disclosed in the Prospectus in relation to setting up a studio for shooting programs, holding promotional events for brand owners and other related uses (the “Relevant Business Objective”) will also be changed. As the Group currently focuses on developing the new business of Entertainment On Demand System and the Relevant Business Objective does not have any substantial progress, the Directors consider the Relevant Business Objective does not conform with the current market and industry situation as well as latest development of the Group. The Board believes the change from the Relevant Business Objective to develop and expand the Entertainment On Demand System business would be more in line with the future plans of the Group under current situation.

更改所得款項用途

如招股章程「未來計劃及所得款項用途」一節所述，配售所得款項淨額約15%（即約15.2百萬港元，「相關所得款項淨額」）將用作建立拍攝節目、為品牌擁有人舉辦宣傳活動及其他相關用途的錄製中心。本集團未能物色到適合的位置，因此建立錄製中心的時間一再延遲。直至本報告日期，本公司並無就建立錄製中心動用任何配售所得款項淨額。本集團剛開展於中國的娛樂點播系統業務，本集團相信配合著發展迅速的後電影市場及於泛娛樂的巨大需求，此業務極有發展潛力。為使本公司更靈活地把握市場機遇，於本報告日期，董事會議決將相關所得款項淨額之建議用途更改為用於本集團之數字娛樂平台的推廣及營運。董事認為，將相關所得款項淨額之建議用途更改可重新分配更多資源以發展本集團之娛樂點播系統，符合本公司的利益，原因為如上述標題為「前景」之段落所述，娛樂點播系統業務能帶來可觀的收入及相比於由本集團花更多時間商討及建立錄製中心，此舉更能節省時間及成本及更符合本集團現時的需求。相對地，於招股章程中披露的有關建立拍攝節目的錄製中心、為品牌擁有人主辦宣傳活動及其他相關用途的業務目標（「相關業務目標」）亦將會更改。由於本集團目前集中於發展娛樂點播系統的新業務及相關業務目標未有明顯進展，董事認為相關業務目標並不符合現時市場、行業以及本集團的最新發展。董事會相信於現時情況下，將相關業務目標更改為發展及擴張娛樂點播系統業務將更符合本集團的未來計劃。

Management Discussion and Analysis

管理層討論及分析

Save for the aforesaid changes, there has been no other change in the use of the net proceeds from the Placing and business objectives disclosed in the Prospectus.

For the reasons aforesaid, the Directors consider that the change in proposed use of Relevant Net Proceeds conforms with the development of the market and industry and will improve efficiency of use of proceeds of the Group, which is advantageous to the diversification of the Group's business and will provide a steady income stream of the Group. The Directors consider that the change in use of net proceeds is fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

除以上所述外，概無其他配售所得款項淨額之用途及於招股章程中披露的業務目標的更改。

如以上原因所述，董事認為，改變相關所得款項淨額用途乃基於市場及行業的發展及將提升本集團動用所得款項之效益，有利於本集團業務多元化發展以及為本集團提供穩定收入來源。董事認為，改變所得款項淨額之用途屬公平合理，並符合本公司及本公司股東的整體利益。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board and the management of the Company are committed to establishing good corporate governance practices and procedures. The maintenance of high standard of business ethics and corporate governance practices has always been one of the Group's goals. The Company believes that good corporate governance provides a framework that is essential for effective management, successful business growth and a healthy corporate culture, thereby leading to the enhancement of shareholders' value.

The Board has adopted the Corporate Governance Code (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules. Continuous efforts are made to review and enhance the Group's risk management and internal controls and procedures in light of changes in regulations and developments in best practices. To us, maintaining high standards of corporate governance practices is not just complying with the provisions but also the intent of the regulations to enhance corporate performance and accountability.

The Board is pleased to report compliance with the code provisions of the CG Code for the year ended 31 December 2016, except where otherwise stated.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the directors (the "Required Standard of Dealings"). The Company has confirmed, having made specific enquiry of the directors, all the directors have complied with the Required Standard of Dealings throughout the year.

企業管治常規

本公司董事會及管理層致力訂立良好的企業管治常規及程序。保持高標準的商業道德和企業管治常規一直是本集團的目標之一。本公司相信，良好的企業管治能為有效管理、成功達致業務增長及健康企業文化訂立框架，從而提升股東價值。

董事會已採納創業板上市規則附錄15所載企業管治守則（「企業管治守則」）。本集團一直致力就條例的變更及最佳常規的發展檢討及提升其風險管理及內部監控及程序。對我們而言，維持高水準的企業管治常規不僅符合條文的規定，也實現條例的精神，藉以提升企業的表現及問責性。

董事會欣然匯報，除非另有所述，截至二零一六年十二月三十一日止年度一直符合企業管治守則的守則條文。

董事進行證券交易

本公司已採納創業板上市規則第5.48至5.67條作為董事買賣本公司證券之行為守則（「交易必守標準」）。本公司於向董事作出特定查詢後確認，所有董事均於年內遵守交易必守標準。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS

The Board comprises:

Executive directors:

Mr. Philip Jian Yang (*Chairman*)
Mr. Li Lin
Mr. Yang Shiyuan
Mr. Sun Rui

Non-executive directors:

Mr. Ge Xuyu
Mr. Wang Yong

Independent non-executive directors:

Mr. Li Fei
Mr. Law Kin Ho
Mr. Tan Song Kwang

An updated list of directors and their role and functions is maintained at the websites of the Company and the Stock Exchange and the independent non-executive directors are identified by name in all corporate communications.

Each independent non-executive director has given an annual confirmation of his independence to the Company, and the Company considers them to be independent under Rule 5.09 of the GEM Listing Rules.

During the year ended 31 December 2016, six Board meetings and one annual general meeting ("2016 AGM") were held and the attendance of each director is set out as follows:

Name of director 董事姓名

Mr. Philip Jian Yang 楊劍先生
Mr. Li Lin 黎霖先生
Mr. Yang Shiyuan 楊世遠先生
Mr. Sun Rui 孫銳先生
Mr. Ge Xuyu 葛旭宇先生
Mr. Wang Yong 汪勇先生
Mr. Li Fei 李飛先生
Mr. Law Kin Ho 羅健豪先生
Mr. Tan Song Kwang 陳松光先生

董事會

董事會包括：

執行董事：

楊劍先生(主席)
黎霖先生
楊世遠先生
孫銳先生

非執行董事：

葛旭宇先生
汪勇先生

獨立非執行董事：

李飛先生
羅健豪先生
陳松光先生

一份更新的董事名單與其角色和職能設存於本公司及聯交所網站，獨立非執行董事在所有企業通訊中均以名字識別。

各獨立非執行董事已就其對本公司的獨立性發出年度確認函，本公司亦根據創業板上市規則第5.09條規定認為其為獨立人士。

於截至二零一六年十二月三十一日止年度，本公司舉行六次董事會會議及一次股東週年大會(「二零一六年股東週年大會」)。董事之出席情況列示如下：

Attendance record for the meetings during the year ended 31 December 2016

於截至二零一六年十二月三十一日止年度之
會議出席記錄

	Board meetings 董事會會議	2016 AGM 二零一六年股東週年大會
Mr. Philip Jian Yang 楊劍先生	6/6	1/1
Mr. Li Lin 黎霖先生	6/6	1/1
Mr. Yang Shiyuan 楊世遠先生	6/6	1/1
Mr. Sun Rui 孫銳先生	6/6	1/1
Mr. Ge Xuyu 葛旭宇先生	6/6	1/1
Mr. Wang Yong 汪勇先生	4/6	1/1
Mr. Li Fei 李飛先生	5/6	1/1
Mr. Law Kin Ho 羅健豪先生	6/6	1/1
Mr. Tan Song Kwang 陳松光先生	6/6	1/1

Corporate Governance Report

企業管治報告

RESPONSIBILITIES OF THE BOARD

All the Directors (including the independent non-executive directors) have acquired a proper understanding of the Company's operation and business and are fully aware of his functions and responsibilities under statute and common law, the GEM Listing Rules and other applicable legal and regulatory requirements. Every director has given the Company the details on the number and nature of offices held in other companies and significant commitments at the time of his appointment.

The Board is responsible for leadership and control of the Group and be collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs. The Board focuses on formulating the Group's overall strategies, authorising the development plan and budget; monitoring financial and operating performance; reviewing the effectiveness of the risk management and internal control systems; supervising and managing management's performance of the Group; and setting the Group's values and standards. Though the Board delegates the day-to-day management, administration and operation of the Group to management, all the directors continue to give sufficient time and attention to the Company's affairs. The delegated functions are reviewed by the Board periodically to ensure that they accommodate the needs of the Group.

Apart from the Audit Committee, Remuneration Committee and Nomination Committee (as defined below), the Company did not set up any other board committees for dealing with any matters during the year.

The Company has in force appropriate insurance coverage on Director's and officer's liabilities arising from the Group's business. The Company reviews the extent of insurance coverage on an annual basis.

CORPORATE GOVERNANCE FUNCTIONS

No corporate governance committee has been established and the Board is responsible for performing the corporate governance functions such as developing and reviewing the Company's policies, practices on corporate governance, training and continuous professional development of the directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, etc.

The Board holds meetings from time to time whenever necessary. At least 14 days notice of regular Board meetings would be given to all directors and they can include matters for discussion in the agenda as they think fit. The agenda accompanying Board papers would be sent to all directors at least 3 days before the date of every Board meeting in order to allow sufficient time for the directors to review the documents. The Chairman would also ensure that all directors are properly briefed on matters arising at board meetings.

董事會責任

全體董事(包括獨立非執行董事)對本公司的運作及業務均有適當的理解,並充分了解法規及普通法、創業板上市規則、其他適用的法律規定及監管規定下各自的職能和責任。各董事已經將其任職之時於其他公司所任職務的數目及性質和重大承擔的細節告知本公司。

董事會負責領導及監控本集團,並共同負責指導並監督本集團事務以促使本集團成功發展。董事會致力於制訂本集團的整體策略、審批發展計劃及預算;監察財務及營運業績;審查風險管理及內部監控制度的有效性;監督和控制管理層表現;以及設定本集團的價值觀和標準。雖然董事會授權管理層處理本集團的日常管理、行政和運作,但所有的董事繼續將充足時間和注意力投入本公司事務中。董事會定期檢討授出的職能,以確保符合本集團的需要。

除了審核委員會、薪酬委員會及提名委員會(定義見下文),本公司於年內未曾設立其他董事會委員會來處理任何事項。

本公司已就董事及行政人員因履行本集團業務而引起的責任購買適當保險,本公司每年檢討保險所保障的範圍。

企業管治職能

由於本公司並無成立企業管治委員會,董事會負責執行企業管治職能,如制定及檢討本公司企業管治的政策及常規、為董事及高級管理層提供培訓及持續專業發展、確保本公司政策及常規符合法律及監管規定等。

董事會於必要時不時舉行會議。召開常規董事會會議至少14天前,全體董事均會獲得通知,彼等可將認為適合的討論事項納入會議議程。會議議程連同董事會文件至少於每次董事會會議舉行當日3天前送交全體董事,以便董事有充足時間審議有關文件。主席亦會保證全體董事適當知悉董事會會議上討論的事宜。

Corporate Governance Report

企業管治報告

Minutes of every Board meeting are circulated to all directors for their perusal and comments prior to confirmation of the minutes. The duly signed minutes are open for inspection by any director. The Board also ensures that it is supplied in a timely manner with all necessary information in a form and of a quality appropriate to enable it to discharge its duties.

Every Board member has full access to the advice and services of the company secretary with a view to ensuring that Board procedures, and all applicable rules and regulations are followed. The Board members are enabled to seek independent professional advice in appropriate circumstances, at the Company's expense, to assist them to discharge their duties. They are also entitled to have full access to Board papers and related materials so that they are able to make an informed decision and to discharge their duties and responsibilities.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Philip Jian Yang is the Chairman of the Board and the Chief Executive Officer of the Company and is responsible for the overall operations, management, business development and strategy planning of the Group.

The Chairman also takes the lead to ensure that the Board works effectively and acts in the best interest of the Company by encouraging the directors to make active contribution in Board's affairs and promoting a culture of openness and debate.

The Board is of the view that although Mr. Yang is both Chairman and the Chief Executive Officer, the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals who would meet from time to time to discuss issues affecting operation of the Company.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

The current Articles of Association of the Company (the "Articles") provide that at each annual general meeting, one-third of the directors for the time being shall retire from office by rotation and that every director shall be subject to retirement by rotation at least once every 3 years.

The non-executive directors are not appointed for a specific term but they are subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles. Each independent non-executive director is required to inform the Company as soon as practicable if there is any change that may affect his independence and must provide an annual confirmation of his independence to the Company. Up to the date of this report, no independent non-executive director has served the Company more than 9 years.

每次董事會會議記錄均分發至全體董事，以供彼等在確認會議記錄前細閱及給予意見。妥善簽署的會議記錄供任何董事查閱。董事會亦確保其及時以適當的形式和質量獲提供所有必要的資料，以履行其職務。

各董事會成員均可全面獲得公司秘書的意見及服務，以確保遵守董事會程序以及所有適用規則及規例。董事會成員亦可在適當情形下尋求獨立專業意見，以協助彼等履行職務，費用由本公司承擔。彼等亦有權全面取得董事會文件及相關資料，以作出知情決定及履行彼等的職務及職責。

主席及行政總裁

楊劍先生為本公司董事會主席兼行政總裁，負責本集團整體營運、管理、業務發展及策略規劃。

主席亦領導董事會，鼓勵所有董事積極參與董事會事務，倡導公開及積極討論的文化，以確保其有效運作，維護本公司最佳利益。

董事會認為，雖然楊先生為主席兼行政總裁，但通過由具備豐富經驗的人士組成的董事會的運作及由董事會不時開會討論影響本公司營運的事宜，已確保權責平衡。

董事的委任及重選

本公司現行章程細則(「章程細則」)訂明，於每屆股東週年大會上，當時三分之一的董事須輪值告退，且每名董事須至少每3年輪值告退一次。

非執行董事並無委任特定任期，惟彼等須根據章程細則於股東週年大會上輪席退任及重選。倘出現任何可能影響獨立非執行董事獨立性的變動，各獨立非執行董事均須盡快在切實可行的情況下通知本公司，並須向本公司提供有關其獨立性的年度確認書。截至本報告日期止，尚無獨立非執行董事服務本公司超過9年。

Corporate Governance Report

企業管治報告

PROFESSIONAL DEVELOPMENT

To assist directors' continuing professional development, the Company recommends directors to attend relevant seminars to develop and refresh their knowledge and skills. Directors also participate in continuous professional development programmes such as external seminars organised by qualified professionals, to develop and refresh their knowledge and skills in relation to their contribution to the Board. Records of the training received by the respective directors are kept and updated by the company secretary of the Company.

The individual training record of each director received for the year ended 31 December 2016 is summarised below:

Name of director 董事姓名	Reading professional journals and updates and/or attending seminar(s) relating to the economy, general business, director's duties and responsibility etc. 閱讀有關經濟、一般業務、董事的義務及責任等專業期刊及最新資料及/或出席相關的座談會
Mr. Philip Jian Yang 楊劍先生	✓
Mr. Li Lin 黎霖先生	✓
Mr. Yang Shiyuan 楊世遠先生	✓
Mr. Sun Rui 孫銳先生	✓
Mr. Ge Xuyu 葛旭宇先生	✓
Mr. Wang Yong 汪勇先生	✓
Mr. Li Fei 李飛先生	✓
Mr. Law Kin Ho 羅健豪先生	✓
Mr. Tan Song Kwang 陳松光先生	✓

All directors also understand the importance of continuous professional development and are committed to participating any suitable training to develop and refresh their knowledge and skills.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") was established on 3 November 2015 comprising 3 independent non-executive directors namely, Mr. Law Kin Ho, Mr. Li Fei and Mr. Tan Song Kwang. Mr. Law Kin Ho is the chairman of the Audit Committee. No member of the Audit Committee is a member of the former or existing auditor of the Company. The terms of reference of the Audit Committee are available at the Company's website and on the website of the Stock Exchange.

The major roles and functions of the Audit Committee are to review and supervise the financial reporting process, risk management and internal control systems of the Company and to provide recommendations and advices to the Board on the appointment, re-appointment and removal of the external auditor as well as their terms of appointment.

專業發展

為協助董事的持續專業發展，本公司建議董事出席相關座談會，以增進及重溫彼等的知識及技能。董事亦參與持續專業發展計劃，例如由合資格專業人士舉辦的外部座談會，以增進及重溫彼等有關董事會貢獻的知識及技能。各董事的培訓記錄由本公司公司秘書保管及更新。

截至二零一六年十二月三十一日止年度，各位董事的個人培訓記錄總結如下：

全體董事亦明白持續專業發展的重要性，並致力出席任何合適的培訓，以增進及重溫其知識及技能。

審核委員會

本公司審核委員會（「審核委員會」）成立於二零一五年十一月三日，包括3名獨立非獨立董事，分別為羅健豪先生、李飛先生及陳松光先生。羅健豪先生為審核委員會主席。審核委員會成員當中並無本公司前任或現任核數師。審核委員會的職權範圍載於本公司網站及聯交所網站。

審核委員會的主要角色及職能為檢討及監督本公司的財務申報程序、風險管理及內部監控制度，並就委聘、續聘及罷免外聘核數師以及彼等的委聘條款，向董事會提出推薦意見及建議。

Corporate Governance Report

企業管治報告

According to the current terms of reference, meetings of the Audit Committee shall be held at least four times a year.

Five audit committee meetings were held for the year ended 31 December 2016. The attendance of each member is set out as follows:

Name of members of Audit Committee

審核委員會成員姓名

Mr. Law Kin Ho 羅健豪先生

Mr. Li Fei 李飛先生

Mr. Tan Song Kwang 陳松光先生

5/5

4/5

5/5

At the audit committee meetings during the year, in performing its duties in accordance with its terms of reference, the work performed by the Audit Committee includes:

- (a) review and supervise the financial reporting process and internal control system of the Company and its subsidiaries;
- (b) recommendation to the Board, for the approval by shareholders, of the re-appointment of external auditor and approval of their remuneration;
- (c) determination of the nature and scope of the audit; and
- (d) review the financial statements for relevant periods and discuss corporate governance practice.

Draft and final versions of the minutes of the Audit Committee meetings will be sent to all committee members for their comment and records within a reasonable time after the meetings and the full minutes will be kept by the company secretary who is also the secretary of the Audit Committee.

The Audit Committee is provided with sufficient resources to perform its duties and is enabled to seek independent professional advice in appropriate circumstances, at the Company's expense, to discharge its responsibilities.

REMUNERATION COMMITTEE

The remuneration committee of the Company (the "Remuneration Committee") was established on 3 November 2015 comprising three directors namely, Mr. Li Fei, Mr. Tan Song Kwang and Mr. Sun Rui. Mr. Li Fei is the chairman of the Remuneration Committee. The terms of reference of the Remuneration Committee are available at the Company's website and on the website of the Stock Exchange.

根據現有職權範圍，審核委員會每年須至少舉行四次會議。

於截至二零一六年十二月三十一日止年度，本公司舉行五次審核委員會會議。成員之出席情況列示如下：

Attendance record for the meetings during the year ended 31 December 2016

於截至二零一六年十二月三十一日止年度之會議出席記錄

於年內舉行審核委員會會議，在根據其職權範圍履行其職責方面，審核委員會履行的工作包括：

- (a) 檢討及監督本公司及其附屬公司的財務申報程序及內部監控制度；
- (b) 向董事會提出重新委任外聘核數師及批准其酬金的建議，以供股東批准；
- (c) 釐定審核的性質及範圍；及
- (d) 審閱相關期間的財務報表，以及討論企業管治常規。

審核委員會會議記錄的草擬及最終版本將會於會議後一段合理的時間內發給所有委員會成員，以供其評論及記錄。公司秘書亦為審核委員會的秘書，將保存會議記錄全文。

本公司向審核委員會提供充足資源，以供其履行職務。審核委員會可在適當情況下為履行責任而尋求獨立專業意見，費用由本公司承擔。

薪酬委員會

本公司的薪酬委員會（「薪酬委員會」）於二零一五年十一月三日成立，包括三名董事，分別為李飛先生、陳松光先生及孫銳先生。李飛先生為薪酬委員會主席。薪酬委員會的職權範圍可於本公司網站及聯交所網站查閱。

Corporate Governance Report

企業管治報告

The roles and functions of the Remuneration Committee include to make recommendation to the Board on the overall remuneration policy and structure relating to all directors and senior management of the Group, having the delegated responsibility to determine the specific remuneration packages of all executive directors of the Group and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and making recommendations to the Board of the remuneration of the non-executive directors.

During the year, one remuneration committee meeting was held and the remuneration of the directors and senior management has been discussed. The members' attendance is shown as follows:

Name of members of Remuneration Committee 薪酬委員會成員姓名

Mr. Li Fei 李飛先生	1/1
Mr. Tan Song Kwang 陳松光先生	1/1
Mr. Sun Rui 孫銳先生	1/1

The emolument payable to directors depends on their respective contractual terms under the service contracts and the appointment letters, and as recommended by the Remuneration Committee. Details of the directors' emolument are set out in note 12 to the consolidated financial statements.

The Remuneration Committee is provided with sufficient resources to perform its duties and is enabled to seek independent professional advice in appropriate circumstances, at the Company's expense, to discharge its responsibilities.

NOMINATION COMMITTEE

The nomination committee of the Company (the "Nomination Committee") was established on 3 November 2015 comprising the five directors namely, Mr. Philip Jian Yang, Mr. Law Kin Ho, Mr. Tan Song Kwang, Mr. Li Fei and Mr. Ge Xuyu. Mr. Philip Jian Yang is currently the chairman of the Nomination Committee. The terms of reference of the Nomination Committee are available at the Company's website and on the website of the Stock Exchange.

The roles and functions of the Nomination Committee include reviewing the structure, size and composition of the Board on regular basis, identifying individuals suitably qualified to become members of the Board, assessing the independence of the independent non-executive directors and making recommendations to the Board on the appointment or re-appointment of directors. In considering the nomination of new directors, the Board will take into account the qualification, ability, working experience, leadership and professional ethics of the candidates, especially their experience in program production and event organisation and/or other professional areas.

薪酬委員會的角色及職能包括就與本集團全體董事及高級管理層有關的整體薪酬政策及架構向董事會提供推薦建議，具有釐定本集團全體執行董事及高級管理層的具體薪酬配套的轉授責任，包括實物利益、退休金權利及補償款項（包括任何就失去或終止職務或委任的應付補償），以及就非執行董事的薪酬向董事會提出推薦意見。

於年內，本公司舉行一次薪酬委員會會議并討論董事及高級管理層之薪酬。成員之出席情況列示如下：

Number of meetings attended during the year ended 31 December 2016 截至二零一六年十二月三十一日止 年度之會議出席記錄

應付董事之酬金取決於彼等各自於服務合約及委聘書下之合約條款并由薪酬委員會推薦建議。董事酬金之詳情載於綜合財務報表附註12。

本公司向薪酬委員會提供充足資源，以供其履行職務。薪酬委員會可在適當情況下為履行責任而尋求獨立專業意見，費用由本公司承擔。

提名委員會

本公司的提名委員會（「提名委員會」）於二零一五年十一月三日成立，包括五名董事，分別為楊劍先生、羅健豪先生、陳松光先生、李飛先生及葛旭宇先生。楊劍先生現為提名委員會主席。提名委員會的職權範圍可於本公司網站及聯交所網站查閱。

提名委員會的角色及職能包括定期檢討董事會的架構、規模及組成、物色具備資格成為董事會成員的適當人選、評估獨立非執行董事的獨立性以及就有關委任或重新委任董事向董事會提出推薦意見。有關提名新任董事方面，董事會將考慮候選人的資格、能力、工作經驗、領導才能及專業操守，特別是在節目製作及活動籌辦及／或其他專業範疇的經驗。

Corporate Governance Report

企業管治報告

One nomination committee meeting was held during the year ended 31 December 2016. No change has been proposed to the structure, size and composition of the Board during the meeting and the Nomination Committee had also confirmed the independence of an independent non-executive director who would be retired and offer himself for re-election at 2016 AGM and the diversity of the Board.

The attendance of each member is set out as follows:

Name of members of Nomination Committee 提名委員會成員姓名

Mr. Philip Jian Yang 楊劍先生	1/1
Mr. Li Fei 李飛先生	1/1
Mr. Law Kin Ho 羅健豪先生	1/1
Mr. Tan Song Kwang 陳松光先生	1/1
Mr. Ge Xuyu 葛旭宇先生	1/1

The Nomination Committee is provided with sufficient resources to perform its duties and is enabled to seek independent professional advice in appropriate circumstances, at the Company's expense, to discharge its responsibilities.

Board Diversity Policy

The Board has adopted a board diversity policy which sets out the approach to achieve a sustainable and balanced development of the Company and also to enhance the quality of performance of the Company.

The Company seeks to achieve board diversity through the consideration of a number of factors, including but not limited to age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates will be based on a range of diversity perspectives as stated in the above. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

As at the date of this report, the Board comprises nine directors. Three of the directors are independent non-executive directors and independent of management, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of professional background and skills.

於截至二零一六年十二月三十一日止年度，本公司舉行一次提名委員會會議，於會議內並無建議更改董事會的架構、規模及組成。提名委員會亦確認於二零一六年股東週年大會上退任並重選連任之一位獨立非執行董事之獨立性及董事會的多元化。

成員之出席情況列示如下：

Number of meetings attended during the year ended 31 December 2016 於截至二零一六年十二月三十一日 年度之會議出席記錄

本公司向提名委員會提供充足資源，以供其履行職責。提名委員會可在適當情況下為履行責任而尋求獨立專業意見，費用由本公司承擔。

董事會多元化政策

董事會已通過了董事會多元化政策的訂明方式，以實現本公司的可持續和平衡發展，也提升本公司業績的質量。

本公司旨在通過對多項因素的考慮，以實現董事會多元化，包括但不限於年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

甄選人選將按如上述一系列多元化範疇為基準。最終將按人選的長處及可為董事會提供的貢獻而作決定。

於本報告日期，董事會由九名董事組成。其中三名董事為獨立非執行董事及獨立管理，並據此促進嚴格檢視及監控管理過程。董事會不論專業背景及技能，均有豐富的多元性。

Corporate Governance Report

企業管治報告

ACCOUNTABILITY AND AUDIT

Financial Reporting

The management provides such explanation and information to the Board and reports regularly to the Board on financial position and prospects of the business of the Company so as to enable the Board to make an informed assessment of the financial and other information put before the Board for approval.

The Directors acknowledge their responsibilities (as set out in the Independent Auditor's Report) for preparing the financial statements of the Group that give a true and fair view of the state of affairs of the Group. The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern and the Board has prepared the consolidated financial statements on a going concern basis. The responsibility of the external auditor is to form an independent opinion, based on their audit, on those consolidated financial statements prepared by the Board and to report their opinion to the shareholders of the Company. A statement by auditor about their reporting responsibility is set out in the Independent Auditor's Report.

Risk Management and Internal Control systems

The Board is responsible for the risk management and internal control systems of the Company and reviewing their effectiveness. The Board oversees the overall risk management of the Group and endeavours to identify, control impact of the identified risks and facilitate implementation of coordinated mitigating measures. The risks and the relevant measures have been disclosed in the report of the directors on page 40 to 65 of this report. The risk management and internal control systems of the Company are designed to manage rather than eliminate the risk of failures to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

Each department of the Company would choose certain material risk events in its field every year and assess and grade the possibility of occurrence and influence of risk events to determine the scope of material risk of the year together with the management of the Company. Each functional department prepares counteractions to deal with material risks in its field and report the execution situation regularly.

問責及審核

財務報告

管理層須就本公司的財務狀況及業務發展前景向董事會提供有關解釋及資料，並定期向董事會匯報，以便董事會能夠於審批前就所提交的財務及其他資料作出知情評估。

誠如獨立核數師報告所載，董事確認負責編製真實及公平反映本集團事務狀況之本集團財務報表。董事會並不知悉有任何重大不明朗事件或狀況，可引致對本集團是否有能力持續經營產生重大疑問，而董事會已按照持續經營基準編製綜合財務報表。外聘核數師乃根據彼等的審核結果，對董事會所編製的該等綜合財務報表發表獨立意見，並向本公司股東匯報彼等的意見。核數師作出的申報責任聲明載於獨立核數師報告。

風險管理及內部監控系統

董事會負責制定本公司的風險管理及內部監控制度，以及負責檢討其的成效。董事會監督本集團整體之風險管理及致力識別風險、控制已識別之風險及促進配合減輕風險的措施的實行。有關風險及措施已於本報告第40至65頁之董事會報告中披露。本公司之風險管理及內部監控制度旨在管理而不是消除為達致營運目標而存在的失效風險，同時面對重大的錯誤陳述或損失亦只會提供合理而非絕對的保證。

本公司每個部門於每年都會就其領域選取若干重大的風險事件，並就風險事件的發生可能性及其影響作出評估及分類，從而與本公司管理層確認該年之重大風險的範圍。每個職能部門均會就處理其領域之重大風險準備應對方法及定期報告有關的執行情況。

Corporate Governance Report

企業管治報告

The Company does not have an internal audit function and is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. It was decided that the Board would be directly responsible for internal control of the Group and for reviewing its effectiveness. Procedures have been designed for safeguarding assets against unauthorised use or disposition, ensuring the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensuring compliance with applicable laws, rules and regulations. The situation will be reviewed from time to time.

The Board reviews the risk management and internal controls annually. The Board has conducted a review of, and is satisfied with the effectiveness of the risk management and internal control systems for the year ended 31 December 2016 as well as the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function.

With respect to the monitoring and disclosure of inside information, the Company has formulated its guidelines, with an aim to ensure that the insiders abide by the confidentiality requirement and fulfill the disclosure obligation of the inside information.

AUDITOR'S REMUNERATION

During the year ended 31 December 2016, the fees for the services provided by to the Company's auditor are set out as follows:

Audit services 審核服務
Non-audit services 非審核服務

COMPANY SECRETARY

Mr. Ho Kwong Yu was appointed as the company secretary of the Company on 30 April 2015. The selection, appointment or dismissal of the company secretary is approved by the Board. Mr. Ho is an employee of the Company and has day-to-day knowledge of the Company's affairs. The biographical details of Mr. Ho are set out under the section headed "Biographical Details of Directors and Senior Management".

For the year under review, Mr. Ho has confirmed that he has taken no less than 15 hours of relevant professional training.

本集團並無內部審核功能及認為根據目前本集團業務之規模、性質及複雜性，毋須即時於本集團內設立內部審核功能。本集團決定直接由董事會負責本集團之內部監控並審閱其效能，並已制訂程序以防止資產未經授權使用或出售、確保存有正確記錄以提供可靠財務資料作內部使用或刊發，以及確保遵守適用法律、法規及規定。該情況將不時進行檢討。

董事會每年檢討風險管理及內部監控制度。截至二零一六年十二月三十一日止年度，董事會已檢討風險管理及內部監控制度的成效，以及資源充足的程度、員工的資格及經驗、培訓計劃及本公司的會計預算及財務報告職能，並滿意有關結果。

關於內幕消息的監控及披露，本公司已就保證內幕人士遵循保密要求及履行內幕消息的披露義務制定相關的指引。

核數師酬金

截至二零一六年十二月三十一日止年度，本公司核數師的提供服務費用載列如下：

RMB'000
人民幣千元

802

-

802

公司秘書

何光宇先生於二零一五年四月三十日獲委任為本公司之公司秘書。公司秘書之甄選、委任或罷免由董事會批准。何先生為本公司僱員，熟悉本公司事務。何先生之履歷詳情載於「董事及高級管理層履歷」一節內。

於回顧年度，何先生已確認，彼已接受不少於15個小時之相關專業培訓。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS

The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. An annual general meeting of the Company shall be held in each year and at the place as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting ("EGM").

Right to convene EGM

Any one or more members holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company, shall at all times have the right, by written requisition sent to the Company's principal office as set out in the manner below, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within 2 months after the deposit of such requisition.

The written requisition must state the purposes of the meeting, signed by the requisitionist(s) and deposit it to the Board or the company secretary of the Company at the Company's principal place of business in Hong Kong at Room 4502, 45/F, One Midtown, 11 Hoi Shing Road, Tsuen Wan, N.T., Hong Kong, and such may consist of several documents in like form, each signed by one or more requisitionists.

The request will be verified with the Company's branch share registrars in Hong Kong and upon their confirmation that the request is proper and in order, the company secretary of the Company will ask the Board to convene an EGM by serving sufficient notice in accordance with the statutory requirements to all the registered members. On the contrary, if the request which has been verified is not in order, the shareholders will be advised of this outcome and accordingly, an EGM will not be convened as requested. If within twenty-one days from the date of the deposit of the requisition the Board fails to proceed to convene such meeting, the requisitionist(s), may convene a meeting in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed by the Company to the requisitionist(s).

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

- (a) At least 14 clear days' notice in writing (and not less than 10 business days) if the proposal constitutes an ordinary resolution of the Company;
- (b) At least 21 clear days' notice in writing (and not less than 20 business days) if calling for an annual general meeting or the proposal constitutes a special resolution of the Company in EGM.

股東權利

本公司股東大會為股東及董事會提供溝通機會。本公司每年於董事會可能釐定的地點舉行股東週年大會。除股東週年大會外，各股東大會均稱為股東特別大會（「股東特別大會」）。

召開股東特別大會之權利

任何一名或多名於遞交請求書日期持有附帶本公司股東大會投票權的本公司實繳股本不少於十分之一的股東，均有權隨時按下文所載方式向本公司的主要營業地點遞交請求書，要求董事會就請求書內所列任何事項召開股東特別大會，而有關大會須於遞交請求書後兩個月內舉行。

該請求書必須列明會議目的，並由請求人簽署及遞交至本公司的香港主要營業地點（地址為香港新界荃灣海盛路11號One Midtown 45樓4502室），註明收件人為董事會或本公司的公司秘書。該請求書可包括多份形式相類的文件，各自經由一名或多名請求人簽署。

本公司的香港股份過戶登記分處將會核實有關請求。請求一經確認為適當及符合議事規程，則本公司的公司秘書將會請求董事會按照法定規定向全體登記股東送達充分通知，召開股東特別大會。相反，倘該請求經核實為不符合議事規程，則股東將獲知會有關結果，而股東特別大會亦不會按要求召開。倘董事會未能於請求書遞交日期後二十一日內安排召開有關大會，則請求人可以相同方式召開大會，而本公司將會向請求人償付因董事會未能召開大會而令請求人產生的所有合理開支。

向全體登記股東發出通知以供考慮請求人於股東特別大會所提出建議之通知期，基於建議性質而有所不同，詳情如下：

- (a) 倘建議構成本公司之普通決議案，則須發出至少14個整日（及不少於10個營業日）之書面通知；
- (b) 倘要求召開股東週年大會或建議構成本公司股東特別大會上之特別決議案，則須發出至少21個整日（及不少於20個營業日）之書面通知。

Corporate Governance Report

企業管治報告

Right to put enquiries to the Board

Shareholders have the right to put enquiries to the Board. All enquiries shall be in writing and sent by post to the principal place of business of the Company in Hong Kong for the attention of the company secretary.

Right to put forward proposals at general meetings

There are no provisions allowing shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law (2011 Revision). However, shareholders are requested to follow Article 58 of the Company's Articles for including a resolution at an EGM. The requirements and procedures are set out above. Pursuant to Article 85 of the Articles, no person other than a director retiring at the meeting shall, unless recommended by the directors for election, be eligible for election as a director at any general meeting unless a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the registration office provided that the minimum length of the period, during which such notice(s) are given, shall be at least 7 days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting. The written notice must state that person's biographical details as required by Rule 17.50(2) of the GEM Listing Rules. The procedures for shareholders of the Company to propose a person for election as director is posted on the Company's website.

INVESTOR RELATIONS

The Company has established a range of communication channels between itself and its shareholders, investors and other stakeholders. These include the annual general meeting, the annual, interim and quarterly reports, notices, announcements and circulars and the Company's website at www.ntmediabj.com.

During the year ended 31 December 2016, there had been no significant change in the Company's constitutional documents.

向董事會提出查詢之權利

股東有權向董事會提出查詢。所有查詢須以書面形式提出，並以郵遞方式送往本公司之香港主要營業地點，註明公司秘書收。

於股東大會上提呈建議之權利

開曼群島公司法(2011年修訂本)並無條文批准股東於股東大會上提呈新決議案。然而，倘股東擬於股東特別大會上提呈決議案，則須遵守本公司章程細則第58條。有關要求及程序已載於上文。根據章程細則第85條，除非獲董事推薦參選，或由正式合資格出席大會並可於會上投票之股東(並非擬參選者)簽署通知，表明建議提名相關人士參選之意向，且獲被提名人士簽署該通知表明願意參選，否則除會上退任董事外，概無任何人士合資格於任何股東大會上參選董事。上述通知須呈交總辦事處或過戶登記處，通知期至少為七日，倘該等通知是於寄發有關推選董事之股東大會通告後呈交，則呈交該等通知之期限為寄發有關推選董事之股東大會通告翌日起計至不遲於該股東大會舉行日期前七日。根據創業板上市規則第17.50(2)條，上述書面通知必須列明該人士之履歷詳情。有關本公司股東提名人選參選董事之程序已於本公司網站刊載。

投資者關係

本公司已就其本身與其股東、投資者及其他利益相關者設立多個溝通渠道，包括股東週年大會、年度、中期及季度報告、通告、公告及通函、以及本公司網站 www.ntmediabj.com。

截至二零一六年十二月三十一日止年度，本公司之憲章文件並無重大變動。

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENT

Emissions

The Group is engaged in the businesses of program production, event organisation, mobile live broadcasting and Entertainment On Demand System. The operations of the Group do not have significant impact to the environment and do not generate hazardous waste. However, the Group take steps to closely monitor and manage the environmental effect of the operations.

The Group aims to reduce the energy consumption and carbon emissions and always seeks less harmful ways to the environment in the operations. The Group constantly incorporate green principles into each project, for example the environmental harmfulness and the capacity of energy-saving of materials and equipment used in events during the selection of suppliers. Furthermore, at the Group's offices, the indoor temperature and the running time of air-conditioning system are controlled to reduce energy consumption and carbon emissions.

Use of resources

Due to the Group's business nature, the energy, power and water utilisation of the Group is relatively low. The Group is committed to building an environmental friendly working environment that conserve natural resources. The Group strive to minimise the environmental impact by saving electricity, encouraging recycle of office supplies and using environmental friendly equipments and tools in the program production and event organisation.

