

# 中國新華電視控股有限公司 CNC HOLDINGS LIMITED

(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: 8356

The logo graphic consists of a stylized yellow and orange 'C' shape on the left, and three yellow and orange curved lines on the right, all set against a background of a glowing blue globe with a grid pattern.

# CNC

## 2017/18

**FIRST QUARTERLY REPORT**

**第一季度報告**

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

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*This report, for which the directors (the “Directors”) of CNC Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. 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」）之特色

創業板乃為較於聯交所上市之其他公司帶有更高投資風險之公司提供上市之市場。有意投資者應瞭解投資於該等公司之潛在風險，並應經過審慎周詳考慮後方作出投資決定。創業板指較高風險及其他特色表示創業板較適合專業及其他經驗豐富之投資者。

基於創業板上市公司之新興性質，在創業板買賣之證券可能會承受較於聯交所主板買賣之證券為高之市場波動風險，亦無法保證在創業板買賣之證券會有高流通量之市場。

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本報告載有根據聯交所創業板證券上市規則（「創業板上市規則」）而提供有關中國新華電視控股有限公司（「本公司」）之資料，本公司各董事（「董事」）願就本報告共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所知及所信，本報告所載資料在所有重大方面均屬準確、完整及並無誤導或欺詐成份，且本文或本報告並無遺漏任何其他事項致使當中任何聲明有所誤導。

## HIGHLIGHTS

- The Group's revenue for the three months ended 30 June 2017 decreased by approximately 2.9% to approximately HK\$119.7 million (2016: approximately HK\$123.3 million).
- Loss attributable to the owners of the Company for the three months ended 30 June 2017 decreased by approximately 1.1% to approximately HK\$12.7 million (2016: approximately HK\$12.9 million).
- Basic loss per Share for the three months ended 30 June 2017 was approximately HK0.31 cent (2016: approximately HK0.32 cent).
- The Board does not recommend the payment of any dividend for the three months ended 30 June 2017.

## 摘要

- 本集團截至二零一七年六月三十日止三個月的收益減少約2.9%至約119,700,000港元(二零一六年:約123,300,000港元)。
- 截至二零一七年六月三十日止三個月本公司擁有人應佔虧損減少約1.1%至約12,700,000港元(二零一六年:約12,900,000港元)。
- 截至二零一七年六月三十日止三個月的每月基本虧損約為0.31港仙(二零一六年:約0.32港仙)。
- 董事會不建議就截至二零一七年六月三十日止三個月派發任何股息。

The board of Directors (the "Board") is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the "Group") for the three months ended 30 June 2017, together with the unaudited comparative figures for the corresponding period in 2016, as follows:

董事會（「董事會」）欣然宣佈本公司及其附屬公司（統稱「本集團」）截至二零一七年六月三十日止三個月之未經審核簡明綜合業績連同二零一六年同期之未經審核比較數字如下：

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

For the three months ended 30 June 2017

**簡明綜合損益及其他全面收益表（未經審核）**

截至二零一七年六月三十日止三個月

		<b>Three months ended 30 June</b> 截至六月三十日止三個月	
		<b>2017</b> 二零一七年 <b>HK\$'000</b> 千港元	<b>2016</b> 二零一六年 <b>HK\$'000</b> 千港元
	Notes 附註		
Revenue	3	<b>119,700</b>	123,330
Cost of services		<b>(106,214)</b>	(117,052)
Gross profit		<b>13,486</b>	6,278
Other income	4	<b>7</b>	588
Other gains and losses	5	<b>(152)</b>	1,457
Amortisation expenses		<b>(4,835)</b>	(4,919)
Selling and distribution expenses		<b>-</b>	(243)
Administrative expenses		<b>(14,142)</b>	(6,471)
Changes in fair value of financial assets at fair value through profit or loss		<b>750</b>	(1,385)
Loss from operations	7	<b>(4,886)</b>	(4,695)
Finance costs		<b>(9,967)</b>	(8,959)
Loss before income tax		<b>(14,853)</b>	(13,654)
Income tax	8	<b>2,147</b>	803
Loss for the period		<b>(12,706)</b>	(12,851)
Other comprehensive income/(loss): Items that may be classified subsequently to profit or loss:			
Exchange differences on translating foreign operations		<b>564</b>	(615)
Other comprehensive income/(loss) for the period, net of tax		<b>564</b>	(615)
Total comprehensive loss for the period		<b>(12,142)</b>	(13,466)
Loss for the period attributable to the owners of the Company		<b>(12,706)</b>	(12,851)
Total comprehensive loss for the period attributable to the owners of the Company		<b>(12,142)</b>	(13,466)
Loss per Share attributable to the owners of the Company – Basic and diluted (HK cent)	10	<b>(0.31)</b>	(0.32)