The water consumption of the Group is minimal. For office electricity control, the Group require employees to confirm that lights and electronic appliances are switched off before they leave the office, also energy consumption of an electronic appliance will be the priority consideration before purchase. For office consumables consumption management, the Group encourages its employees to handle documents electronically. When the use of paper is required, only formal and confidential documents can use single-sided printing, other documents are required to use double-sided printing. In addition, we will arrange conference calls or video conference instead of face-to-face meetings where possible.

Environment and Natural Resources

The Group seeks to work toward environmental best practice. This involves giving careful consideration to various operational aspects and activities within the value chain to minimise any environmental impact. Green messages and practical tips for green living are regularly circulated amongst employees to achieve environmental sustainability.

環境

排放物

本集團主要從事節目製作、活動籌辦、移動直播及娛樂點播系統的業務。本集團的營運不會對環境構成重大影響及不會產生有害污染物。然而，我們會採取步驟密切監察並管理我們對環境造成的影響。

本集團以減低能源消耗和碳排放為目標及一直探索對環境較少有害影響的營運方式。在項目層面上，本集團會於每一個項目上考慮環保原則，如選擇供應商時考慮供應商於活動使用之物料是否對環境有害及是否能夠有效節省能源。此外，本集團亦控制辦公室的室溫及空調系統的使用時間以減少能源消耗及碳排放。

資源使用

基於本集團的業務性質，本集團的能源消耗、用電量及耗水量相對較低。本集團保護自然資源並致力創建環保型的工作環境。本集團透過節約用電、鼓勵回收辦公用品及於節目製作及活動籌辦的過程中使用環保型的設備及工具，努力降低對環境的影響。

本集團耗水量微乎其微。辦公室用電控制方面，本集團要求員工離開前需確認電燈及電器設備已關妥，同時於購置電器設備時優先考慮其能源消耗。辦公用品消耗管理方面，本集團鼓勵員工盡可能使用電子文檔方式處理文件與資料。如必需使用紙張，只有在處理正規文件及機密重要文件才可使用單面打印，其餘文件須進行雙面打印。此外，我們會盡量安排以電話或視頻會議代替面談。

環境及天然資源

本集團追求與環境的最佳實務，以及對價值鏈內的各個營運方面及活動作出謹慎考慮，減低對環境的影響。為達成環境可持續發展，本集團定期向員工傳閱環保訊息及有關環保生活方式的實用建議。

Environmental, Social and Governance Report

環境、社會及管治報告

SOCIAL

Employment and Labour Practices

Employment

Employees are regarded as the greatest and valuable assets and core competitive advantage of the Group and also provide driving force for the continuous innovation of the Group. The Group rewards and recognises performing staff by providing a competitive remuneration package and implementing a sound performance appraisal system with appropriate incentives, and to promote career development and progression by appropriate training and providing opportunities within the Group for career advancement. Also, in order to provide a good and fair working environment and safeguards the well-being of the employees, the Group seriously considers all those valuable opinions from the employees for enhancing workplace productivity and harmony which can help the Group to build a united and harmonious professional team.

The Group strictly complies with relevant laws and regulations in the PRC and Hong Kong, and the relevant administrative rules and measures are strictly enforced. These rules and regulations specify the requirements relating to employment, labour relations, employees' remuneration and welfare to protect the rights of employees.

We strictly complied with the laws, regulations and policies regarding the social security in the PRC and Hong Kong's Mandatory Provident Fund Schemes Ordinance. The Group paid social insurances, housing fund and mandatory provident fund in a timely manner for all the staff.

Health and Safety

The Group has been committed to protect employees' health and safety. Sound management systems have been established in occupational health and safety in strict compliance with the regulations on occupational health and safety in Hong Kong and the PRC. It builds a solid foundation for safe operation. During the year ended 31 December 2016, the Group did not encounter any major accidents during the operation.

社會

僱傭及勞工常規

僱傭

僱員被視為本集團最大及具價值的資產和競爭優勢的核心，同時為本集團提供不斷創新的原動力。本集團提供優厚的薪酬福利及推行全面表現評核計劃，以獎勵及表揚表現優秀的員工，並透過適當培訓及提供機會協助彼等在集團內發展事業及晉升。同時，為向僱員提供理想及公平的工作環境及保障僱員之身心健康，本集團慎重考慮僱員有關提升工作效率及和諧工作氣氛的所有寶貴意見，從而為本集團建立起團結和諧的專業團隊。

本集團嚴格執行中國及香港之相關法規條例，制訂並嚴格執行相關管理制度及辦法，對員工的聘用、勞動關係、待遇、升遷、福利、退休等方面作出明確規定，致力保障員工的權益。

本集團嚴格按照中國有關社會保險的法律法規和政策規定及香港《強制性公積金計劃條例》，為全體員工按時足額繳納各項社會保險、住房公積金及強制性公積金。

健康與安全

本集團一直致力保障員工的健康安全。本集團在職業健康安全設立了完善的管理制度，嚴格遵照香港及中國之職業健康安全法例，為安全營運奠定穩固基礎。截至二零一六年十二月三十一日，本集團於營運時並未發生重大的安全事故。

Environmental, Social and Governance Report

環境、社會及管治報告

Development and Training

Skilled employees who are capable to meet the demands of a dynamic industry is crucial to the success of the Group. Training is an important way to improve the overall quality and provide comprehensive development of the employees. The Group has continuously perfected and modified the employee training management system, established a multi-level training system, created various learning opportunities for the employees, in order to enhance their competence, job skills, knowledge and performance. The Group also encourages the employees to identify their own personal objectives for development, allowing them to grow together with the Group.

In daily operations, the Group provides induction training for new employees. Experienced employees will act as mentors to guide the new comers on jobs. Such arrangements can enhance the communication and team spirit, also improve their technical skills and managerial capability and encourage the learning and further development of the employees at all levels. The Group arranges the trainings designated according to the roles and responsibilities of the employees, mainly includes human resources management, managerial skills, legal affairs, risk management, project running, financial and auditing, technical research and development, environmental protection, occupational health and safety etc. The Group also updates the latest information of the industry and laws and regulations which is essential to the Group's operation and their job responsibilities from time to time.

Labour Standards

The Group's recruitment management system measures clearly on the staff's age requirement. Review and verification of applicant's identity information is required during the recruitment process, and recruitment of child labor is strictly prohibited. Applicant is also required to provide document proofs of academic qualifications and working experience for verifications, applicant who is suspected to have false academic qualifications and working experience will not be employed. The Group provides its staff with a safe, health, comfortable working environment with labor protection, reasonable remuneration and various welfare. The Group enters employment contract with each of its employee in accordance with relevant laws and regulations in the PRC and Hong Kong and also prohibits forced labor.

發展及培訓

能應付行業瞬息萬變的需求的技術人才是本集團成功的關鍵，而培訓是提高員工整體素質及本集團全面發展的重要途徑。本集團不斷完善和修訂員工培訓管理制度，建立多層次的培訓體系，為員工創造不同的學習機會，提升其能力、工作技能、知識及表現。本集團亦鼓勵員工確定自己的個人發展目標，促進他們與本集團共同成長。

在日常營運中，本集團為新員工安排入職培訓，透過安排相關部門的資深員工對初級員工進行工作指導，除了有助新員工加快適應及增強團隊溝通及默契，亦提升了員工的技術和管理能力，鼓勵各職級員工不斷學習和成長。本集團會根據員工的角色和責任要求進行指定專業知識和技能培訓，主要包括人力資源管理、法律事務、風險管理、項目營運、財務審計、技術研發、環保、職業健康安全等。與此同時，本集團會不時提供有關對本集團營運及員工工作息息相關的最新行業資訊及相關法例的更新。

勞工準則

本集團招聘管理制度中對招聘人員的年齡有明確要求，在招聘過程中審查及核對應聘者的身份證明資料，絕不聘用任何童工。應聘者於應聘時亦需要提供相關的學歷及工作證明文件進行核對，懷疑持有虛假學歷及工作經驗者將不會獲聘用。本集團致力為員工營造安全、健康及舒適的工作環境，並提供勞動保護及向員工支付合理薪酬和提供各項福利。本集團按照中國及香港之相關法規條例與每一位員工訂立僱用合約，並禁止一切強制勞動。

Environmental, Social and Governance Report

環境、社會及管治報告

Operating Practices

Supply Chain Management

The Group values the partnership with suppliers and works together to promote sustainable development of the industry. The Group has been continuously optimising and improving the supplier management system, regulating the access, supervision, evaluation and departure of suppliers, and constantly increasing specialisation and transparency of supply chain management. The evaluation of a supplier mainly includes background, qualification (for example, holding necessary licenses to provide such services), quality control of service, financial status, past performance in similar service, fulfillment of contract, professionalism of project team, operation in good integrity, social responsibility are evaluated. Whether the supplier is qualified is determined based on the evaluation results, and those suppliers failed to meet the requirements ultimately will be disqualified. The Group values communication with suppliers, including continuous communication with suppliers in routine work and establishing strategic cooperation with suppliers through technical support and unique competitive advantage, which can achieve win-win situation and strengthen the cooperation with each other.

Product Responsibility

The Group aims to achieve the highest possible standard with all the services provided. The Group has established relevant policies which cover service quality guarantee, safety, fair advertising and after-sale service in order to ensure relevant measures comply with the laws and regulations.

The Group pays highly attention to the quality and safety of services. The Group set up relevant quality and safety inspection policies for different type of services, communicate and confirm the working plan with customer before the project starts and actively coordinate the process of the project with customer. In 2016, the Group have not had any complaints or request to terminate projects due to poor quality and safety. If a complaint should arise, the Company will immediately assess the complaint and conduct an internal investigation into the matter to identify the source of the issue. The Group has close connection with customers. If the customers do not satisfy the quality and the safety of the services, the Group arranges sufficient channels and staffs for customers to communicate and provide the solutions to the problems as soon as possible.

營運慣例

供應鏈管理

本集團重視與供應商的夥伴關係，共同推動行業可持續發展。本集團不斷優化和完善供應商管理制度，對供應商的選擇、考核、評估及終止合作進行規範，並且不斷提高供應鏈管理的專業化和管理的透明度。本集團評估供應商的內容主要包括供應商的背景、資格(如是否持有提供服務所需之牌照)、服務品質控制、財務狀況、過去於相近類型服務的表現、合同履約、項目團隊的專業性、經營誠信、社會責任等。評估之結果將評定供應商是否符合準入要求，而最終不符合要求的供應商則取消準入資格。本集團非常重視與供應商的溝通，包括在工作中持續與供應商溝通及通過各自的技術及獨有的競爭優勢與供應商開展不同的戰略合作，在互惠互利的同時，進一步鞏固雙方的合作關係。

產品責任

本集團致力向客戶提供最高標準的服務。本集團制定了相關管理政策，內容涵蓋服務質量保證、安全、公平宣傳訊息及售後服務，確保相關措施符合法例要求。

本公司重視服務的質素及安全，為不同的服務項目制定相關的品質及安全檢測制度，在任何項目進行之前先跟客戶溝通及確認工作方向，並在提供服務之過程中積極與客戶協調項目之進行。於二零一六年，本集團並沒有客戶因對本集團提供的服務的質素或安全不滿而投訴或需要中止正在進行之項目。倘若接獲投訴，本集團將立即評估投訴，並就事件進行內部調查，追查事件起因。本集團與客戶保持緊密的連繫，客戶若不滿本集團的服務質素或安全，本集團亦有安排足夠渠道及人員與客戶及時溝通及盡快解決有關問題。

Environmental, Social and Governance Report

環境、社會及管治報告

The routine work of the Group always involves the intellectual property rights of customers, suppliers and the Group, therefore protection of intellectual property rights is extremely important to the Group. The Group adds protective clauses to the contracts entered into with customers and suppliers to safeguard the intellectual property rights. The Group's legal department also reviews every operational contract to ensure that the contract safeguard the intellectual property rights of each other. Furthermore, The Group also request technical specialists to sign strict confidentiality agreements. The Group also complies with relevant legislation of data privacy. All confidential data of customers can only be assessed by the staffs who are responsible for the projects for relevant clients.

With respect to fair advertising, the Group requires that employees of sales department must provide customer with accurate and true information on the Group's services. Hotline and e-mail are also available for customers' enquiries on service details in order to provide better before-and-after-sale services.

Anti-corruption

All of the Group's operations comply with local and national legislation on standards of conduct, such as with the Prevention of Bribery Ordinance in Hong Kong and relevant legislation on anti-corruption and bribery in mainland China.

The Group requires employees to strictly conform to code of business ethics and put any corruption bribe behaviour to an end as stipulated in the employment contracts. In the cases of conflict of interest, it must be reported to the Group's management. Employees who engage in business operations and represent the Company's professional image, are strictly prohibited to use business opportunities or power for personal interest or benefit.

Public tendering will be made for any project in larger sum of amount where at least three suppliers are invited for tender. Service contracts in different amount are required to be examined and approved by different management.

本集團的日常營運中經常牽涉到使用客戶、供應商或本集團自身擁有的知識產權，因此保護知識產權為本集團極其重要的任務。本集團與客戶或供應商訂立合約時均會在合約條款中加入對知識產權的保護條款，而本集團法律部門亦會審核所有營運的合約，確保合約條款保障了雙方的知識產權。此外，本集團亦要求技術專才簽訂嚴格的保密協議。本集團亦已遵守所有有關資料保密的法律。所有客戶的機密資料只可以由負責相關客戶的項目工作的員工存取。

公平宣傳訊息方面，本集團規定，所有銷售部員工在銷售時須向客戶提供準確及真實的服務訊息。本集團亦設立足夠溝通渠道包括電話及電郵供客戶查詢服務詳情，提供完善售前及售後服務。

反貪污

本集團所有的業務均遵守當地及國家法例的操守準則，例如香港的防止賄賂條例以及中國內地相關反貪腐法例。

在僱用合約中，本集團要求員工嚴格遵守商業道德準則，杜絕任何貪污及賄賂行為。如有利益衝突，需要及時向本集團管理層申報。參與業務營運及代表本公司的專業形象的員工，嚴禁利用商機或職權取得個人利益或好處。

就所涉金額較大的項目，本集團會作公開招標，邀請最少三家供應商投標；不同的服務合約金額，須由不同級別的管理層審批。

Environmental, Social and Governance Report

環境、社會及管治報告

Community

Community Investment and involvement

The Group always seeks to be a positive force in the communities in which it operates and maintain close communications and interactions with the communities in order to contribute to local development.

The Group believes that the creation of a beautiful and peaceful community relies on the cooperation of people, corporations and the government. By working together with various community partners, the Group believes can bring a tremendous impact on the sustainable development of the communities in which it operates.

The Group will also actively encourage staff to volunteer their time and skills to benefit local communities. It gives employees the opportunities to find out more about the issues about the society and environment and reinforce the Group's corporate values.

The Group will consider from time to time to donate to charitable organisations when the Group records profit after tax and have sufficient cash flow.

社區

社區投資及參與

本集團努力尋求成為營運所處社區的正面力量，並一直與社區維持密切溝通和互動，為社區發展作出貢獻。

本集團相信創造一個美好平和的社區需要市民、企業及政府共同的參與。透過與不同的社區夥伴通力合作，本集團相信可為營運所處社區的可持續發展帶來重大影響。

本集團亦將積極鼓勵員工無償付出時間和技能，以惠及本地社區，借此給予僱員機會了解更多社會及環境問題，及增強本集團企業價值。

本集團亦會不時考慮於本集團錄得除稅後溢利及擁有充裕資金時向慈善團體捐款。

Biographical Details of Directors and Senior Management

董事及高級管理層履歷

EXECUTIVE DIRECTORS

Mr. Philip Jian Yang, aged 54, is an executive director and the president and chief executive officer of our Group. Mr. Yang is the son of the founders of the Group. Mr. Yang has been primarily responsible for the overall operations, management, business development and strategic planning of our Group. Prior to joining our Group, he was appointed as the general manager of Beijing Zhonglu Intelligence Cultural Development Co., Ltd. in November 1994. Mr. Yang graduated from the Business Institute of Beijing (currently Beijing Technology and Business University) with a bachelor's degree in business administration and commerce in July 1983.

Mr. Li Lin, aged 36, is an executive director and vice president of our Group. Mr. Li has been primarily responsible for the development of the Group's business in the production of programs and hosting of events. Prior to joining our Group, Mr. Li was an artist at Shanghai Lin's Records. From 2006 to 2008, he served as the general manager at Shanghai Youcheng Culture Communications Co., Ltd. From 2008 to 2013, he served as the chairman of the board of directors at Beijing Jushi Youcheng Culture Media Co., Ltd., of which he was a founder.

Mr. Yang Shiyuan, aged 41, is an executive director and deputy chief executive officer of our Group. Mr. Yang has been primarily responsible for our Group's business in largescale performance events, such as awards ceremonies and movie premieres. He joined our Group in October 2002 as a project assistant and was promoted to the position of project manager in August 2004. Since October 2009, he served as a project director in our Group.

Mr. Sun Rui, aged 32, is an executive director and an art director of the Group. Mr. Sun has been primarily responsible for the production of the Group's programs, planning performance events and supervising on art and stage effects. Prior to joining our Group, in September 2005, he worked at the Beijing Dance Academy Youth Dance Company. Mr. Sun served as the art director of Starry Knight Entertainment Co., Ltd. since September 2011 and the executive director of Beijing Great Wise Media Co., Ltd. since January 2013. Mr. Sun graduated from the Beijing Dance Academy with a bachelor's degree in July 2005. He graduated from Beijing Normal University with a master's degree in fine arts in 2014.

執行董事

楊劍先生，54歲，為本集團執行董事及主席兼行政總裁。楊劍先生為本集團創辦人的兒子。楊先生主要負責本集團的整體營運、管理、業務發展及策略規劃。加入本集團前，彼於一九九四年十一月獲委任為北京中錄智慧文化發展有限公司的總經理。楊先生於一九八三年七月畢業於北京商學院（現稱北京工商大學），取得工商管理學士學位。

黎霖先生，36歲，為本集團執行董事及副總裁。黎先生主要負責發展本集團的節目製作及活動籌辦業務。加入本集團前，黎先生為上海林南演藝服務有限公司的藝人。自二零零六年至二零零八年，彼擔任上海西成文化傳播有限公司的總經理。自二零零八年至二零一三年，彼擔任北京聚勢西成文化傳媒有限公司董事會主席，彼為該公司的創辦人。

楊世遠先生，41歲，為本集團執行董事及副行政總裁。楊先生一直主要負責本集團大型演出活動的業務，例如頒獎典禮及電影首映禮。彼於二零零二年十月加入本集團，擔任項目助理，並於二零零四年八月晉升為項目經理。自二零零九年十月起，彼於本集團擔任項目總監。

孫銳先生，32歲，為本集團執行董事兼藝術總監。孫先生主要負責本集團節目製作、規劃演出活動及監督藝術及舞台效果。加入本集團前，於二零零五年九月，彼就職於北京舞蹈學院青年舞團。孫先生自二零一一年九月起擔任北京縱橫飛揚國際文化發展有限公司的藝術總監及自二零一三年一月起擔任北京天瀚影視文化傳播有限公司的執行董事。於二零零五年七月，孫先生畢業於北京舞蹈學院，獲學士學位。於二零一四年，彼畢業於北京師範大學，獲美術碩士學位。

Biographical Details of Directors and Senior Management

董事及高級管理層履歷

NON-EXECUTIVE DIRECTORS

Mr. Ge Xuyu, aged 50, was appointed as a non-executive director of our Group on 21 April 2015. Mr. Ge has been primarily responsible for seeking investment and acquisition opportunities and managing the investment project of the Group. Mr. Ge has been serving as the general manager of Mongolian Desert Resources LLC since December 2010. He is currently certified as a senior accountant in the PRC. During May 1983 to February 2002, he worked at China Construction 4th Engineering Bureau 6th Corp. Limited holding financial positions and was promoted to senior accountant in August 2001. From February 2003 to December 2010, he served as a deputy general manager of Shenzhen Dongrun Investments Development Co., Ltd.. Mr. Ge graduated from Anhui Open University majoring in financial accounting in 1990. He obtained the qualification as an accountant in October 1994.

Mr. Wang Yong, aged 48, was appointed as a non-executive director of our Group on 21 April 2015. Mr. Wang has been primarily responsible for supervising our Group's overall management and strategic planning. Mr. Wang has been working as a deputy managing director at Beijing Tianyi Jinxiu Co., Ltd. since 2003.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Fei, aged 59, was appointed as an independent non-executive director of our Group on 3 November 2015. Mr. Li is currently a professor of marketing at the School of Economics and Management and a deputy director of the China Retail Research Center of Tsinghua University. He is also the vice president of Chinese Business History Association. Mr. Li taught marketing and retail management at Beijing Business Management College from July 1983 to April 2002. Since May 2002, Mr. Li has been teaching marketing, retail management and luxurious product marketing at the School of Economics and Management of Tsinghua University. Mr. Li graduated from Beijing Institute of Business with a bachelor's degree in business and economics in 1983 and a master's degree in business and economics in 1988. In 2002, he obtained a doctorate degree in Economics from Renmin University of China. Mr. Li was an independent director of Shandong Wohua Pharmaceutical Co., Ltd. (stock code: 002107), a company listed on Shenzhen Stock Exchange, between April 2006 and April 2009 and an independent non-executive director of Huiyin Household Appliances (Holdings) Co., Ltd. (stock code: 1280), a company listed on the Stock Exchange, between March 2010 and July 2011. Since April 2014, Mr. Li has been serving as an independent director of Beijing Cuiwei Tower Co., Ltd. (stock code: 603123), a company listed on Shanghai Stock Exchange. Since March 2015, he has also been serving as an independent director of Beijing Capital Retailing Group Co., Ltd. (stock code: 600723), a company listed on Shanghai Stock Exchange.

非執行董事

葛旭宇先生，50歲，於二零一五年四月二十一日獲委任為本集團非執行董事。葛先生主要負責為本集團尋找投資及併購的機會及管理本集團的投資項目。自二零一零年十二月起，葛先生於蒙古大漠資源有限公司擔任總經理。彼現已註冊為中國高級會計師。於一九八三年五月至二零零二年二月，彼於中國建築第四工程局第六工程公司擔任財務職務及於二零零一年八月升任高級會計師。自二零零三年二月至二零一零年十二月，彼擔任深圳市東潤達投資發展有限公司副總經理。葛先生於一九九零年畢業於安徽廣播電視大學，主修財務會計。彼於一九九四年十月取得會計師資格。

汪勇先生，48歲，於二零一五年四月二十一日獲委任為本集團非執行董事。汪先生主要負責監管本集團整體管理及策略規劃。自二零零三年起，汪先生於北京天衣錦繡服裝有限責任公司擔任副董事總經理。

獨立非執行董事

李飛先生，59歲，於二零一五年十一月三日獲委任為本集團獨立非執行董事。李先生現任清華大學經濟管理學院市場營銷學教授及中國零售研究中心副主任。彼亦為中國商業史學會副會長。李先生於一九八三年七月至二零零二年四月於北京商業管理幹部學院教授營銷及零售管理。自二零零二年五月起，李先生一直於清華大學經濟管理學院教授市場營銷、零售管理及奢侈品市場營銷。李先生於一九八三年畢業於北京商學院，獲得商業及經濟學學士學位，並於一九八八年獲得北京商學院商業及經濟碩士學位。於二零零二年，彼獲得中國人民大學經濟學博士學位。李先生自二零零六年四月至二零零九年四月曾任山東沃華醫藥科技有限公司(股份代號：002107)(一間於深圳證券交易所上市的公司)獨立董事及自二零一零年三月至二零一一年七月為匯銀家電(控股)有限公司(股份代號：1280)(一間於聯交所上市的公司)獨立非執行董事。自二零一四年四月起，李先生一直出任北京翠微大廈股份有限公司(股份代號：603123)(一間於上海證券交易所上市的公司)獨立董事。自二零一五年三月起，彼亦擔任北京首商集團股份有限公司(股份代號：600723)(一間於上海證券交易所上市的公司)獨立董事。

Biographical Details of Directors and Senior Management

董事及高級管理層履歷

Mr. Tan Song Kwang, aged 49, was appointed as an independent non-executive director of our Group on 3 November 2015. Mr. Tan has been a director of the Financial Advisory Department of Stratus Capital Pte Ltd. since 2005 and an independent director, chairman of the nomination committee and member of the remuneration and audit committees of Oriental Group Ltd. (SGX:5FI) from February 2004 to December 2016. From May 2012 to January 2014, he served as an independent non-executive director, chairman of the remuneration committee, member of the nomination and audit committees of China Paper Holdings Ltd (SGX:C71). Mr. Tan graduated from National University of Singapore with a bachelor's degree in arts, majoring in economics and sociology, in 1991.

Mr. Law Kin Ho, aged 49, was appointed as an independent non-executive director of the Group on 3 November 2015. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, United Kingdom. He has extensive experience in the auditing and accounting fields in Hong Kong and is currently a practising certified public accountant in Hong Kong. Mr. Law worked with the Stock Exchange from July 1994 to August 1995 and Ernst & Young from July 1989 to June 1994. He was an independent non-executive director of Coastal Greenland Limited (stock code: 1124), from July 2002 and resigned in December 2012. He was also an independent nonexecutive director of Aurum Pacific (China) Group Limited (stock code: 8148) from July 2008 to March 2010, both being companies, listed on the Stock Exchange. Mr. Law is currently acting as an independent non-executive director of Lai Fung Holdings (stock code: 1125) since March 2009, shares of which are listed on the Stock Exchange. Mr. Law graduated from the Hong Kong Baptist College with an honours diploma in accounting in 1989 and a bachelor's degree in accounting in 1990.

Note:

Each of the Directors does not have any relationship with any other Directors and any member of our senior management.

陳松光先生，49歲，於二零一五年十一月三日獲委任為本集團獨立非執行董事。陳先生自二零零五年起曾任Stratus Capital Pte Ltd. 財務顧問部門主任，並自二零零四年二月至二零一六年十二月擔任Oriental Group Ltd. (SGX : 5FI) 獨立董事、提名委員會主席及薪酬委員會及審核委員會成員。自二零一二年五月至二零一四年一月，彼擔任China Paper Holdings Ltd.(SGX : C71) 獨立非執行董事、薪酬委員會主席、提名委員會及審核委員會成員。陳先生於一九九一年畢業於新加坡國立大學，獲得文學士學位，主修經濟學及社會學。

羅健豪先生，49歲，於二零一五年十一月三日獲委任為本集團獨立非執行董事。彼為香港會計師公會及英國特許公認會計師公會資深會員。彼於香港審計及會計領域擁有豐富經驗並現為香港執業會計師。羅先生於一九九四年七月至一九九五年八月任職於聯交所及於一九八九年七月至一九九四年六月任職於安永會計師事務所。彼自二零零二年七月曾任沿海綠色家園有限公司(股份代號：1124)獨立非執行董事並於二零一二年十二月辭任。彼亦自二零零八年七月至二零一零年三月曾任奧柏中國集團有限公司(股份代號：8148)獨立非執行董事，兩間皆為於聯交所上市的公司。自二零零九年三月起，羅先生現任麗豐控股有限公司(股份代號：1125)獨立非執行董事，該公司股份於聯交所上市。羅先生於一九八九年畢業於香港浸會學院，獲會計學榮譽文憑及於一九九零年獲會計學學士學位。

附註：

各董事與任何其他董事及高級管理層任何成員概無任何關係。

Biographical Details of Directors and Senior Management

董事及高級管理層履歷

SENIOR MANAGEMENT

Mr. Ho Kwong Yu, aged 31, was appointed as the chief financial officer of our Group and the company secretary of our Company on 30 April 2015. Mr. Ho has been primarily responsible for accounting and financial management and company secretarial matters of our Group. Prior to joining our Group, Mr. Ho worked at Deloitte Touche Tohmatsu from January 2008 to February 2015. Mr. Ho graduated from the Chinese University of Hong Kong with a bachelor's degree of business administration (Honours) in professional accountancy. Mr. Ho has been a certified public accountant registered with the Hong Kong Institute of Certified Public Accountants since January 2011.

Ms. Yang Jianping, aged 62, is a deputy chief executive officer of our Group. Ms. Yang has been primarily responsible for the management of the Group's finance, human resources and administrative matters. Ms. Yang graduated from Beijing Open University with a bachelor's degree in finance and accounting in July 1988. She attained the qualification of an intermediary accountant in December 1992.

Mr. Wan Shuxing, aged 48, is the chief engineer of the Group. Mr. Wan has been primarily responsible for the construction and implementation of the Group's stage art projects. From July 1991 to December 2002, Mr. Wan worked at China Construction 1st Engineering Bureau 4th Corp. Limited. Mr. Wan graduated from Harbin Institute of Technology with a bachelor's degree in industrial and residential construction in July 1991.

Mr. Yao Qinrong, aged 33, is the chief executive officer of Capital Land, a subsidiary of the Company. Mr. Yao was one of the foundation shareholders of Capital Land. Mr. Yao has been primarily responsible for the operations, management, business development and strategic planning of Capital Land. From March 2010 to December 2015, Mr. Yao had been an assistant president of 1905 (Beijing) Network Technology Co. Ltd..

Mr. Zhao Jian, aged 50, is the president of Capital Land, a subsidiary of the Company. Mr. Zhao was one of the foundation shareholders of Capital Land. Mr. Zhao has been primarily responsible for marketing of Entertainment On Demand System of Capital Land. Prior to joining our Group, Mr. Zhao had been a chairman and a general manager of Chengdu Film Group Limited from August 2013 to December 2014 and a president and a chief executive officer in the PRC region of SMI Culture Group Holdings Limited (stock code: 2366).

高級管理層

何光宇先生，31歲，於二零一五年四月三十日獲委任為本集團財務總監及本公司的公司秘書。何先生主要負責本集團會計及財務管理、合規性保證及公司秘書事宜。加入本集團之前，自二零零八年一月至二零一五年二月，何先生任職於德勤•關黃陳方會計師事務所。何先生畢業於香港中文大學，獲得工商管理專業會計學(榮譽)學士學位。何先生自二零一一年一月起為香港會計師公會註冊專業會計師。

楊建平女士，62歲，本集團副行政總裁。楊女士主要負責管理本集團財務、人力資源及行政事宜。楊女士於一九八八年七月畢業於北京廣播電視大學，取得金融會計學士學位。楊女士於一九九二年十二月取得中級會計師資格。

萬樹興先生，48歲，為本集團總工程師。萬先生主要負責本集團舞台藝術項目的搭建及執行。自一九九一年七月至二零零二年十二月，萬先生任職於中國建築第一工程局第四建築公司。萬先生於一九九一年七月畢業於哈爾濱工業大學，獲工業與民用建築學士學位。

姚欽榮先生，33歲，為本公司之附屬公司京江南之行政總裁。姚先生為京江南之其中一名創辦股東。姚先生主要負責京江南的營運、管理、業務發展及策略規劃。自二零一零年三月至二零一五年十二月，姚先生於一九零五(北京)網絡科技有限公司出任助理總裁。

趙健先生，50歲，為本公司之附屬公司京江南之總裁。趙先生為京江南之其中一名創辦股東。趙先生於京江南主要負責娛樂點播系統的市場行銷。加入本集團前，自二零一三年八月至二零一四年十二月，趙先生出任成都電影集團有限責任公司的董事長兼總經理及自二零一五年一月至二零一五年十月出任星美文化集團控股有限公司(股份代號：2366)於中國地區的總裁兼行政總裁。

Report of the Directors

董事會報告

The Board of Directors of the Company is pleased to present their report and the audited consolidated financial statements of the Group for the year ended 31 December 2016.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 32 to the consolidated financial statements. During the year ended 31 December 2016, the Group had launched the mobile live broadcasting and Entertainment On Demand System businesses.

RESULTS AND APPROPRIATIONS

The Group's financial performance for the year ended 31 December 2016 is set out in the consolidated statement of comprehensive income on page 73 of this report and the financial position of the Group as at 31 December 2016 are set out in the consolidated statement of financial position on page 74 of this report.

The financial position of the Company as at 31 December 2016 is set out in note 28 to the consolidated financial statements.

The Directors do not recommend the payment of any dividend for the year ended 31 December 2016.

SHARE CAPITAL

Details of movements in the Company's share capital during the year ended 31 December 2016 are set out in note 25 to the consolidated financial statements in this report.

USE OF PROCEEDS FROM THE PLACING OF SHARES

As at 31 December 2016, the Company has utilised approximately HK\$56.7 million of the net proceeds of approximately HK\$101.2 million raised from the Placing in accordance with the intended use of proceeds set out in the Prospectus. Details of the intended uses and utilised amount are set out on page 13 to 17 of this report.

RESERVES

Details of the movements in reserves of the Group and the Company during the year ended 31 December 2016 are set out in the consolidated statement of changes in equity in page 75 and note 27 to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES

The Company's reserve available for distribution as at 31 December 2016 was approximately RMB100.5 million (2015: RMB85.5 million).

本公司之董事會欣然呈報本集團截至二零一六年十二月三十一日止年度之董事會報告連同經審核綜合財務報表。

主要業務

本公司為一家投資控股公司。本公司之附屬公司的主要業務詳情載於綜合財務報表附註32。截至二零一六年十二月三十一日止年度，本集團開展了移動直播及娛樂點播系統之業務。

業績及分派

本集團截至二零一六年十二月三十一日止年度的財務表現載於本報告第73頁綜合全面收益表及本集團於二零一六年十二月三十一日的財務狀況載於本報告第74頁綜合財務狀況表。

本公司於二零一六年十二月三十一日的財務狀況載於綜合財務報表附註28。

董事並不建議派發截至二零一六年十二月三十一日止年度的任何股息。

股本

截至二零一六年十二月三十一日止年度，本公司股本之變動詳情載於綜合財務報表附註25。

配售股份所得款項用途

於二零一六年十二月三十一日，本公司根據招股章程所載之所得款項擬定用途動用了透過配售所籌得的所得款項淨額約101.2百萬港元其中的約56.7百萬港元。有關擬定用途及已動用金額詳情載於本報告第13至17頁。

儲備

截至二零一六年十二月三十一日止年度，本集團及本公司儲備之變動詳情分別載於本報告第75頁綜合權益變動表及綜合財務報表附註27。

可分派儲備

於二零一六年十二月三十一日，本公司之可供分派儲備約為人民幣100.5百萬元(二零一五年：85.5百萬元)。

CHARITABLE CONTRIBUTIONS

During the year ended 31 December 2016, the Group did not made any charitable contributions (2015: HK\$650,000).

PROPERTY, PLANT AND EQUIPMENT

Details of the Group's property, plant and equipment during the year ended 31 December 2016 are set out in note 17 to the consolidated financial statements.

BUSINESS REVIEW AND PROSPECTS

A review of the financial performance and business of the Group during the year ended 31 December 2016 and a discussion on the Group's future business development are set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" on pages 5 to 17 of this report.

PRINCIPAL RISKS AND UNCERTAINTIES

A number of factors may affect the results and business operations of the Group, major risks are summarised below.

Reliance on limited number of customers

The Group derived a significant portion of our revenue from a limited number of customers. For the year ended 31 December 2016, the five largest customers of the Group contributed 85.4% of total revenue to the Group. There is a risk that these significant customers to cancel or early terminate the contract and no assurance that these significant customers will continue their business relationship with the Group or that the revenue generated from the customers will increase or be maintained in the future. The Group will continue to expand the customer base to mitigate the risk.

Intense competition

The television broadcasting content production market is highly fragmented and more players are entering the market, while existing dominant players are growing. The Group also face pricing pressure from the television stations customers which have the final say as to which program to play. The Group also faces threat of substitution by films and television series and news programs which take up higher proportions of viewership share compared to television broadcasting content such as variety shows.

The competition in the event organisation industry is also relatively fierce. Besides facing competition with other event organisers, television stations, online video networks and film distributors with high backward integration ability, corporate in-house public relations which can organise their own corporate activities like annual party and companies well-established in other related fields such as public relations agencies, also are the potential competitors of event organisation business of the Group.

慈善捐款

於截至二零一六年十二月三十一日止年度，本集團並無作出任何慈善捐款（二零一五年：65萬港元）。

物業、廠房及設備

截至二零一六年十二月三十一日止年度，本集團物業、廠房及設備之變動詳情載於綜合財務報表附註17。

業務回顧及展望

有關本集團於截至二零一六年十二月三十一日止年度之業務的回顧與對未來業務發展的論述均載於本報告第5頁至第17頁的「主席報告」及「管理層討論及分析」內。

主要風險及不確定因素

本集團的業績及業務營運受多個因素的影響，主要風險概述如下。

依賴有限數量客戶

本集團從數目有限的客戶獲取絕大部分收益。截至二零一六年十二月三十一日止年度，本集團五大客戶所產生的收益佔總收益約85.4%。本集團的風險在於這些重要客戶可以取消、提早終止與本集團訂立的合約及不保證這些重要客戶將繼續與本集團保持業務關係或來自彼等的收益將於未來會增加或維持。本集團會繼續擴展客戶的基礎以減輕風險。

競爭激烈

電視廣播內容製作市場高度分化及更多從業者進入電視廣播內容製作市場，而現有佔據主導優勢的從業者亦日益壯大。本集團同時面對來自對節目開播有最終決定權的電視台客戶的價格壓力。本集團同時面臨電視廣播內容（例如綜藝節目）的收視率被電影、電視劇以及新聞節目取代的威脅。

活動籌辦行業的競爭亦相對激烈。競爭除了來自其他活動籌辦公司外，電視台、網絡視頻網站及具備較強後向整合能力的電影分銷商、可籌辦其自家公司活動（如年會）的企業內部公共關係部門以及在其他相關領域已獲得廣泛認可的公司（例如公共關係代理）都是本集團的競爭對手。

Report of the Directors

董事會報告

Uncertainties of market demand of recently developed businesses

During the year ended 31 December 2016, the Group had material investment in the mobile live broadcasting and Entertainment On Demand System businesses. These businesses are in the fast-growing internet market and the Group believes these businesses will have great potential as the internet is well-developed and the huge demand in pan-entertainment are expected to be unearthed in the PRC. However, mobile live broadcasting and Entertainment On Demand System businesses are relatively new in internet industry. There is lack of historical market data to have a reliable estimation on its demand growth and no assurance that our optimistic expectation of these businesses can be realised. Also, mobile live broadcasting and Entertainment On Demand System are not necessities, the demand of these businesses may fall significantly if the economy in the PRC faces material downturn with the decrease in purchasing power of potential consumers. The management of the Group will closely monitor the operation and the market change of these recently developed businesses.

RELATIONSHIPS WITH KEY STAKEHOLDERS

Discussions on the Group's relationships with its employees, customers and suppliers is contained in the section headed "Environmental, Social and Governance Report" on pages 30 to 35 of this report.

ENVIRONMENTAL POLICIES

Discussion on the Group's environmental policies is contained in the section headed "Environmental, Social and Governance Report" on pages 30 to 35 of this report.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries in the PRC while the Company itself is listed on GEM. The establishment and operations accordingly shall comply with relevant laws and regulations in the PRC and Hong Kong. During the year ended 31 December 2016 and up to the date of this report, the Group has complied with all the relevant laws and regulations in the PRC and Hong Kong.

PRE-EMPTIVE RIGHTS

There are no provision for pre-emptive rights under the Articles or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

新開展業務的市場需求的不確定性

截至二零一六年十二月三十一日止年度，本集團於移動直播及娛樂點播系統之業務作出了重大的投資。這些業務為現時正迅速增長之互聯網相關行業，本集團相信這些業務在中國互聯網發達及於泛娛樂有巨大的需求正在等待釋放下極具潛力。然而，移動直播及娛樂點播系統業務於互聯網行業同為較新穎的業務，我們缺乏市場的歷史數據去可靠地預測其需求增長及不能保證我們對這些業務的樂觀預期可以實現。此外，移動直播及娛樂點播系統並非必需品，若中國的經濟面臨重大衰退並伴隨著潛在消費者的購買力下降，這些業務的需求可能會大幅減少。本公司之管理層會密切監察著這些新開展的業務的營運及市場變化。

與主要持份者的關係

關於本集團與員工、客戶及供應商關係載於本報告第30頁至第35頁之「環境、社會及管治報告」內。

環保政策

關於本集團的環保政策載於本報告第30頁至第35頁之「環境、社會及管治報告」內。

遵守法律及法規

本集團的業務主要由本公司於中國的附屬公司進行，而本公司本身於創業板上市。因此，本集團及本公司的成立及營運須遵守中國及香港的有關法律及法規。截至二零一六年十二月三十一日止年度及直至本報告日期，本集團已遵守中國及香港的所有有關法律及法規。

優先認購權

本公司章程細則或開曼群島法律下概無優先認購權條文規限本公司須按比例向現有股東發售新股份。

FOUR YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last 4 financial years is set out on page 160 of this report.

PURCHASES, SALES OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2016.

DIRECTORS

The Directors of the Company during the year ended 31 December 2016 and up to the date of this report were:

Executive directors

Mr. Philip Jian Yang (*Chairman*)
Mr. Li Lin
Mr. Yang Shiyuan
Mr. Sun Rui

Non-executive directors

Mr. Ge Xuyu
Mr. Wang Yong

Independent non-executive directors

Mr. Li Fei
Mr. Law Kin Ho
Mr. Tan Song Kwang

One-third of the Directors shall retire from office by rotation and re-election at an annual general meeting of the Company in accordance with the Articles, providing that every director shall be retired at least once every three years.

DIRECTORS' SERVICE CONTRACTS

Each of our executive directors has entered into a service contract with the Company for an initial fixed term of three years commencing from the Listing Date renewable automatically until terminated by not less than three months' notice in writing served by either party on the other expiring at the end of the initial term or any time thereafter.

The non-executive directors of the Company were not appointed for a specific term but their respective terms of office are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. The rotation clause sets up a mechanism to ensure that all Directors of the Company shall retire at least once every three years and be eligible for re-election.

四年財務概要

本集團於過去四個財政年度之業績與資產及負債概要載於本報告第160頁。

購買、出售或贖回本公司上市證券

截至二零一六年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

董事

截至二零一六年十二月三十一日止年度及截至本報告日期，本公司之董事如下：

執行董事

楊劍先生(主席)
黎霖先生
楊世遠先生
孫銳先生

非執行董事

葛旭宇先生
汪勇先生

獨立非執行董事

李飛先生
羅健豪先生
陳松光先生

三分之一的董事須根據本公司之章程細則於本公司股東年大會上輪席告退及重選，惟每名董事須至少每三年退任一次。

董事之服務合約

各執行董事均已與本公司訂立服務合約，自上市日期起計初步為期三年，其後將自動續新，直至其中一方向另一方發出不少於三個月的書面通知予以終止為止，而該通知將於初步期限結束時或其後任何時間屆滿。

本公司之非執行董事均無指定委任年期，惟須按照章程細則於本公司之股東年會上輪值退任及膺選連任。有關輪值退任之條文已設立確保所有董事須每三年至少輪值退任一次及合資格膺選連任之機制。

Report of the Directors

董事會報告

Each of our independent non-executive directors has entered into a letter of appointment with the Company. Each letter of appointment is for an initial term commencing on the date of the letter of appointment and shall continue thereafter subject to a maximum of three years unless terminated by either party giving at least one month's notice in writing.

Save as disclosed above, none of the directors has or is proposed to enter into a service contract/letter of appointment with the Company or any of the subsidiaries of the Company (other than contracts expiring or determinable by the Group within one year without the payment of compensation (other than statutory compensation)).

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No Directors of the Company had a material beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

Save as disclosed under the heading "Continuing connected transactions" below and "Related party transactions" in note 31 to the consolidated financial statements, there is no contract of significance to the business of the Group between the Company, or any of its subsidiaries, or a controlling shareholder or any of its subsidiaries, to which the Company, or any of its holding companies, subsidiaries or fellow subsidiaries was a part, during the year. During the year, no contract of significance for the provision of services to the Group by a controlling shareholder or any of its subsidiaries was made.

The related party transactions of the Group constituted fully exempted connected transactions under Chapter 20 of the GEM Listing Rules.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors of the Company and the senior management of the Group are set out on page 36 to 39 of this report.

各獨立非執行董事已分別與本公司訂立委任函。除非任何一方發出不少於一個月的書面通知予以終止，否則每份委任函的初始期間自委任函訂立日期起計，最多為期三年。

除上文所披露者外，董事與本公司或其任何附屬公司並無訂有或擬訂立任何服務合約／委任函（不包括將於一年內屆滿或本集團可於一年內終止而毋須支付賠償（法定賠償除外）的合同）。

董事及控股股東於合約中的權益

本公司董事於本公司或其任何附屬公司年內訂立而對本集團業務屬重要之任何合約中，概無直接或間接擁有重大實益權益。

除下文「持續關連交易」一節及綜合財務報表附註31「關聯方交易」所披露者外，年內本公司或其任何附屬公司或控股股東或其任何附屬公司之間概無訂立本公司或其任何控股公司、附屬公司或同系附屬公司為訂約方，而對本集團業務屬重大的合約。年內並無就控股股東或其任何附屬公司向本集團提供服務而訂立任何重大合約。

本集團的關聯方交易根據創業板上市規則第20章構成完全豁免之關連交易。

董事及高級管理層之履歷

本集團董事及高級管理層之履歷詳情載於本報告第36至39頁。

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

As at 31 December 2016, the interest and short position of the Directors of the Company and chief executive of the Group in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rules 5.46 of the GEM Listing Rules were as follows:

(i) Long positions in ordinary shares of the Company

Name of Director/Chief Executive 董事／主要行政人員名稱	Capacity and nature of interest 權益性質	Number of shares 股份數目	Percentage of the Company's issued share capital 已發行股權概約百分比
Goldbless International Limited ("Goldbless") 金美國際有限公司(「金美」)	Beneficial owner (note 1) 實益擁有人(附註1)	227,500,000	18.59
Mr. Wang Yong 汪勇先生	Interest of controlled corporation (note 1) 於受控法團權益(附註1)	227,500,000	18.59
Alpha Master Global Limited ("Alpha Master")	Beneficial owner (note 2) 實益擁有人(附註2)	50,388,000	4.12
Mr. Li Lin 黎霖先生	Interest of controlled corporation (note 2) 於受控法團權益(附註2)	50,388,000	4.12
Top Select Ventures Limited ("Top Select") 領擇創投有限公司(「領擇創投」)	Beneficial owner (note 3) 實益擁有人(附註3)	3,673,118	0.30
Mr. Yao Qinrong 姚欽榮先生	Interest of controlled corporation (note 3) 於受控法團權益(附註3)	3,673,118	0.30
Jumbo Success Global Limited ("Jumbo Success") 巨成環球有限公司(「巨成環球」)	Beneficial owner (note 4) 實益擁有人(附註4)	3,673,118	0.30
Mr. Zhao Jian 趙健先生	Interest of controlled corporation (note 4) 於受控法團權益(附註4)	3,673,118	0.30

董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債券中的權益及淡倉

於二零一六年十二月三十一日，本公司董事及本集團主要行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債券中擁有須記入根據證券及期貨條例第352條存置的本公司登記冊，或根據創業板上市規則第5.46條所述上市發行人董事進行交易的規定標準須知會本公司及聯交所的權益及淡倉如下：

(i) 於本公司普通股的好倉

Report of the Directors

董事會報告

Notes:

1. The entire issued share capital of Goldbles is owned by Mr. Wang Yong. Under the SFO, Mr. Wang Yong is deemed to be interested in all the shares registered in the name of Goldbles.
2. The entire issued share capital of Alpha Master is owned by Mr. Li Lin. Under the SFO, Mr. Li Lin is deemed to be interested in all the shares registered in the name of Alpha Master.
3. The entire issued share capital of Top Select Ventures Limited is owned by Mr. Yao Qinrong, the director of a subsidiary of the Company. Under the SFO, Mr. Yao Qinrong is deemed to be interested in all the shares registered in the name of Top Select.
4. The entire issued share capital of Jumbo Success Global Limited is owned by Mr. Zhao Jian, the director of a subsidiary of the Company. Under the SFO, Mr. Zhao Jian is deemed to be interested in all the shares registered in the name of Jumbo Success.

附註:

1. 金美的全部已發行股本由汪勇先生擁有。根據證券及期貨條例，汪勇先生被視為於以金美名義登記的所有股份中擁有權益。
2. Alpha Master的全部已發行股本由黎霖先生擁有。根據證券及期貨條例，黎霖先生被視為於以Alpha Master名義登記的所有股份中擁有權益。
3. 領擇創投的全部已發行股本由本公司的其中一家附屬公司的董事姚欽榮先生擁有。根據證券及期貨條例，姚欽榮先生被視為於以領擇創投名義登記的所有股份中擁有權益。
4. 巨成環球的全部已發行股本由本公司的其中一家附屬公司的董事趙健先生擁有。根據證券及期貨條例，趙健先生被視為於以巨成環球名義登記的所有股份中擁有權益。

(ii) Long positions in ordinary shares of US\$1.00 each in Youth Success Holdings Limited (“Youth Success”)

(ii) 於Youth Success Holdings Limited (「Youth Success」) 每股面值1美元普通股的好倉

Name of Director 董事名稱	Number of shares 股份數目	Percentage of shareholding 股權概約百分比
Mr. Philip Jian Yang ^(note 1) 楊劍先生 ^(附註1)	1273	12.73%
Mr. Yang Shiyuan ^(note 2) 楊世遠先生 ^(附註2)	148	1.48%
Mr. Sun Rui ^(note 3) 孫銳先生 ^(附註3)	117	1.17%

Notes:

1. Mr. Philip Jian Yang holds the shares of Youth Success through Ever Ring Holdings Limited which is wholly-owned by him.
2. Mr. Yang Shiyuan holds the shares through State Trade Global Limited which is wholly-owned by him.
3. Mr. Sun Rui holds the shares of Youth Success through Shitian Limited which is wholly-owned by him.

附註:

1. 楊劍先生透過其全資擁有的恆永控股有限公司持有Youth Success的股份。
2. 楊世遠先生透過其全資擁有的State Trade Global Limited持有Youth Success的股份。
3. 孫銳先生透過其全資擁有的世天有限公司持有Youth Success的股份。

Report of the Directors

董事會報告

Save as disclosed above, as at 31 December 2016, none of the directors and chief executives of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2016, the following persons (other than a Director of the Company or chief executive of the Group) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Long positions in ordinary shares of the Company

Name of Shareholder 股東名稱	Capacity and nature of interest 權益性質	Number of shares 股份數目	Percentage of the Company's issued share capital 已發行股權概約百分比
Youth Success	Beneficial owner ^(note 1) 實益擁有人 ^(附註1)	641,868,000	52.46
Guang Rui Investments Limited ("Guang Rui") 光瑞投資有限公司(「光瑞」)	Beneficial owner; interest in controlled corporation ^(note 1) 實益擁有人; 於受控法團權益 ^(附註1)	654,840,000	53.52
Mr. Yang Shaoqian ("Mr. Yang") 楊紹謙先生(「楊先生」)	Interest in controlled Corporation ^(note 1) ; interest of spouse ^(note 2) 於受控法團權益 ^(附註1) ; 配偶權益 ^(附註2)	654,840,000	53.52
Ms. Mu Sufang ("Ms Mu") 牟素芳(「牟女士」)	Interest in controlled Corporation ^(note 1) ; interest of spouse ^(note 2) 於受控法團權益 ^(附註1) ; 配偶權益 ^(附註2)	654,840,000	53.52
Wonder Solutions International Group Limited ("Wonder Solutions")	Beneficial owner ^(note 3) 實益擁有人 ^(附註3)	155,000,000	12.67
Mr. Chow Hai Yen 周海源先生	Interest in controlled corporation ^(note 3) 於受控法團權益 ^(附註3)	155,000,000	12.67

除上文所披露者外，於二零一六年十二月三十一日，概無本公司董事及主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的任何股份、相關股份及債券中擁有須記入根據證券及期貨條例第352條存置的本公司登記冊，或根據創業板上市規則第5.46條所述上市發行人董事進行交易的規定標準須知會本公司及聯交所的權益或淡倉。

主要股東及其他人士於本公司股份及相關股份的權益及淡倉

於二零一六年十二月三十一日，根據證券及期貨條例第336條須存置的登記冊所記錄，下列人士(本公司董事或本集團主要行政人員除外)於本公司股份及相關股份中擁有權益或淡倉：

於本公司普通股的好倉

Report of the Directors

董事會報告

Notes:

1. Youth Success and Guang Rui owns 406,890,000 shares and 12,972,000 shares respectively, representing 33.26% and 1.06% of the issued share capital of the Company. The issued share capital of Youth Success is legally and beneficially owned as to 82.37% by Guang Rui. Under the SFO, Guang Rui is deemed to be interested in all the Shares registered in the name of Youth Success. The entire issued share capital of Guang Rui is legally and beneficially owned as to 60% by Mr. Yang and 40% by Ms. Mu. By virtue of the shareholders voting agreement entered into by Mr. Yang, Ms. Mu, Youth Success, Mr. Li Lin, Alpha Master, Ms. Yang Qi, Qiao Tian Limited ("Qiao Tian"), Mr. Wang Yong and Goldbless, Youth Success is deemed to be interested in the Shares held by Alpha Master, Qiao Tian and Goldbless in aggregate by virtue of the SFO.
2. Ms. Mu is the spouse of Mr. Yang, therefore she is deemed to be interested in all the Shares in which Mr. Yang is deemed to be interested, and vice versa.
3. Wonder Solutions owns 155,000,000 Shares, representing 12.67% of the issued share capital of our Company. The entire issued share capital of Wonder Solutions is legally and beneficially owned by Mr. Chow Hai Yen.

Save as disclosed above, as at 31 December 2016, no other interests or short positions in the shares or underlying shares of the Company were recorded in the register required to be kept by the Company under section 336 of the SFO.

SHARE OPTION SCHEME

The Company has adopted the share option scheme on 3 November 2015 (the "Share Option Scheme") and, unless otherwise cancelled or amended, will remain in force for 10 years from the date of its adoption and enables the Company to grant share options to the eligible persons (including any executive director, non-executive director and independent non-executive director, advisor and consultant of the Group) (the "Eligible Person(s)") as incentives or rewards for their contributions to the Group. No share option was granted, exercised, expired or lapsed since its adoption by the Company and there is no outstanding share option under the Share Option Scheme.

The total number of shares of the Company which may be issued upon the exercise of all share options to be granted under the Share Option Scheme and any other share option schemes adopted by the Group from time to time (the "Other Schemes") must not, in aggregate, exceed 10% of the shares of the Company in issue of as at 18 November 2015 (the "Listing Date"), the date which the Company listed on the GEM of the Stock Exchange (the "Scheme Mandate Limit") provided that the share options lapsed in accordance with the terms of the Shares Option Scheme or Other Schemes will not be counted for the purpose of calculating the Scheme Mandate Limit. On the basis of 1,200,000,000 Shares in issue on the Listing Date, the Scheme Mandate Limit will be equivalent to 120,000,000 Shares, representing 10% of the Shares in issue as at the Listing Date and 8.43% of the shares of the Company in issue as at the date of this report.

附註:

1. Youth Success 及光瑞分別擁有 406,890,000 股及 12,972,000 股股份，佔本公司已發行股本 33.26% 及 1.06%。Youth Success 的已發行股本由光瑞合法及實益擁有 82.37%。根據證券及期貨條例，光瑞被視為於以 Youth Success 名義登記的所有股份中擁有權益。光瑞的全部已發行股本由楊先生及牟女士分別合法及實益擁有 60% 及 40%。根據楊先生、牟女士、Youth Success、黎霖先生、Alpha Master、楊琪女士、翹天有限公司（「翹天」）、汪勇先生及金美訂立的股東投票協議，Youth Success 依據證券及期貨條例被視為於 Alpha Master、翹天及金美合共持有的股份中擁有權益。
2. 牟女士為楊先生的配偶，因此，彼被視為於楊先生被視為擁有權益的所有股份中擁有權益，反之亦然。
3. Wonder Solutions 擁有 155,000,000 股股份，佔本公司已發行股本 12.67%。Wonder Solutions 全部已發行股本由周海源先生合法及實益擁有。

除上文所披露者外，於二零一六年十二月三十一日，概無於本公司股份或相關股份的其他權益或淡倉記錄在本公司根據證券及期貨條例第 336 條須存置的登記冊內。

購股權計劃

本公司已於二零一五年十一月三日採納購股權計劃（「購股權計劃」），除另有註銷或修訂外，該計劃將於其獲採納日期起計的 10 年維持有效。購股權計劃使本公司可向合資格人士（包括本集團任何執行董事、非執行董事、獨立非執行董事及顧問）（「合資格人士」）授出購股權，作為彼等對本集團所作貢獻的獎勵或回報。自本公司採納購股權計劃以來，購股權計劃項下概無購股權獲授出、行使、屆滿或失效，且亦無未行使購股權。

因根據購股權計劃及本集團不時採納的任何其他購股權計劃（「其他計劃」）將予授出的所有購股權獲行使而可發行的本公司股份總數合共不得超過二零一五年十一月十八日（「上市日期」）（本公司於聯交所創業板上市之日期）上市日期已發行本公司股份的 10%（「計劃授權上限」），惟根據購股權計劃或其他計劃的條款失效的購股權將不會計入計劃授權上限。按上市日期已發行 1,200,000,000 股股份為基準計算，計劃授權上限將相等於 120,000,000 股股份，相當於上市日期已發行股份的 10% 及本報告日期本公司已發行股份的 8.43%。

Report of the Directors

董事會報告

The total number of shares of the Company issued and to be issued upon exercise of the share options granted to each Eligible Person under the Share Option Scheme and Other Schemes (including both exercised and outstanding Options) in any 12-month period must not exceed 1% of the shares of the Company in issue from time to time, and provided that if approved by shareholders of the Company in general meeting with such Eligible Person and his associates abstaining from voting, the Company may make a further grant of share options to such Eligible Person (the "Further Grant") notwithstanding that the Further Grant would result in the shares of the Company issued and to be issued upon exercise of all share options granted and to be granted under the Share Option Scheme and Other Schemes to such Eligible Person (including exercised, cancelled and outstanding Options) in the 12-month period up to and including the date of the Further Grant representing in aggregate over 1% of the shares of the Company in issue from time to time.

Upon acceptance of the share option, the Eligible Person under the Share Option Scheme shall pay HK\$1.00 to the Company by way of consideration for the grant. The share option will be offered for acceptance for a period of 28 days from the date on which the share option is granted.

The subscription price for the shares of the Company subject to the Share Options Scheme will be a price determined by the Board and notified to each Eligible Person and shall be the highest of (i) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the date of grant of the share options, which must be a trading day of the Stock Exchange; (ii) the average closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the five trading days of the Stock Exchange immediately preceding the date of grant of the share options; and (iii) the nominal value of a share of the Company.

An share option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Board to each Eligible Person provided that the period within which the share option must be exercised shall not be more than 10 years from the date of the grant of share option.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year ended 31 December 2016 was the Company or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

在任何十二個月期間，根據購股權計劃及其他計劃授予合資格人士的購股權(包括已行使及尚未行使購股權)獲行使後，已發行及將予發行的本公司股份總數不得超過不時已發行本公司股份的1%，惟倘本公司股東在股東大會(有關合資格人士及其聯繫人須放棄投票)批准後，本公司可向有關合資格人士授出額外購股權(「額外授出」)，儘管額外授出購股權會導致在截至及包括額外授出當日12個月期間，根據購股權計劃及其他計劃已授予及將授予有關合資格人士的所有購股權(包括已行使、註銷及尚未行使購股權)獲行使後，已發行及將予發行本公司股份總數相當於不時已發行本公司股份的1%以上。

於接納購股權後，購股權計劃下合資格人士須支付1.00港元予本公司，作為獲授購股權的代價。購股權的接納期為授出購股權當日起計28日期間。

受購股權規限的本公司股份認購價將由董事會釐定，並知會各合資格人士，價格須為下列各項的最高者：(i)於授出購股權日期(必須為聯交所交易日)聯交所每日報價表所載的本公司股份收市價；(ii)於緊接授出購股權當日前五個聯交所交易日聯交所每日報價表所載的本公司股份平均收市價；及(iii)本公司股份面值。

在董事會決定及通知各合資格人士的期間內，可隨時根據購股權計劃的條款行使購股權，惟行使購股權的期間不得超出自授出購股權日期起計10年。

購買股份或債券之安排

截至二零一六年十二月三十一日止年度內任何時間，本公司或其任何附屬公司或同系附屬公司概無訂立任何安排，致使董事可透過收購本公司或任何其他團體公司之股份或債券而獲取利益。

Report of the Directors

董事會報告

MANAGEMENT CONTRACTS

No contracts, other than employment contracts, concerning the management and administration of the whole and any part of the Company's business were entered into or existed during the year ended 31 December 2016.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2016, sales to the Group's five largest customers accounted for approximately 85.4% of total turnover and sales to the largest customer included therein amounted to approximately 26.1% of total sales. The Group's five largest suppliers accounted for approximately 54.4% of total direct costs during the year ended 31 December 2016 and purchases from the largest supplier included therein amounted to approximately 21.5% of total direct costs.

None of the Directors or any of their close associates (as defined in the GEM Listing Rules), or any of the shareholders of the Company (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or its five largest suppliers during the year ended 31 December 2016.

EVENTS AFTER THE REPORTING PERIOD

On 18 January 2017, the Company had completed the placing of 200,000,000 new ordinary shares of the Company (with aggregate nominal value of HK\$2,000,000) (the "Placing Share(s)") to not less than six placees at the placing price of HK\$0.265 (the "Placing Price") per Placing Share (the "2017 Placing"). The Placing Price was agreed with the placing agent in the placing agreement dated 13 December 2016 and the closing price quoted on the Stock Exchange per ordinary share of the Company as at that date was HK\$0.295. The gross proceeds from the 2017 Placing is HK\$53,000,000 and the net proceeds from the is approximately HK\$50,700,000 after deducting the placing commission and other related expenses. The net issue price was approximately HK\$0.25 per Placing Share. Each of the placees and its ultimate beneficial owners (where applicable) is an independent third party and none of the placees has become a substantial shareholder (as defined in the GEM Listing Rules) after the completion of the 2017 Placing. The Group intend to use the net proceeds from the 2017 Placing for the general working capital. The 2017 Placing was a good opportunity to raise additional funds as working capital of the Group without any interest burden and can broaden the Company's capital base and shareholders base.

管理合約

截至二零一六年十二月三十一日止年度，概無就本公司整體或任何業務重大部分的管理及行政工作訂立或訂有任何合約。

主要客戶及供應商

截至二零一六年十二月三十一日止年度，本集團五大客戶銷售額約佔本集團銷售總額的85.4%，其中最大客戶銷售額約佔26.1%。截至二零一六年十二月三十一日止年度，本集團五大供應商採購總額約佔本集團直接成本總額的54.4%，其中最大供應商約佔21.5%。

截至二零一六年十二月三十一日止年度，董事或彼等之任何緊密聯繫人(定義見創業板上市規則)或本公司任何股東(據董事所深知，持有本公司已發行股本5%以上)概無於本集團五大客戶或其五大供應商中擁有任何實益權益。

報告期後事項

於二零一七年一月十八日，本公司完成了按0.265港元的配售價(「配售價」)配售200,000,000股總面值為2,000,000港元的本公司新普通股(「配售股份」)予不少於六名承配人(「二零一七年配售事項」)。配售價已於日期為二零一六年十二月十三日之配售協議與配售代理協商確定，該日本公司普通股在聯交所所報之收市價為0.295港元。二零一七年配售事項之所得款項總額為53,000,000港元，經扣除配售佣金及其他相關開支後，配售事項之所得款項淨額約為50,700,000港元。每股配售股份的淨發行價約0.25港元。各承配人及其最終實益擁有人(倘適用)為獨立第三方，並於完成交易後，概無承配人成為主要股東(定義見創業板上市規則)。本集團擬將二零一七年配售事項所得款項淨額用於一般營運資金。二零一七年配售事項乃籌集額外資金用作本集團營運資金的良機，而且不會產生任何利息負擔及可以擴大本公司之資本基礎及股東基礎。

COMPETING INTERESTS

During the year ended 31 December 2016, none of the Directors, the controlling shareholders of the Company and their respective close associates (as defined in the GEM Listing Rules) as at 31 December 2016 had any interest in any business which competes or is likely to compete, directly or indirectly, with the business of the Group or any other conflicts of interest with the Group.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

CORPORATE GOVERNANCE

The Company's corporate governance report is set out on page 18 to 29 of this report.

CONTRACTUAL ARRANGEMENTS

Beijing Emphasis Media Co., Ltd.* ("Emphasis Media"), Starry Knight Entertainment Co., Ltd.* ("Starry Knight"), Beijing Joy Star Production Co., Ltd.* ("Joy Star"), Beijing New Image Media Co. Ltd.* ("New Image") and Beijing Great Wise Media Co., Ltd. ("Great Wise") (collectively defined as the "PRC Contractual Entities") are deemed to be the wholly-owned subsidiaries of the Company pursuant to the Contractual Arrangement.

Summary of the information in relation to the Contractual Arrangement are as follows.

Information on the PRC Contractual Entities and their Registered Owners

Emphasis Media was owned as to 10% by Mr. Yang and as to 63.83% by New Element, with the remaining 26.17% equity interest is held as to 12% by Mr. Li Lin, 5% by Ms. Yang Qi, 4% by Mr. Sun Rui, 1.5% by Mr. Yang Shiyuan, 1.5% by Ms. Yang Jianping, 1.5% by Mr. Guan Rongliang and 0.67% by Mr. Wan Shuxing (collectively referred as "Relevant Shareholders").

Each of Starry Knight, New Image and Great Wise is wholly-owned by Emphasis Media.

Joy Star is held as to 97% by Ms. Mu and 3% by Mr. Yang.

競爭權益

截至二零一六年十二月三十一日止年度，董事、本公司控股股東及彼等各自之緊密聯繫人(定義見創業板上市規則)於二零一六年十二月三十一日概無在任何與本集團業務直接或間接競爭或可能競爭的業務中擁有權益或與本集團有任何其他利益衝突。

充足公眾持股量

根據本公司公開可得之資料及據董事所知，於本報告日期，本公司全部已發行股本中至少有25%由公眾人士持有。

企業管治

本公司之企業管治報告載於本報告第18至29頁。

合約安排

根據合約安排，北京無限印象傳媒有限公司(「無限印象」)、北京縱橫飛揚國際文化發展有限公司(「縱橫飛揚」)、北京光影互動影視文化傳播有限公司(「光影互動」)、北京對比色彩影視文化傳播有限公司(「對比色彩」)及北京天瀚影視文化傳播有限公司(「天瀚影視」)(統稱為「中國合約實體」)均被視為本公司的全資附屬公司。

合約安排之資料概要如下。

有關中國合約實體及其登記持有人的資料

無限印象由楊先生及新力元素分別擁有10%及63.83%，餘下26.17%股權由黎霖先生、楊琪女士、孫銳先生、楊世遠先生、楊建平女士、關榮亮先生及萬樹興先生(合稱為「相關股東」)分別擁有12%、5%、4%、1.5%、1.5%、1.5%及0.67%。

縱橫飛揚、天瀚影視及對比色彩由無限印象全資擁有。

光影互動由牟女士及楊先生分別擁有97%及3%。

Report of the Directors

董事會報告

Business Overview of the PRC Contractual Entities

Emphasis Media, New Image and Great Wise are principally engaged in the provision of program production services in the PRC.

Starry Knight and Joy Star are principally engaged in the provision of program production and event organisation services in the PRC.

The PRC Contractual Entities hold certain licences and permits required for the operation of abovementioned principal business (including The Permit to Produce and Distribute Radio or Television Programs and operate as a performance brokerage enterprise with the relevant license). According to the Guidance Catalogue of Industries for Foreign Investment (2015 Version), radio and television program production and operating companies falls within the prohibited foreign-invested industry, and the production of television programs (limited to Chinese-foreign contractual joint ventures) and performance brokerage fall within the restricted foreign-invested industry. The principal activities of the Group are provision of program production and event organisation services in the PRC, the sectors where foreign investment is subject to significant restrictions under PRC laws and regulations. Accordingly, we cannot directly acquire any equity interest in the PRC Contractual Entities, which hold certain licences and permits required for the operation of the principal business of the Group.

As a result, New Talent Media Company Limited* ("New Talent Media"), an indirect wholly-owned subsidiary of the Company, has entered into a series of agreements (the "Contractual Arrangements") narrowly tailored to provide New Talent Media with control over the PRC Contractual Entities and grant New Talent Media the right to acquire the equity interests of the PRC Contractual Entities when and to the extent permitted by the PRC laws and regulations.

Summary of the Major Terms under the Contractual Arrangement

The Contractual Arrangements consist of: (a) the Business Operating Agreements, (b) the Powers of Attorney, (c) the Equity Interest Pledge Agreements, (d) the Exclusive Option Agreements, (e) the Exclusive Technology Consultation and Service Agreements and (f) the Spouse Undertakings (in the case that the Relevant Shareholder is a natural person).

中國合約實體之業務概況

無限印象、對比色彩及天瀚影視主要於中國從事提供節目製作的服務。

縱橫飛揚及光影互動主要於中國從事提供節目製作及活動籌辦的服務。

中國合約實體持有經營上述主要業務所需的若干牌照及許可證，包括《廣播電視節目製作經營許可證》及相關許可證作為演出經紀機構經營。根據《外商投資產業指導目錄(二零一五年修訂)》，廣播電視節目製作經營公司屬禁止外商投資產業，及電視節目製作(限於中外合作經營企業)及演出經紀屬限制外商投資產業。本集團主要業務為於中國從事提供節目製作及活動籌辦的服務，而該業務所在行業的外商投資受到中國法律法規的嚴格限制。因此，我們無法收購中國合約實體的任何股權，而中國合約實體持有經營本集團主要業務所需的若干牌照及許可證。

因此，北京聚視文化傳媒有限公司(「聚視文化傳媒」)，一間本公司的間接全資附屬公司，訂立了一系列經嚴格設計的協議(「合約安排」)，規定在中國法律法規允許時及在中國法律法規允許範圍內授予聚視文化傳媒對中國合約實體的控制權及授權本集團收購中國合約實體的股權。根據合約安排，本集團透過聚視文化傳媒監督及控制中國合約實體的業務經營並從中國合約實體獲取經濟利益。

合約安排之主要條款概要

合約安排包括：(a) 業務經營協議、(b) 授權委託書、(c) 股權質押合同、(d) 獨家購買權合同、(e) 獨家技術諮詢和服務協議及(f) 配偶承諾書(倘相關股東為自然人)。

Business Operating Agreements

Each of the PRC Contractual Entities and its Relevant Shareholders entered into Business Operating Agreements with New Talent Media on 18 May 2015 (the “Business Operating Agreements”), pursuant to which at the request of each of the PRC Contractual Entities, New Talent Media may opt to serve as the performance guarantor for each of the PRC Contractual Entities in any business operating contracts, agreements or transactions that they entered into with third parties. In such case, as a counter-guarantee, each of the PRC Contractual Entities shall agree to pledge all its operational account receivable and assets to New Talent Media. If New Talent Media decides to serve as the performance guarantor for any PRC Contractual Entities, New Talent Media will enter into a written agreement with the counterparties of such PRC Contractual Entities to assume the guarantor’s responsibilities. As such, the PRC Contractual Entities and the Relevant Shareholders will take all necessary actions to implement the counter-guarantee arrangement with New Talent Media.

Under the Business Operating Agreements, each of the PRC Contractual Entities and its Relevant Shareholders agree that, without obtaining New Talent Media’s written consent, each of the PRC Contractual Entities shall not engage in any transaction which may materially affect its asset, obligation, right or business operation, including but not limit to:

- (i) Borrowing or assuming any liabilities from any third parties;
- (ii) Selling to or acquiring from any third parties any assets or rights, including but not limited to any intellectual property rights;
- (iii) Providing real rights of securities in relation to assets or intellectual property rights to any third parties;
- (iv) Transferring any operational agreements to any third parties.

Further, each of the PRC Contractual Entities and its Relevant Shareholders agree to follow any recommendations or guidance from New Talent Media in relation to each of the PRC Contractual Entities’ employment matters, daily operations and management, as well as financial management policies. Each of the PRC Contractual Entities and its Relevant Shareholders agree to appoint New Talent Media’s nominees as its board directors, and each of the PRC Contractual Entities will appoint the recommended New Talent Media’s staff as its general manager, chief finance officer, and for other senior management roles. If any of abovementioned staff leave New Talent Media, whether voluntarily or not, their roles in each of the PRC Contractual Entities will be terminated.

業務經營協議

各中國合約實體與其相關股東於二零一五年五月十八日訂立業務經營協議（「業務經營協議」），據此，應中國合約實體之要求，聚視文化傳媒可選擇於中國合約實體與第三方訂立的任何業務經營合約、協議或交易中擔任履約擔保人。於該情況下，作為反擔保，中國合約實體將同意向聚視文化傳媒抵押所有應收經營賬目及資產。倘聚視文化決定擔任中國合約實體的履約擔保人，聚視文化傳媒將與該中國合約實體的對手訂立書面協議，以承擔擔保人的責任。因此，中國合約實體及相關股東將採取必要行動與聚視文化傳媒實施反擔保安排。

根據業務經營協議，各中國合約實體及其相關股東同意，在沒有獲得聚視文化傳媒的書面同意下，各中國合約實體將不得從事任何重大影響其資產、責任、權利或業務經營的交易，包括但不限於：

- (i) 借貸或自任何第三方承擔任何責任；
- (ii) 向任何第三方銷售或自其收購任何資產或權利，包括但不限於任何知識產權；
- (iii) 就資產或知識產權向任何第三方提供證券物權；
- (iv) 向任何第三方轉讓任何經營協議。

再者，各中國合約實體及其相關股東同意遵循聚視文化傳媒就各中國合約實體的僱傭事宜、日常營運及管理以及財務管理政策作出的任何推薦意見或指引。各中國合約實體及其相關股東同意委任聚視文化傳媒的代名人為其董事會，且各中國合約實體將委任獲建議聚視文化傳媒僱員擔任其總經理、財務總監及其他高級管理層角色。倘任何上述僱員離開聚視文化傳媒（不論自願與否），彼等於各中國合約實體的職務將終止。

Report of the Directors

董事會報告

In addition, each of the PRC Contractual Entities and its Relevant Parties agree to use New Talent Media as the first resort for any performance guarantee or guarantees for working capital borrowings. In such case, New Talent Media has full discretion in deciding whether to provide such guarantees, and the PRC Contractual Entities can resort to other third parties if such request is turned down by New Talent Media.

The relevant Business Operating Agreements have a term of ten years and will be automatically renewed upon expiration unless otherwise notified by New Talent Media. The relevant Business Operating Agreements shall be terminated prior to expiration when the business period of either New Talent Media or the PRC Contractual Entities expires or is terminated by any other reasons except that all rights and obligations of New Talent Media or any PRC Contractual Entities under such agreements have been transferred. If any agreement between New Talent Media and any PRC Contractual Entities is terminated or expired, New Talent Media will have the right but not the obligation to terminate all agreements between New Talent Media and any PRC Contractual Entities, including but not limited to the Exclusive Technology Consultation and Service Agreements.

Powers of Attorney

Each of the Relevant Shareholders entered into a power of attorney on 18 May 2015 (the "Powers of Attorney"). Pursuant to the Powers of Attorney, each of the Relevant Shareholders irrevocably appoints designee(s) of our Company, being the Directors or officers of the Company who are not related to the shareholders of the PRC Contractual Entities or his/her successor to act as his/her/its attorney on his/her/its own behalf to exercise all rights in connection with matters concerning his/her/its rights as shareholder of the PRC Contractual Entities, including but not limited to (i) selling or transferring all or part of his/her/its equity interests; (ii) exercising shareholders' voting rights, including nomination and election of director and nomination and appointment of general manager; (iii) signing meeting minutes and resolutions; (iv) approving filing documents with the relevant companies registry and/or other government authorities in relation to the business operations of the PRC Contractual Entities; (v) other matters decided or executed by the shareholders.

Further, the Powers of Attorney shall remain effective for ten years from the execution date or it can be terminated upon the termination of the Business Operating Agreement.