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

## 簡明綜合權益變動表（未經審核）

For the three months ended 30 June 2017 截至二零一七年六月三十日止三個月

		Share capital	Share premium	Capital reserves	Convertible notes equity reserves	Foreign currency translation reserves	Other reserves	Accumulated losses	Total equity
		股本	股份溢價	資本儲備	可換股票據權益儲備	外幣換算儲備	其他儲備	累計虧損	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
As at 1 April 2017	於二零一七年四月一日	4,055	1,238,195	2,758	62,631	(3,074)	9,868	(1,416,168)	(101,735)
Loss for the period	期內虧損	-	-	-	-	-	-	(12,706)	(12,706)
Other comprehensive income for the period:	期內其他全面收益：								
Items that may be classified subsequently to profit or loss:	其後可分類至損益之項目：								
Exchange differences on translating foreign operations	換算境外業務之匯兌差額	-	-	-	-	564	-	-	564
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	564	-	(12,706)	(12,142)
As at 30 June 2017 (unaudited)	於二零一七年六月三十日（未經審核）	<u>4,055</u>	<u>1,238,195</u>	<u>2,758</u>	<u>62,631</u>	<u>(2,510)</u>	<u>9,868</u>	<u>(1,428,874)</u>	<u>(113,877)</u>
As at 1 April 2016	於二零一六年四月一日	4,055	1,238,195	2,758	62,631	(1,235)	9,868	(1,311,641)	4,631
Loss for the period	期內虧損	-	-	-	-	-	-	(12,851)	(12,851)
Other comprehensive loss for the period:	期內其他全面虧損：								
Items that may be classified subsequently to profit or loss:	其後可分類至損益之項目：								
Exchange differences on translating foreign operations	換算境外業務之匯兌差額	-	-	-	-	(615)	-	-	(615)
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	(615)	-	(12,851)	(13,466)
As at 30 June 2016 (unaudited)	於二零一六年六月三十日（未經審核）	<u>4,055</u>	<u>1,238,195</u>	<u>2,758</u>	<u>62,631</u>	<u>(1,850)</u>	<u>9,868</u>	<u>(1,324,492)</u>	<u>(8,835)</u>

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 未經審核簡明綜合財務報表附註

For the three months ended 30 June 2017 截至二零一七年六月三十日止三個月

## 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 15 March 2010 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The registered office and principal place of business of the Company are located at the offices of Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and Suites 2708-2710, 27/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong respectively.

The Company's ordinary shares (the "Share(s)") were listed on GEM of the Stock Exchange on 30 August 2010 by way of placing.

The principal activity of the Company is investment holding. The subsidiaries are engaged in the provision of civil engineering services for the public sector in Hong Kong and television broadcasting business in the Asia-Pacific region (excluding the People's Republic of China (the "PRC")) in return for advertising and related revenue.

## 2. BASIS OF PRESENTATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated first quarterly financial statements for the three months ended 30 June 2017 (the "Quarterly Financial Statements") have been prepared to comply with the disclosure requirements of the GEM Listing Rules.

## 1. 一般資料

本公司於二零一零年三月十五日根據開曼群島公司法第22章(一九六一年第3號法例·經綜合及修訂)於開曼群島註冊成立為獲豁免有限公司。本公司之註冊辦事處及主要營業地點分別為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands及香港灣仔告士打道108號光大中心27樓2708-2710室。

本公司普通股(「股份」)於二零一零年八月三十日以配售方式在聯交所創業板上市。

本公司之主要業務為投資控股·而附屬公司在香港為公營部門提供土木工程服務及於亞太區(不包括中華人民共和國(「中國」))從事電視播放業務·以取得廣告及相關收益。

## 2. 呈列基準及主要會計政策

吾等已編製截至二零一七年六月三十日止三個月之未經審核簡明綜合第一季度財務報表(「季度財務報表」)以遵守創業板上市規則之披露規定。

## 2. BASIS OF PRESENTATION AND PRINCIPAL ACCOUNTING POLICIES (Continued)

The accounting policies and method of the computation used in the preparation of the Quarterly Financial Statements are consistent with those used in the annual report for the year ended 31 March 2017. The Group has adopted new or revised standards, amendments to standards and interpretation of Hong Kong Financial Reporting Standards (“HKFRSs”) which are effective for accounting periods commencing on or after 1 April 2017. The adoption of such new or revised standards, amendments to standards and interpretation does not have material impact on the Quarterly Financial Statements and does not result in substantial changes to the Group’s accounting policies.

The Quarterly Financial Statements have been prepared under the historical cost convention except for certain financial instruments that are measured at fair values at the end of each reporting period and are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

## 3. REVENUE

Revenue recognised during the three months ended 30 June 2017 and 2016 were as follows:

Construction works	建築工程
Advertising income*	廣告收入*

\* Publication income of approximately HK\$8,000 (2016: nil) was included in advertising income during the three months ended 30 June 2017.