此外，各中國合約實體及其相關訂約方同意就任何履約擔保或營運資金借貸擔保首先尋求聚視文化傳媒幫助。在該情況下，聚視文化傳媒可全權酌情決定是否提供該擔保，且倘該要求被聚視文化傳媒拒絕，中國合約實體可尋求其他第三方幫助。

相關業務經營協議為期十年，於屆滿時自動續期，惟聚視文化傳媒另行通知除外。當聚視文化傳媒或中國合約實體的業務期限屆滿或因任何其他原因終止（惟聚視文化傳媒或任何中國合約實體於該協議下的所有權利及責任已轉讓除外）相關業務經營協議將屆滿前終止。倘聚視文化傳媒與任何中國合約實體的任何協議終止或屆滿，聚視文化傳媒將有權利（並非義務）終止聚視文化傳媒與任何中國合約實體之間的所有協議，包括但不限於獨家技術諮詢和服務協議。

授權委託書

各相關股東於二零一五年五月十八日訂立授權委託書（「授權委託書」）。根據授權委託書，各相關股東不可撤回地委任本公司指定人士（即與中國合約實體股東並無關聯的本公司董事或行政人員）或其繼任者作為其授權人，以就涉及其作為中國合約實體股東的權利的事宜代表其行使全部權利，包括但不限於(i) 出售或轉讓其所有或部分股權；(ii) 行使股東的投票權，包括提名及甄選董事以及提名和委任總經理；(iii) 簽署會議記錄及決議案；(iv) 批准向相關公司登記處及／或其他政府機關送交與中國合約實體業務營運相關的文件備案；及(v) 股東釐定或執行的其他事宜。

此外，授權委託書自簽立日期起計維持有效十年，或於業務經營協議終止後可予終止。

Equity Interest Pledge Agreements

The Relevant Shareholders and New Talent Media entered into equity interest pledge agreements on 18 May 2015 (the “Equity Interest Pledge Agreements”). Under the Equity Interest Pledge Agreements, the Relevant Shareholders agreed to pledge all their respective equity interests in the PRC Contractual Entities to New Talent Media, as a security interest, to guarantee the performance of contractual obligations and the payment of outstanding debts of the Relevant Shareholders and the PRC Contractual Entities under the Exclusive Technology Consultation and Service Agreements, Business Operating Agreements and such other agreements to be entered into under the Contractual Arrangements. The pledge in respect of a PRC Contractual Entity takes effect upon the completion of registration with the competent SAIC and shall remain valid until one year after all the contractual obligations of the Relevant Shareholders and such PRC Contractual Entity under the relevant Contractual Arrangements have been fully performed and all the outstanding debts of the Relevant Shareholders and such PRC Contractual Entity under the relevant Contractual Arrangements have been fully paid. During the valid period of the pledge, absent prior written consent of New Talent Media, the Relevant Shareholders shall not create or agree to create any new pledge or any other security on the equity interests of the PRC Contractual Entities, nor assign or transfer any of the equity interests of the PRC Contractual Entities or any rights or obligations under this agreement.

The Equity Interest Pledge Agreements will be terminated after one year upon fulfillment of all contractual obligations of the Relevant Shareholders and such PRC Contractual Entity under the relevant Contractual Arrangements.

Exclusive Option Agreements

Each of the PRC Contractual Entities and its Relevant Shareholders entered into exclusive option agreements with New Talent Media on 18 May 2015 (the “Exclusive Option Agreements”), pursuant to which the Relevant Shareholders irrevocably, exclusively and unconditionally grant exclusive options to New Talent Media which entitles New Talent Media to elect to purchase, when permitted by the then applicable PRC laws, all or any part of the equity interests of the PRC Contractual Entities from the Relevant Shareholders and/or all or any of assets of the PRC Contractual Entities by itself or through its designee(s). In the event that any of the options is exercised by New Talent Media, the transfer price of the relevant equity interests and assets shall be the legal minimum price under the then-applicable PRC law. Any of such transfer is subject to approval and registration with government authorities. Subject to applicable PRC laws, each of the Relevant Shareholders shall transfer all the consideration he/her/it receives in relation to such sale of equity interest in the PRC Contractual Entities at nil consideration as a gift to New Talent Media or the designee(s) of New Talent Media after receiving such consideration, after deduction of applicable taxes and governmental fees.

股權質押合同

相關股東與聚視文化傳媒於二零一五年五月十八日訂立股權質押合同（「股權質押合同」）。根據股權質押合同，相關股東同意質押其各自於中國合約實體的全部股權予聚視文化傳媒作為擔保權益，以擔保相關股東及中國合約實體履行其於獨家技術諮詢和服務協議、業務經營協議及根據合約安排將予訂立的該等其他協議的合約責任及支付未清還債項。有關中國合約實體之質押自於國家工商行政管理總局完成登記後生效，且於相關股東及該中國經營實體完全履行相關合約安排的全部合約責任，以及相關股東及該中國合約實體根據相關合約安排的所有未償還債項獲全數支付前一年內一直有效。於質押有效期內，如無聚視文化傳媒的事先書面同意，相關股東不得設立或同意設立涉及中國合約實體股權的任何新質押或任何其他抵押，亦不得轉讓或讓渡中國合約實體任何股權或此協議的任何權利或責任。

股權質押合同將於達致相關股東及該中國合約實體於相關合約安排下的所有合約責任時一年後終止。

獨家購買權合同

各中國合約實體及其相關股東與聚視文化傳媒於二零一五年五月十八日訂立獨家購買權合同（「獨家購買權合同」），據此，相關股東不可撤回地無條件獨家授予聚視文化傳媒獨家購買權，使聚視文化傳媒有權於當時適用的中國法律允許時，選擇自行或透過其被指定人向相關股東購買中國合約實體全部或任何部分的股權及／或中國合約實體的所有或任何資產。倘聚視文化傳媒行使任何購買權時，相關股權及資產的轉讓價須為當時適用的中國法律規定的法定最低價格。任何有關轉讓亦須取得政府機關批准及向政府機關登記。在適用的中國法律所規限下，各相關股東應於緊隨收取就按零代價出售於中國合約實體的股權所收取的所有代價（於扣除適用稅項及政府費用）後，將該等代價無償轉讓予聚視文化傳媒或聚視文化傳媒的被指定人作為饋贈。

Report of the Directors

董事會報告

Pursuant to the Exclusive Option Agreements, the PRC Contractual Entities and the Relevant Shareholders shall not sell, transfer, pledge or dispose of in any other manner the legal or beneficial interest in any assets, business or income of the PRC Contractual Entities. The PRC Contractual Entities and the Relevant Shareholders undertake to maintain the asset value of the PRC Contractual Entities and not to take any action which may affect their business operations or asset value. Absent prior written consent of New Talent Media, the PRC Contractual Entities and the Relevant Shareholders shall not (i) in any manner supplement, change or amend the articles of association of the PRC Contractual Entities, increase or decrease their registered capital or change their structure of registered capital in any other manner; or (ii) engage in transactions that could materially affect the assets, liabilities, rights or operations of the PRC Contractual Entities, including (a) incur debts, except those incurred in the ordinary course of business or disclosed to and consented by New Talent Media; (b) execute any material contracts with a value above RMB100,000, except those entered into in the ordinary course of business; (c) provide loans or guarantee; (d) merge or consolidate with, acquire or invest in any entity; and (e) distribute dividends or profits to the Relevant Shareholders.

In addition, each of the Relevant Shareholders will take appropriate measures to maintain its shareholding in the PRC Contractual Entities, including (i) not to, sell, transfer, pledge or dispose of in any other manner, or allow any other security interest to be created on the legal or beneficial equity interest in the PRC Contractual Entities without the prior written consent of New Talent Media, except for the Equity Interest Pledge Agreements, and procure the shareholders' meeting of the PRC Contractual Entities not to approve such matters; (ii) for each exercise of the equity purchase option, to cause the shareholders' meeting of the PRC Contractual Entities to vote on the approval of the transfer of equity interests and any other action requested by New Talent Media; and (iii) to relinquish the pre-emptive right (if any) the Relevant Shareholder is entitled to in relation to the transfer of equity interest by any other Relevant Shareholders to New Talent Media. Each of the Relevant Shareholders will transfer to New Talent Media or its designee(s), by way of gift, any profit, dividend, transfer proceeds or any other interest arising from the equity interests held by such Relevant Shareholder in the PRC Contractual Entities. The PRC Contractual Entities and the Relevant Shareholders shall, at the request of New Talent Media, appoint any person nominated by New Talent Media in its sole discretion as directors of the PRC Contractual Entities. Each of the Relevant Shareholders irrevocably undertakes that whenever requested by New Talent Media, such shareholder will transfer, unconditionally all of the equity interests held by him/her/it in the PRC Contractual Entities to New Talent Media or its designee(s) at a price equal to the price as determined in the circumstances where New Talent Media exercises its option under the Exclusive Option Agreements.

根據獨家購買權合同，中國合約實體及相關股東不得出售、轉讓、質押或以任何其他方式處置於中國合約實體任何資產、業務或收入的法定或實益權益。中國合約實體及相關股東承諾維持中國合約實體的資產價值水平，且不會採取任何可能影響其業務經營或資產價值的行動。如無聚視文化傳媒的事先書面同意，中國合約實體及相關股東不得(i) 以任何方式補充、更改或修訂中國合約實體的章程細則，增加或減少其註冊資本或以任何其他方式更改其註冊資本架構；或(ii) 進行可能對中國合約實體的資產、負債、權利或營運產生重大影響的交易，包括(a) 招致債務，惟於日常業務過程中引致或已向聚視文化傳媒披露並獲其同意者則除外；(b) 簽立任何價值人民幣100,000元以上的重大合約，惟於日常業務過程中簽訂者則除外；(c) 提供貸款或作出擔保；(d) 與任何實體兼併或合併，或收購或投資於任何實體；及(e) 向相關股東分派股息或溢利。

此外，各相關股東將採取適當措施以維持其於中國合約實體的股權，包括(i) 如無聚視文化傳媒的事先書面同意，概不出售、轉讓、質押或以任何其他方式處置於中國合約實體的法定或實益股權或就此允許設立任何其他證券權益(惟就股權質押合同作出及授權委託書訂明的權益則除外)，並促使中國合約實體的股東大會並不批准有關事宜；(ii) 就每次股權購買權獲行使時，促使中國合約實體股東大會表決批准股權轉讓及聚視文化傳媒要求的任何其他行動；及(iii) 就任何其他相關股東向聚視文化傳媒轉讓股權放棄其優先購買權(如有)。各相關股東將按照中國法律以饋贈方式向聚視文化傳媒或其被指定人轉讓任何溢利、股息、轉讓所得款項或中國合約實體相關股東持有股權而產生的任何其他權益。中國合約實體及相關股東應按聚視文化傳媒的要求，委任任何聚視文化傳媒全權酌情提名的人士為中國合約實體董事。各相關股東不可撤回地承諾，無論聚視文化傳媒何時提出要求，該名股東將無條件轉讓其持有的全部中國合約實體股權予聚視文化傳媒或其被指定人，轉讓價相當於倘聚視文化傳媒根據獨家購買權合同行使其購買權時所釐定的價格。

The relevant Exclusive Option Agreements have a term of ten years and will be automatically renewed upon expiration unless otherwise notified by New Talent Media. The relevant Exclusive Option Agreements shall be terminated prior to expiration when the business period of either New Talent Media or the PRC Contractual Entities expires or is terminated by any other reasons except that all rights and obligations of New Talent Media under such agreements have been transferred to a third party.

Exclusive Technology Consultation and Service Agreements

New Talent Media entered into exclusive technology consultation and service agreements with each of the PRC Contractual Entities on 18 May 2015 (the “Exclusive Technology Consultation and Service Agreements”), pursuant to which each of the PRC Contractual Entities agreed to engage New Talent Media as their exclusive provider of technical and management consulting services and other technology and consultancy services requested by each of the PRC Contractual Entities from time to time to the extent permitted under PRC laws in each of exchange for service fees. In light of the services that New Talent Media agreed to provide to the PRC Contractual Entities pursuant to the Exclusive Technology Consultation and Service Agreements, the service fees, subject to New Talent Media’s adjustment, are equal to 100% of each of the PRC Contractual Entities’ net profit after tax. In addition, New Talent Media may at its absolute discretion lower the service fees with reference to the operation cost and financial budget relating to business development plan of each of the PRC Contractual Entities. New Talent Media is also entitled to make any other adjustments of the service fees at the end of every quarter in accordance with the quarterly revenue and profit of each of the PRC Contractual Entities under HKFRSs.

In addition, absent the prior written consent of New Talent Media, the PRC Contractual Entities shall not assign or transfer any of the rights and/or obligations under the Exclusive Technology Consultation and Service Agreements to any third party. Unless otherwise required by the applicable PRC laws, the PRC Contractual Entities shall not be entitled to terminate the Exclusive Technology Consultation and Service Agreements either.

相關獨家購買權合同的期限為十年且將於到期時自動續期一年，惟聚視文化傳媒另行通知則除外。倘聚視文化傳媒或中國合約實體的營業期限到期或因任何其他理由合同被終止（除聚視文化傳媒於該等合同下的所有權利及義務已轉讓予第三方外），則相關獨家購買權合同於到期前將予終止。

獨家技術諮詢和服務協議

聚視文化傳媒與各中國合約實體於二零一五年五月十八日訂立獨家技術諮詢和服務協議（「獨家技術諮詢和服務協議」），據此，各中國合約實體同意委聘聚視文化傳媒為獨家供應商，提供技術及管理諮詢服務以及各中國合約實體不時要求的其他技術及諮詢服務（以中國法律允許者為限），並就此支付服務費。考慮到聚視文化傳媒同意根據獨家技術諮詢和服務協議向各中國合約實體提供的服務，服務費相當於各中國合約實體除稅後純利的100%，惟聚視文化傳媒可作出調整。此外，聚視文化傳媒經參考有關各中國合約實體的業務發展計劃的經營成本及財政預算後，可全權酌情減少服務費。聚視文化傳媒亦有權於每季度末根據香港財務報告準則項下的各中國合約實體的季度收益及溢利對服務費作出任何其他調整。

此外，倘無聚視文化傳媒的事先書面同意，中國合約實體不得轉讓或讓渡獨家技術諮詢和服務協議的任何權利及／或責任予任何第三方。除適用中國法律另有規定外，中國合約實體亦無權終止獨家技術諮詢和服務協議。

Report of the Directors

董事會報告

The Exclusive Technology Consultation and Service Agreements also provide that New Talent Media has the exclusive proprietary rights to all intellectual property rights developed or created during the performance of the Exclusive Technology Consultation and Service Agreements. The PRC Contractual Entities shall assign their intellectual property rights to New Talent Media upon request of New Talent Media. Our PRC Legal Adviser is of the opinion that (i) it is legal for New Talent Media to hold these intellectual property rights pursuant to the terms of the Exclusive Technology Consultation and Service Agreements; and (ii) that New Talent Media and the PRC Contractual Entities are not in violation of the requirements of Patent Law of the PRC, Trade Mark Law of PRC and Copyright Law of the PRC regarding the ownership of intellectual property rights.

The relevant Exclusive Technology Consultation and Service Agreements have a term of ten years and will be automatically renewed for consecutive terms of one year upon expiry unless otherwise notified by New Talent Media. The relevant Exclusive Technology Consultation and Service Agreements shall be terminated prior to expiration in the event that (a) the business period of either New Talent Media or the PRC Contractual Entities expires or is terminated by any other reasons except that all right and obligation of New Talent Media under such agreements has been transferred to a third party (b) New Talent Media unilaterally terminates such agreements by advance written notice.

Spouse Undertakings

The spouse of each of the individual Relevant Shareholders, if applicable, has signed an undertaking on 18 May 2015 ("Spouse Undertakings"). Pursuant to the Spouse Undertakings, each of the spouses unconditionally and irrevocably undertakes that:

- (i) the spouse has been made fully aware of the Contractual Arrangements and consented that such Relevant Shareholder is the sole beneficiary of all the rights and interests and solely assumes obligations under the Contractual Arrangements; further, he/she does not and will not have any interests or rights under the Contractual Arrangements, nor assumes any obligations thereunder;
- (ii) all the equity interests held by such Relevant Shareholder in the PRC Contractual Entities shall be deemed as assets solely owned by such Relevant Shareholder, not mutual assets jointly owned by him/her and the related Relevant Shareholder;
- (iii) the spouse will not participate in the operation or management of the PRC Contractual Entities, nor will claim any interests or rights in the equities of the PRC Contractual Entities;

獨家技術諮詢和服務協議亦訂明聚視文化傳媒擁有於獨家技術諮詢和服務協議履行期間開發或創設的全部知識產權的獨家所有權。中國合約實體須於聚視文化傳媒要求時，轉讓彼等的知識產權予聚視文化傳媒。中國法律顧問認為，(i) 聚視文化傳媒根據獨家技術諮詢和服務協議的條款持有此等知識產權為合法；及(ii) 聚視文化傳媒及中國合約實體並無違反中國專利法、中國商標法及中國著作權法有關知識產權擁有權的規定。

獨家技術諮詢和服務協議的期限為十年且將於到期時自動續期一年，惟聚視文化傳媒另行通知則除外。倘(a) 聚視文化傳媒或中國合約實體的營業期限到期或因任何其他理由被終止(除聚視文化傳媒於該等協議下的所有權利及義務已轉讓予第三方外)(b) 聚視文化傳媒單方面通過提前發出書面通知而終止該等協議，則相關獨家技術諮詢和服務協議於到期前將予終止。

配偶承諾書

各相關股東的配偶(如適用)已於二零一五年五月十八日簽署承諾書(「配偶承諾書」)。根據配偶承諾書，各名配偶無條件及不可撤回地承諾：

- (i) 該名配偶已全面獲悉合約安排，並同意相關股東為合約安排下所有權利及權益的唯一受益人且單獨承擔合約安排的責任；此外，彼並無及將不會擁有合約安排下的任何權益或權利，或承擔合約安排的任何責任；
- (ii) 該名相關股東於中國合約實體持有的全部股權應視為由該名相關股東單獨擁有的資產，而非彼與有關的相關股東共同擁有的共有資產；
- (iii) 該名配偶將不會參與中國合約實體的經營或管理，亦不會申索中國合約實體股權中的權益或權利；

- (iv) the spouse has confirmed that the performance and further amendment or termination of the Contractual Arrangements by such Relevant Shareholder do not require his/her authorisation or consent; in the event of divorce (as the case may be), such Relevant Shareholder has sole discretion to decide how to dispose of his/her interests in the PRC Contractual Entities; and
- (v) in the event that the spouse obtains any interests in the PRC Contractual Entities, he/she will be subject to and abide by the terms of the Contractual Arrangements as if he/she was a signing party to such Contractual Arrangements, and at the request of New Talent Media he/she will sign any documents in the form and substance consistent with the Contractual Arrangements.

Revenue and Assets in relation to the Contractual Arrangement

During the year ended 31 December 2016, revenue attributable to the PRC Contractual Entities (i.e. the Contractual Arrangement) was approximately RMB75.5 million. As at 31 December 2016, the total asset and net asset attributable to the PRC Contractual Entities was approximately RMB101.7 million and RMB76.4 million respectively.

Risks Related to the Contractual Arrangement

We rely on the Contractual Arrangements with the PRC Contractual Entities for our operations in China, which may not be as effective in providing operational control as direct ownership.

We have relied and expect to continue to rely on the Contractual Arrangements with the PRC Contractual Entities to operate our program production business in China. The Contractual Arrangements may not be as effective in providing us with control over the PRC Contractual Entities as direct ownership. If we had direct ownership of the PRC Contractual Entities, we would be able to exercise our rights as a shareholder to effect changes in the board of directors of those entities, which in turn could effect changes, subject to any applicable fiduciary obligations, at the management level. However, under the Contractual Arrangements, we rely on the performance by the PRC Contractual Entities and their shareholders of their obligations under the contracts to exercise control over the PRC Contractual Entities. Therefore, the Contractual Arrangements with the PRC Contractual Entities may not be as effective in ensuring our control over our operations in China as direct ownership would be.

- (iv) 該名配偶已確認，相關股東履行及進一步修訂或終止合約安排無需其授權或同意；若雙方離婚（視情況而定），則該相關股東可全權酌情決定如何處置其於中國合約實體的權益；及

- (v) 倘該名配偶獲取中國合約實體任何權益，彼將受合約安排的條款所規限並須遵從該等條款，猶如彼為有關合約安排的訂約方，且彼將按緊視文化傳媒的要求簽署在形式及內容上與合約安排一致的任何文件。

合約安排涉及之收益及資產

截至二零一六年十二月三十一日止年度，中國合約實體應佔之收益（即合約安排）約為人民幣75.5百萬元。於二零一六年十二月三十一日，中國合約實體應佔之資產總值及資產淨值（即合約安排）分別約為人民幣101.7百萬元及人民幣76.4百萬元。

與合約安排有關的風險

本公司依賴與中國合約實體的合約安排在中國經營業務，惟未必如直接所有權般有效地給予我們經營控制權。

本公司依賴與中國合約實體的合約安排在中國經營節目製作業務，並預期將繼續對此加以依賴。該等合約安排未必如直接所有權般有效地給予我們對中國合約實體的經營控制權。如我們擁有中國合約實體的直接所有權，我們將能行使股東權利，改組該等實體的董事會，因而在受限於任何適用的受信責任前提下，可行使管理層層面的變動。然而，根據合約安排，我們依賴中國合約實體及彼等的股東履行合約責任，以對中國合約實體行使控制權。因此，本公司與中國合約實體的合約安排在確保本公司控制中國業務經營上未必如直接所有權般有效。

Report of the Directors

董事會報告

Any failure by the PRC Contractual Entities or their respective shareholders to perform their obligations under the Contractual Arrangements with them would have a material adverse effect on our business and financial conditions.

If a PRC Contractual Entity or its shareholders fail to perform their obligations under the Contractual Arrangements, we may have to incur substantial costs and resources to enforce our rights under the contracts, and rely on legal remedies under PRC law, including seeking specific performance or injunctive relief and claiming damages, which may not be effective. For example, if the shareholders of a PRC Contractual Entity were to refuse to transfer their equity interest in such Contractual Entity to us or our designee when we exercise the call option pursuant to the Contractual Arrangements, or if they were otherwise to act in bad faith toward us, then we may have to take legal actions to compel them to perform their contractual obligations.

We conduct a substantial portion of our business operations in the PRC through the PRC Contractual Entities by way of the Contractual Arrangements, but certain of the terms of the Contractual Arrangements may not be enforceable under PRC laws.

All of these Contractual Arrangements are governed by PRC laws and provide for the resolution of disputes through arbitration in China. Accordingly, these contracts would be interpreted in accordance with PRC laws and any disputes would be resolved in accordance with PRC legal procedures. The legal system in China is not as developed as in other jurisdictions. As a result, uncertainties in the PRC legal system could limit our ability to enforce these contractual arrangements. Under PRC law, rulings by arbitrators are final, parties cannot appeal the arbitration results in courts, and the prevailing parties may only enforce the arbitration awards in PRC courts through arbitration award recognition proceedings, which would incur additional expenses and delay. In the event we are unable to enforce these contractual arrangements, we may not be able to exert effective control over our the PRC Contractual Entities, and our ability to conduct our business may be negatively affected.

倘本公司的中國合約實體或彼等各自之股東未能履行本公司與其達成的合約安排的責任，則將對本公司的業務及財務狀況造成重大不利影響。

倘中國合約實體或其股東未能履行合約安排的責任，我們強制執行合約權利時可能產生重大成本及資源，並依靠中國法律的法律補救辦法，包括尋求指定履約或禁制寬免及索償，惟未必有效。舉例而言，如當我們根據合約安排行使認股期權時，中國合約實體股東未肯向我們或受讓人轉讓合約實體股權，或倘彼等以其他方式向我們做出不真誠行為，我們可能須訴諸法律訴訟，方可迫使彼等履行合約責任。

本公司以合約安排方式透過中國合約實體在中國進行大部分業務經營，但合約安排若干條款根據中國法律或不可強制執行。

所有該等合約安排均受中國法律監管，並規定在中國通過仲裁解決爭議。因此，該等合約按中國法律詮釋，任何爭議會按中國法律程序解決。中國法律制度未如其他司法權區般成熟。因此，中國法律制度的不確定因素可能限制我們強制執行該等合約安排的能力。根據中國法律，仲裁人的裁決為終局決定，有關各方不可向法院就仲裁結果提呈上訴，勝訴方僅可通過仲裁判決認可程序在中國法院強制執行仲裁判決，此舉會產生額外開支及延誤。倘本公司未能強制執行該等合約安排，本公司或不能對中國合約實體行使實際控制權，而本公司經營業務的能力可能受到負面影響。

The Contractual Arrangements contain provisions to the effect that the arbitral body may award remedies over the shares and/or assets of the PRC Contractual Entities, injunctive relief and/or winding up of the PRC Contractual Entities. These agreements also contain provisions to the effect that courts of competent jurisdictions are empowered to grant interim remedies in support of the arbitration pending the formation of an arbitral tribunal. However, under PRC laws, these terms may not be enforceable. Under PRC laws, an arbitral body does not have the power to grant directly injunctive relief or to issue a provisional or final liquidation order for the purpose of protecting assets of or equity interests in the PRC Contractual Entities in case of disputes. In addition, interim remedies or enforcement order granted by overseas courts such as Hong Kong and the Cayman Islands may not be recognisable or enforceable in China. Therefore, in the event of breach of any agreements constituting the Contractual Arrangements by the PRC Contractual Entities and the Relevant Shareholders, and if we are unable to enforce the Contractual Arrangements, we may not be able to exert effective control over the PRC Contractual Entities, which could materially and adversely affect our ability to conduct our business.

Material Change

Save as disclosed above, as at the date of this report, there is no material change in the Contractual Arrangements and/or the circumstances under which they were adopted.

Unwinding of Contractual Arrangements

As at the date of this report, there is no unwinding of any of the Contractual Arrangement or failure to unwind when the restrictions that led to the adoption of the Contractual Arrangements are removed.

CONTINUING CONNECTED TRANSACTIONS

The Company has entered into the transactions set out below which will be regarded as continuing connected transactions under the GEM Listing Rules. Unless otherwise defined, capitalised terms below has the same meanings as those defined in the Prospectus.

As disclosed in the section headed “Contractual Arrangement” in this report, the business operations of the PRC Contractual Entities constitute a business prohibited to foreign investment in the PRC, therefore, the Company cannot directly acquire equity interests in the PRC Contractual Entities. As a result, the Group has entered into Contractual Arrangement to exercise and maintain control over the operations of the PRC Contractual Entities, obtain their entire economic benefits and prevent leakage of the assets and values of the PRC Contractual Entities to their shareholders in the PRC. Under the Contractual Arrangements, the Group supervises and controls the business operations of the PRC Contractual Entities and derives economic benefit from the PRC Contractual Entities through New Talent Media.

合約安排載有條文，規定仲裁機構可判定以中國合約實體的股份及／或資產實施救濟、強制性救濟及／或把中國合約實體清盤。此等協議亦載有條文，規定具有司法管轄權的法院有權授出臨時措施，以支持等候仲裁庭的仲裁。然而，根據中國法律，此等條款可能不能強制執行。根據中國法律，仲裁機構並無權力直接授出強制性救濟或發出臨時或最終清盤令，以於出現糾紛時保障中國合約實體的資產或股權。此外，由香港及開曼群島等海外法院授出的臨時措施或強制執行令均可能在中國不獲承認或不能強制執行。因此，倘中國合約實體及相關股東違反任何組成合約安排的協議，及倘本公司無法強制執行合約安排，則本公司可能無法實際控制中國合約實體，從而令本公司進行業務的能力受到重大不利影響。

重大變動

除上述所披露者外，於本報告日期，合約安排及／或就此採用合約安排的情況概無出現重大變動。

廢除合約安排

於本報告日期，概無廢除任何合約安排，或於該等導致採用合約安排的限制被移除時未能廢除任何合約安排。

持續關連交易

本公司已訂立下文所載根據創業板上市規則將被視為持續關連交易的交易。除非另有界定，否則下文的專有詞彙具有招股章程所界定的相同涵義。

誠如本報告中「合約安排」一節所披露，中國合約實體於中國的業務經營構成限制外商投資的業務，因此，本公司不能直接收購中國合約實體的股權。因此，本集團訂立了合約安排以行使並維持對中國合約實體經營的主要控制權，獲取其全部經濟利益並防止洩漏中國合約實體的資產及價值予彼等在中國的股東。

Report of the Directors

董事會報告

The transactions under the Contractual Arrangements constitute continuing connected transactions for the Company under the GEM Listing Rules and are subject to the requirements of reporting, announcement and independent shareholders' approval under Chapter 20 of the GEM Listing Rules following the Listing.

根據創業板上市規則，合約安排項下的交易構成本公司的持續關連交易，故於上市後須遵守創業板上市規則第二十章項下的申報、公告及獨立股東批准規定。

The table below sets forth the connected persons of the Company involved in the Contractual Arrangements and the nature of their connection with the Group:

下表載列合約安排所涉的本公司關連人士及其與本集團關連的性質：

Name of connected person 關連人士姓名	Connected relationship 關連關係
Mr. Yang 楊先生	Mr. Yang is the Controlling Shareholder of the Group and is therefore our connected person pursuant to Rule 20.06 of the GEM Listing Rules. 楊先生為我們的控股股東，因此根據創業板上市規則第20.06條為我們的關連人士。
Ms. Mu 牟女士	Ms. Mu is the Controlling Shareholder of the Group and is therefore our connected person pursuant to Rule 20.06 of the GEM Listing Rules. 牟女士為我們的控股股東，因此根據創業板上市規則第20.06條為我們的關連人士。
PRC Contractual Entities 中國合約實體	Each of the PRC Contractual Entities is indirectly controlled by the Controlling Shareholders of the Group and is therefore an associate of the controlling shareholders and the connected person of the Group, among other factors, pursuant to Rule 20.10 of the GEM Listing Rules. 各中國合約實體由控股股東間接控制，因此為我們的控股股東的聯繫人及根據創業板上市規則第20.10條為(其中包括)我們的關連人士。
Management Shareholders of Emphasis Media 無限印象的管理股東	The Management Shareholders of Emphasis Media are shareholders of Emphasis Media and the Company, and directors of New Talent Media. Therefore the Management Shareholders of Emphasis Media are the connected persons under the GEM Listing Rules. 無限印象的管理股東為無限印象及本公司的股東及聚視文化傳媒董事。因此，無限印象的管理股東為我們於創業板上市規則項下的關連人士。
Beijing New Element Consulting Co. Ltd. ("New Element") 北京新力元素諮詢有限公司(「新力元素」)	New Element is owned as to 60% by Mr. Yang and 40% by Ms. Mu respectively, and is therefore an associate of Mr. Yang and Ms. Mu, the Controlling Shareholders and the connected person of the Group, among other factors, pursuant to Rule 20.10 of the GEM Listing Rules. 新力元素由楊先生及牟女士分別擁有60%及40%，因此(其中包括)根據創業板上市規則第20.10條，為我們的控股股東楊先生及牟女士的聯繫人及我們的關連人士。

Report of the Directors

董事會報告

The Directors believe that the Company's structure whereby PRC Contractual Entities' financial results are consolidated into the Company's consolidated financial statements as if they were wholly-owned subsidiaries and the flow of economic benefits from their business to the Company, places the Group in a special position in relation to the connected transactions rules. Accordingly, notwithstanding that the transactions contemplated under the Contractual Arrangements technically constitute continuing connected transactions for the purposes of Chapter 20 of the GEM Listing Rules, the Directors consider that it would be unduly burdensome and impracticable and would impose unnecessary administrative costs on us to be subject to strict compliance with the requirements set out under Chapter 20 of the GEM Listing Rules in respect of these continuing connected transactions. Accordingly, the Company has, pursuant to the GEM Listing Rules, applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the announcement requirements relating to these continuing connected transactions under the GEM Listing Rules. In addition, the Directors confirm that the Company has complied and will continue to comply with the applicable provisions under the GEM Listing Rules.

For the year ended 31 December 2016, the services provided by New Talent Media under Contractual Arrangements to the PRC Contractual Entities (including technical and management consulting services and other technology and consultancy services requested by each of the PRC Contractual Entities from time to time to the extent permitted under PRC laws) amounted to an aggregate of approximately RMB16.6 million.

Pursuant to Rule 20.54 of the GEM Listing Rules, the Board engaged BDO Limited, the auditor of the Company to report on the continuing connected transactions of the Group in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. BDO Limited has reported the results and their work to the Board, confirming that the transaction has received the approval of the Directors, has been entered into in accordance with the relevant Contractual Arrangements and that no dividends or other distributions has been made by PRC Contractual Entities to its shareholders.

董事相信本公司的架構(中國合約實體的財務業績將於本集團的綜合財務報表內合併入賬，猶如其為本公司的全資附屬公司，且其業務的經濟收益流入本公司)，使本集團處於關連交易規則的特殊位置。因此，儘管根據合約安排擬進行的交易技術上構成創業板上市規則第二十章項下的持續關連交易，惟董事認為就該等持續關連交易嚴格遵守創業板上市規則第二十章所載的規定會構成不必要的繁重負擔及不可行，並會為本公司帶來不必要的行政費用。因此，根據創業板上市規則，本公司已向聯交所申請，而聯交所已向本公司授出有關豁免，以豁免就該等持續關連交易嚴格遵守創業板上市規則項下有關公佈的規定。此外，本公司已經遵守並將繼續遵守創業板上市規則之適用規定。

截至二零一六年十二月三十一日止年度，聚視文化傳媒向中國合約實體提供的服務(包括技術及管理諮詢服務以及各中國合約實體不時要求的其他技術及諮詢服務(以中國法律允許者為限))合共約人民幣16.6百萬元。

依據創業板上市規則第20.54條，董事會已委聘本公司核數師香港立信德豪會計師事務所有限公司根據香港會計師公會頒佈的香港核證委聘準則第3000號「歷史財務資料審計或審閱以外的核證聘用」，並參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」就本集團的持續關連交易作出報告。香港立信德豪會計師事務所有限公司已向董事會匯報有關結果及彼等的工作，並確認交易已獲董事批准，已根據相關合約安排進行以及中國合約實體並無向其股東派發股息或作出其他分派。

Report of the Directors

董事會報告

The independent non-executive directors have reviewed the Contractual Arrangements, the above continuing connected transactions and the report of the auditor. In the opinion of the independent non-executive directors:

- (i) the continuing connected transactions carried out during the year are in the ordinary and usual course of business of the Group and have been entered into in accordance with the relevant provisions of the Contractual Arrangements so that the revenue generated by PRC Contractual Entities and the subsidiaries of the Company have been mainly retained by the Group;
- (ii) the continuing connected transactions were entered into either (a) on normal commercial terms; or (b) where there is no available comparison, on terms that are no less favourable to the Group than terms to or from independent third parties;
- (iii) no dividends or other distributions have been made by PRC Contractual Entities to its shareholders; and
- (iv) any new Contractual Arrangements entered into, renewed or reproduced between PRC Contractual Entities and the Company during the relevant financial period are fair and reasonable, or advantageous, so far as the Company are concerned and in the interests of our shareholders as a whole.

Other than disclosed above, there was no other transaction which needs to be disclosed as connected transaction in accordance with the requirements of the GEM Listing Rules during the year ended 31 December 2016.

獨立非執行董事已審閱合約安排、上述持續關連交易及核數師報告。獨立非執行董事認為：

- (i) 年內進行的持續關連交易乃於本集團日常及一般業務過程中訂立，並遵照合約安排有關規定而訂立，故中國合約實體與本公司的附屬公司產生的收入主要撥歸本集團；
- (ii) 持續關連交易乃(a)按正常商業條款；或(b)（倘無條款可作比較）按不遜於本集團給予或來自獨立第三方的條款訂立；
- (iii) 中國合約實體並無向其股東派發股息或作出其他分派；及
- (iv) 於有關財政期間內，中國合約實體與本公司訂立、續簽或重訂的任何新合約安排對本公司而言是公平合理或有利，且符合股東整體利益。

除上文所披露者外，截至二零一六年十二月三十一日止年度，並無其他交易須按照創業板上市規則規定披露為關連交易。

Report of the Directors

董事會報告

INTERESTS OF THE COMPLIANCE ADVISER

As notified by the compliance adviser of the Company, Altus Capital Limited, as at the date of this report, save for the compliance adviser agreement dated 4 November 2015 entered into between the Company and Altus Capital Limited, neither Altus Capital Limited, its directors, employees and close associates had any interest in relation to the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

AUDITOR

BDO Limited will retire and a resolution for their reappointment as auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board
Philip Jian Yang
Chairman and Executive Director
Hong Kong, 24 February 2017

合規顧問之權益

誠如本公司的合規顧問浩德資本有限公司所告知，於本報告日期，除本公司與浩德資本有限公司訂立日期為二零一五年十一月四日的合規顧問協議外，浩德資本有限公司、其董事、僱員及緊密聯繫人並無有關本集團的任何權益須根據創業板上市規則第6A.32條知會本公司。

核數師

香港立信德豪會計師事務所有限公司將於應屆股東週年大會退任。本公司將於應屆股東週年大會提呈續聘彼等為本公司核數師的決議案。

代表董事會
主席兼執行董事
楊劍
香港，二零一七年二月二十四日

Independent Auditor's Report

獨立核數師報告

TO THE SHAREHOLDERS OF CREATIVE CHINA HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Creative China Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 73 to 159, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2016 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's "Code of Ethics for Professional Accountants" (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致中國創意控股有限公司股東

(於開曼群島註冊成立之有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第73至159頁中國創意控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一六年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則真實而公平地反映貴集團於二零一六年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及其綜合現金流量，並已按照香港公司條例的披露規定妥為編製。

意見基礎

我們根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。該等準則規定我們的責任於本報告核數師就審計綜合財務報表須承擔的責任一節進一步描述。根據香港會計師公會頒佈的「專業會計師道德守則」(「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS

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

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。該等事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對該等事項提供單獨意見。

Key Audit Matter 關鍵審計事項

How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項

Goodwill and intangible assets impairment assessment

Refer to notes 18 and 19 in the consolidated financial statements.
請參閱綜合財務報表附註 18 及 19。

The Group has goodwill of RMB31,262,000 and intangible assets of RMB1,776,000 respectively relating to the event organisation, mobile live broadcasting and entertainment contents on demand system segment.
貴集團有關活動籌辦、移動直播及娛樂內容付費點播系統分部的商譽及無形資產分別為人民幣 31,262,000 元及人民幣 1,776,000 元。

In the annual impairment review, management has concluded that there is no impairment in respect of the goodwill and intangible assets. This conclusion was based on a value in use model that required significant management judgment with respect to the discount rate and underlying cash flows, in particular future revenue growth.

於年度減值審閱中，管理層認為並無有關商譽及無形資產的減值。該結論乃以使用價值模式為基礎，該模式要求管理層就折現率及相關現金流量（尤其是日後收益增長）作出重大判斷。

商譽及無形資產減值評估

Our audit procedures in relation to management's impairment assessment included:
我們有關管理層減值評估的審計程序包括：

- Assessing the valuation methodology;
– 評估估值方法；
- Challenging the reasonableness of key assumptions based on our knowledge of the business and industry; and
– 根據我們的業務及行業知識就關鍵假設的合理性提出質疑；及
- Reconciling input data to supporting evidence, such as latest financial forecasts approved by the management and considering the reasonableness of these forecasts.
– 對比輸入數據與支持憑證，例如管理層批准的最新財務預測及考慮該等預測的合理性。

Independent Auditor's Report

獨立核數師報告

Accounting for business combination

There is risk that the acquisition accounting for the two acquisitions made in the year, as set out in note 33, has not been correctly applied. Specifically, there is a risk that incorrect judgment is made which results in the inaccurate allocation of value to acquired intangibles.

如附註33所載，年內作出的兩項收購的收購會計法存在風險，並無正確應用。尤其是，存在不當判斷造成分配至已收購無形資產價值不準確的風險。

We also consider the valuation of contingent consideration to be a risk, given the judgment involved.

鑒於所涉及的判斷，我們亦認為或然代價的估值存在風險。

業務合併的會計法

We have challenged the key assumptions made by management in accounting for the acquisitions including: 我們已就管理層於收購事項的會計法中所作關鍵假設提出質疑，包括：

- A review of the sales and purchase agreements to determine whether the appropriate intangible assets have been identified and that no unusual terms exist that have not been accounted for;
- 審閱買賣協議，以釐定是否識別到合適的無形資產及是否存在不應入賬的異常條款；
- Testing the valuation and accounting for consideration payable. Testing contingent consideration calculations, assessing whether any consideration may actually represent post-acquisition remuneration and tracing payments made to bank statements;
- 測試應付代價的估值及會計法。測試或然代價計算、評估是否有任何代價實際上代表收購後薪酬及向銀行對賬單作出的跟蹤付款；
- The identification and fair valuation of the assets and liabilities the Group acquired including any fair value adjustments; and
- 貴集團所收購資產及負債的識別及公平估值，包括任何公允值調整；及
- Valuation assumption such as discount, tax and royalty rates by reviewing assumptions used in such calculations and recalculating using external evidence.
- 透過審閱相關計算中的假設及使用外部憑證重新計算的估值假設，例如折現率、稅率及版稅率。

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit Committee assists the directors of the Company in discharging their responsibilities for overseeing the Group's financial reporting process.

年報中的其他資料

董事須就其他資料承擔責任。其他資料包括貴公司年報中所載資料，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，倘我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。就此而言，我們無任何報告。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在編製綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助貴公司董事履行監督貴集團財務報告過程的職責。

Independent Auditor's Report

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表須承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下(作為整體)按照香港公司條例第405條報告，除此之外，本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，倘合理預期彼等單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，我們行使專業判斷，保持專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Independent Auditor's Report

獨立核數師報告

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與負責人員溝通了有關(其中包括)計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向負責人員提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與彼等溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

Independent Auditor's Report

獨立核數師報告

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

BDO Limited

Certified Public Accountants

Ng Wai Man

Practicing Certificate no. P05309

Hong Kong, 24 February 2017

從與負責人員溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，倘合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

香港立信德豪會計師事務所有限公司

執業會計師

伍惠民

執業證書編號 P05309

香港，二零一七年二月二十四日

Consolidated Statement of Comprehensive Income

綜合全面收益表

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

		Notes	2016	2015
		附註	二零一六年	二零一五年
			RMB'000	RMB'000
			人民幣千元	人民幣千元
Turnover	營業額	7	78,435	72,596
Direct costs	直接成本		(67,430)	(39,568)
Gross profit	毛利		11,005	33,028
Other revenue	其他收入	8	2,563	1,683
Other gains and losses	其他收益及虧損	9	5,257	356
Selling and distribution costs	銷售及分銷成本		(13,907)	(3,293)
Listing expenses	上市開支		-	(10,430)
Administrative expenses	行政開支		(27,155)	(17,058)
(Loss)/profit from operations	經營(虧損)/溢利		(22,237)	4,286
Finance costs	財務成本	14	(141)	(185)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	10	(22,378)	4,101
Income tax credit/(expense)	所得稅抵免/(開支)	15	4,669	(3,784)
(Loss)/profit and total comprehensive (loss)/income for the year	年內(虧損)/溢利及全面(開支)/收入總額		(17,709)	317
Attributable to:	應佔：			
Owners of the Company	本公司擁有人		(16,138)	528
Non-controlling interests	非控股權益		(1,571)	(211)
			(17,709)	317
(Loss)/earnings per share	每股(虧損)/盈利	16		
- Basic and diluted (RMB cents)	- 基本及攤薄(人民幣分)		(1.3430)	0.0609

Consolidated Statement of Financial Position

綜合財務狀況表

as at 31 December 2016
於二零一六年十二月三十一日

			2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	10,244	9,170
Goodwill	商譽	18	31,262	3,555
Intangible assets	無形資產	19	1,776	2,664
Prepayment for acquisition of property, plant and equipment	收購物業、廠房及設備 之預付款項		238	238
Deferred tax assets	遞延稅項資產	24	6,298	-
Total non-current assets	非流動資產總值		49,818	15,627
Current assets	流動資產			
Trade and other receivables	貿易及其他應收款項	20	74,579	25,155
Amounts due from non-controlling interests	應收非控股權益款項	31(b)	441	-
Cash and cash equivalents	現金及現金等價物		43,349	109,631
Total current assets	流動資產總值		118,369	134,786
Total assets	資產總值		168,187	150,413
Current liabilities	流動負債			
Trade payables	貿易應付款項	21	1,712	3,122
Other payables	其他應付款項	22	14,983	14,928
Current tax liabilities	即期稅項負債		3,771	3,151
Contingent consideration payables	應付或然代價	23	3,739	-
Total current liabilities	流動負債總額		24,205	21,201
Net current assets	流動資產淨值		94,164	113,585
Total assets less current liabilities	總資產減流動負債		143,982	129,212
Non-current liabilities	非流動負債			
Other payables	其他應付款項	22	-	585
Deferred tax liabilities	遞延稅項負債	24	444	666
Contingent consideration payables	應付或然代價	23	4,919	-
Total non-current liabilities	非流動負債總額		5,363	1,251
Total liabilities	負債總額		29,568	22,452
NET ASSETS	資產淨值		138,619	127,961
Capital and reserves	資本及儲備			
Share capital	股本	25	9,884	9,821
Reserves	儲備		119,053	117,601
Equity attributable to owners of the Company	本公司擁有人 應佔權益		128,937	127,422
Non-controlling interests	非控股權益	26	9,682	539
TOTAL EQUITY	總權益		138,619	127,961

On behalf of the board of directors

代表董事會

Philip Jian Yang
楊劍

Yang Shiyuan
楊世遠

Consolidated Statement of Changes in Equity

綜合權益變動表

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

		Reserves 儲備					Equity attributable to the owners of the Company 本公司擁有人 應佔權益	Non- controlling interests 非控股權益	Total 總計
		Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Other reserve 其他儲備 RMB'000 人民幣千元	Merger reserve 合併儲備 RMB'000 人民幣千元	(Accumulated losses)/ Retained earnings (累計虧損)/ 保留盈利 RMB'000 人民幣千元			
Balance at 1 January 2015	於二零一五年 一月一日的結餘	-*	1,574	5,362	9,300	7,247	23,483	-	23,483
Capital injection from non-controlling interests of a subsidiary	來自一間附屬公司 非控股權益的注資	-	-	-	-	-	-	750	750
Issue of ordinary shares (note 25(b))	發行普通股(附註25(b))	1	15,814	-	-	-	15,815	-	15,815
Capitalisation issue of shares (note 25(c))	資本化發行股份 (附註25(c))	7,351	(7,351)	-	-	-	-	-	-
Issue of shares under placing (note 25(d))	根據配售發行股份 (附註25(d))	2,469	93,833	-	-	-	96,302	-	96,302
Share issue expenses	股份發行開支	-	(8,706)	-	-	-	(8,706)	-	(8,706)
Profit and total comprehensive income for the year	年內溢利及全面收入總額	-	-	-	-	528	528	(211)	317
Balance at 31 December 2015	於二零一五年十二月 三十一日的結餘	9,821	95,164	5,362	9,300	7,775	127,422	539	127,961
Issue of shares for payment of services fee (note 29)	為支付服務費發行股份 (附註29)	63	17,149	-	-	-	17,212	-	17,212
Acquisition of subsidiaries (note 33)	收購附屬公司(附註33)	-	-	-	-	-	-	10,714	10,714
Disposal of partial interest in a subsidiary without loss of control	出售一間附屬公司部分 權益而未失去控制權	-	-	-	-	441	441	-	441
Loss and total comprehensive loss for the year	年內虧損及 全面開支總額	-	-	-	-	(16,138)	(16,138)	(1,571)	(17,709)
Balance at 31 December 2016	於二零一六年 十二月三十一日的結餘	9,884	112,313	5,362	9,300	(7,922)	128,937	9,682	138,619

* Represents amount less than RMB1,000

* 指金額少於人民幣1,000元

Nature and purpose of reserves are disclosed in note 27.

儲備性質及用途披露於附註27。

Consolidated Statement of Cash Flows

綜合現金流量表

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Cash flows from operating activities	經營活動產生現金流量		
(Loss) / profit before income tax	除所得稅前(虧損)/溢利	(22,378)	4,101
Adjustments for:	調整：		
Interest income	利息收入	(95)	(36)
Gain on disposal of property, plant and equipment	出售物業、廠房及 設備所得收益	(5)	(47)
Gain on disposal of a subsidiary	出售一間附屬公司所得收益	-	(309)
Effective rent recognised	已確認實際租金	582	529
Finance costs	財務成本	141	185
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,679	2,430
Change in fair value of contingent consideration	或然代價公允值變動	(5,252)	-
Amortisation of intangible assets	無形資產攤銷	888	888
Operating (loss) / profit before working capital changes	營運資本變動前之 經營(虧損)/溢利	(23,440)	7,741
Increase in trade and other receivables	貿易及其他應收款項增加	(35,378)	(21,363)
Decrease in amounts due from shareholders	應收股東款項減少	-	325
(Decrease)/increase in trade payables	貿易應付款項(減少)/增加	(1,410)	1,703
(Decrease)/increase in other payables	其他應付款項(減少)/增加	(2,772)	2,035
Decrease in amount due to a related company	應付一間關聯公司款項減少	-	(420)
Cash used in operations	經營所用現金	(63,000)	(9,979)
Income taxes paid	已付所得稅	(203)	(3,322)
Net cash used in operating activities	經營活動所用現金淨額	(63,203)	(13,301)
Cash flows from investing activities	投資活動產生現金流量		
Purchases of property, plant and equipment	購買物業、廠房及設備	(2,792)	(608)
Proceeds from disposal of property, plant and equipment	出售物業、廠房 及設備所得款項	25	-
Payment of acquisition of subsidiaries	收購附屬公司付款	(407)	-
Disposal of a subsidiary	出售一間附屬公司	-	396
Interest received	已收利息	95	36
Net cash used in investing activities	投資活動所用現金淨額	(3,079)	(176)

Consolidated Statement of Cash Flows

綜合現金流量表

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Cash flows from financing activities	融資活動產生現金流量		
Proceeds from issue of shares under placing	根據配售發行股份產生所得款項	-	96,302
Issue of ordinary shares	發行普通股	-	15,815
Share issue expenses	股份發行開支	-	(8,706)
Loan repayment to a shareholder	償還一名股東貸款	-	(394)
Capital injection from non-controlling interests of a subsidiary	來自一間附屬公司非控股權益注資	-	750
Repayment of finance lease obligations	償還融資租賃承擔	-	(340)
Net cash generated from financing activities	融資活動產生現金淨額	-	103,427
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物 (減少)/增加淨額	(66,282)	89,950
Cash and cash equivalents at beginning of year	於年初的現金及現金等價物	109,631	19,681
Cash and cash equivalents at end of year – represented by cash and bank deposits only	於年末的現金及現金等價物—僅代表現金及銀行存款	43,349	109,631

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

1. CORPORATE INFORMATION AND REORGANISATION

Creative China Holdings Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands on 1 November 2013. The address of its registered office is at the offices of Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. Its principal place of business is located at Building C9-A, Universal Creative Park, 9 Jiuxianqiao North Road, Chaoyang District, the People’s Republic of China (the “PRC”).

The Company’s shares were listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 18 November 2015.

The principal activity of the Company is investment holding while its subsidiaries are principally engaged in the provision of program production services, event organisation services, mobile live broadcasting services and entertainment contents on demand system services in the PRC. The Company and its subsidiaries are collectively referred as the “Group” hereafter.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(a) Adoption of new/revised HKFRSs – effective on 1 January 2016

HKFRSs (Amendments)	Annual Improvements 2012-2014 Cycle
Amendments to HKAS 1	Disclosure Initiative
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants
Amendments to HKAS 27	Equity Method in Separate Financial Statements

1. 公司資料及重組

中國創意控股有限公司(「本公司」)乃於二零一三年十一月一日在開曼群島註冊成立的有限公司。註冊辦事處地址為Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。其主要業務地址位於中華人民共和國(「中國」)北京朝陽區酒仙橋北路9號恒通國際創新園C9樓A座。

本公司股份於二零一五年十一月十八日在香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。

本公司主要活動為投資控股，而其附屬公司主要從事在中國提供節目製作服務、活動籌辦服務、移動直播服務及娛樂內容付費點播系統服務。本公司及其附屬公司於下文統稱為「本集團」。

2. 採納香港財務報告準則(「香港財務報告準則」)

(a) 採納新訂／經修訂香港財務報告準則—於二零一六年一月一日生效

香港財務報告準則(修訂本)	二零一二年至二零一四年週期年度改進
香港會計準則第1號之修訂	披露計劃
香港會計準則第16號及香港會計準則第38號之修訂	澄清可接納之折舊及攤銷方法
香港會計準則第16號及香港會計準則第41號之修訂	農業：生產性植物
香港會計準則第27號之修訂	獨立財務報表的權益法

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(a) Adoption of new/revised HKFRSs – effective on 1 January 2016 (continued)

Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception
HKFRS 14	Regulatory Deferral Accounts
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations

Amendments to HKAS 1 – Disclosure Initiative

The amendments are designed to encourage entities to use judgment in the application of HKAS 1 when considering the layout and content of their financial statements.

Included in the clarifications is that an entity's share of other comprehensive income from equity accounted interests in associates and joint ventures is split between those items that will and will not be reclassified to profit or loss, and presented in aggregate as a single line item within those two groups.

The adoption of the amendments has no impact on these financial statements.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(a) 採納新訂／經修訂香港財務報告準則—於二零一六年一月一日生效(續)

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂	投資實體：應用綜合入賬之例外情況
香港財務報告準則第14號	管制遞延賬戶
香港財務報告準則第11號之修訂	收購合營業務權益之會計法

香港會計準則第1號之修訂—披露計劃

該等修訂是為進一步鼓勵實體在考慮財務報表的佈局與內容時在應用香港會計準則第1號時使用判斷。

澄清中包括實體應佔於聯營公司及合營企業之股本權益所得其他全面收益分拆為將會及不會重新分類至損益之項目，並於該兩個組別內共同作為單一項目呈列。

採納該等修訂對該等財務報表無影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(a) Adoption of new/revised HKFRSs – effective on 1 January 2016 (continued)

Amendments to HKAS 16 and HKAS 38 – Clarification of Acceptable Methods of Depreciation and Amortisation

The amendments to HKAS 16 prohibit the use of a revenue-based depreciation method for items of property, plant and equipment. The amendments to HKAS 38 introduce a rebuttable presumption that amortisation based on revenue is not appropriate for intangible assets. This presumption can be rebutted if either the intangible asset is expressed as a measure of revenue or revenue and the consumption of the economic benefits of the intangible asset are highly correlated. The amendments are applied prospectively.

The adoption of the amendments has no impact on these financial statements as the Group has not previously used revenue-based depreciation methods.

Amendments to HKAS 16 and HKAS 41 – Agriculture: Bearer Plants

The amendments define bearer plants and require biological assets that meet the definition to be accounted for as property, plant and equipment in accordance with HKAS 16. The agricultural produce of bearer plants remains within the scope of HKAS 41. The amendments are applied retrospectively.

The adoption of the amendments has no impact on these financial statements as the Group has no bearer plants.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(a) 採納新訂／經修訂香港財務報告準則—於二零一六年一月一日生效（續）

香港會計準則第16號及香港會計準則第38號之修訂—澄清可接納之折舊及攤銷方法

香港會計準則第16號之修訂禁止使用以收益為基準之方法對物業、廠房及設備項目計算折舊。香港會計準則第38號之修訂引入一項可被推翻之假設，即以收益作為無形資產攤銷之基礎並不合適。該假設可於以下兩種情況被推翻：無形資產是以收益衡量；或收益與無形資產經濟利益之消耗存在高度關聯。該等修訂於未來應用。

採納該等修訂不會對該等財務報表產生影響，原因為本集團過往未曾使用收益為基礎的折舊方法。

香港會計準則第16號及香港會計準則第41號之修訂—農業：生產性植物

該等修訂界定生產性植物及規定符合定義的生物資產應根據香港會計準則第16號入賬為物業、廠房及設備。生產性植物的農業生產仍屬於香港會計準則第41號的範疇內。該等修訂將追溯應用。

採納該等修訂不會對該等財務報表產生影響，原因為本集團並無生產性植物。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(a) Adoption of new/revised HKFRSs – effective on 1 January 2016 (continued)

Amendments to HKAS 27 – Equity Method in Separate Financial Statements

The amendments allow an entity to apply the equity method in accounting for its investments in subsidiaries, joint ventures and associates in its separate financial statements. The amendments are applied retrospectively in accordance with HKAS 8.

The adoption of the amendments has no impact on these financial statements as the Company has not elected to apply the equity method in its separate financial statements.

Amendments to HKFRS 10, HKFRS 12 and HKAS 28 – Investment Entities: Applying the Consolidation Exception

The amendments clarify that the exemption from preparing consolidated financial statements for an intermediate parent entity is available to a subsidiary of an investment entity (including investment entities that account for their subsidiaries at fair value rather than consolidating them). An investment entity parent will consolidate a subsidiary only when the subsidiary is not itself an investment entity and the subsidiary's main purpose is to provide services that relate to the investment entity's investment activities. A non-investment entity applying the equity method to an associate or joint venture that is an investment entity may retain the fair value measurements that associate or joint venture used for its subsidiaries. An investment entity that prepares financial statements in which all its subsidiaries are measured at fair value through profit or loss should provide the disclosures related to investment entities as required by HKFRS 12. The amendments are applied prospectively.

The adoption of the amendments has no impact on these financial statements as the Company is neither an intermediate parent entity nor an investment entity.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(a) 採納新訂／經修訂香港財務報告準則—於二零一六年一月一日生效（續）

香港會計準則第27號之修訂－獨立財務報表之權益法

該等修訂允許實體在其獨立財務報表中採用權益法對其於附屬公司、合營企業及聯營公司之投資進行會計處理。該等修訂將根據香港會計準則第8號追溯應用。

採納該等修訂不會對該等財務報表產生影響，原因為本公司並無選擇在其單獨財務報表中應用權益法。

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂－投資實體：應用綜合入賬之例外情況

修訂澄清投資實體（包括按公允值入賬為附屬公司而非併入其中之投資實體）之附屬公司可獲豁免編製中間母實體的綜合財務報表。投資實體母公司僅於附屬公司本身並非投資實體且附屬公司的主要目的為提供與投資實體之投資活動相關的服務時合併該附屬公司。非投資實體對屬投資實體的聯營公司或合營企業採用權益法處理時可保留該聯營公司或合營企業附屬公司所用的公允值計量。編製財務報表的投資實體（其全部附屬公司按公允值計入損益計量），按照香港財務報告準則第12號中與投資實體相關的要求進行披露。該等修訂將於未來應用。

採納該等修訂不會對該等財務報表產生影響，原因為本公司並非中間母實體，亦非投資實體。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(a) Adoption of new/revised HKFRSs – effective on 1 January 2016 (continued)

Amendments to HKFRS 11 – Accounting for Acquisitions of Interests in Joint Operations

The amendments require an entity to apply the relevant principles of HKFRS 3 Business Combinations when it acquires an interest in a joint operation that constitutes a business as defined in that standard. The principles of HKFRS 3 are also applied upon the formation of a joint operation if an existing business as defined in that standard is contributed by at least one of the parties. The amendment are applied prospectively.

The adoption of the amendments has no impact on these financial statements as the Group has not acquired or formed a joint operation.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(a) 採納新訂／經修訂香港財務報告準則—於二零一六年一月一日生效（續）

香港財務報告準則第11號之修訂—收購合營業務權益之會計法

該修訂規定當實體收購合營業務的權益，而該合營業務構成香港財務報告準則第3號業務合併所界定之業務時，則須應用該準則之所有原則。倘香港財務報告準則第3號所界定之現有業務由至少一方注入，則該準則之原則亦會於成立合營業務時應用。該等修訂將於未來應用。

採納該等修訂不會對該等財務報表產生影響，原因為本集團並無收購或形成合營業務。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(b) New/revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group’s financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group’s current intention is to apply these changes on the date they become effective.

Amendments to HKAS 7	Disclosure Initiative ¹
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses ¹
Amendments to HKFRS 2	Classification and Measurement of Share-Based Payment Transactions ²
HKFRS 9	Financial Instruments ²
HKFRS 15	Revenue from Contracts with Customers ²
Amendments to HKFRS 15	Revenue from Contracts with Customers (Clarification of HKFRS15) ²
HKFRS 16	Leases ³
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴

- ¹ Effective for annual periods beginning on or after 1 January 2017
- ² Effective for annual periods beginning on or after 1 January 2018
- ³ Effective for annual periods beginning on or after 1 January 2019
- ⁴ The amendments were originally intended to be effective for periods beginning on or after 1 January 2016. The effective date has now been deferred/removed. Early application of the amendments of the amendments continue to be permitted.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效之新訂/經修訂香港財務報告準則

以下為可能與本集團財務報表相關的已頒佈，但尚未生效且並未獲本集團提早採納的新訂/經修訂財香港財務報告準則。本集團目前有意在該等準則生效之日應用相關變動。

香港會計準則第7號之修訂	披露計劃 ¹
香港會計準則第12號之修訂	就未變現虧損確認遞延稅項資產 ¹
香港財務報告準則第2號之修訂	以股份為基礎付款交易之分類及計量 ²
香港財務報告準則第9號	金融工具 ²
香港財務報告準則第15號	客戶合約之收益 ²
香港財務報告準則第15號之修訂	客戶合約之收益（香港財務報告準則第15號之澄清） ²
香港財務報告準則第16號	租賃 ³
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間的資產出售或注資 ⁴

- ¹ 於二零一七年一月一日或之後開始的年度期間生效
- ² 於二零一八年一月一日或之後開始的年度期間生效
- ³ 於二零一九年一月一日起或之後開始年度期間生效
- ⁴ 該等修訂原定於二零一六年一月一日或之後開始期間生效。生效日期現已被遞延/移除。提早應用該等修訂仍獲准許。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(b) New/revised HKFRSs that have been issued but are not yet effective (continued)

Amendments to HKAS 7 – Disclosure Initiative

The amendments introduce an additional disclosure that will enable users of financial statements to evaluate changes in liabilities arising from financing activities.

Amendments to HKAS 12 – Recognition of Deferred Tax Assets for Unrealised Losses

The amendments relate to the recognition of deferred tax assets and clarify some of the necessary considerations, including how to account for deferred tax assets related to debt instruments measured of fair value.

Amendments to HKFRS 2 – Classification and Measurement of Share-based Payment Transactions

The amendments provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; share-based payment transactions with a net settlement feature for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效之新訂/經修訂香港財務報告準則（續）

香港會計準則第7號之修訂—披露計劃

該等修訂引入其他披露，將使得財務報表之用戶得以評估融資活動所產生負債變動。

香港會計準則第12號之修訂—就未變現虧損確認遞延稅項資產

該等修訂與確認遞延稅項資產有關及澄清若干必需的考量，包括與按公允值計量的債務工具相關的遞延稅項資產該如何入賬。

香港財務報告準則第2號之修訂—以股份為基礎付款交易的分類及計量

該等修訂本規定歸屬及非歸屬條件對以現金結算以股份為基礎之支付計量的會計處理；預扣稅責任具有淨額結算特徵的以股份為基礎之支付交易；以及交易類別由現金結算變更為權益結算之以股份為基礎之支付條款及條件的修訂。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(b) New/revised HKFRSs that have been issued but are not yet effective (continued)

HKFRS 9 – Financial Instruments

HKFRS 9 introduces new requirements for the classification and measurement of financial assets. Debt instruments that are held within a business model whose objective is to hold assets in order to collect contractual cash flows (the business model test) and that have contractual terms that give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (the contractual cash flow characteristics test) are generally measured at amortised cost. Debt instruments that meet the contractual cash flow characteristics test are measured at FVTOCI if the objective of the entity’s business model is both to hold and collect the contractual cash flows and to sell the financial assets. Entities may make an irrevocable election at initial recognition to measure equity instruments that are not held for trading at FVTOCI. All other debt and equity instruments are measured at FVTPL.

HKFRS 9 includes a new expected loss impairment model for all financial assets not measured at FVTPL replacing the incurred loss model in HKAS 39 and new general hedge accounting requirements to allow entities to better reflect their risk management activities in financial statements.

HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at FVTPL, where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則第9號－金融工具

香港財務報告準則第9號引進金融資產分類及計量的新規定。按業務模式持有資產而目的為收取合約現金流的債務工具(業務模式測試)以及具產生現金流的合約條款且僅為支付本金及未償還本金利息的債務工具(合約現金流特徵測試)，一般按攤銷成本計量。倘該實體業務模式的目的為持有及收取合約現金流以及出售金融資產，則符合合約現金流特徵測試的債務工具以按公允值計入其他全面收益計量。實體可於初步確認時作出不可撤銷的選擇，以按公允值計入其他全面收益計量並非作買賣的股本工具。所有其他債務及股本工具按公允值計入損益。

香港財務報告準則第9號就並非按公允值計入損益的所有金融資產納入新的預期虧損減值模式(取代香港會計準則第39號的已產生虧損模式)以及新的一般對沖會計規定，以讓實體於財務報表內更好地反映其風險管理活動。

香港財務報告準則第9號遵照香港會計準則第39號項下金融負債的確認、分類及計量規定，惟指定按公允值計入損益的金融負債除外，而負債信貸風險變動引致的公允值變動金額於其他全面收入確認，除非會產生或擴大會計錯配風險則作別論。此外，香港財務報告準則第9號保留香港會計準則第39號終止確認金融資產及金融負債的規定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(b) New/revised HKFRSs that have been issued but are not yet effective (continued)

HKFRS 15 – Revenue from Contracts with customers

The new standard establishes a single revenue recognition framework. The core principle of the framework is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. HKFRS 15 supersedes existing revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and related interpretations.

HKFRS 15 requires the application of a 5 steps approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to each performance obligation
- Step 5: Recognise revenue when each performance obligation is satisfied

HKFRS 15 includes specific guidance on particular revenue related topics that may change the current approach taken under HKFRS. The standard also significantly enhances the qualitative and quantitative disclosures related to revenue.

Amendments HKFRS 15 – Revenue from Contracts with customers (Clarification to HKFRS 15)

The amendments to HKFRS 15 included clarifications on identification of performance obligations; application of principal versus agent; licenses of intellectual property; and transition requirements.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則（續）

香港財務報告準則第15號－客戶合約之收益

新準則制定單一的收益確認框架。框架的核心原則為實體確認收益時應體現按反映實體預期有權就交換所承諾商品及服務得到的代價轉移所承諾商品或服務予客戶。香港財務報告準則第15號取代現有的收益確認指引，包括香港會計準則第18號收益、香港會計準則第11號建造合約及有關詮釋。

香港財務報告準則第15號要求應用五步方法確認收益：

- 第1步：識別與客戶之間的合約
- 第2步：識別合約中的履行義務
- 第3步：確定交易價格
- 第4步：將交易價格分配至各項履行義務
- 第5步：在各履行義務得以滿足時確認收益

香港財務報告準則第15號載有關於個別收益相關課題的具體指引，其可能會變更目前香港財務報告準則採用的方式。準則亦大幅增加有關收益的描述性及定量披露。

香港財務報告準則第15號－客戶合約之收益（香港財務報告準則第15號之澄清）

香港財務報告準則第15號之修訂包括澄清對履行義務的辨別；應用委託人及代理人；知識產權許可；及過渡規定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(b) New/revised HKFRSs that have been issued but are not yet effective (continued)

HKFRS 16 – Leases

HKFRS 16, which upon the effective date will supersede HKAS 17 “Leases” and related interpretations, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, HKAS 17.

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則（續）

香港財務報告準則第16號—租賃

香港財務報告準則第16號由生效當日起將取代香港會計準則第17號「租賃」及相關詮釋，其引入單一承租人會計處理模式，並規定承租人就為期超過12個月之所有租賃確認資產及負債，除非相關資產為低價值資產則作別論。具體而言，根據香港財務報告準則第16號，承租人須確認使用權資產（表示其有權使用相關租賃資產）及租賃負債（表示其有責任支付租賃款項）。因此，承租人應確認使用權資產折舊及租賃負債利息，並將租賃負債之現金還款分類為本金部分及利息部分，並於現金流量表內呈列。此外，使用權資產及租賃負債初步按現值基準計量。計量包括不可撤銷租賃付款，亦包括承租人合理地肯定將行使選擇權延續租賃或行使選擇權終止租賃之情況下，將於選擇權期間內作出之付款。此會計處理方法與承租人會計法顯著不同，後者適用於根據原準則即香港會計準則第17號分類為經營租賃之租賃。

就出租人會計處理而言，香港財務報告準則第16號大致繼承了香港會計準則第17號之出租人會計處理規定。因此，出租人繼續將其租賃分類為經營租賃及融資租賃，並且對兩類租賃進行不同之會計處理。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(b) New/revised HKFRSs that have been issued but are not yet effective (continued)

Amendments to HKFRS 10 and HKAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify the extent of gains or losses to be recognised when an entity sells or contributes assets to its associate or joint venture. When the transaction involves a business the gain or loss is recognised in full, conversely when the transaction involves assets that do not constitute a business the gain or loss is recognised only to the extent of the unrelated investors’ interests in the joint venture or associate.

The Group is not yet in a position to state whether these new pronouncements will result in substantial changes to the Group’s accounting policies and financial statements.

3. BASIS OF PRESENTATION

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRSs”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the Rules Governing the listing of securities on the GEM of the Stock Exchange.

The consolidated financial statements have been prepared under the historical cost basis.

The consolidated financial statements are presented in Renminbi (“RMB”), which is the same as the functional currency of the Company and its subsidiaries, and all values are rounded to the nearest thousand except when otherwise indicated.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則第10號及香港會計準則第28號之修訂－投資者與其聯營公司或合營企業之間的資產出售或注資

該等修訂澄清實體向其聯營公司或合營企業出售或注入資產時，將予確認之收益或虧損程度。當交易涉及一項業務，則須確認全數收益或虧損。反之，當交易涉及不構成一項業務之資產，則僅須就不相關投資者於合營企業或聯營公司之權益確認收益或虧損。

本集團尚未能說明該等新公告是否將會對本集團的會計政策及財務資料造成重大變動。

3. 呈列基準

綜合財務報表已根據所有適用香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(以下統稱為「香港財務報告準則」)及香港公司條例之披露規定而編製。此外，財務報表亦載列聯交所創業板證券上市規則所規定之適用披露事項。

綜合財務報表已按歷史成本的基準編製。

綜合財務報表以本公司及其附屬公司之功能貨幣人民幣(「人民幣」)呈列，除另有指明外，所有價值均四捨五入至最接近之人民幣千元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries ("the Group"). Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the dates of acquisition or up to the dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

4. 重大會計政策

(a) 業務合併及綜合基準

綜合財務報表包括本公司及其附屬公司(「本集團」)的財務報表。公司間交易、集團內公司間結餘及未變現溢利於編製綜合財務報表時悉數對銷。未變現虧損的交易亦予以對銷，除非交易有證據顯示所轉讓資產出現減值，並在損益中確認虧損。

於年內收購或出售附屬公司的業績乃自收購日期起至出售日期止(視適用情況而定)於綜合全面收入報表入賬。如有需要，本集團會調整附屬公司的財務報表，使其會計政策與本集團其他成員一致。

收購附屬公司或業務採用收購法列賬。一項收購的成本乃按所轉讓資產、所產生負債及本集團(作為收購方)發行的股權於收購當日的公允值總額計量。所收購可識別資產及所承擔負債則假設主要按收購當日公允值計量。本集團先前所持被收購方的股權以收購當日公允值重新計量，而所產生的收益或虧損則於損益賬內確認。本集團可按逐筆交易基準選擇以被收購方的識別資產淨值公允值或應佔比例計算相當於目前於附屬公司擁有權的非控股權益。所有其他非控股權益均按公允值計量，惟香港財務報告準則另行規定則作別論。所產生的收購相關成本列作開支，除非有關成本乃因發行股本工具而產生，在此情況下，有關成本從權益中扣除。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) Business combination and basis of consolidation (continued)

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

4. 重大會計政策 (續)

(a) 業務合併及綜合基準 (續)

收購方將予轉讓的任何或然代價均按收購日期的公允值計量。倘其後代價調整僅於計量期間(最長為收購日期起計12個月)內所取得有關於收購日期的公允值的新資料時,會於商譽確認。分類為資產或負債的或然代價所有其他其後調整均於損益確認。

倘本集團失去附屬公司的控制權,出售損益乃按下列兩者的差額計算:(i)所收取代價的公允值與任何保留權益的公允值總額,與(ii)該附屬公司的資產(包括商譽)及負債與任何非控股權益過往的賬面值。先前就該附屬公司於其他全面收入確認的款額按出售相關資產或負債時所規定的相同方式列賬。

收購後,相當於目前於附屬公司擁有權的非控股權益的賬面款額為該等權益於初步確認時的款額加非控股權益應佔權益其後變動的部分。即使會導致非控股權益出現虧絀結餘,全面收入總額仍歸屬於非控股權益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) Business combination and basis of consolidation (continued)

Note:

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

The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs.

Acquisition-related costs are expensed as incurred.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

4. 重大會計政策 (續)

(a) 業務合併及綜合基準 (續)

附註:

本集團的業務合併採用收購法入賬。收購附屬公司的轉讓代價為所轉讓資產、對被收購方之前擁有人所產生負債及本集團所發行股權的公允值。所轉讓代價包括或然代價安排產生的任何資產或負債的公允值。於業務合併時所收購的可識別資產及所承擔的負債及或然負債，初步按收購日的公允值計量。

本集團可按每宗交易選擇按公允值或按應佔被收購方可識別資產淨值之比例計算非控股權益。所有其他非控股權益按公允值計量，除非香港財務報告準則規定另一項計量基準除外。

收購相關成本於產生時列為開支。

本集團將予轉讓的任何或然代價乃於收購日按公允值確認。根據香港會計準則第39號，被視為一項資產或負債的或然代價的公允值其後變動於損益中確認，抑或作為其他全面收入的一項變動確認。分類為權益的或然代價毋須重新計量，而其後結算於權益入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investment in a subsidiary is stated at cost less impairment loss, if any. The results of subsidiary are accounted for by the Company on the basis of dividend received and receivable.

Subsidiaries arising from a series of contract agreements signed on 18 May 2015 (the "Contractual Arrangements")

The wholly-owned subsidiary of the company, New Talent Media Company Limited ("New Talent Media"), has entered into the Contractual Arrangements with Beijing Emphasis Media Co., Ltd.*, Beijing New Image Media Co., Ltd.*, Starry Knight Entertainment Co., Ltd.*, Beijing Joy Star Production Co., Ltd.* and Beijing Great Wise Media Co., Ltd.* (collectively defined as "PRC Contractual Entities") and their respective equity holders, which enable New Talent Media and the Group to:

4. 重大會計政策 (續)

(b) 附屬公司

附屬公司指本公司可對其行使控制權的被投資方。倘本公司符合下文所列所有三項元素，則本公司控制被投資方：有權控制被投資方、承擔被投資方可變動回報的風險或享有當中權利，及能夠運用其權力影響該等回報。倘事實及情況顯示任何該等控制權元素可能有變，則須重新評估控制權。

於本公司的財務狀況表中，於附屬公司的投資按成本減減值虧損(如有)列賬。附屬公司的業績乃按已收或應收股息的基準由本公司入賬。

因於二零一五年五月十八日簽署的一系列合約安排(「合約安排」)而產生的附屬公司

本公司全資附屬公司北京聚視文化傳媒有限公司(「聚視文化傳媒」)已與北京無限印象傳媒有限公司、北京對比色彩影視文化傳播有限公司、北京縱橫飛揚國際文化發展有限公司、北京光影互動影視文化傳播有限公司及北京天瀚影視文化傳播有限公司(統稱為「中國合約實體」)及彼等各自的股權持有人訂立合約安排，該等合約安排令聚視文化傳媒及本集團可：

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Subsidiaries (continued)

Subsidiaries arising from a series of contract agreements signed on 18 May 2015 (the “Contractual Arrangements”) (continued)

- exercise effective financial and operational control over PRC Contractual Entities;
- exercise equity holders’ voting rights of the PRC Contractual Entities;
- receive substantially all of the economic interest returns generated by the PRC Contractual Entities in consideration for the business support, technical and consulting services provided by New Talent Media, at New Talent Media’s discretion;
- obtain an irrevocable and exclusive right with an initial period of 10 years to purchase the entire equity interest in the PRC Contractual Entities from the respective equity holders. The right automatically renews upon expiry until New Talent Media specifies a renewal term;
- obtain a pledge over the entire equity interest of the PRC Contractual Entities from their respective equity holders as collateral security for all of the PRC Contractual Entities’ payments due to New Talent Media and to secure performance of PRC Contractual Entities’ obligations under the Contractual Arrangements.

4. 重大會計政策 (續)

(b) 附屬公司 (續)

因於二零一五年五月十八日簽署的一系列合約安排(「合約安排」)而產生的附屬公司(續)

- 行使對中國合約實體的實際財務及經營控制權；
- 行使中國合約實體股權持有人的投票權；
- 聚視文化傳媒酌情收取中國合約實體產生絕大部分經濟利益回報，作為聚視文化傳媒提供的業務支持、技術及諮詢服務的代價；
- 取得從各股權持有人購買中國合約實體全部股權的不可撤銷及獨家權利，初始年期為十年。相關權利於屆滿時自動續期，惟聚視文化傳媒指定續訂年限者則除外；
- 獲得各股權持有人對中國合約實體全部股權的質押，作為中國合約實體應付聚視文化傳媒的所有款項的抵押物並擔保中國合約實體履行合約安排項下之責任。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Subsidiaries (continued)

Subsidiaries arising from a series of contract agreements signed on 18 May 2015 (the “Contractual Arrangements”) (continued)

The Group does not have any equity interest in PRC Contractual Entities. However, as a result of the Contractual Arrangements, the Group has rights to variable returns from its involvement with the PRC Contractual Entities and has the ability to affect those returns through its power over the PRC Contractual Entities and is considered to control the PRC Contractual Entities. Consequently, the Company regards the PRC Contractual Entities as the indirect subsidiaries under HKFRSs. The Group has included the financial positions and results of the PRC Contractual Entities in the consolidated financial statements during the years. Please refer to note 3 for details of the related presentation basis.