## 2. 呈列基準及主要會計政策 (續)

編製季度財務報表所用之會計政策及計算方式與截至二零一七年三月三十一日止年度之年度報告所採納者一致。本集團已採納於二零一七年四月一日或之後開始之會計期間生效之香港財務報告準則（「香港財務報告準則」）之新訂或經修訂準則、準則修訂及詮釋。採納該等新訂或經修訂準則、準則修訂及詮釋不會對季度財務報表造成重大影響，且不會令本集團之會計政策出現重大變動。

季度財務報表乃根據歷史成本慣例編製，惟若干金融工具按各報告期末之公平值計量，並以亦為本公司功能貨幣之港元（「港元」）呈列。

## 3. 收益

截至二零一七年及二零一六年六月三十日止三個月確認之收益如下：

### Three months ended 30 June 截至六月三十日止三個月

2017 二零一七年 (Unaudited) (未經審核) HK\$'000 千港元	2016 二零一六年 (Unaudited) (未經審核) HK\$'000 千港元
118,690	120,206
1,010	3,124
<b>119,700</b>	<b>123,330</b>

\* 截至二零一七年六月三十日止三個月期間之出版收入約8,000港元（二零一六年：零）已計入廣告收入。

#### 4. OTHER INCOME

Other income recognised during the three months ended 30 June 2017 and 2016 were as follows:

Interest income	利息收入
Sundry income	雜項收入

#### 4. 其他收入

截至二零一七年及二零一六年六月三十日止三個月確認之其他收入如下：

##### Three months ended 30 June 截至六月三十日止三個月

2017 二零一七年 (Unaudited) (未經審核) HK\$'000 千港元	2016 二零一六年 (Unaudited) (未經審核) HK\$'000 千港元
7	74
—	514
<u>7</u>	<u>588</u>

#### 5. OTHER GAINS AND LOSSES

Other gains and losses recognised during the three months ended 30 June 2017 and 2016 were as follows:

Exchange (loss)/gain, net	匯兌(虧損)/收益淨額
Net gains on disposals of property, plant and equipment	出售物業、廠房及設備之 收益淨額

#### 5. 其他收益及虧損

截至二零一七年及二零一六年六月三十日止三個月確認之其他收益及虧損如下：

##### Three months ended 30 June 截至六月三十日止三個月

2017 二零一七年 (Unaudited) (未經審核) HK\$'000 千港元	2016 二零一六年 (Unaudited) (未經審核) HK\$'000 千港元
(542)	637
390	820
<u>(152)</u>	<u>1,457</u>



## 6. SEGMENT INFORMATION

The Group's segment information is presented on the basis of internal reports that are regularly reviewed by the executive Directors, being the chief operating decision maker in order to allocate resources to the segments and assess their performance. For each of the Group's reportable segments, the executive Directors reviews internal management reports on a regular basis.

Under the segment structure implemented during the three months ended 30 June 2017, information reported to the executive Directors, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided are:

- (i) Provision of civil engineering services – provision of waterworks engineering services, road works and drainage services and site formation works for public sector in Hong Kong; and
- (ii) Television broadcasting business – the business of broadcasting television programmes on television channels operated by television broadcasting companies in the Asia-Pacific region (excluding the PRC) in return for advertising and related revenue.

Each of these operating segments is managed separately as each of the products and service lines requires different resources as well as marketing approaches.

## 6. 分部資料

本集團之分部資料按由執行董事（即主要運營決策者）定期檢討之內部報告基準予以呈報，以供分配資源至各分部及評估各分部表現。就本集團各可報告分部而言，執行董事定期審閱內部管理報告。

根據於截至二零一七年六月三十日止三個月實施之分部架構，向執行董事（即主要營運決策者）所呈報以供其分配資源及評估分部表現之資料集中於所交付或提供之商品或服務種類為：

- (i) 提供土木工程服務—為香港公營部門提供水務工程服務、道路工程及渠務服務，亦從事地盤平整工程；及
- (ii) 電視播放業務—在位於亞太區（不包括中國）之電視播放公司所經營之電視頻道進行節目播放以取得廣告及相關收益之業務。

由於各個產品及服務類別需要不同的資源以及涉及不同的營運手法，故上述各營運分部被分開管理。

## 6. SEGMENT INFORMATION (Continued)

### Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segment.

For the three months ended 30 June 2017

## 6. 分部資料 (續)

### 分部收益及業績

本集團按可呈報及營運分部劃分的收益及業績分析如下。

截至二零一七年六月三十日止三個月

		Provision of civil engineering services 提供土木 工程服務 (Unaudited) (未經審核) HK\$'000 千港元	Television broadcasting business 電視播放 業務 (Unaudited) (未經審核) HK\$'000 千港元	Others 其他 (Unaudited) (未經審核) HK\$'000 千港元	Total 總計 (Unaudited) (未經審核) HK\$'000 千港元
Revenue from external customers	來自外部客戶之收益	118,690	1,010	-	119,700
Other income and gains	其他收入及收益	407	-	-	407
Reportable segment revenue	可呈報分部收益	119,097	1,010	-	120,107
Reportable segment results	可呈報分部業績	5,365	(6,196)		(831)
Unallocated corporate income	未分配企業收入				758
Unallocated corporate expenses	未分配企業開支				(4,813)
Finance costs	融資成本				(9,967)
Loss before income tax	除所得稅前虧損				(14,853)

## 6. SEGMENT INFORMATION (Continued)

### Segment revenue and results (Continued)

For the three months ended 30 June 2016

		Provision of civil engineering services 提供土木 工程服務 (Unaudited) (未經審核) HK\$'000 千港元	Television broadcasting business 電視播放 業務 (Unaudited) (未經審核) HK\$'000 千港元	Others 其他 (Unaudited) (未經審核) HK\$'000 千港元	Total 總計 (Unaudited) (未經審核) HK\$'000 千港元
Revenue from external customers	來自外部客戶之收益	120,206	3,106	18	123,330
Other income and gains	其他收入及收益	777	-	-	777
Reportable segment revenue	可呈報分部收益	120,983	3,106	18	124,107
Reportable segment results	可呈報分部業績	3,947	(4,279)		(332)
Unallocated corporate income	未分配企業收入				1,286
Unallocated corporate expenses	未分配企業開支				(5,649)
Finance costs	融資成本				(8,959)
Loss before income tax	除所得稅前虧損				(13,654)

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales for the three months ended 30 June 2017 and 2016.

Segment profit/loss represents the profit earned/loss incurred by each segment without allocation of central administration costs, interest income, finance costs, changes in fair value of financial assets at fair value through profit or loss and income tax expense. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance.

## 6. 分部資料 (續)

### 分部收益及業績 (續)

截至二零一六年六月三十日止三個月

上文所呈報的分部收益指來自外部客戶之收益。截至二零一七年及二零一六年六月三十日止三個月概無分部間銷售。

分部溢利／虧損為各分部在未分配中央行政成本、利息收入、融資成本、透過損益按公平值入賬之金融資產公平值變動及所得稅前所賺取的收益／產生的虧損。此乃向主要營運決策者呈報以供其分配資源及評估分部表現之基準。

## 7. LOSS FROM OPERATIONS

Loss from operations is arrived at after charging the following:

## 7. 營運虧損

營運虧損乃經扣除以下各項後計算得出：

### Three months ended 30 June 截至六月三十日止三個月

		<b>2017</b> 二零一七年 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	2016 二零一六年 (Unaudited) (未經審核) <b>HK\$'000</b> 千港元
Amortisation of intangible assets (included in amortisation expenses)	無形資產攤銷 (包括於攤銷開支中)	<b>4,566</b>	4,566
Amortisation of film rights (included in amortisation expenses)	電影版權攤銷 (包括於攤銷開支中)	<b>269</b>	353
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	<b>4,650</b>	4,340

## 8. INCOME TAX

The amount of income tax in the unaudited condensed consolidated statement of profit or loss and other comprehensive income represents:

## 8. 所得稅

未經審核簡明綜合損益及其他全面收益表之所得稅金額如下：

		<b>Three months ended 30 June</b> 截至六月三十日止三個月	
		<b>2017</b> 二零一七年 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	2016 二零一六年 (Unaudited) (未經審核) <b>HK\$'000</b> 千港元
Current tax – Hong Kong profits tax	當期稅項—香港利得稅		
– current period	– 本期間	<b>441</b>	324
– over-provision in prior years	– 過往年度超額撥備	<b>(527)</b>	–
		<b>(86)</b>	324
Current tax – PRC Enterprise Income tax	當期稅項—中國企業所得稅		
– current period	– 本期間	–	395
Deferred tax	遞延稅項		
– current period	– 本期間	<b>(2,061)</b>	(1,522)
Income tax credit	所得稅抵免	<b>(2,147)</b>	(803)

Hong Kong profits tax is calculated at 16.5% (2016: 16.5%) on the estimated assessable profits during the three months ended 30 June 2017 and 2016.

香港利得稅按截至二零一七年及二零一六年六月三十日止三個月期間於香港產生之估計應課稅溢利之16.5% (二零一六年：16.5%) 計算。

## 8. INCOME TAX (Continued)

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (the "BVI"), the Company and its subsidiaries incorporated in the BVI are not subject to any income tax in the Cayman Islands and the BVI respectively.