Nevertheless, the Contractual Arrangements may not be as effective as direct legal ownership in providing the Group with direct control over the PRC Contractual Entities and uncertainties presented by the PRC legal system could impede the Group's beneficiary rights of the results, assets and liabilities of the PRC Contractual Entities. The Group believes that the Contractual Arrangements among New Talent Media, the PRC Contractual Entities and their respective equity holders are in compliance with relevant PRC laws and regulations and are legally enforceable.

* *For identification purpose only*

4. 重大會計政策 (續)

(b) 附屬公司 (續)

因於二零一五年五月十八日簽署的一系列合約安排(「合約安排」)而產生的附屬公司(續)

本集團並未持有中國合約實體的任何股權。然而，由於合約安排使然，本集團有權通過參與中國合約實體的業務而享受可變回報且有能力的透過其對中國合約實體的控制權影響該等回報，並被視為控制中國合約實體。因此，根據香港財務報告準則，本公司視中國合約實體為間接附屬公司。於年內，本集團已將中國合約實體的財務狀況及業績併入其綜合財務報表內。相關呈列基準詳情，請參閱附註3。

然而，合約安排不如本集團對中國合約實體擁有直接控制權的直接法定所有權有效，同時中國法律制度所呈現的不明朗因素可能妨礙本集團行使對中國合約實體的業績、資產及負債的實益權利。本集團相信，聚視文化傳媒、中國合約實體以及彼等各自的股權持有人訂立的合約安排符合相關中國法律及法規，且依法可強制執行。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

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

Property, plant and equipment are depreciated so as to write off their cost or valuation net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives are as follows:

Leasehold improvements	Over the remaining lives of the leases but not exceeding 10 years
Office equipment	3-5 years
Computer equipment	3-5 years
Furniture and fixtures	5 years
Motor vehicles	4 years

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

4. 重大會計政策 (續)

(c) 物業、廠房及設備

物業、廠房及設備乃以成本減累計折舊及累計減值虧損列賬。

物業、廠房及設備之成本包括其購買價及購置項目直接應佔的成本。

如項目相關之未來經濟利益可能歸入本集團，而其成本能可靠計算，則項目之其後成本方會計入資產之賬面值，或如適當則當作一項獨立資產確認。重置部份的賬面值會被終止確認。其他修理及維修則在其產生的財政期間在損益賬中支銷。

物業、廠房及設備以直線法按估計可使用年期計提折舊以撇銷其成本或估值(減預期剩餘價值)。可使用年期、剩餘價值及折舊方法於各報告期間完結時檢討，並於適當時調整。可使用年期如下：

租賃物業裝修	租賃之餘下可使用年期，但不多於十年
辦公室設備	三至五年
電腦設備	三至五年
家具及裝置	五年
汽車	四年

倘資產賬面值超出其估計可收回金額，則資產即時撇減至其可收回金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Property, plant and equipment (continued)

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets, or where shorter, the term of the relevant lease.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

(d) Goodwill

Goodwill arises on the business combination represents the excess of the consideration transferred over the Group's interest in net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree, if any.

Goodwill is measured at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

4. 重大會計政策 (續)

(c) 物業、廠房及設備 (續)

根據融資租賃持有的資產採用如自有資產同一基準，於其預計可使用年期或有關租期(以較短者為準)折舊。

出售物業、廠房及設備項目之收益或虧損指出售所得款項淨額與其賬面值之差額，並於出售時在損益表確認。

(d) 商譽

商譽於業務合併時產生，即轉讓代價超出本集團所佔被收購方可識別淨資產、負債及或然負債之公平淨值以及被收購方非控股權益之公允值之差額(如有)。

商譽按成本減累計減值虧損計量。就減值測試而言，業務合併所獲得之商譽會分配至預期將受益於合併協同效應之各個現金產生單位(「現金產生單位」)或現金產生單位組別。商譽所分配的各個單位或單位組別為實體內就內部管理目的而監察商譽之最低層次。商譽乃於經營分部層次進行監察。

商譽每年進行減值檢討，或當有事件出現或情況改變顯示可能出現減值時，作出更頻密檢討。商譽賬面值與可收回金額作比較，可收回金額為使用價值與公允值減出售成本兩者中之較高者。任何減值即時確認為開支，且其後不會撥回。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Intangible assets

An intangible asset acquired separately is recognised initially at cost. Intangible asset with indefinite useful life carried at cost less any accumulated impairment losses.

Intangible asset identified on business combination are capitalised at fair value at the date of acquisition and are stated at cost less accumulated amortisation and any accumulated impairment losses. Customer relationships is amortised on a straight-line basis from the date of acquisition over their estimated useful lives of 5 years. The amortisation is charged to profit or loss. Both the estimated useful lives and method of amortisation are reviewed and adjusted if appropriate, annually.

(f) Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to lessee. All other leases are classified as operating leases.

The Group as lessee

Assets held under finance leases are initially recognised as assets at their fair value or, if lower, the present value of the minimum lease payments. The corresponding lease commitment is shown as a liability. Lease payments are analysed between capital and interest. The interest element is charged to profit or loss over the period of the lease and is calculated so that it represents a constant proportion of the lease liability. The capital element reduces the balance owed to the lessor.

The total rentals payable under the operating leases are recognised in profit or loss on a straight-line basis over the lease term. Lease incentives received are recognised as an integrated part of the total rental expense, over the term of the lease.

4. 重大會計政策 (續)

(e) 無形資產

單獨購入的無形資產初步按成本確認。具無限可使用年期的無形資產按成本減任何累計減值虧損列賬。

業務合併時所識別的無形資產於收購日期按公允價值撥充資本及按成本減累計攤銷及任何累計減值虧損列賬。客戶關係自收購日期按其估計可使用年期5年以直線法攤銷。攤銷計入損益。估計可使用年期及攤銷法每年接受審閱及調整(如適用)。

(f) 租約

凡租約條款規定擁有權之絕大部分風險及回報轉移至承租人之租約均分類為融資租約。所有其他租約均分類為經營租約。

本集團作為承租人

按融資租賃持有之資產乃初步按公允值或(倘較低)按最低租賃付款之現值確認為資產。相應租賃承擔呈列為負債。租賃付款於資本及利息之間作出分析。利息部分於租賃期間自損益扣除，計算方式為使利息於租賃負債中佔有固定比例。資本部分則可用作削減結欠出租人之餘額。

根據經營租約應付之租金總額以直線法按租期於損益確認。所獲取之租金優惠按租期確認為租金開支總額之構成部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Financial instruments

(i) Financial assets

All the financial assets of the Group are classified as loans and receivables.

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade debtors), and also incorporate other types of contractual monetary asset.

Loans and receivables are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. Subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

(ii) Impairment loss on financial assets

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Evidence of impairment may include:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of debtor's financial difficulty; and

4. 重大會計政策 (續)

(g) 金融工具

(i) 金融資產

本集團所有金融資產均分類為貸款及應收款項。

該等資產乃於活躍市場並無報價且具備固定或可釐定款項之非衍生金融資產。該等資產乃主要於向客戶提供商品及服務過程中產生(應收賬款)，且同時亦包括其他類別之合約貨幣資產。

貸款及應收款項初步按公允值加收購金融資產直接應佔交易成本計量。於首次確認後，該等資產按攤銷成本以實際利息法減去任何已識別減值虧損列賬。

(ii) 金融資產的減值虧損

本集團於各報告期間結算日評估是否有任何客觀跡象顯示金融資產出現減值。倘有客觀證據顯示因初始確認資產後發生一項或多項事件而導致金融資產出現減值，而有關事件對金融資產估計未來現金流量之影響能夠可靠地計量，金融資產已出現減值。減值證據可能包括：

- 債務人面對重大財政困難；
- 違反合約，如未能償還或拖欠利息或本金付款；
- 因債務人面對財政困難而向其作出讓步；及

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Financial instruments (continued)

(ii) Impairment loss on financial assets (continued)

- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation.

An impairment loss is recognised in profit or loss and directly reduces the carrying amount of financial asset when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. The carrying amount of financial asset is reduced through the use of an allowance account. When any part of financial asset is determined as uncollectible, it is written off against the allowance account for the relevant financial asset.

(iii) Financial liabilities

All the financial liabilities of the Group are classified as financial liabilities at amortised cost. Financial liabilities at amortised cost are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost, including trade payables, other payables, amount due to a related company, amount due to a director, loan from a shareholder and finance lease obligations, are subsequently measure at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

4. 重大會計政策 (續)

(g) 金融工具 (續)

(ii) 金融資產的減值虧損 (續)

- 債務人有可能破產或進行其他財務重組。

當有客觀證據證明資產出現減值，減值虧損會於損益中確認及直接減少金融資產的賬面值，而減值虧損乃計算為該資產賬面值與按原實際利率貼現之估計日後現金流量現值之差額。金融資產的賬面值透過使用撥備賬予以扣減。倘金融資產的任何部份被釐定為不可收回時，則於有關金融資產的撥備賬內作出撇銷。

(iii) 金融負債

本集團所有金融負債按攤銷成本分類為金融負債。而按攤銷成本計量之金融負債則初步按公允值扣除直接應佔所產生之成本計量。

按攤銷成本計量之金融負債(包括貿易應付款項、其他應付款項、應付一間關聯公司款項、應付一名董事款、來自一名股東墊款及融資租賃承擔)隨後按攤銷成本使用實際利息法計量。相關利息開支於損益確認。

當負債終止確認以及在攤銷過程中，收益或虧損於損益賬中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Financial instruments (continued)

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the periods. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

4. 重大會計政策 (續)

(g) 金融工具 (續)

(iv) 實際利率法

實際利率法乃計算金融資產或金融負債及按期內分配利息收入或利息開支之攤銷成本計算方法。實際利率乃透過金融資產或負債之預期壽命或(如適用)較短期間準確貼現估計未來現金收款或付款之利率。

(v) 終止確認

當與金融資產相關之未來現金流量合約權利屆滿，或當金融資產已經按照符合香港會計準則第39號終止確認之條件轉讓，則本集團終止確認該項金融資產。

當於相關合約之特定責任被解除、取消或屆滿時，金融負債會終止確認。

倘本集團因重新磋商負債條款而向債權人發行本身之股本工具以償付全部或部分金融負債，所發行之股本工具即所付代價，乃初步按有關金融負債(或當中部分)註銷當日之公允值確認及計量。倘已發行股本工具之公允值無法可靠計量，則股本工具按已註銷金融負債之公允值計量。已註銷金融負債(或當中部分)之賬面值與所付代價間之差額乃於年內在損益表內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for the provision of services in the ordinary course of the Group's activities. Revenue is presented net of value-added tax, returns, rebates and discounts, if any.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below.

(a) Program production and related services

The Group uses the percentage of completion method to determine the appropriate amount of revenue to recognise in a given period. The stage of completion is measured by reference to the contract costs incurred up to the balance sheet date as a percentage of total estimated costs for each contract. Costs incurred in the year in connection with future activity on a contract are excluded from contract costs in determining the stage of completion. They are presented as work in progress, prepayments or other assets (if any), depending on their nature.

Variations in contract work, claims and incentive payments (if any) are included in contract revenue to the extent that would have been agreed with the customer and are capable of being reliably measured.

4. 重大會計政策(續)

(h) 收益確認

收益按本集團一般業務過程中提供服務之已收或應收代價之公允值計量。收益在扣除增值稅、退貨、回扣和折扣後列賬(如有)。

當收益的數額能夠可靠計量、未來經濟利益很有可能流入有關實體，而本集團每項活動均符合具體條件時(如下文所述)，本集團便會將收益確認。

(a) 節目製作及相關服務

本集團採用完成百分比法確定在某段期間內應記賬的適當金額。完成階段參考每份合同截至結算日止已產生的合同成本，佔該合同的估計總成本之百分比計算。在釐定完成階段時，在年度內產生與合同未來活動有關的成本，不包括在合同成本內。此等款項視乎其性質而呈報為進行中工作、預付款項或其他資產(如有)。

實施合同、索償和獎勵金(如有)的修訂就已經與客戶協議並能夠可靠地量度的數額列入合同收益內。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Revenue recognition (continued)

(a) Program production and related services (continued)

Contract costs are recognised as expenses as they are incurred and contract revenue, being costs incurred plus recognised profits (less recognised losses) are recognised progressively over the period of the contract. When the outcome of a contract can be estimated reliably and it is probable that the contract will be profitable, contract revenue is recognised with profits. When the outcome of the contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

The Group presents as an asset, if the gross amount due from customers for contract work for all contracts in progress for which costs incurred plus recognised profits (less recognised losses) exceed progress billings. Progress billings not yet paid by customers are included within 'trade and other receivables'.

The Group presents as a liability if the gross amount due to customers for contract work for all contracts in progress for which progress billings exceed costs incurred plus recognised profits (less recognised losses).

(b) Event organisation and related services

Revenue from event organisation and related services is recognised at the conclusion of the events, which is the point in time when all service has been provided.

4. 重大會計政策 (續)

(h) 收益確認 (續)

(a) 節目製作及相關服務 (續)

合同成本於產生時確認為開支，及合同期間內，合同收益為產生的成本加上確認的利潤(減去確認的損失)按進度確認。當一項實施合同的結果能可靠估算，而該合同有可能得到利潤，則將合同收益確認。當實施合同的結果未能可靠估算，則合同收益只就有可能收回的已產生合同成本的數額確認。若總合同成本有可能會超過總合同收益，預期虧損即時確認為費用。

本集團對所有進行中合同，其已產生的成本加已確認的利潤(減已確認虧損)超過進度付款時，將實施合同的應收客戶金額呈報為資產。客戶尚未支付的進度付款包含在貿易及其他應收款中。

本集團對所有進行中合同，而其進度付款超過已產生的成本加已確認的利潤(減已確認虧損)時，將實施合同的應付客戶毛金額呈報為負債。

(b) 活動籌辦及相關服務

活動籌辦及相關服務的收益於活動終結時確認(即當時已提供所有服務的時間)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Revenue recognition (continued)

(c) Mobile live broadcasting and related services

The Group operates self-developed live broadcasting platform. The Group's platform is free to visit and watch. Everyone is free to join the platform as a broadcaster. Visitors can purchase credits which are virtual currency for acquisition of in-platform virtual items. Visitors can show their support to live broadcasters by transferring/gifting the ownership of in-platform virtual items to broadcasters. Broadcasters can sell those in-platform virtual items to the Group at a pre-determined discounted price or transferring/gifting those virtual items to another broadcaster.

Upon the sales of credits or in-platform virtual items, the Group typically has an implied obligation to provide the services which enable the credits or in-platform virtual items to be displayed, used or converted into other in-platform virtual currencies/items in the platform. As a result, the proceeds received from sales of credits or in-platform virtual items are initially recorded as receipt in advance in current liabilities. The attributable portion of the receipt in advance relating to values of the credits consumed and in-platform virtual items converted are able to reliably estimate and are immediately or ratably recognised as revenue only when broadcasters sell back those in-platform virtual items to the Group.

4. 重大會計政策 (續)

(h) 收益確認 (續)

(c) 移動直播及相關服務

本集團運營自行開發的直播平台。本集團的平台可供免費訪問及觀看。每個人可作為主播自由加入平台。用戶可購買積分，即用於購買平台內部虛擬產品的虛擬貨幣。用戶可透過轉讓／贈送平台內部虛擬產品的擁有權予主播，以示支持。主播可按預先釐定的折扣價出售該等平台內部虛擬產品予本集團或轉讓／贈送該等虛擬產品予另一名主播。

出售積分或平台內部虛擬產品，本集團通常有隱含義務提供服務，使積分或平台內部虛擬產品可予展示、使用或轉換為平台的其他平台內部虛擬貨幣／產品。因此，銷售積分或平台內部虛擬產品收取的所得款項初始在流動負債中列賬為預收款項。預收款項有關所消耗積分的價值及已轉換平台內部虛擬項目的應佔部分能可靠估計及在主播售回該等平台內部虛擬產品予本集團時立即或按比例確認為收益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Revenue recognition (continued)

(d) Entertainment On Demand System and related services

The Group recognises Entertainment On Demand System and related services as subscription-based and usage-based. Subscription revenue is recognised on a proportionate basis over the life of the subscription and the latter is recognised at the time of play.

(e) Advertising income

Advertising income is recognised when all service has been provided.

(f) Interest income

Interest income is accrued on a time basis on the principal outstanding at the applicable interest rate.

(i) Income tax

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realized or settled and that have been enacted or substantively enacted at the end of reporting period.

4. 重大會計政策 (續)

(h) 收益確認 (續)

(d) 娛樂點播系統及相關服務

本集團將娛樂點播系統及相關服務按訂閱基準及使用基準確認。訂閱收益根據訂閱時限按比例基礎確認及後者按使用時間確認。

(e) 廣告收入

廣告收入於所有服務提供時確認。

(f) 利息收入

利息收入乃依據未償還本金額按適用利率及時間比例計算。

(i) 所得稅

年內所得稅包括即期稅項及遞延稅項。

即期稅項乃按已就毋須就利得稅課稅或不可扣減利得稅之項目作出調整之日常業務溢利或虧損，按報告期間結算日已頒佈或實際頒佈之稅率計算。

遞延稅項乃就作財務報告之資產與負債賬面值，與就稅務所用相應數值間之暫時性差額確認。除不影響會計或應課稅溢利之商譽已確認資產與負債外，會就所有應課稅暫時性差額確認遞延稅項負債。遞延稅項資產於有可能動用應課稅溢利抵銷可扣稅暫時性差額之情況下確認。遞延稅項乃按適用於資產或負債之賬面值獲變現或結算之預期方式及於各報告期末已頒佈或大致上頒佈定之稅率計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Income tax (continued)

An exception to the general requirement on determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS 40 "Investment Property". Unless the presumption is rebutted, the deferred tax amounts on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amounts at the reporting date. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all the economic benefits embodied in the property over time, rather than through sale.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

4. 重大會計政策 (續)

(i) 所得稅 (續)

對於計量遞延稅項金額時用於釐定適合稅率之一般規定而言，有一個例外情況，即投資物業乃根據香港會計準則第40號「投資物業」按公允值列賬。除非該假定被推翻，否則此等投資物業之遞延稅項金額是以出售此等投資物業時所適用之稅率以及按其於報告日期之賬面值而計量。若投資物業是可計提折舊並根據一個商業模式而持有，而該商業模式之目的是隨著時間推移而消耗該物業所體現之絕大部分經濟利益（而不是通過出售）時，該假定即被推翻。

遞延稅項負債會因源自於附屬公司、聯營公司及共同控制實體投資的應課稅暫時性差額確認，惟倘本集團能夠控制該暫時性差額之撥回且該暫時性差額於可見將來很可能不會撥回則另作別論。

所得稅乃於損益中確認，惟所得稅與於其他全面收入確認之項目有關則除外，在此情況下，稅項亦於其他全面收入確認，或倘與直接於權益中確認的項目有關，在此情況下，稅項亦直接於權益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Foreign currency

Transactions entered into by group entities in currencies other than the currency of the primary economic environment in which it/they operate(s) (the “functional currency”) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

4. 重大會計政策 (續)

(j) 外幣

集團實體以其經營所在主要經濟環境之貨幣以外之貨幣(「功能貨幣」)進行之交易，乃以進行交易時之現行匯率入賬。外幣貨幣資產及負債按報告期末之現行匯率換算。按公允值入賬並以外幣計值之非貨幣項目按釐定公允值當日之匯率重新換算。按歷史成本以外幣計量之非貨幣項目不作重新換算。

因結算及換算貨幣項目而產生之匯兌差額在其產生期間於損益內確認。因重新換算按公允值列賬之非貨幣項目而產生之匯兌差額計入期間之損益內，惟因重新換算有關收益及虧損在其他全面收入確認之非貨幣項目而產生之匯兌差額除外，在此情況下，有關匯兌差額亦在其他全面收入確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Foreign currency (continued)

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. RMB) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as foreign exchange reserve (attributed to minority interests as appropriate). Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as foreign exchange reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of reporting period. Exchange differences arising are recognised in the foreign exchange reserve.

4. 重大會計政策 (續)

(j) 外幣 (續)

於綜合賬目時，海外業務之收入及開支項目乃按年度平均匯率換算為本集團之列賬貨幣(即人民幣)，惟倘匯率於有關期間內大幅波動，在此情況下，則採用交易進行時之概約匯率換算為港元。海外業務之所有資產及負債按報告期末之現行匯率換算。所產生之匯兌差額(如有)乃於其他全面收入中確認，並於權益內累計入賬為外匯儲備(歸屬於少數股東權益(如適用))累計。於本集團實體之獨立財務報表中就換算組成本集團於有關海外業務之投資淨額部份之長期貨幣項目而於損益內確認之匯兌差額重新分類至其他全面收入，並於權益內累計入賬為匯兌變動儲備。

於出售海外業務時，就該業務截至出售日期而於外匯儲備內確認之累計匯兌差額，乃於出售時重新分類為損益，作為損益之一部份。

收購海外業務產生之已收購可識別資產商譽及公允值調整被視為海外業務之資產及負債，並按報告期末適用之匯率重新換算。由此產生之匯兌差額於匯兌儲備確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Employee benefits

(i) Short-term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

(ii) Defined contribution retirement plan

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees.

(iii) Termination benefits

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

(l) Share-based payment

The Group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments to employees and others providing similar services are measured at the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity.

4. 重大會計政策 (續)

(k) 僱員福利

(i) 短期僱員福利

短期僱員福利是指預計在僱員提供了相關服務的年度呈報期末後十二個月以前將全數結付的僱員福利(離職福利除外)。短期僱員福利於僱員提供相關服務的年度內確認。

(ii) 定額供款退休計劃

向定額供款退休計劃作出的供款，於僱員提供服務時在損益支銷。

(iii) 離職福利

離職福利於本集團不再能取消提供該等福利時及本集團確認涉及支付離職福利的重組成本時(以較早者為準)確認。

(l) 以股份為基礎的付款

本集團向若干僱員發行股權結算以股份為基礎的付款。股權結算以股份為基礎的付款按股本工具於授出日期的公允值計量(不計非市場基礎歸屬條件的影響)計量。股權結算以股份為基礎的付款於授出日期釐定的公允值於歸屬期間內按直線法支銷，並基於本集團對股份最終歸屬的估計及股本的相應增加作出調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) Share-based payment (continued)

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

(m) Impairment of non-financial assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- investment in a subsidiary; and
- Intangible assets – customer relationships.

If the recoverable amount (i.e. the greater of the fair value less costs to sell and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

4. 重大會計政策 (續)

(l) 以股份為基礎的付款 (續)

與僱員以外人士進行的股權結算以股份付款的交易以收取貨品或服務的公允值計量，除非該公允值未能可靠估計，而在此情況下，按授出股本工具於實體接獲貨品或交易對手提供服務當天的公允值計量。

(m) 非金融資產減值 (商譽除外)

於各報告期末，本集團審閱以下資產的賬面值，以確定是否有跡象顯示該等資產出現減值虧損或過往已確認的減值是否已不存在或減少：

- 物業、廠房及設備；
- 於附屬公司之投資；及
- 無形資產－客戶關係。

倘資產的可收回金額（即公允值減出售成本及使用價值的較高者）估計低於其賬面值，則該資產的賬面值將撇減至其可收回金額。減值虧損會即時確認為開支。

倘減值虧損其後撥回，則資產的賬面值須增加至其經修訂的估計可收回金額，惟所增加的賬面值不可超過以過往年度假設資產並無確認減值虧損而釐定的賬面值。減值虧損撥回會即時確認為收入。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable, will result in an outflow of economic benefits that can be reliably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(o) Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components.

(p) Related parties

(a) A person or a close member of that person's family is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of key management personnel of the Group or the Company's parent.

4. 重大會計政策 (續)

(n) 撥備及或然負債

當本集團因過去事件而產生法律或推定責任，而其將可能導致可以合理估計之經濟利益流出時，會就不明確時間或金額之負債確認撥備。

當將不可能需要經濟利益流出或無法可靠地估計金額時，責任會作為或然負債予以披露，除非經濟利益流出之可能性不大。可能責任之存在將僅由發生或不發生一件或以上未來事件確認，其亦作為或然負債予以披露，除非經濟利益流出之可能性不大。

(o) 分部報告

本集團根據向執行董事呈報以供彼等就分配資源至本集團業務分部及檢討該等分部表現之定期內部財務資料識別營運分部及編製分部資料。

(p) 關連方

(a) 倘屬以下人士，即該人士或該人士之近親與本集團有關連：

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響力；或
- (iii) 為本集團或本公司母公司的主要管理層成員。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(p) Related parties (continued)

(b) An entity is related to the Group if any of the following conditions apply:

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

4. 重大會計政策(續)

(p) 關連方(續)

(b) 倘符合下列任何條件，即實體與本集團有關連：

- (i) 該實體與本集團屬同一集團之成員公司(即各自的母公司、附屬公司及同系附屬公司彼此間有關連)。
- (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
- (iii) 兩間實體均為同一第三方的合營企業。
- (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
- (v) 實體為本集團或與本集團有關連之實體就僱員福利設立的離職後福利計劃。
- (vi) 實體受(a)所識別人士控制或受共同控制。
- (vii) (a)(i)中所識別的人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
- (viii) 實體或其所屬集團的任何成員公司向本集團或本集團的母公司提供主要管理人員服務。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(p) Related parties (continued)

- (b) An entity is related to the Group if any of the following conditions apply:
(continued)

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTIES

In the application of the Group's accounting policies, the managements are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

4. 重大會計政策 (續)

(p) 關連方 (續)

- (b) 倘符合下列任何條件，即實體與本集團有關連：(續)

某一人士的近親家屬成員指預期可影響該人士與實體進行買賣或於買賣時受該人士影響的有關家屬成員，包括：

- (i) 該名人士的子女及配偶或家庭伴侶；
- (ii) 該名人士的配偶或家庭伴侶的子女；及
- (iii) 該名人士或該名人士的配偶或家庭伴侶的受供養人。

5. 重大會計判斷及估計不明朗因素之主要來源

於應用本集團之會計政策過程中，管理層需要就目前不能從其他來源得出之資產與負債之賬面值作出判斷、估計及假設。該等估計及有關假設乃根據過往經驗及相關之其他因素而作出。實際數字或會有別於估計數字。

本集團持續就所作估計及相關假設作出評估。會計估計之修訂乃於修訂估計期間內確認(倘修訂僅影響該期間)，或於修訂期間及日後期間確認(倘修訂影響現時及日後期間)

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTIES (CONTINUED)

(a) Critical judgments in applying accounting policies

(i) Determination of functional currency

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. In determining the functional currencies of the group entities, judgment is required to determine the currency that mainly influences sales prices for goods and services and of the country whose competitive forces and regulations mainly determines the sales prices of its goods and services. The functional currencies of the group entities are determined based on management's assessment of the economic environment in which the entities operate and the entities' process of determining sales prices.

(ii) Income tax

Determining income tax provisions requires the Group to make judgments on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions in accordance with prevailing tax regulations and makes tax provisions accordingly. In addition, deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilized. This requires significant judgment on the tax treatments of certain transactions and also assessment on the probability that adequate future taxable profits will be available for the deferred tax assets to be recovered.

5. 重大會計判斷及估計不明朗因素之主要來源(續)

(a) 採納會計政策時的重要判斷

(i) 釐定功能貨幣

本集團計量本公司及其附屬公司按各種功能貨幣進行之外幣交易。在確定集團實體的功能貨幣須作出判斷，以確定主要影響商品和服務之銷售價格，及其國家的競爭力及法規主要決定產品和服務的銷售價格的商品和服務。集團實體的功能貨幣是根據管理層對於實體營運的經濟環境及實體決定銷售價格的程序的評估來決定。

(ii) 所得稅

釐定所得稅撥備需要本集團就若干交易的未來稅務處理方法作判斷。本集團根據當時的稅務規定仔細評估交易的稅務影響，並作出相應稅項撥備。此外，遞延稅項資產按可能出現可供動用可扣稅暫時差額之未來應課稅溢利而予以確認。此舉需就若干交易之稅務處理方法作重大判斷，亦需評估是否有充足未來應課稅溢利以收回遞延稅項資產之可能性。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTIES (CONTINUED)

(a) Critical judgments in applying accounting policies (continued)

(iii) Revenue recognition

The Group uses the percentage of completion method in accounting for its revenue from fixed-price contracts for program production and related services. Use of the percentage of completion method requires the Group's management to estimate the contract costs incurred up to the balance sheet date as a percentage of total estimated costs for each contract. Because of the nature of the activities undertaken in program production and related services contracts, the date at which the contract activity is entered into and the date when the activity is completed usually fall into different accounting periods. The Group's management regularly reviews and make judgments on revising the estimation of both contract revenue and contract cost in the budget prepared for each contract as the contract progresses.

5. 重大會計判斷及估計不明朗因素之主要來源(續)

(a) 採納會計政策時的重要判斷(續)

(iii) 收益確認

本集團使用完工百分比法對節目製作及相關服務的固定價格合約的收益進行記賬。使用完工百分比法要求本集團管理層估計截至結算日所招致之合約成本佔各合約之估計成本總額百分比。基於節目製作及相關服務所承辦之活動性質，訂立合約工程活動之日期與工程活動完工日期通常處於不同之會計期間內。於合約進行時，本集團管理層定期審閱及判斷修訂各建築合約編製之預算內之合約收入及合約成本之估計。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTIES (CONTINUED)

(b) Key sources of estimation uncertainties

(i) Impairment of receivables

The Group's management reviews receivables on a regular basis to determine if any provision for impairment is necessary. This estimate is based on the credit history of its customers, past settlement and industry practice and current market conditions. Management reassesses the impairment of receivables at each reporting date.

(ii) Impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment. For the purposes of impairment reviews, the recoverable amount of goodwill is determined based on value-in-use calculations. The value-in-use calculations primarily use cash flow projections based on five year financial budgets approved by management. There are a number of assumptions and estimates involved in the preparation of cash flow projections for the period covered by the approved budgets. Key assumptions include the expected growth in revenues, timing of future capital expenditures, growth rates and selection of discount rates to reflect the risks involved. Management prepares the financial budgets reflecting actual and prior year performance and market development expectations. Judgment is required to determine key assumptions adopted in the cash flow projections and changes to key assumptions can significantly affect these cash flow projections and therefore the results of the impairment reviewed.

5. 重大會計判斷及估計不明朗因素之主要來源(續)

(b) 估計不明朗因素之主要來源

(i) 應收款項減值

本集團管理層定期審閱應收款項以釐定相關減值是否需計提撥備。該估計乃根據其客戶之信貸歷史、過往結算及行業慣例以及當前市況而定。管理層於各報告日期重新評估應收款項減值。

(ii) 商譽減值

本集團每年測試商譽是否出現任何減值。就減值檢討而言，商譽可收回金額乃根據使用值的計算方法釐定。使用值的計算方法主要利用按管理層批准的五年財務預算計算的現金流量預測。編製批准預算涵蓋期間的現金流量預測涉及若干假設及估計。主要假設包括收益的預期增長、未來資本開支的時間、增長率及選擇反映有關風險的貼現率。管理層編製反映實際及往年表現及市場發展預測的財政預算。釐定現金流量預測所採納的主要假設時須作出判斷，而主要假設的變動可對此等現金流量預測造成重大影響，因而影響減值檢討的結果。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

6. SEGMENT REPORTING

The Group determines its operating segments based on the reports reviewed by the chief operating decision maker that are used to make strategic decisions.

The Group has four reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

- Program production and related services ("Program Production");
- Event organisation and related services ("Event Organisation");
- Mobile live broadcasting and related services ("Mobile Live Broadcasting");
- Entertainment contents on demand system and related services ("Entertainment On Demand System").

Inter-segment transactions are priced with reference to prices charged to external parties for similar order. Central revenue and expenses are not allocated to the operating segments as they are not included in the measure of the segments' profit that is used by the chief operating decision maker for assessment of segment performance.

6. 分部報告

本集團按主要經營決策者所審閱並賴以作出決策的報告釐定其營運分部。

本集團擁有四個可呈報分部。由於各業務提供不同產品及服務，所需之業務策略亦不盡相同，因此各分部之管理工作乃獨立進行。以下為本集團各可呈報分部業務之概要：

- 節目製作及相關服務（「節目製作」）；
- 活動籌辦及相關服務（「活動籌辦」）；
- 移動直播及相關服務（「移動直播」）；
- 娛樂內容付費點播系統及相關服務（「娛樂點播系統」）。

分部間交易之價格乃參考就類似訂單向外部人士收取之價格釐定。由於中央收益及開支並未計入主要經營決策者評估分部表現時使用之分部溢利內，故其並無分配至經營分部。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

6. SEGMENT REPORTING (CONTINUED)

(a) Business segments

The segment information provided to the Chief Executive Officer for the reportable segments is as follows:

For the year ended 31 December 2016

		Program Production 節目製作 RMB'000 人民幣千元	Event Organisation 活動籌辦 RMB'000 人民幣千元	Mobile Live Broadcasting 移動直播 RMB'000 人民幣千元	Entertainment On Demand System 娛樂點播系統 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Reportable segment revenue from external customers	來自外部客戶之 可呈報分部收益	49,254	29,018	120	43	78,435
Reportable segment profit/(loss)	可呈報分部溢利/(虧損)	945	256	(12,077)	(4,339)	(15,215)
Interest income	利息收入	18	13	1	1	33
Interest expense	利息開支	141	-	-	-	141
Depreciation of property, plant and equipment	物業、廠房及 設備折舊	1,889	613	7	40	2,549
Amortisation of intangible assets	無形資產攤銷	-	888	-	-	888
Reportable segment assets	可呈報分部資產	40,501	27,381	39,350	30,363	137,595
Additions to non-current assets (note)	非流動資產添置(附註)	1,048	613	169	981	2,811
Reportable segment liabilities	可呈報分部負債	6,372	8,614	684	1,188	16,858

Note:

Non-current assets include property, plant and equipment.

For the year ended 31 December 2015

		Program Production 節目製作 RMB'000 人民幣千元	Event Organisation 活動籌辦 RMB'000 人民幣千元	Mobile Live Broadcasting 移動直播 RMB'000 人民幣千元	Entertainment On Demand System 娛樂點播系統 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Reportable segment revenue from external customers	來自外部客戶之 可呈報分部收益	35,663	36,933	-	-	72,596
Reportable segment profit	可呈報分部溢利	5,565	9,329	-	-	14,894
Interest income	利息收入	19	12	-	-	31
Interest expense	利息開支	185	-	-	-	185
Depreciation of property, plant and equipment	物業、廠房及 設備折舊	1,914	516	-	-	2,430
Amortisation of intangible assets	無形資產攤銷	-	888	-	-	888
Reportable segment assets	可呈報分部資產	22,949	55,918	-	-	78,867
Additions to non-current assets (note)	非流動資產添置(附註)	436	172	-	-	608
Reportable segment liabilities	可呈報分部負債	10,145	9,805	-	-	19,950

Note:

Non-current assets include property, plant and equipment.

6. 分部報告(續)

(a) 業務分部

就可呈報分部而言，向行政總裁提供的分部資料如下：

截至二零一六年十二月三十一日止年度

	Program Production 節目製作 RMB'000 人民幣千元	Event Organisation 活動籌辦 RMB'000 人民幣千元	Mobile Live Broadcasting 移動直播 RMB'000 人民幣千元	Entertainment On Demand System 娛樂點播系統 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Reportable segment revenue from external customers	49,254	29,018	120	43	78,435
Reportable segment profit/(loss)	945	256	(12,077)	(4,339)	(15,215)
Interest income	18	13	1	1	33
Interest expense	141	-	-	-	141
Depreciation of property, plant and equipment	1,889	613	7	40	2,549
Amortisation of intangible assets	-	888	-	-	888
Reportable segment assets	40,501	27,381	39,350	30,363	137,595
Additions to non-current assets (note)	1,048	613	169	981	2,811
Reportable segment liabilities	6,372	8,614	684	1,188	16,858

附註：

非流動資產包括物業、廠房及設備。

截至二零一五年十二月三十一日止年度

	Program Production 節目製作 RMB'000 人民幣千元	Event Organisation 活動籌辦 RMB'000 人民幣千元	Mobile Live Broadcasting 移動直播 RMB'000 人民幣千元	Entertainment On Demand System 娛樂點播系統 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Reportable segment revenue from external customers	35,663	36,933	-	-	72,596
Reportable segment profit	5,565	9,329	-	-	14,894
Interest income	19	12	-	-	31
Interest expense	185	-	-	-	185
Depreciation of property, plant and equipment	1,914	516	-	-	2,430
Amortisation of intangible assets	-	888	-	-	888
Reportable segment assets	22,949	55,918	-	-	78,867
Additions to non-current assets (note)	436	172	-	-	608
Reportable segment liabilities	10,145	9,805	-	-	19,950

附註：

非流動資產包括物業、廠房及設備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

6. SEGMENT REPORTING (CONTINUED)

(b) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities

6. 分部報告(續)

(b) 可呈報分部收益、損益、資產及負債之對賬

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Revenue	收益		
Reportable segment and consolidated revenue	可呈報分部及綜合收益	78,435	72,596
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
(Loss)/profit before income tax	除所得稅前(虧損)/溢利		
Reportable segment (loss)/profit	可呈報分部(虧損)/溢利	(15,215)	14,894
Other revenue:	其他收入:		
- Interest income	- 利息收入	79	5
- Exchange gain	- 匯兌收益	2,396	1,460
- Sponsorship	- 贊助	-	97
Other gains or losses:	其他收益或虧損:		
- Change in fair value of contingent consideration	- 或然代價公允值變動	5,252	-
Unallocated corporate expenses:	未分配公司開支:		
- Auditor's remuneration	- 核數師薪酬	(802)	(550)
- Directors' emoluments	- 董事酬金	(3,337)	(134)
- Listing expenses	- 上市開支	-	(10,430)
- Legal and professional fee	- 法律及專業費用	(2,703)	(381)
- Salaries and other benefits for key management and administration staffs	- 主要管理及行政人員薪金及其他福利	(4,039)	(394)
- General operating expenses	- 一般營運開支	(3,115)	(296)
- Others	- 其他	(894)	(170)
Consolidated (loss)/profit before income tax	除所得稅前綜合(虧損)/溢利	(22,378)	4,101

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

6. SEGMENT REPORTING (CONTINUED)

(b) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities (continued)

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Assets	資產		
Reportable segment assets	可呈報分部資產	137,595	78,867
Unallocated corporate assets:	未分配公司資產：		
– Property, plant and equipment	– 物業、廠房及設備	855	–
– Cash and cash equivalents	– 現金及現金等價物	29,601	71,451
– Others	– 其他	136	95
Consolidated total assets	綜合資產總值	168,187	150,413

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Liabilities	負債		
Reportable segment liabilities	可呈報分部負債	16,858	19,950
Unallocated corporate liabilities:	未分配公司負債：		
– Accruals	– 應計費用	4,052	2,502
– Contingent consideration payables	– 應付或然代價	8,658	–
Consolidated total liabilities	綜合負債總額	29,568	22,452

(c) Geographic information

All revenue from external customers are located in the PRC. Geographical location of customers is based on the location at which the services are provided. No geographical location of non-current assets is presented as substantial non-current assets are physically based in the PRC.