No provision for PRC Enterprise Income tax has been made as the subsidiary incorporated in the PRC has no assessable profits arising in the PRC during the three months ended 30 June 2017. The provision for PRC Enterprise Income tax was calculated on the estimated assessable profits of the Group's PRC subsidiary at 15% for the three months ended 30 June 2016.

## 9. DIVIDENDS

The Board does not recommend the payment of any dividend for the three months ended 30 June 2017 and 2016.

## 10. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculations of basic loss per Share for the three months ended 30 June 2017 is based on the unaudited consolidated loss of approximately HK\$12,706,000 attributable to the owners of the Company for the three months ended 30 June 2017 (three months ended 30 June 2016: approximately HK\$12,851,000) and the weighted average number of 4,055,349,947 Shares in issue for the three months ended 30 June 2017 (three months ended 30 June 2016: 4,055,349,947 Shares) as if they had been in issue throughout the periods.

## 8. 所得稅 (續)

根據開曼群島及英屬處女群島(「英屬處女群島」)規則及法規,本公司及其於英屬處女群島註冊成立之附屬公司毋須繳納開曼群島及英屬處女群島各自之任何所得稅。

截至二零一七年六月三十日止三個月,由於於中國註冊成立之附屬公司並無於中國產生應課稅溢利,故並無就中國企業所得稅計提撥備。截至二零一六年六月三十日止三個月,中國企業所得稅按於本集團之中國附屬公司之估計應課稅利益以15%計提撥備。

## 9. 股息

董事會不建議派付截至二零一七年及二零一六年六月三十日止三個月之任何股息。

## 10. 本公司擁有人應佔每股虧損

截至二零一七年六月三十日止三個月的每股基本虧損,按截至二零一七年六月三十日止三個月本公司擁有人應佔未經審核綜合虧損約12,706,000港元(截至二零一六年六月三十日止三個月:約12,851,000港元)與截至二零一七年六月三十日止三個月已發行股份加權平均數4,055,349,947股(截至二零一六年六月三十日止三個月:4,055,349,947股)計算,猶如該等股份於整個有關期間均已發行。

## 10. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY (Continued)

Diluted loss per Share for the three months ended 30 June 2017 and 2016 are the same as the basic loss per Share. The computation of diluted loss per Share for the three months ended 30 June 2017 and 2016 does not assume the Company's outstanding convertible notes since the assumed conversion of convertible notes would result in a decrease in loss per share.

## 11. SHARE CAPITAL

### Authorised:

As at 1 April 2017 and 30 June 2017  
(Unaudited)

### Issued and fully paid:

As at 1 April 2017 and 30 June 2017  
(Unaudited)

### 法定：

於二零一七年四月一日及  
二零一七年六月三十日(未經審核)

### 已發行及繳足：

於二零一七年四月一日及  
二零一七年六月三十日(未經審核)

Number of  
Shares  
股份數目

Nominal  
value  
面值  
HK\$'000  
千港元

500,000,000,000

500,000

4,055,349,947

4,055

## 12. COMPARATIVE FINANCIAL INFORMATION

Certain comparative figures have been reclassified to conform with current period's presentation.

## 10. 本公司擁有人應佔每股虧損(續)

截至二零一七年及二零一六年六月三十日止三個月，每股攤薄虧損與每股基本虧損相等。由於假設兌換可換股票據將導致每股虧損減少，因此計算截至二零一七年及二零一六年六月三十日止三個月之每股攤薄虧損並無計及本公司尚未兌換之可換股票據。

## 11. 股本

## 12. 比較財務資料

若干比較數字已重新分類，以符合本期間賬目之編列。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW

The Group is principally engaged in the provision of civil engineering services for the public sector in Hong Kong and television broadcasting business in the Asia-Pacific region (excluding the PRC) in return for advertising and related revenue. During the three months ended 30 June 2017 (the "Period"), the Group continued to focus on rendering civil engineering services for the public sector in Hong Kong and develop its television broadcasting business.

#### Provision of civil engineering services

During the Period, the Group has been undertaking three main contracts and eight subcontracts. Among the eleven contracts, four are related to provision of waterworks engineering services and the remaining contracts are related to provision of drainage services and site formation. Details of the contracts undertaken are set out below:

### 業務回顧

本集團主要為香港公營部門提供土木工程服務及於亞太區（不包括中國）進行電視播放業務以取得廣告及相關收益。截至二零一七年六月三十日止三個月（「本期間」），本集團繼續專注於在香港為公營部門提供土木工程服務，並開展其電視播放業務。

#### 提供土木工程服務

於本期間內，本集團一直進行三項主合約及八項分包合約。於該十一項合約中，其中四項與提供水務工程服務有關，其餘合約則與提供渠務服務及地盤平整有關。所承接合約之詳情載列如下：

	<b>Contract number</b> 合約編號	<b>Particulars of contract</b> 合約詳情
Main contracts 主合約	8/WSD/11	Construction of Pak Shek Kok Fresh Water Service Reservoir Extension
	8/WSD/11	白石角食水配水庫的擴建
	3/WSD/13	Mainlying near She Shan Tsuen, Tai Po
	3/WSD/13	大埔區山村附近管敷設
	DC/2013/09	Advance Works for Shek Wu Hui Sewage Treatment Works – Further Expansion Phase 1A and Sewerage Works at Ping Che Road
	DC/2013/09	石湖墟污水處理廠前期工程—進一步擴建第1A期及坪輦路的污水渠工程



	<b>Contract number</b> 合約編號	<b>Particulars of contract</b> 合約詳情
Subcontracts 分包合約	8/WSD/10	Replacement and rehabilitation of water mains, stage 4 phase 1 – mains in Tuen Mun, Yuen Long, North District and Tai Po
	8/WSD/10	更換及修復水管工程第4階段第1期－屯門、元朗、北區及大埔水管工程
	DC/2012/04	Sewerage in Kau Lung Hang San Wai, Kau Lung Hang Lo Wai and Tai Hang
	DC/2012/04	九龍坑新圍、九龍坑老圍及泰亨污水收集系統
	DC/2012/07	Lam Tsuen Valley Sewerage – village sewerage, stage 2, phase 1
	DC/2012/07	林村谷污水收集系統－第2階段第1期
	DC/2012/08	Lam Tsuen Valley Sewerage – village sewerage, stage 2, phase 2
	DC/2012/08	林村谷污水收集系統－第2階段第2期
	5/WSD/13	Replacement and rehabilitation of water mains, stage 4 phase 1 and stage 4 phase 2 – mains in northern and eastern New Territories
	5/WSD/13	更換及修復水管工程第4階段第1期及第4階段第2期－新界北部及東部水管工程
	CV/2015/03	Site Formation and Infrastructural Works near Tong Hang Road and Tsz Tin Road in Area 54, Tuen Mun
	CV/2015/03	鄰近屯門54區塘亨路及紫田路的地盤平整及基礎設施工程
	810B	West Kowloon Terminus Station South, Contract 810B
	810B	西九龍總站(南)·合約810B
Q044763	Elevated Road along Lohas Park Road and the pedestrian footbridge FB1	
Q044763	沿康城路邊之高架路及行人天橋FB1	

During the Period, the revenue derived from provision of civil engineering services constituted approximately 99.2% of the Group's total revenue.

於本期間內，提供土木工程服務產生之收益佔本集團總收益約99.2%。

## Television broadcasting business

Except for the broadcasting of television programmes in China Xinhua News Network Channel and China Xinhua News Network World Channel (collectively the “CNC Channels”) in different locations in Asia-Pacific region (excluding the PRC), the Group has produced the documentary feature programmes which catered the taste and preference of the audiences. During the Period, the Group has produced a documentary feature programme “Decoding Hong Kong” 《解讀香港》 to explore and look forward to the 20th anniversary of the transfer of sovereignty over Hong Kong to the PRC. Its contents include the interview with over sixty individuals from different sectors of the community in Hong Kong so as to explore the mentality changes of Hong Kong citizens in an objective and thorough manner, to analyse the current problems and challenges in depth and illustrates how the “one country, two systems” and “Hong Kong people administering Hong Kong” with a high degree of autonomy work and play to its unique strengths. “Decoding Hong Kong” 《解讀香港》 demonstrates to the audiences a new aspect of Hong Kong through a unique perspective. In order to increase the coverage of the programmes produced by the Group in different platforms and to maximize the synergistic effect and tailor-made to different taste of different readers, “Decoding Hong Kong” 《解讀香港》 has been broadcasted in other new media platforms including internet TV and YouTube with good responses from the audience.

Looking forward, the Group will firmly adhere to the operating strategy of controlling costs so as to exert timely adjustment to its strategy in response to the market changes. In order to strive for steady improvement in business performance, the Group will focus on maintaining stable revenue of current existing businesses and developing potential investments in other business modules to increase the competitiveness of the Group.