6. 分部報告(續)

(b) 可呈報分部收益、除所得稅前溢利、資產及負債之對賬(續)

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Assets	資產		
Reportable segment assets	可呈報分部資產	137,595	78,867
Unallocated corporate assets:	未分配公司資產：		
– Property, plant and equipment	– 物業、廠房及設備	855	–
– Cash and cash equivalents	– 現金及現金等價物	29,601	71,451
– Others	– 其他	136	95
Consolidated total assets	綜合資產總值	168,187	150,413

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Liabilities	負債		
Reportable segment liabilities	可呈報分部負債	16,858	19,950
Unallocated corporate liabilities:	未分配公司負債：		
– Accruals	– 應計費用	4,052	2,502
– Contingent consideration payables	– 應付或然代價	8,658	–
Consolidated total liabilities	綜合負債總額	29,568	22,452

(c) 地區資料

來自外部客戶的所有收益均位於中國。客戶地區位置乃按服務提供地點劃分。由於大部分非流動資產位於中國，故並未呈列非流動資產的地理位置。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

6. SEGMENT REPORTING (CONTINUED)

(d) Information about major customers

For the year ended 31 December 2016, revenues from five customers (2015: two customers) with whom transactions have exceeded 10% of the Group's revenue for the year. Details were as follows:

6. 分部報告(續)

(d) 有關主要客戶的資料

截至二零一六年十二月三十一日止年度，來自五名客戶(二零一五年：兩名客戶)的收益已超過本集團於年內收益的10%。詳情如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Revenue from the customer:	來自客戶的收入：		
Customer I:	客戶 I：		
– Program production and related income	– 節目製作及相關收入	20,431	21,005
– Event organisation and related income	– 活動籌辦及相關收入	–	2,391
		20,431	23,396
Customer II:	客戶 II：		
– Program production and related income	– 節目製作及相關收入	16,623	10,604
Customer III:	客戶 III：		
– Program production and related income	– 節目製作及相關收入	11,604	N/A ^(note) 不適用(附註)
Customer IV:	客戶 IV：		
– Program production and related income	– 節目製作及相關收入	877	N/A ^(note) 不適用(附註)
– Event organisation and related income	– 活動籌辦及相關收入	9,159	N/A ^(note) 不適用(附註)
		10,036	N/A ^(note) 不適用(附註)
Customer V:	客戶 V：		
– Event organisation and related income	– 活動籌辦及相關收入	8,283	N/A ^(note) 不適用(附註)
		8,283	N/A ^(note) 不適用(附註)
		66,977	34,000

Note:

The corresponding revenue in the year ended 31 December 2015 for Customers III, IV and V did not contribute over 10% of the total revenue of the Group.

附註：

截至二零一五年十二月三十一日止年度，客戶 III、IV 及 V 的相應收益並無貢獻本集團總收益的 10% 以上。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

7. TURNOVER

Turnover of the Group represents revenue generated from (i) program production and related services, (ii) event organisation and related services, (iii) mobile live broadcasting and related services and (iv) entertainment contents on demand system and related services. The amounts of each significant category of revenue recognised in turnover during the year are as follows:

7. 營業額

本集團營業額指(i)節目製作及相關服務、(ii)活動籌辦及相關服務、(iii)移動直播及相關服務(iv)娛樂內容付費點播系統及相關服務產生之相關收益。於年內在營業額確認的各主要收益類別的款額如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Program production and related income:	節目製作及相關收入：		
– Service income	– 服務收入	49,254	35,625
– Advertising income	– 廣告收入	–	38
		49,254	35,663
Event organisation and related income:	活動籌辦及相關收入：		
– Service income	– 服務收入	29,018	34,905
– Advertising income	– 廣告收入	–	2,028
		29,018	36,933
Mobile live broadcasting and related income	移動直播及相關收入	120	–
Entertainment contents on demand system and related income	娛樂內容付費點播系統及相關收入	43	–
		78,435	72,596

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

8. OTHER REVENUE

8. 其他收入

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Interest income from bank deposits	銀行存款之利息收入	95	36
Exchange gain	匯兌收益	2,430	1,544
Sponsorship	贊助	-	97
Sundry income	雜項收入	38	6
		2,563	1,683

9. OTHER GAINS AND LOSSES

9. 其他收益及虧損

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	5	47
Gain on disposal of a subsidiary	出售一間附屬公司之收益	-	309
Change in fair value of contingent consideration payables	應付或然代價之公允值變動	5,252	-
		5,257	356

10. (LOSS)/PROFIT BEFORE INCOME TAX

10. 除所得稅前(虧損)/溢利

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
(Loss)/profit before income tax is arrived at after charging:	除所得稅前(虧損)/溢利經扣除：		
Staff costs (note 11)	員工成本(附註11)	22,780	12,686
Auditor's remuneration	核數師薪酬	802	1,600
Depreciation of property, plant and equipment (note 17 and (i) below)	物業、廠房及設備折舊(附註17及下文附註(i))	2,679	2,430
Amortisation of intangible assets (note 19)	無形資產攤銷(附註19)	888	888

Note:

(i) Depreciation charge of RMB1,085,000 (2015: RMB1,150,000) has been included in direct costs for the year.

附註：

(i) 年內的折舊開支人民幣1,085,000元(二零一五年：人民幣1,150,000元)已計入直接成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

11. STAFF COSTS

11. 員工成本

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Staff costs (including directors) comprise:	員工成本(包括董事)包括：		
Wages and salaries	工資及薪金	16,707	9,549
Short-term non-monetary benefits	短期非貨幣福利	2,190	430
Social insurance and housing fund	社會保險及住房公積金	3,883	2,707
		22,780	12,686

12. DIRECTORS' EMOLUMENTS

12. 董事薪酬

Directors' emoluments are disclosed as follows:

披露之董事薪酬如下：

Year ended 31 December 2016:

截至二零一六年十二月三十一日止年度：

		Fees 袍金 RMB'000 人民幣千元	Salaries and other benefits 薪金及其他福利 RMB'000 人民幣千元	Contributions to retirement benefit schemes 退休福利計劃供款 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Executive directors	執行董事				
Mr. Philip Jian Yang (note (i) below)	楊劍先生(下文附註(i))	-	1,101	-	1,101
Mr. Li Lin (note (ii) below)	黎霖先生(下文附註(ii))	-	403	27	430
Mr. Yang Shiyuan (note (iii) below)	楊世遠先生(下文附註(iii))	-	439	42	481
Mr. Sun Rui (note (iv) below)	孫銳先生(下文附註(iv))	-	368	34	402
Non-executive directors	非執行董事				
Mr. Ge Xuyu (note (v) below)	葛旭宇先生(下文附註(v))	-	249	6	255
Mr. Wang Yong (note (vi) below)	汪勇先生(下文附註(vi))	-	206	-	206
Independent non-executive directors	獨立非執行董事				
Mr. Li Fei (note (vii) below)	李飛先生(下文附註(vii))	-	154	-	154
Mr. Law Kin Ho (note (viii) below)	羅健豪先生(下文附註(viii))	-	154	-	154
Mr. Tan Song Kwang (note (ix) below)	陳松光先生(下文附註(ix))	-	154	-	154
		-	3,228	109	3,337

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

12. DIRECTORS' EMOLUMENTS (CONTINUED)

Year ended 31 December 2015:

		Fees	Salaries and other benefits	Contributions to retirement schemes	Total
	袍金	薪金及其他福利	退休福利計劃供款	總計	
	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Executive directors					
執行董事					
Mr. Philip Jian Yang (note (i) below)		–	642	–	642
Mr. Li Lin (note (ii) below)		–	105	5	110
Mr. Yang Shiyuan (note (iii) below)		–	92	13	105
Mr. Sun Rui (note (ii) below)		–	35	19	54
Non-executive directors					
非執行董事					
Mr. Ge Xuyu (note (iii) below)		–	23	–	23
Mr. Wang Yong (note (iii) below)		–	23	–	23
Independent non-executive directors					
獨立非執行董事					
Mr. Li Fei (note (iv) below)		–	17	–	17
Mr. Law Kin Ho (note (iv) below)		–	17	–	17
Mr. Tan Song Kwang (note (iv) below)		–	17	–	17
		–	971	37	1,008

Note:

- (i) Mr. Philip Jian Yang is also the Chief Executive Officer of the Company.
- (ii) Appointed as executive director on 21 April 2015.
- (iii) Appointed as non-executive director on 21 April 2015.
- (iv) Appointed as independent non-executive director on 3 November 2015.

There were no amounts paid during the years to the directors as compensation for loss of office, or as inducement to join. There was no other arrangement under which a director waived or agreed to waive any remuneration during the year ended 31 December 2016 (2015: nil).

12. 董事薪酬(續)

截至二零一五年十二月三十一日止年度：

		Fees	Salaries and other benefits	Contributions to retirement schemes	Total
	袍金	薪金及其他福利	退休福利計劃供款	總計	
	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Executive directors					
執行董事					
Mr. Philip Jian Yang (note (i) below)		–	642	–	642
Mr. Li Lin (note (ii) below)		–	105	5	110
Mr. Yang Shiyuan (note (iii) below)		–	92	13	105
Mr. Sun Rui (note (ii) below)		–	35	19	54
Non-executive directors					
非執行董事					
Mr. Ge Xuyu (note (iii) below)		–	23	–	23
Mr. Wang Yong (note (iii) below)		–	23	–	23
Independent non-executive directors					
獨立非執行董事					
Mr. Li Fei (note (iv) below)		–	17	–	17
Mr. Law Kin Ho (note (iv) below)		–	17	–	17
Mr. Tan Song Kwang (note (iv) below)		–	17	–	17
		–	971	37	1,008

附註：

- (i) 楊劍先生亦為本公司的行政總裁。
- (ii) 於二零一五年四月二十一日獲委任為執行董事。
- (iii) 於二零一五年四月二十一日獲委任為非執行董事。
- (iv) 於二零一五年十一月三日獲委任為獨立非執行董事。

於年內並無向董事支付任何款項作為離職的補償或吸引其加入本集團的獎勵。於截至二零一六年十二月三十一日止年度並無任何安排使董事據此豁免或同意豁免任何薪酬(二零一五年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

13. FIVE HIGHEST PAID INDIVIDUALS

Of the five individuals with the highest emoluments in the Group, four (2015: one) were directors of the Company whose emoluments are included in the disclosures in note 12 above. The emoluments of the remaining one (2015: four) individual were as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Wages and salaries (note)	工資及薪金(附註)	771	1,004
Social insurance and housing fund (note)	社會保險及住房公積金(附註)	-	76
Mandatory provident fund	強制性公積金	15	10
		786	1,090

Their emoluments were within the following band:

彼等之薪酬屬於以下組別：

		2016 二零一六年 No. of individuals 人數	2015 二零一五年 No. of individuals 人數
Nil to RMB1,000,000	零至人民幣1,000,000元	1	4

Note:

For the year ended 31 December 2015, wages and salaries of RMB202,000 and social insurance and housing fund of RMB59,000 were the emoluments of two executive directors in their capacity as key management personnel of the Group before their appointment as executive directors.

附註：

截至二零一五年十二月三十一日止年度，人民幣202,000元的工資及薪金以及人民幣59,000元的社會保險及住房公積金為兩名執行董事於獲委任為執行董事前擔任本集團主要管理人員的薪酬。

14. FINANCE COSTS

14. 財務成本

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Imputed interest on other payables	其他應付款項之推算利息	141	185

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

15. INCOME TAX CREDIT/(EXPENSE)

15. 所得稅抵免／(開支)

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Current tax – the PRC	即期稅項－中國		
– provision for the year	– 一年內撥備	(883)	(3,958)
– over/(under) provision in respect of prior years	– 過往年度超額撥備／(撥備不足)	60	(48)
Deferred tax (note 24)	遞延稅項(附註24)	5,492	222
Income tax credit/(expense)	所得稅抵免／(開支)	4,669	(3,784)

PRC enterprise income tax is calculated at 25% (2015: 25%) on the estimated assessable profits during the year.

中國企業所得稅乃以年內之估計應課稅溢利按25% (二零一五年：25%)計算。

The income tax credit/(expense) can be reconciled to the (loss)/profit before income tax per the consolidated statements of comprehensive income as follows:

所得稅抵免／(開支)可與綜合全面收益表所示的除所得稅前(虧損)／溢利對賬如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
(Loss)/profit before income tax	除所得稅前(虧損)／溢利	(22,378)	4,101
Tax credit/(charges) calculated at the domestic tax rate of 25% (2015: 25%)	按本地稅率25% (二零一五年：25%) 計算之稅項抵免／(支出)	5,594	(1,025)
Effect of different tax rates of companies operating in other jurisdictions	於其他司法權區經營公司 不同稅率之影響	(486)	(873)
Tax effect of expenses not deductible for tax purposes	不可扣稅開支之稅務影響	(983)	(1,780)
Tax effect of revenue not taxable for tax purposes	不可扣稅收益之稅務影響	1,413	90
Tax effect of tax loss not recognised	未確認稅項虧損之稅務影響	(929)	(148)
Over/(under) provision in prior years	過往年度超額撥備／(撥備不足)	60	(48)
Income tax credit/(expense)	所得稅抵免／(開支)	4,669	(3,784)

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

16. (LOSS)/EARNINGS PER SHARE

The calculation of the basic and diluted (loss)/earnings per share attributable to the ordinary equity holders of the Company is based on the following data:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
(Loss)/earnings for the purposes of basic (loss)/earnings per share	就每股基本(虧損)/盈利而言之(虧損)/盈利	(16,138)	528
		2016 二零一六年 '000 千股	2015 二零一五年 '000 千股
Number of shares	股份數目		
Issued ordinary shares of 1 January (note below)	於一月一日的已發行普通股(下文附註)	1,200,000	675,000
Effect of issuance of ordinary shares as payment for service fee (note 29)	發行普通股以支付服務費之影響(附註29)	1,727	-
Effect of issuance of shares upon group reorganisation	集團重組時發行股份之影響	-	156,575
Effect of issuance of shares under the placing (note 25(d))	根據配售發行股份之影響(附註25(d))	-	35,343
Weighted average number of ordinary shares	普通股加權平均數	1,201,727	866,918

Note:

In the calculation of the weighted average of ordinary shares, the number of shares in issue immediately after the completion of capitalisation issue of shares, as detailed in note 25(c), are deemed to have been issued to the ordinary shareholders since the date becoming the ordinary shareholders up to 31 December 2014 or up to 18 November 2015, immediately before the completion of the placing of shares, as detailed in note 25(d).

Diluted (loss)/earnings per share was the same as basic (loss)/earnings per share as there were no dilutive effect on the potential dilutive ordinary shares outstanding for the years ended 31 December 2016 and 2015.

On 18 January 2017, the Company had completed the placing of 200,000,000 new ordinary shares and led to the number of issued number of shares increased from 1,223,513,043 to 1,423,513,043. Details refer to note 37.

16. 每股(虧損)/盈利

本公司普通股權持有人應佔每股基本及攤薄(虧損)/盈利乃根據以下數據計算：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
(Loss)/earnings for the purposes of basic (loss)/earnings per share	就每股基本(虧損)/盈利而言之(虧損)/盈利	(16,138)	528
		2016 二零一六年 '000 千股	2015 二零一五年 '000 千股
Number of shares	股份數目		
Issued ordinary shares of 1 January (note below)	於一月一日的已發行普通股(下文附註)	1,200,000	675,000
Effect of issuance of ordinary shares as payment for service fee (note 29)	發行普通股以支付服務費之影響(附註29)	1,727	-
Effect of issuance of shares upon group reorganisation	集團重組時發行股份之影響	-	156,575
Effect of issuance of shares under the placing (note 25(d))	根據配售發行股份之影響(附註25(d))	-	35,343
Weighted average number of ordinary shares	普通股加權平均數	1,201,727	866,918

附註：

在普通股加權平均數的計算中，附註25(c)所詳述之緊隨資本化發行股份完成後之已發行股份數目，乃視作在普通股股東成為普通股股東時起直至二零一四年十二月三十一日或二零一五年十一月十八日(即於附註25(d)所詳述之緊接配售股份完成前)均已發行。

每股攤薄(虧損)/盈利與每股基本(虧損)/盈利相同，因截至二零一六年及二零一五年十二月三十一日止年度之潛在攤薄普通股並無攤薄影響。

於二零一七年一月十八日，本公司已配售了200,000,000股新股份而引致本公司已發行股份數目由1,223,513,043股增加至1,423,513,043股。詳情請見附註37。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Leasehold improvements 租賃物業裝修 RMB'000 人民幣千元	Office equipment 辦公設備 RMB'000 人民幣千元	Computer equipment 電腦設備 RMB'000 人民幣千元	Furniture and fixtures 傢具及裝置 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost:	成本：						
At 1 January 2015	於二零一五年一月一日	6,080	851	8,598	798	5,103	21,430
Additions	添置	411	222	84	37	-	754
Disposal	出售	-	-	-	-	(1,050)	(1,050)
Derecognised on disposal of a subsidiary	出售一間附屬公司時取消確認	-	(46)	(26)	-	(235)	(307)
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日	6,491	1,027	8,656	835	3,818	20,827
Additions	添置	126	705	332	114	1,515	2,792
Acquired through business combination (note 33)	透過業務合併收購(附註33)	-	873	73	35	-	981
Disposal	出售	-	-	-	-	(383)	(383)
At 31 December 2016	於二零一六年十二月三十一日	6,617	2,605	9,061	984	4,950	24,217
Accumulated depreciation:	累計折舊：						
At 1 January 2015	於二零一五年一月一日	595	543	4,696	396	4,072	10,302
Charge for the year	年內支出	637	148	1,238	82	325	2,430
Disposal	出售	-	-	-	-	(787)	(787)
Derecognised on disposal of a subsidiary	出售一間附屬公司時取消確認	-	(40)	(25)	-	(223)	(288)
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日	1,232	651	5,909	478	3,387	11,657
Charge for the year	年內支出	668	315	1,221	98	377	2,679
Disposal	出售	-	-	-	-	(363)	(363)
At 31 December 2016	於二零一六年十二月三十一日	1,900	966	7,130	576	3,401	13,973
Net carrying amount:	賬面淨值：						
At 31 December 2016	於二零一六年十二月三十一日	4,717	1,639	1,931	408	1,549	10,244
At 31 December 2015	於二零一五年十二月三十一日	5,259	376	2,747	357	431	9,170

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

18. GOODWILL

18. 商譽

		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At beginning of year	於年初	3,555	3,555
Acquired through business combination (note 33)	透過業務合併收購(附註33)	27,707	-
At end of year	於年末	31,262	3,555

Goodwill acquired in business combination is allocated, at acquisition, to the cash-generating unit ("CGUs") that is expected to benefit from that business combination. As at 31 December 2016 the goodwill arose from the acquisition of CGUs which are engaged in event organisation services, mobile live broadcasting service and Entertainment On Demand System service respectively, is as follows:

業務合併收購的商譽在收購時分配至預期受益於該業務合併的現金產生單位(「現金產生單位」)。於二零一六年十二月三十一日，收購現金產生單位(分別從事活動籌辦服務、移動直播服務及娛樂點播系統服務)產生的商譽如下：

		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Entertainment On Demand System services	娛樂點播系統服務	26,758	-
Event organisation services	活動籌辦服務	3,555	3,555
Mobile live broadcasting services	移動直播服務	949	-
		31,262	3,555

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

18. GOODWILL (CONTINUED)

Entertainment On Demand System services

The recoverable amount of the CGU of the Entertainment On Demand System business in PRC is determined by the value-in-use calculation. The calculation was carried out by cash flow projections based on financial budgets approved by the management covering a five-year period. Cash flows for the five-year period are estimated based on the management's expectation for market development in the first year and an average annual growth rate of turnover of 50% thereafter until year 5 and a pre-tax discount rate of 23%. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 3%. The estimated growth rates used are comparable to the growth rate for the industry.

The key assumption used in the value-in-use calculation is the average annual growth rate of turnover of the Entertainment On Demand System business, which is determined based on the management's expectation for market development. The discount rate used is pre-tax and reflects specific risks relating to Entertainment On Demand System segment. Any adverse change in the key assumptions could reduce the recoverable amount below carrying amount.

The management reassessed the recoverable amount of the CGU of Entertainment On Demand System business in PRC as at 31 December 2016 by reference to the discounted cash flow calculation with the above estimation and was of the opinion that no impairment loss should be recognised as the recoverable amount of the CGU is higher than its carrying amount.

18. 商譽(續)

娛樂點播系統服務

中國娛樂點播系統業務現金產生單位的可收回金額乃透過使用價值計算釐定。計算基於根據管理層批准的涵蓋五年期間的財務預算之現金流量預測作出。五年期間的現金流量乃根據管理層對第一年市場發展的預期及按其後直至第五年止營業額年均增長率50%及預扣稅折現率23%估計。五年期間之後的現金流量以估計加權平均增長率3%推算。所使用估計增長率與行業增長率相若。

使用價值計算所使用的主要假設為娛樂點播系統業務營業額的平均年增長率，乃根據管理層對市場發展的預期而釐定。所使用的折現率為除稅前及反映有關娛樂點播系統分部的特定風險。主要假設的任何不利變動均可能使可收回金額減至低於賬面值。

管理層透過參考折現現金流量計算連同上述估計重新評估於二零一六年十二月三十一日中國娛樂點播系統業務現金產生單位的可收回金額，並認為，由於現金產生單位的其可收回金額大於其賬面值，故無須確認減值虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

18. GOODWILL (CONTINUED)

Event organisation services

The recoverable amount of the CGU of the event organisation business in PRC is determined by the value-in-use calculation. The calculation was carried out by cash flow projections based on financial budgets approved by the management covering a five-year period. Cash flows for the five year period are estimated based on an average annual growth rate of turnover of 5% (2015: 5%) and a pre-tax discount rate of 17% (2015: 18%). Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 3% (2015: 0%). The estimated growth rates used are comparable to the growth rate for the industry.

The key assumption used in the value-in-use calculation is the average annual growth rate of turnover of the event organisation business, which is determined based on the past performance and management's expectation through market development. The discount rate used is pre-tax and reflects specific risks relating to event organisation segment. Any adverse change in the key assumptions could reduce the recoverable amount below carrying amount.

The management reassessed the recoverable amount of the CGU of event organisation business in PRC as at 31 December 2016 by reference to the discounted cash flow calculation with the above estimation and was of the opinion that no impairment loss should be recognised as the carrying amount of the CGU of approximates to it recoverable amount.

18. 商譽(續)

活動籌辦服務

中國活動籌辦業務現金產生單位的可收回金額乃透過使用價值計算釐定。計算基於根據管理層批准的涵蓋五年期間的財務預算之現金流量預測作出。五年期間的現金流量乃根據營業額年均增長率5%(二零一五年: 5%)及預扣稅折現率17%(二零一五年: 18%)估計。五年期間之後的現金流量以估計加權平均增長率3%(二零一五年: 0%)推算。所使用估計增長率與行業增長率相若。

使用價值計算所使用的主要假設為活動籌辦業務營業額的平均年增長率，乃根據管理層對市場發展的預期而釐定。所使用的折現率為除稅前及反映有關活動籌辦分部的特定風險。主要假設的任何不利變動均可能使可收回金額減至低於賬面值。

管理層透過參考折現現金流量計算連同上述估計重新評估於二零一六年十二月三十一日活動籌辦業務現金產生單位的可收回金額，並認為，由於現金產生單位的賬面值與其可收回金額相若，故無須確認減值虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

18. GOODWILL (CONTINUED)

Mobile live broadcasting services

The recoverable amount of the CGU of the mobile live broadcasting business in PRC is determined by the value-in-use calculation. The calculation was carried out by cash flow projections based on financial budgets approved by the management covering a five-year period. Cash flows for the five year period are estimated based on the management's expectation for the market in the first year and an average annual growth rate of turnover of 20% thereafter until year 5 and a pre-tax discount rate of 27%. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 3%. The estimated growth rates used are comparable to the growth rate for the industry.

The key assumption used in the value-in-use calculation is the average annual growth rate of turnover of the mobile live broadcasting business, which is determined based on the management's expectation for market development. The discount rate used is pre-tax and reflects specific risks relating to mobile live broadcasting segment. Any adverse change in the key assumptions could reduce the recoverable amount below carrying amount.

The management reassessed the recoverable amount of the CGU of mobile live broadcasting business in PRC as at 31 December 2016 by reference to the discounted cash flow calculation with the above estimation and was of the opinion that no impairment loss should be recognised as the recoverable amount of the CGU is higher than its carrying amount.

18. 商譽(續)

移動直播服務

中國移動直播現金產生單位的可收回金額乃透過使用價值計算釐定。計算基於根據管理層批准的涵蓋五年期間的財務預算之現金流量預測作出。五年期間的現金流量乃根據管理層對第一年市場發展的預期及按其後直至第五年止營業額年均增長率20%及預扣稅折現率27%估計。五年期間之後的現金流量以估計加權平均增長率3%推算。所使用估計增長率與行業增長率相若。

使用價值計算所使用的主要假設為移動直播業務營業額的平均年增長率，乃根據管理層對市場發展的預期而釐定。所使用的折現率為除稅前及反映有關移動直播分部的特定風險。主要假設的任何不利變動均可能使可收回金額減至低於賬面值。

管理層透過參考折現現金流量計算連同上述估計重新評估於二零一六年十二月三十一日移動直播業務現金產生單位的可收回金額，並認為，由於現金產生單位的其可收回金額大於其賬面值，故無須確認減值虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

19. INTANGIBLE ASSETS

19. 無形資產

		Customer relationships 客戶關係 RMB'000 人民幣千元
Cost:	成本：	
At 1 January 2015, 31 December 2015 and 31 December 2016	於二零一五年一月一日、二零一五年十二月三十一日及二零一六年十二月三十一日	4,440
Accumulated amortisation:	累計攤銷：	
At 1 January 2015	於二零一五年一月一日	888
Charge for the year	年內支出	888
31 December 2015	於二零一五年十二月三十一日	1,776
Charge for the year	年內支出	888
31 December 2016	於二零一六年十二月三十一日	2,664
Net carrying amount:	賬面淨值：	
At 31 December 2016	於二零一六年十二月三十一日	1,776
At 31 December 2015	於二零一五年十二月三十一日	2,664

20. TRADE AND OTHER RECEIVABLES

20. 貿易及其他應收款項

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Trade receivables	貿易應收款項	32,226	14,554
Prepayments and deposits	預付款項及按金	36,053	7,747
Other receivables	其他應收款項	6,300	2,854
		74,579	25,155

The aging analysis of trade receivables (net of impairment losses), based on invoice dates, as of the end of year, is as follows:

於年末貿易應收款項(扣除減值虧損)按發票日期的賬齡分析如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

20. TRADE AND OTHER RECEIVABLES (CONTINUED)

Within 30 days (note)	30天內(附註)
31 to 90 days	31至90天
91 to 180 days	91至180天
Over 180 days	180天以上

Note:

Included in trade receivables within 30 days as at 31 December 2016 are the amounts of RMB29,336,000 (2015: RMB11,869,000) for which all services were provided but not yet invoiced.

The credit period granted to trade debtors ranges 0-90 days from the invoice dates.

At the end of reporting period, the Group reviews trade and other receivables for evidence of impairment on both an individual and collective basis. Based on the impairment assessment, no impairment loss has been recognised as at 31 December 2016 (2015: nil). The Group did not hold any collateral as security or other credit enhancement over the trade receivables.

The aging analysis of trade receivables (net of impairment losses), based on due dates, as of the end of year, is as follows:

20. 貿易及其他應收款項(續)

2016	2015
二零一六年	二零一五年
RMB'000	RMB'000
人民幣千元	人民幣千元

30,156	13,306
1,090	409
300	–
680	839
32,226	14,554

附註：

於二零一六年十二月三十一日，賬齡為30天內的貿易應收款項包括人民幣29,336,000元(二零一五年：人民幣11,869,000元)，均已提供服務但尚未開具發票。

應收賬款之信貸期自發票日期起介乎0至90天。

於報告期末，本集團按個別及共同基準審閱貿易及其他應收款項以證明有否出現減值。根據減值評估，於二零一六年十二月三十一日並無確認任何減值虧損(二零一五年：無)。本集團並無就貿易應收款項持有任何抵押品作為抵押或其他信貸增級措施。

於年末貿易應收款項(扣除減值虧損)按到期日的賬齡分析如下：

2016	2015
二零一六年	二零一五年
RMB'000	RMB'000
人民幣千元	人民幣千元

Not past due	未逾期
Past due but not impaired	已逾期但未減值
Within 30 days	30天內
31 to 90 days	31至90天
91 to 180 days	91至180天
Over 180 days	180天以上

29,806	6,746
1,090	6,309
300	–
680	997
350	502
32,226	14,554

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

20. TRADE AND OTHER RECEIVABLES (CONTINUED)

Trade receivables that were not past due relate to customers for whom there was no recent history of default.

Trade receivables that were past due but not impaired relate to customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there have not been a significant change in credit quality and the balances are still considered fully recoverable.

21. TRADE PAYABLES

The aging analysis of trade payables, based on invoice dates, as of the end of year is as follows:

Within 30 days (note)	30天內(附註)
31 to 90 days	31至90天
91 to 365 days	91至365天
Over 365 days	365天以上

Note:

Included in trade payables within 30 days as at 31 December 2016 are the amounts of RMB904,000 (2015: RMB2,004,000) for which all services were provided by the suppliers but not yet invoiced.

20. 貿易及其他應收款項(續)

未逾期之貿易應收款項與近期無違約記錄之客戶有關。

已逾期但未減值之貿易應收款項與和本集團具有良好往績記錄之客戶有關。根據過往經驗，管理層相信概無必要就該等結餘計提減值撥備，因信貸質素並無重大變動及結餘仍被視作可悉數收回。

21. 貿易應付款項

於年末貿易應付款項按發票日期的賬齡分析如下：

	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Within 30 days (note)	1,486	2,668
31 to 90 days	82	—
91 to 365 days	21	453
Over 365 days	123	1
	1,712	3,122

附註：

於二零一六年十二月三十一日，賬齡為30天內的貿易應付款項包括人民幣904,000元(二零一五年：2,004,000元)，供應商均已提供服務但尚未開具發票。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

22. OTHER PAYABLES

22. 其他應付款項

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Current:	流動：		
Accruals	應計費用	8,324	8,901
Other payables	其他應付款項	1,836	3,184
Receipt in advance	預收款項	1,195	7
Deposit received	已收按金	210	-
Deferred rent payable	應付遞延租金	3,418	2,836
		14,983	14,928
Non-current:	非流動：		
Other payables	其他應付款項	-	585

23. CONTINGENT CONSIDERATION PAYABLES

23. 應付或然代價

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Fair value of consideration shares for business combination	業務合併的代價股份之公允值		
- Capital Land Digital Entertainment Co. Ltd. ("Capital Land")	- 京江南數娛(北京)科技有限公司 (「京江南」)		
- current	- 流動	3,739	-
- non-current	- 非流動	4,919	-
		8,658	-

As referred to note 33(a), as part of the consideration for the acquisition of 51% equity interest in Capital Land (as defined in note 33(a)), the Company is required to issued 37,455,224 new shares to the vendors at a price of HK\$2.79 per share, of which 16,266,667 shares were issued on 15 November 2016. The fair value of consideration shares for business combination at acquisition date is RMB13,910,000. As the considerations shares are subject to lock-up and dealing restrictions and adjustments as details in note 33(a), they were classified as financial liabilities and subsequently re-measured to fair value.

A fair value gain of RMB5,252,000 was recognised in profit and loss accordingly.

如附註33(a)所述，作為收購京江南51%股權的部分代價(定義見附註33(a))，本公司須按每股2.79港元的價格發行37,455,224股新股份予賣方，其中16,266,667股股份於二零一六年十一月十五日發行。於收購日期業務合併的代價股份之公允值為人民幣13,910,000元。由於代價股份受限於附註33(a)詳述之禁售及交易限制及調整，彼等被分類為金融負債及隨後重新計量至公允值。

人民幣5,252,000元之公允值收益相應於損益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

24. DEFERRED TAX ASSETS/(LIABILITIES)

The components of deferred tax liabilities and assets recognised in the consolidated statements of financial position and the movements are as follows:

		Tax loss	Fair value adjustment on intangible assets	Total
		稅項虧損	無形資產 之公允值調整	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
At 1 January 2015	於二零一五年一月一日	–	(888)	(888)
Credited to profit or loss (note 15)	計入損益(附註15)	–	222	222
At 31 December 2015	於二零一五年十二月三十一日	–	(666)	(666)
Acquired through business combination (note 33)	透過業務合併收購 (附註33)	1,028	–	1,028
Credited to profit or loss (note 15)	計入損益(附註15)	5,270	222	5,492
At 31 December 2016	於二零一六年十二月三十一日	6,298	(444)	5,854

In accordance with the accounting policy set out in note 4(i), the Group has not recognised deferred tax assets totaling RMB1,077,000 (2015: RMB148,000) in respect of certain accumulated tax losses of RMB4,308,000 (2015: RMB592,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity.

24. 遞延稅項資產／(負債)

在綜合財務狀況表確認的遞延稅項負債及資產組成部分及其變動如下：

		Tax loss	Fair value adjustment on intangible assets	Total
		稅項虧損	無形資產 之公允值調整	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
At 1 January 2015	於二零一五年一月一日	–	(888)	(888)
Credited to profit or loss (note 15)	計入損益(附註15)	–	222	222
At 31 December 2015	於二零一五年十二月三十一日	–	(666)	(666)
Acquired through business combination (note 33)	透過業務合併收購 (附註33)	1,028	–	1,028
Credited to profit or loss (note 15)	計入損益(附註15)	5,270	222	5,492
At 31 December 2016	於二零一六年十二月三十一日	6,298	(444)	5,854

根據附註4(i)所載會計政策。本集團並無就若干累計稅項虧損人民幣4,308,000元(二零一五年：人民幣592,000元)確認遞延稅項資產總計人民幣1,077,000元(二零一五年：人民幣148,000元)，原因為於相關稅項司法權區及實體，可能並無未來應課稅溢利可動用虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

25. SHARE CAPITAL

25. 股本

Authorised and issued share capital

法定及已發行股本

		2016 二零一六年			2015 二零一五年		
		Number 數目	HKD'000 千港元	Equivalent to RMB'000 相等於 人民幣千元	Number 數目	HKD'000 千港元	Equivalent to RMB'000 相等於 人民幣千元
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股						
Authorised	法定						
At 1 January	於一月一日	8,000,000,000	80,000	67,024	38,000,000	380	299
Increase in authorised share capital on 3 November 2015 (note (a))	於二零一五年十一月三日 法定股本增加(附註(a))	-	-	-	7,962,000,000	79,620	66,725
At 31 December	於十二月三十一日	8,000,000,000	80,000	67,024	8,000,000,000	80,000	67,024
Issued and fully paid	已發行及悉數繳足						
Ordinary shares	普通股						
At beginning of the year	於年初	1,200,000,000	12,000	9,821	1,000	-*	-*
Issue of ordinary shares (note (b))	發行普通股(附註(b))	-	-	-	99,000	1	1
Capitalisation issue of shares (note (c))	資本化發行股份(附註(c))	-	-	-	899,900,000	8,999	7,351
Issue of shares under placing (note (d))	根據配售發行股份(附註(d))	-	-	-	300,000,000	3,000	2,469
Issue of shares for payment of service fee (note 29)	發行股份用作支付 服務費(附註29)	7,246,376	72	63	-	-	-
Issue of shares for acquisition of a subsidiary (note (e))	收購附屬公司時發行股份 (附註(e))	16,266,667	163	144	-	-	-
		1,223,513,043	12,235	10,028	1,200,000,000	12,000	9,821
Less: Consideration shares which are subjected to recall (note (e))	減：可予收回的代價股份 (附註(e))	(16,266,667)	(163)	(144)	-	-	-
At end of the year	於年末	1,207,246,376	12,072	9,884	1,200,000,000	12,000	9,821

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

25. SHARE CAPITAL (CONTINUED)

Authorised and issued share capital (continued)

Notes:

- (a) The Company was incorporated in the Cayman Island on 1 November 2013 with an authorised share capital of Hong Kong Dollars ("HK\$") 380,000 divided into 38,000,000 ordinary shares of HK\$0.01 each. On the same date, one ordinary share of HK\$0.01 was issued. Pursuant to the written resolutions passed on 3 November 2015 the authorised share capital of the Company was increased from HK\$380,000 to HK\$80,000,000 by the creation of an additional 79,620,000 ordinary shares.
- (b) On 21 April 2015, 25,000 shares of the Company were allotted to an independent third party at cash consideration of HK\$20,000,000. At the same date, 66,600 and 7,400 shares of the Company were allotted to Guang Rui and Ever Ring respectively at par value.
- (c) On 3 November 2015, a total of 899,900,000 shares of the Company were allotted to the existing shareholders, credited as fully paid at par by way of capitalisation of the sum of HK\$8,999,000 standing to the credit of the share premium account of the Company.
- (d) Under the placing took place during the year ended 31 December 2015, 300,000,000 new ordinary shares of HK\$0.01 each were issued at a price of HK\$0.39 per share for a total cash consideration (before share issuance expenses) of approximately HK\$117,000,000.
- (e) As disclosed in note 23, included in the shares issued for acquisition of a subsidiary were 16,266,667 shares which are subjected lock-up and dealing restrictions and adjustments. These shares are classified as financial liabilities until the date when the relevant restrictions are released.
- * Represents amount less than 1,000 of relevant currency

25. 股本(續)

法定及已發行股本(續)

附註:

- (a) 本公司於二零一三年十一月一日在開曼群島註冊成立，法定股本為380,000港元(「港元」)，分為38,000,000股每股面值0.01港元之普通股。於同日，發行一股面值0.01港元之普通股。根據於二零一五年十一月三日通過的書面決議案，透過增設額外的79,620,000股普通股，本公司的法定股本由380,000港元增加至80,000,000港元。
- (b) 於二零一五年四月二十一日，本公司已向獨立第三方配發25,000股股份，現金代價為20,000,000港元。於同日，本公司66,600股股份及7,400股股份按面值分別配發予光瑞及恒永。
- (c) 於二零一五年十一月三日，本公司透過將本公司股份溢價賬的進賬金額8,999,000港元以撥充資本的方式按面值向現有股東配發合共899,900,000股入賬列作繳足股份。
- (d) 根據於截至二零一五年十二月三十一日止年度內進行的配售，已按每股股份0.39港元之價格發行300,000,000股每股面值0.01港元之新普通股，總現金代價(扣除股份發行開支前)約117,000,000港元。
- (e) 如附註23所透露，為收購附屬公司而發行之股份包括16,266,667股被遭禁售及買賣限制和可予收回之股份。該等股份分類為金融負債，直至相關限制解除日期為止。
- * 指金額少於人民幣/港幣1,000元

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

26. NON-CONTROLLING INTERESTS

Capital Land, 51% owned by the Group, Beijing Yiju Creative Technology Limited (“Yiju Creative”), 65% owned by the Group and Beijing Octagons Impact Communications Co. Ltd. (“Octagons Impact”), 80% owned by the Group, have material non-controlling interests (“NCI”). Summarised financial information in relation to the NCI of Capital Land, Yiju Creative and Octagons Impact, before intra-group elimination are presented below:

(a) Capital Land

		For the period from date of acquisition to 31 December 2016 自收購日期起至二零一六年 十二月三十一日止期間 RMB'000 人民幣千元
Revenue	收益	43
Loss for the period	期間虧損	(2,215)
Total comprehensive loss for the period	期間全面虧損總額	(2,215)
Loss and total comprehensive loss allocated to NCI	分配至非控股權益的虧損及全面虧損總額	(1,086)
Cash flow used in operating activities	經營活動所用現金流量	(109)
Cash flow generated from investing activities	投資活動產生現金流量	1
Net cash outflow	現金流出淨額	(108)
As at 31 December 於十二月三十一日		2016 二零一六年 RMB'000 人民幣千元
Non-current assets	非流動資產	2,390
Current assets	流動資產	18,479
Current liabilities	流動負債	(1,219)
Net assets	資產淨值	19,650
Accumulated non-controlling interests	累計非控股權益	9,628

26. 非控股權益

京江南(由本集團擁有51%)、北京易聚創意科技有限公司(「易聚創意」)(由本集團擁有65%)及北京八方無限文化傳播有限公司(「八方無限」)(由本集團擁有80%)擁有重大非控股權益(「非控股權益」)。有關京江南、易聚創意及八方無限在集團內對銷前的概述財務資料呈列如下：

(a) 京江南

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

26. NON-CONTROLLING INTERESTS (CONTINUED)

26. 非控股權益(續)

(b) Yiju Creative

(b) 易聚創意

		For the period from date of acquisition to 31 December 2016 自收購日期起至二零一六年 十二月三十一日止期間 RMB'000 人民幣千元
Revenue	收益	120
Loss for the period	期間虧損	(9,022)
Total comprehensive loss for the period	期間全面虧損總額	(9,022)
Loss and total comprehensive loss allocated to NCI (note)	分配至非控股權益的虧損及 全面虧損總額(附註)	-
Cash flow generated from operating activities	經營活動產生現金流量	635
Cash flow used in investing activities	投資活動所用現金流量	(168)
Net cash inflow	現金流入淨額	467
		2016 二零一六年 RMB'000 人民幣千元
As at 31 December	於十二月三十一日	
Non-current assets	非流動資產	4,119
Current assets	流動資產	5,606
Current liabilities	流動負債	(17,804)
Net liabilities	負債淨額	(8,079)
Accumulated non-controlling interests (note)	累計非控股權益(附註)	-

Note: The Group confirmed that non-controlling interest of Yiju Creative have no liabilities on the accumulated losses incurred.