## 電視播放業務

除於亞太區（不包括中國）之不同地區播放中國新華電視中文台及中國新華電視英語台（統稱「CNC頻道」）的電視節目外，本集團已製作迎合觀眾品味及偏好之紀錄片。於本期間內，本集團已製作紀錄片《解讀香港》，探討並展望回歸中國二十週年之際的香港。其專訪包括六十餘位香港各界人士，以客觀的態度，深入探查當下香港人的心態變遷，深度剖析香港現時所面臨的困惑和挑戰，將如何在「一國兩制」、「港人治港」、高度自治下，繼續發揮其獨特優勢。《解讀香港》將透過獨特視角，為觀眾呈現一個人們未曾見過的香港。為擴大本集團製作之節目於不同平台之覆蓋面及將協同效應最大化以及滿足各讀者之不同品味需求，《解讀香港》亦於網路電視、YouTube等其他新媒體平台播放，並得到觀眾好評。

展望未來，本集團將毫不動搖地堅持控制成本之經營策略，並及時調整其策略以應對市場變化。為達致業務表現之穩步提升，本集團將著重維持目前現有業務之穩定收益，並開發其他業務模塊之潛在投資，以提升本集團競爭力。

## FINANCIAL REVIEW

### Revenue

For the Period, the Group reported a revenue of approximately HK\$119.7 million (2016: approximately HK\$123.3 million), representing a decrease of approximately 2.9% as compared with that for the same period of the previous year. The revenue derived from provision of civil engineering services and television broadcasting business constituted approximately 99.2% and 0.8% of the Group's total revenue respectively. The decrease in revenue was mainly due to decrease in work orders from certain civil engineering projects which were nearly completed or were reaching the maintenance stage for the Period. The Group derived aggregate advertising revenue of approximately HK\$1.0 million (2016: approximately HK\$3.1 million) from television broadcasting business.

During the Period, the revenue of the Group was primarily generated from the undertaking of civil engineering contracts in the capacity of a subcontractor. The subcontracting revenue amounted to approximately HK\$65.3 million (2016: approximately HK\$84.7 million), representing approximately 54.7% of the total revenue for the Period (2016: approximately 68.7%). On the other hand, the revenue generated from the undertaking of civil engineering contracts in the capacity of a main contractor and jointly controlled operator amounted to approximately HK\$53.4 million (2016: approximately HK\$35.5 million), representing approximately 44.5% (2016: approximately 28.8%) of the total revenue for the Period.

## 財務回顧

### 收益

於本期間，本集團錄得收益約119,700,000港元（二零一六年：約123,300,000港元），較去年同期減少約2.9%。提供土木工程服務及電視播放業務產生之收益分別佔本集團總收益約99.2%及0.8%。收益減少主要由於本期間若干接近完成或達維修階段之土木工程項目之工程減少所致。本集團自電視播放業務產生廣告收益總額約1,000,000港元（二零一六年：約3,100,000港元）。

於本期間內，本集團收益主要來自以分包商身份承接之土木工程合約。分包收益為約65,300,000港元（二零一六年：約84,700,000港元），佔本期間總收益約54.7%（二零一六年：約68.7%）。另一方面，以主承建商及共同控制營運商身份承接土木工程合約獲得約53,400,000港元（二零一六年：約35,500,000港元）之收益，佔本期間總收益約44.5%（二零一六年：約28.8%）。

## Cost of services

The Group's cost of services decreased by approximately 9.3% to approximately HK\$106.2 million for the Period (2016: approximately HK\$117.1 million) as compared with that for the same period of the previous year. The Group's cost of services mainly includes costs of construction services, costs of television broadcasting business and other direct operating costs. Costs of construction services mainly comprise raw materials, direct labour and subcontracting fee for services provided by the subcontractors. Costs of television broadcasting business mainly comprise transmission costs, broadcasting fee and other direct costs attributable to television broadcasting business. Transmission costs comprise satellite transmission fee and carriage fee payable to satellite operators while broadcasting fee comprises annual fee payable to media broadcasting providers and China Xinhua News Network Co., Limited ("China Xinhua NNC"). Other direct operating costs mainly comprise depreciation charges of LED display screens.

## Gross profit

The gross profit for the Group for the Period increased by approximately 114.8% to approximately HK\$13.5 million (2016: approximately HK\$6.3 million) as compared with that for the same period of the previous year. The gross profit margin of the Group increased to approximately 11.3% (2016: approximately 5.1%) for the Period. The increase in gross profit was mainly due to the certain construction projects which had commanded better gross profit during the Period through cost control measures.

## Other income

The Group's other income for the Period decreased by approximately 98.8% to approximately HK\$7,000 (2016: approximately HK\$0.6 million) as compared with that for the same period of the previous year. The decrease in other income was mainly due to the written back of certain retention payables of provision of civil engineering services business during the three months ended 30 June 2016.