附註：本集團確認，易聚創意的非控股權益並無已產生累計虧損的負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

26. NON-CONTROLLING INTERESTS (CONTINUED)

26. 非控股權益(續)

(c) Octagons Impact

(c) 八方無限

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Revenue	收益	2,894	1,053
Loss for the year	年內虧損	(2,955)	(527)
Total comprehensive loss for the year	年內全面虧損總額	(2,955)	(527)
Loss and total comprehensive loss allocated to NCI	分配至非控股權益的虧損及全面虧損總額	(485)	(211)
Cash flow used in operating activities	經營活動所用現金流量	(2,368)	(1,036)
Cash flow used in investing activities	投資活動所用現金流量	(5)	(87)
Cash flow generated from financing activities	融資活動產生現金流量	-	3,750
Net cash (outflow)/inflow	現金(流出)/流入淨額	(2,373)	2,627
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
As at 31 December	於十二月三十一日		
Non-current assets	非流動資產	55	77
Current assets	流動資產	1,674	3,354
Current liabilities	流動負債	(1,461)	(208)
Net assets	資產淨值	268	3,223
Accumulated non-controlling interests	累計非控股權益	54	539

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

27. RESERVES

The Group

- (a) The following describes the nature and purpose of each reserve within owners' equity:

Share premium

Under the Companies Law (Revised) Chapter 22 of the Cayman Islands, share premium of the Company is available for paying distributions and dividends to shareholders subject to the provisions of its Memorandum and Articles of Association and provided that immediately following the distributions or dividend payments, the Company is able to pay its debts as they fall due in the ordinary course of business.

Other reserve

It represents the fair value of the share-based payments over the consideration received.

Merger reserve

It represents the difference between the nominal value of shares issued by the Company and the aggregate fully paid registered capital of subsidiaries pursuant to the group reorganisation in 2015.

27. 儲備

本集團

- (a) 下文闡述擁有人權益項下各儲備之性質及用途：

股份溢價

根據開曼群島公司法(經修訂)第22章，倘本公司在緊隨分派或派發股息後仍可在正常業務過程中償還到期之債務，本公司可在符合組織章程大綱及細則之規定下，將本公司之股份溢價用作向股東分派及派發股息。

其他儲備

其指以股份為基礎的付款公允值與已收取代價之差額。

合併儲備

其指本公司已發行股份面值與根據於二零一五年集團重組附屬公司的繳足註冊資本總額之間的差異。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

27. RESERVES (CONTINUED)

(b) Reserves of the Company

Movements in the Company's reserves are as follows:

		Share premium 股份溢價 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Balance at 1 January 2015	於二零一五年一月一日之結餘	1,574	(131)	1,443
Issue of ordinary shares (note 25 (b))	發行普通股 (附註25(b))	15,814	—	15,814
Capitalisation issue of shares (note 25 (c))	資本化發行股份 (附註25(c))	(7,351)	—	(7,351)
Issue of shares under placing (note 25 (d))	根據配售發行股份 (附註25(d))	93,833	—	93,833
Share Issue expense	股份發行開支	(8,706)	—	(8,706)
Loss for the year	年內虧損	—	(9,559)	(9,559)
Balance at 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日及 二零一六年一月一日之結餘	95,164	(9,690)	85,474
Issue of shares for payment of service fee (note 29)	發行股份用作支付 服務費(附註29)	17,149	—	17,149
Loss for the year	年內虧損	—	(2,165)	(2,165)
Balance at 31 December 2016	於二零一六年十二月三十一日之結餘	112,313	(11,855)	100,458

27. 儲備(續)

(b) 本公司儲備

本公司儲備之變動如下：

	Share premium 股份溢價 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Balance at 1 January 2015	1,574	(131)	1,443
Issue of ordinary shares (note 25 (b))	15,814	—	15,814
Capitalisation issue of shares (note 25 (c))	(7,351)	—	(7,351)
Issue of shares under placing (note 25 (d))	93,833	—	93,833
Share Issue expense	(8,706)	—	(8,706)
Loss for the year	—	(9,559)	(9,559)
Balance at 31 December 2015 and 1 January 2016	95,164	(9,690)	85,474
Issue of shares for payment of service fee (note 29)	17,149	—	17,149
Loss for the year	—	(2,165)	(2,165)
Balance at 31 December 2016	112,313	(11,855)	100,458

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

28. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

28. 本公司財務狀況表

			2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
	Notes 附註			
Non-current assets		非流動資產		
Investment in a subsidiary		於一間附屬公司的投資	—*	—*
Total non-current assets		非流動資產總值	—*	—*
Current assets		流動資產		
Amounts due from subsidiaries		應收附屬公司款項	67,234	28,280
Prepayment		預付款項	29,308	—
Cash and cash equivalents		現金及現金等價物	16,321	69,470
Total current assets		流動資產總值	112,863	97,750
Total assets		資產總值	112,863	97,750
Current liabilities		流動負債		
Accruals		應計費用	2,521	2,455
Net current assets		流動資產淨值	110,342	95,295
Total assets less current liabilities		總資產減流動負債	110,342	95,295
NET ASSETS		資產淨值	110,342	95,295
Equity attributable to owners of the Company		本公司擁有人應佔權益		
Share capital		股本	9,884	9,821
Reserves		儲備	100,458	85,474
TOTAL EQUITY		總權益	110,342	95,295

* Represents amount less than RMB1,000

* 指金額少於人民幣1,000元

On behalf of the board of directors

代表董事會

Philip Jian Yang
楊劍

Yang Shiyuan
楊世遠

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

29. SHARE-BASED PAYMENTS

On 14 September 2016, the Group entered into two agreements with two independent broadcasters (the “Broadcasters”) separately pursuant to which Broadcasters agreed to provide certain service to the Group’s mobile live broadcasting platform and the Company allotted and issued 7,246,376 ordinary shares of the Company to the Broadcasters in total on 5 October 2016. The fair value of services to be received was determined with reference to the compensation repayable by the Broadcasters to the Company should they fail to deliver the services.

No service fee has been recognised in profit or loss during the year ended 31 December 2016. Prepaid service fee of RMB17,212,000 (equivalent to HK\$20,000,000) have been recorded under trade and other receivables as at 31 December 2016.

30. OPERATING LEASES

Operating lease payments represent rentals payable by the Group for certain of its lease properties. Leases are negotiated for terms between 1 year to 7 years at fixed rentals or at rentals with fixed percentage of increment in agreed time frame.

Minimum lease payments 最低租賃付款

The total future minimum lease payments are due as follows:

Not later than one year 不遲於一年
Later than one year and not later than five years 遲於一年但不遲於五年
Later than five years 遲於五年

29. 以股份為基礎的付款

於二零一六年九月十四日，本集團與兩名獨立主播（「該等主播」）單獨訂立兩份協議，根據該等協議，該等主播同意在本集團的移動直播平台上提供若干服務及本公司於二零一六年十月五日向該等主播合共配發及發行7,246,376股本公司普通股。即將收到的服務的公允值是根據該等主播未能提供服務時需作出的賠償而定。

無服務費在二零一六年年度在收益表中確認。於二零一六年十二月三十一日，人民幣17,212,000（等於20,000,000港元）的預付服務費已包括在貿易及其他應收款項之內。

30. 經營租賃

經營租賃付款指本集團就若干其租賃物業應付的租金。租期經磋商為一年至七年，租金固定或於協定時間有固定百分比增長的租金。

未來最低租賃付款總額到期情況如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Minimum lease payments 最低租賃付款		4,048	3,278
The total future minimum lease payments are due as follows: 未來最低租賃付款總額到期情況如下：			
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Not later than one year 不遲於一年		5,217	3,246
Later than one year and not later than five years 遲於一年但不遲於五年		24,304	15,482
Later than five years 遲於五年		14,641	13,173
		44,162	31,901

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

31. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions and balances disclosed elsewhere in this consolidated financial statements, the Group had the following significant transactions with related parties during the year:

Related party relationship 關連方關係	Type of transaction 交易類型	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Executive director 執行董事	Waive of finance lease obligations 豁免融資租賃承擔	-	310
Shareholder A 股東 A	Salaries 薪金	75	75
Shareholder B 股東 B	Salaries 薪金	75	75
Company controlled by a close family member of a shareholder 股東近親家庭成員控制之公司	Consideration for the disposal of a subsidiary 出售一間附屬公司的代價	-	400

- (b) The amounts due from non-controlling interests are unsecured, interest-free and repayable on demand.
- (c) The remuneration of directors and other members of key management during the year was as follows:

- (a) 除綜合財務報表其他部分所披露交易及結餘外，於年內本集團與關連方有以下重大交易：

- (b) 應收非控股權益款項為無抵押、免息及於要求時償還。

- (c) 董事及其他主要管理層成員於年內之薪酬如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Wages and salaries 工資及薪金		4,350	2,178
Social insurance and housing fund 社會保險及住房公積金		143	173
Mandatory provident fund 強制性公積金		30	10
		4,523	2,361

The emoluments paid or payable to members of key management were within the following bands:

已付或應付主要管理層成員之酬金屬於以下組別：

		2016 二零一六年 No. of individuals 人數	2015 二零一五年 No. of individuals 人數
Nil to RMB1,000,000	零至人民幣 1,000,000 元	7	5

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

32. SUBSIDIARIES

The particulars of the Company's principal subsidiaries as at 31 December 2016 are as follows:

32. 附屬公司

本公司於二零一六年十二月三十一日的主要附屬公司詳情如下：

Name 名稱	Country and date of incorporation 註冊成立 國家及日期	Place of operation and principal activity 營運地點及 主要業務	Particulars of issued and paid up share capital/ registered capital 已發行及繳足股本/ 註冊資本詳情	Percentage of ownership interests/ voting rights/profit share 所佔股權/投票權/ 溢利股份百分比	
				Directly 直接	Indirectly 間接
New Talent Media Company Limited* 北京聚視文化傳媒有限公司	PRC 25 Dec 2013 中國 二零一三年十二月二十五日	PRC, Investment holding 中國·投資控股	HK\$71,270,000 71,270,000港元	-	100%
Starry Knight Entertainment Co., Ltd.* 北京縱橫飛揚國際文化發展有限公司	PRC 3 Sept 2009 中國 二零零九年九月三日	PRC, Program production and event organisation 中國·節目製作及活動籌辦	RMB3,000,000 人民幣3,000,000元	-	100%
Beijing Joy Star Production Co., Ltd.* 北京光影互動影視文化傳播有限公司	PRC 27 Dec 2006 中國 二零零六年十二月二十七日	PRC, Program production and event organisation 中國·節目製作及活動籌辦	RMB3,000,000 人民幣3,000,000元	-	100%
Beijing New Image Media Co. Ltd.* 北京對比色彩影視文化傳播有限公司	PRC 23 Feb 2005 中國 二零零五年二月二十三日	PRC, Program production 中國·節目製作	RMB3,000,000 人民幣3,000,000元	-	100%
Beijing Great Wise Media Co., Ltd.* 北京天瀚影視文化傳播有限公司	PRC 17 Jul 2003 中國 二零零三年七月十七日	PRC, Program production 中國·節目製作	RMB3,000,000 人民幣3,000,000元	-	100%
Beijing Emphasis Media Co. Ltd.* 北京無限印象傳媒有限公司	PRC 17 Jul 2002 中國 二零零二年七月十七日	PRC, Program production 中國·節目製作	RMB6,000,000 人民幣6,000,000元	-	100%
Beijing Octagons Impact Communications Co. Ltd.* 北京八方無限文化傳播有限公司	PRC 16 Feb 2015 中國 二零一五年二月十六日	PRC, Provision of integrated marketing services 中國·提供一體化營銷服務	RMB3,750,000 人民幣3,750,000元	-	80%
Capital Land Digital Entertainment Co. Ltd. 京江南數娛(北京)科技有限公司	PRC 17 May 2016 中國 二零一六年五月十七日	PRC, Provision of Entertainment On Demand System and related services 中國·提供娛樂點播系統及相關服務	RMB3,434,694 人民幣3,434,694元	-	51%
Beijing Yiju Creative Technology Limited* 北京易聚創意科技有限公司	PRC 3 November 2014 中國 二零一四年十一月三日	PRC, Provision of mobile live broadcasting services 中國·提供移動直播服務	RMB1,260,000 人民幣1,260,000元	-	65%

* For identification purpose only

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

33. BUSINESS ACQUISITIONS DURING THE YEAR

The following table summarises the considerations paid for business acquisitions completed in the current period, and the fair value of identifiable assets and liabilities of the acquirees at the respective acquisition date:

33. 年內業務收購

下表概述就當前期間完成的業務合併支付的代價，及於各自收購日期收購對象的可識別資產及負債的公允值：

		Capital Land 京江南 (Note (a)) 附註(a) RMB'000 人民幣千元	Yiju Creative 易聚創意 (Note (b)) 附註(b) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	981	–	981
Deferred tax assets	遞延所得稅資產	712	316	1,028
Cash and cash equivalents	現金及現金等價物	844	9	853
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	262	6	268
Other payables and accrued charges	其他應付款項及應計費用	(1,498)	(20)	(1,518)
Amount due to the Company	應付本公司款項	(3,435)	–	(3,435)
		(2,134)	311	(1,823)
Capital to be injected by the Company as part of purchase consideration	本公司將予注資作為收購代價的一部分	24,000	–	24,000
		21,866	311	22,177
Non-controlling interests	非控股權益	(10,714)	–	(10,714)
		11,152	311	11,463
The provisional fair value of consideration transfer:	代價轉讓的暫時性公允值：			
Cash consideration	現金代價	24,000	1,260	25,260
Contingent consideration share	或然代價股份	13,910	–	13,910
		37,910	1,260	39,170
Goodwill arising on acquisition	收購產生的商譽	26,758	949	27,707
Satisfied by:	支付方式：			
– Cash consideration	– 現金代價	–	1,260	1,260
– Capital injection	– 注資	24,000	–	24,000
– Contingent consideration payables (note 23)	– 應付或然代價(附註23)	13,910	–	13,910
		37,910	1,260	39,170

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

33. BUSINESS ACQUISITIONS DURING THE YEAR (CONTINUED)

(a) Acquisition of Capital Land

On 15 November 2016, the Group acquired 51% of the equity interests of Capital Land, a company whose principal activity is the development and operation of an Entertainment On Demand System in PRC.

The acquisition was made with the aims to enhance the Group's exposure in the Entertainment On Demand System industry in PRC. The consideration includes a capital injection of RMB24,000,000, 16,266,667 ordinary shares of the Company paid at the acquisition date ("Initial Consideration Shares") and a performance-based contingent consideration of RMB61,200,000 in cash or 26,761,290 ordinary shares of the Company.

In accordance with the sale and purchase agreement dated 26 September 2016, the part of the purchase consideration is contingent on the results of Capital Land for the following specified periods. There are two targets mentioned in the agreement, (loss)/profit after taxation target ("Profit Target") and revenue target ("Revenue Target"). Profit Target requires the loss after taxation of Capital Land not more than RMB19,700,000 for the period from 1 October 2016 to 30 September 2017 and profit after taxation for the remaining period not less than the target as set out in below. Revenue Target requires the revenue of Capital Land not less than the target as set out in below.

33. 年內業務收購(續)

(a) 收購京江南

於二零一六年十一月十五日，本集團收購京江南的51%股權，該公司主要業務活動為在中國開發及經營娛樂點播系統。

收購旨在提高本集團在中國娛樂點播系統行業的市場份額。代價包括於收購時注資人民幣24,000,000元、本公司16,266,667股普通股(「初始代價股份」)及表現為基礎或然代價現金人民幣61,200,000元或本公司26,761,290股普通股。

根據日期為二零一六年九月二十六日的買賣協議，收購代價的部分取決於京江南於如下指定期間的業績。協議中提及兩個目標，除稅後(虧損)/溢利目標(「溢利目標」)及收益目標(「收益目標」)。溢利目標規定京江南於二零一六年十月一日至二零一七年九月三十日期間的除稅後虧損不超過人民幣19,700,000元及餘下期間的除稅後溢利不少於下文所載目標。收益目標規定京江南收益不少於下文所載目標。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

33. BUSINESS ACQUISITIONS DURING THE YEAR (CONTINUED)

33. 年內業務收購(續)

(a) Acquisition of Capital Land (continued)

(a) 收購京江南(續)

Period involved (note) 所涉期間(附註)		(Loss)/profit after	
		Revenue target 收益目標 RMB'000 人民幣千元	taxation target 除稅後(虧損)/ 溢利目標 RMB'000 人民幣千元
Year ending 30 September 2017	截至二零一七年九月三十日止年度	10,900	(19,700)
Year ending 30 September 2018	截至二零一八年九月三十日止年度	98,000	17,500
Year ending 30 September 2019	截至二零一九年九月三十日止年度	231,000	67,300
Year ending 30 September 2020	截至二零二零年九月三十日止年度	231,000	64,300
Year ending 30 September 2021	截至二零二一年九月三十日止年度	231,000	62,500

Note:

There are minimum threshold applied on the revenue and loss after taxation of Capital Land for the year ending 30 September 2017. Revenue and loss after taxation for that year should be not less than RMB5,700,000 and not more than RMB22,400,000 respectively in order to be entitled for that year's contingent consideration. There is no such limit for the remaining years.

If the actual results of Capital Land for the period from 1 October 2016 to 30 September 2017 do not meet the Profit Target and Revenue Target (collectively "Performance Target"), the Company can recover part or all of Initial consideration shares, according to an adjustment mechanism primarily based on the shortfall between Performance Target and the actual results of Capital Land divided by the number of Consideration Shares. If the actual results of Capital Land for the remaining period do not meet the Performance Target, the Company will adjust contingent consideration based on an adjustment mechanism primarily based on shortfall between performance and actual result of Capital Land divided by the number of consideration shares. The directors of the Company are of the opinion that Capital Land will be able to achieve part of Performance Targets; adjustment has already made to purchase consideration.

附註：

京江南的業績目標於截至二零一七年九月三十日止年度設有最低要求。京江南於該年度的收益不可以少於人民幣5,700,000及稅後虧損不能多於人民幣22,400,000。於餘下年度並無最低業績要求。

倘京江南於二零一六年十月一日至二零一七年九月三十日期間的實際業績低於下文所載溢利目標及收益目標(統稱為「表現目標」)，則本公司可根據調整機制收回部分或全部初始代價股份，該機制主要以表現目標與京江南實際業績的差額除以代價股份的數目為基礎。倘京江南於餘下期間的實際業績低於下文所載表現目標，則本公司將根據調整機制調整或然代價，該機制主要以京江南表現與實際業績的差額為基礎。本公司董事認為，京江南將能達成部分表現目標並已根據購買代價作出調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

33. BUSINESS ACQUISITIONS DURING THE YEAR (CONTINUED)

(a) Acquisition of Capital Land (continued)

At the acquisition date, the fair value of the contingent consideration shares of RMB13,910,000 was determined by reference to the quoted market price of the Company's share of HK\$0.42 (equivalent to RMB0.37) each at the date of acquisition multiplied by the number of contingent consideration shares (37,455,224 shares in total of which 16,266,667 shares have been issued on 15 November 2016) based on the assessment of the probability of the contingent consideration as at 15 November 2016. The acquisition-related costs of RMB313,000 have been expensed and are included in general and administrative expenses.

The fair value of other receivables amounted to RMB262,000. The gross amount of these receivables is RMB262,000. None of these receivables have been impaired and it is expected that the full contractual amounts can be collected.

Since the acquisition date, Capital Land has contributed revenue of approximately RMB43,000 and loss of approximately RMB2,214,000 to Group. If the acquisition had occurred on 1 January 2016, the Group's revenue and loss for the year would have been approximately RMB78,446,000 and RMB21,971,000 respectively. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2016, nor is it intended to be a projection of future performance.

Net cash outflow arising on business acquisition during the year:

33. 年內業務收購(續)

(a) 收購京江南(續)

於收購日期，或然代價股份的公允值人民幣13,910,000元乃參考於收購日期本公司股份每股市場報價0.42港元(等於人民幣0.37元)乘以根據在二零一六年十一月十五日估算需要支付的或然代價的機率計算的或然代價股份的股數(合共37,455,224股，當中16,266,667股在二零一六年十一月十五日已發行)釐定。收購相關成本人民幣313,000元已支銷及計入一般及行政開支。

其他應收款項的公允值為人民幣262,000元。該等應收款項的總額為人民幣262,000元。該等應收款項概無減值及預期全部合約金額可悉數收回。

自收購日期起，京江南已向本集團分別貢獻收益約人民幣43,000元及虧損約人民幣2,214,000元。倘收購於二零一六年一月一日發生，則本集團的收益及虧損應分別為約人民幣78,446,000元及人民幣21,971,000元。備考資料僅供說明，不應作為倘收購已於二零一六年一月一日完成本集團實際可達成的收益及經營業績的指示，亦不擬作為未來表現的預測。

年內業務收購產生的現金流出淨額：

	2016 二零一六年 RMB'000 人民幣千元
Cash and cash equivalents acquired	(844)

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

33. BUSINESS ACQUISITIONS DURING THE YEAR (CONTINUED)

(b) Acquisition of Yiju Creative

On 11 May 2016, the Group acquired 100% of the equity interests of Yiju Creative a company whose principal activity is provision of mobile live broadcasting services in PRC.

The acquisition was made with the aims to enhance the Group's exposure in the mobile live broadcasting industry in PRC. The above consideration includes a cash consideration of RMB1,260,000 paid at the acquisition.

The fair value of other receivables amounted to RMB6,000. The gross amount of these receivables is RMB6,000. None of these receivables have been impaired and it is expected that the full contractual amounts can be collected.

Since the acquisition date, Yiju Creative has contributed revenue of approximately RMB120,000 and loss of approximately RMB9,022,000 to Group's revenue and loss. If the acquisition had occurred on 1 January 2016, the Group's revenue and loss would have been approximately RMB78,435,000 and approximately RMB17,714,000 respectively. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2016, nor is it intended to be a projection of future performance.

Net cash outflow arising on business acquisition during the year:

33. 年內業務收購(續)

(b) 收購易聚創意

於二零一六年五月十一日，本集團收購易聚創意的全部股權，該公司主要業務為在中國提供移動直播服務。

收購旨在提高本集團在中國移動直播行業的市場份額。上述代價包括於收購時支付的現金代價人民幣1,260,000元。

其他應收款項的公允值為人民幣6,000元。該等應收款項的總額為人民幣6,000元。該等應收款項概無減值及預期全部合約金額可悉數收回。

自收購日期起，易聚創意已向本集團的收益及虧損分別貢獻收益約人民幣120,000元及虧損約人民幣9,022,000元。倘收購於二零一六年一月一日發生，則本集團的收益及虧損應分別為約人民幣78,435,000元及約人民幣17,714,000元。備考資料僅供說明，不應作為倘收購已於二零一六年一月一日完成本集團實際可達成的收益及經營業績的指示，亦不擬作為未來表現的預測。

年內業務收購產生的現金流出淨額：

		2016 二零一六年 RMB'000 人民幣千元
Cash consideration paid	已付現金代價	1,260
Cash and cash equivalents acquired	已收購現金及現金等價物	(9)
		1,251

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

34. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The following table shows the carrying amount and fair value of financial assets and liabilities:

	2016 二零一六年		2015 二零一五年	
	Carrying amount 賬面值 RMB'000 人民幣千元	Fair value 公允值 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元	Fair value 公允值 RMB'000 人民幣千元
Financial assets	金融資產			
<i>Loans and receivables</i>	<i>貸款及應收款項</i>			
– Cash and cash equivalents			109,631	109,631
– Trade and other receivables			17,408	17,408
	43,349	43,349		
	38,526	38,526		
Financial liabilities measured at amortised cost	按攤銷成本計量之金融負債			
– Trade payables			3,122	3,122
– Other payables			12,670	12,670
	1,712	1,712		
	10,160	10,160		

Financial instruments not measured at fair value include cash and cash equivalents, trade and other receivables and trade and other payables.

Due to their short term nature, the carrying value approximates to fair value.

34. 按類別劃分的金融資產及金融負債之概要

下表列示金融資產及負債的賬面值及公允值：

	2016 二零一六年		2015 二零一五年	
	Carrying amount 賬面值 RMB'000 人民幣千元	Fair value 公允值 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元	Fair value 公允值 RMB'000 人民幣千元
Financial assets	金融資產			
<i>Loans and receivables</i>	<i>貸款及應收款項</i>			
– Cash and cash equivalents			109,631	109,631
– Trade and other receivables			17,408	17,408
	43,349	43,349		
	38,526	38,526		
Financial liabilities measured at amortised cost	按攤銷成本計量之金融負債			
– Trade payables			3,122	3,122
– Other payables			12,670	12,670
	1,712	1,712		
	10,160	10,160		

並非按公允值計量之金融工具包括現金及現金等價物、貿易及其他應收款項及貿易及其他應付款項。

由於彼等之短期性質，賬面值與公允值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

35. FINANCIAL RISK MANAGEMENT

The main risks arising from the Group's financial instruments in the normal course of the Group's business are credit risk, liquidity risk, interest rate risk and currency risk.

(a) Credit risk

The Group's credit risk is primarily attributable to its trade and other receivables and bank deposits. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

In respect of trade and other receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customers as well as pertaining to the economic environment in which the customers operate. Ongoing credit evaluation is performed on the financial condition of trade customers. Trade receivables are due within 0-90 days from the date of billing. Normally, the Group does not obtain collateral from customers.

At the end of reporting period, the Group has a certain concentration of credit risk as 20% (2015: 16%) and 44% (2015: 35%) of the total trade and other receivables was due from one major customer and five largest customers respectively.

Substantial bank deposits are held in major financial institutions which management believes are of high credit quality.

35. 財務風險管理

本集團金融工具於本集團業務一般過程中產生的主要風險為信貸風險、流動資金風險、利率風險及貨幣風險。

(a) 信貸風險

本集團的信貸風險主要來自貿易及其他應收款項及銀行存款。管理層已實行一項信貸政策，並持續監控該等信貸風險。

就貿易及其他應收款項而言，對所有要求信貸額超過若干金額的客戶，必須進行個別信貸評估。此等信貸評估集中於客戶過往繳付到期款項之歷史及現時付款之能力，以及考慮到客戶之具體資料及客戶營運所在地之經濟環境。本集團持續對貿易客戶的財務狀況進行信貸評核。貿易應收款項自發票日期起計0至90日到期。通常，本集團並不向客戶收取抵押品。

於報告期末，本集團存在一定的信貸集中風險，因貿易及其他應收款項總額之20%（二零一五年：16%）及44%（二零一五年：35%）分別為應收自一名主要客戶及五大客戶。

管理層認為，於主要金融機構持有的大部分銀行存款的信貸質素高。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

35. FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables reflect the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

35. 財務風險管理 (續)

(b) 流動資金風險

本集團旗下之個別經營實體負責自行管理其現金，包括進行短期現金盈餘投資及籌借貸款以應付預期現金需求，惟倘借款超過預先釐定之若干授權水平時，須取得母公司董事會之批准。本集團的政策為定期監控其流動資金需求及其借貸契約的合規情況，確保其維持充裕現金儲備及取得主要金融機構足夠承諾信貸融資，以應付長短期流動資金需求。

下表詳列本集團的非衍生金融負債的餘下合約到期情況。此表反映出根據本集團可被要求還款的最早日期而得出的金融負債的未貼現現金流量。下表包括利息與本金的現金流。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

35. FINANCIAL RISK MANAGEMENT (CONTINUED)

35. 財務風險管理(續)

(b) Liquidity risk (continued)

(b) 流動資金風險(續)

		Carrying amount	Total contractual undiscounted cash flow	Within 1 year or repayable on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years
	賬面值	RMB'000	未貼現合約現金流量總額	一年內或按 要求償還	超過一年但少於兩年	超過兩年但少於五年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 31 December 2016	於二零一六年十二月三十一日					
Trade payables	貿易應付款項	1,712	1,712	1,712	-	-
Other payables	其他應付款項	10,160	10,160	10,160	-	-
		11,872	11,872	11,872	-	-
		Carrying amount	Total contractual undiscounted cash flow	Within 1 year or repayable on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years
	賬面值	RMB'000	未貼現合約現金流量總額	一年內或按 要求償還	超過一年但少於兩年	超過兩年但少於五年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 31 December 2015	於二零一五年十二月三十一日					
Trade payables	貿易應付款項	3,122	3,122	3,122	-	-
Other payables	其他應付款項	12,670	12,812	12,172	640	-
		15,792	15,934	15,294	640	-

(c) Interest rate risk

(c) 利率風險

As the Group has no significant interest-bearing assets and liabilities, the Group's income and operating cash flows are substantially independent of changes in market interest rate.

由於本集團並無重大計息資產及負債，本集團大部分收入及經營現金流量獨立於市場利率的變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

35. FINANCIAL RISK MANAGEMENT (CONTINUED)

(d) Currency risk

The Group is exposed to currency risk on certain of its financial instruments which are denominated in a currency other than the functional currency of the operations to which they relate. The currencies giving rise to this risk is primarily HK\$.

Cash and cash equivalents	現金及現金等價物
Accruals	應計費用

The following table indicates the approximate change in the Group's profit for the year and retained earnings in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of reporting period. A positive number below indicates an increase in profit and retained earnings where the RMB weakens against the relevant currency. For a strengthening of the RMB against the relevant currency, there would be an equal and opposite impact on the profit and retained earnings, and the balances below would be negative.

As at 31 December 2016 於二零一六年十二月三十一日		As at 31 December 2015 於二零一五年十二月三十一日	
Increase in foreign exchange rate	Effect on profit for the year and retained earnings	Increase in foreign exchange rate	Effect on profit for the year and retained earnings
外匯匯率增加	對年內溢利及 保留盈利的影響	外匯匯率增加	對年內溢利及 保留盈利的影響
	RMB'000 人民幣千元		RMB'000 人民幣千元
HK\$	港元	5%	1,301

35. 財務風險管理 (續)

(d) 貨幣風險

本集團面臨的貨幣風險來自其若干金融工具，採用與營運有關之功能貨幣以外之貨幣計值。產生此風險的貨幣主要為港元。

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cash and cash equivalents	32,417	100,221
Accruals	(2,819)	(2,930)
	29,598	97,291

下表列出本集團年內溢利及保留盈利因本集團在報告期末面對重大的合理的外匯匯率的可能變化而產生的概約變動。下表正數顯示倘若人民幣兌有關貨幣貶值，溢利及保留盈利增加。倘若人民幣兌有關貨幣升值，對溢利及保留盈利將有相反的等值影響，而下表之結餘將為負數。

As at 31 December 2016 於二零一六年十二月三十一日		As at 31 December 2015 於二零一五年十二月三十一日	
Increase in foreign exchange rate	Effect on profit for the year and retained earnings	Increase in foreign exchange rate	Effect on profit for the year and retained earnings
外匯匯率增加	對年內溢利及 保留盈利的影響	外匯匯率增加	對年內溢利及 保留盈利的影響
	RMB'000 人民幣千元		RMB'000 人民幣千元
5%	1,301	5%	4,067

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

35. FINANCIAL RISK MANAGEMENT (CONTINUED)

(d) Currency risk (continued)

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of the reporting period and had been applied to each of the group entities; exposure to currency risk for both derivative and non-derivative financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant.

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual reporting date. Results of the analysis as presented in the above table represent an aggregation of the effects on each of the group entities' profit for the year and equity measured in the respective functional currencies, translated into RMB at the exchange rate ruling at the end of reporting period for presentation purposes.

36. CAPITAL MANAGEMENT

The Group's objective of managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debts.

The capital structure of the Group consists of equity attributable to owners of the Company of RMB128,937,000 only, comprising share capital and reserves.

37. EVENT AFTER THE REPORTING PERIOD

On 18 January 2017, the Company had fulfilled and completed the conditions of the placing. 200,000,000 new shares of the Company have been placed to not less than six placees at the placing price according to placing agreement. Each of the placees and its ultimate beneficial owners (where applicable) is an independent third party and none of the placees has become a substantial shareholder after the completion.

35. 財務風險管理 (續)

(d) 貨幣風險 (續)

敏感性分析乃假設於報告期末匯率變動之變化已發生，並已套用於本集團各實體。同時假設衍生及非衍生金融工具之貨幣風險於該日期已存在，亦假設所有其他變數如利率維持不變。

所述變動指管理層對直至下年度申報日期止期間匯率有可能出現合理變動之評估。上表所列示分析之結果指對集團旗下各實體按各種功能貨幣計算並按報告期末之匯率換算為人民幣以供呈列之用的年內溢利及權益之影響總計。

36. 資本管理

本集團之資本管理目標乃保障本集團的持續營運，以為股東提供回報及為其他利益相關者提供利益，維持最佳資本結構以減少資金成本。

為保持或調整資本架構，本集團或會調整派付股東的股息金額、股東資本回報、發行新股或出售資產以減少債務。

本集團資本架構僅包括本公司擁有人應佔權益人民幣128,937,000元(包括股本及儲備)。

37. 報告期後事項

於二零一七年一月十八日，本公司滿足及完成配售的條件，根據配售協議按配售價配售200,000,000股本公司新股份予不少於六名承配人。承配人及其最終實益擁有人(倘適用)為獨立第三方，並於完成交易後，概無承配人成為主要股東(定義見創業板上市規則)。

Financial Summary

財務概要

for the year ended 31 December 2016
截至二零一六年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度			
		2013 二零一三年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
RESULTS	業績				
Turnover	營業額	48,479	56,144	72,596	78,435
Profit/(loss) before income tax	除所得稅前溢利／ (虧損)	2,804	9,205	4,101	(22,378)
Income tax (expense)/credit	所得稅(開支)／抵免	(832)	(2,712)	(3,784)	4,669
Profit/(loss) for the year	年內溢利／(虧損)	1,972	6,493	317	(17,709)
Attributable to:	應佔：				
Owners of the Company	本公司擁有人	1,972	6,493	528	(16,138)
Non-controlling interests	非控股權益	-	-	(211)	(1,571)
		1,972	6,493	317	(17,709)

		As at 31 December 於十二月三十一日			
		2013 二零一三年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS	資產、負債及 非控股權益				
Total assets	資產總值	34,284	42,517	150,413	168,187
Total liabilities	負債總額	(19,230)	(19,034)	(22,452)	(29,568)
Net assets	資產淨值	15,054	23,483	127,961	138,619
Non-controlling interests	非控股權益	-	-	(539)	(9,682)
Equity attributable to the owners of the Company	本公司擁有人 應佔權益	15,054	23,483	127,422	128,937

The summary of the consolidated results of the Group for the two years ended 31 December 2013 and 2014 and the consolidated assets, liabilities and non-controlling interests of the Group as at 31 December 2013 and 2014 have been extracted from the Prospectus. Such summary is presented on the basis as set out in the Prospectus.

The financial information for the year ended 31 December 2012 was not disclosed as consolidated financial statements for the Group have not been prepared.

本集團截至二零一三年及二零一四年十二月三十一日止兩個年度之綜合業績及本集團於二零一三年及二零一四年十二月三十一日之綜合資產、負債及非控股權益概要乃摘錄自招股章程。有關概要按招股章程載列之基準呈列。

由於本集團並無就截至二零一二年十二月三十一日止年度編製綜合財務報表，故該年度的財務資料未作披露。

The logo consists of three concentric circles in blue, yellow, and red, with a white center.

中國創意
Creative China