## 服務成本

本集團於本期間之服務成本為約106,200,000港元(二零一六年:約117,100,000港元),較去年同期減少約9.3%。本集團之服務成本主要包括建築服務成本、電視播放業務成本及其他直接經營成本。建築服務成本主要包括原材料、直接勞工及分包商提供服務之分包費用。電視播放業務成本主要包括傳送成本、播放費用及電視播放業務應佔其他直接成本。傳送成本包括衛星傳送費用及應付衛星營運商之傳輸費用,而播放費用則包括應付予媒體播放供應商及中國新華新聞電視網有限公司(「中國新華新聞電視網」)之年費。其他直接經營成本主要包括LED顯示屏之折舊費用。

## 毛利

本集團於本期間的毛利約13,500,000港元(二零一六年:約6,300,000港元),較去年同期增加約114.8%。本集團於本期間之毛利率增至約11.3%(二零一六年:約5.1%)。毛利增加乃主要由於若干工程項目於本期間透過採取成本控制措施達致較高毛利所致。

## 其他收入

本集團於本期間的其他收入為約7,000港元(二零一六年:約600,000港元),較去年同期減少約98.8%。其他收入減少主要由於截至二零一六年六月三十日止三個月提供土木工程服務業務之若干應付保留金撥回所致。

## Other gains and losses

The Group's other gains and losses for the Period amounted to approximately HK\$0.2 million in deficit (2016: approximately HK\$1.5 million in surplus). Other gains and losses mainly consisted of net gains on disposal of property, plant and equipment and net exchange loss for the Period.

## Amortisation expenses

The Group's amortisation expenses for the Period decreased by approximately 1.7% to approximately HK\$4.8 million (2016: approximately HK\$4.9 million) as compared with that for the same period of the previous year. The amortisation expenses mainly consisted of amortisation of television broadcasting right and film rights for the television broadcasting business.

## Selling and distribution expenses

The Group's selling and distribution expenses amounted to approximately HK\$243,000 for the three months ended 30 June 2016. The selling and distribution expenses mainly consisted of advertising expenses for the television broadcasting business.

## Administrative expenses

The Group's administrative expenses for the Period increased by approximately 118.5% to approximately HK\$14.1 million (2016: approximately HK\$6.5 million) as compared with that for the same period of the previous year. The administrative expenses mainly consisted of legal and professional fees, staff costs (including Directors' remuneration), depreciation expenses and rental expenses. The increase in administrative expenses was mainly due to the delay of payment of last financial year end bonus in respect of provision of civil engineering services business during the period.

## 其他收益及虧損

本集團於本期間之其他收益及虧損為約200,000港元之虧損(二零一六年:約1,500,000港元之盈餘)。本期間其他收益及虧損主要包括出售物業、廠房及設備之收益淨額及匯兌虧損淨額。

## 攤銷開支

本集團於本期間之攤銷開支為約4,800,000港元(二零一六年:約4,900,000港元),較去年同期減少約1.7%。攤銷開支主要包括電視播放業務之電視播放權及電影版權之攤銷。

## 銷售及分銷開支

本集團截至二零一六年六月三十日止三個月的銷售及分銷開支為約243,000港元。銷售及分銷開支主要包括電視播放業務之廣告開支。

## 行政開支

本集團於本期間的行政開支為約14,100,000港元(二零一六年:約6,500,000港元),較去年同期增加約118.5%。行政開支主要包括法律和專業費用、員工成本(包括董事薪酬)、折舊開支以及租金開支。行政開支增加乃主要由於於期內就提供土木工程服務業務延遲支付上個財政年度末期花紅所致。

## Finance costs

The Group's finance costs for the Period increased by approximately 11.3% to approximately HK\$10.0 million (2016: approximately HK\$9.0 million) as compared with that for the same period of the previous year. The finance costs mainly consisted of interest expenses for the promissory note and convertible notes.

## Net Loss

The net loss attributable to the owners of the Company for the Period decreased by approximately 1.1% to approximately HK\$12.7 million (2016: approximately HK\$12.9 million) as compared with that for the same period of the previous year.

## Loss per Share

The basic loss per Share was approximately HK0.31 cent (2016: approximately HK0.32 cent).

## PROSPECTS

Looking ahead, the Group anticipates the coming year is still a challenging year. Despite intense market competition, the Group remains optimistic about its future growth. During the Period, the Group's provision of civil engineering services business remains the major revenue contributor to Group while the Group continues to devote efforts to further develop its television broadcasting business. The Group will continue to review the business strategies of the Group from time to time so as to diversify its source of income. To cope with the challenges faced, the Group will put effective cost control as first priority in its strategies and enhance the operating efficiency of both business segments and streamline the current business operation.

## 融資成本

本集團於本期間的融資成本為約10,000,000港元(二零一六年:約9,000,000港元),較去年同期增加約11.3%。融資成本主要包括承兌票據及可換股票據之利息開支。

## 淨虧損

本期間本公司擁有人應佔淨虧損為約12,700,000港元(二零一六年:約12,900,000港元),較去年同期減少約1.1%。

## 每股虧損

每股基本虧損為約0.31港仙(二零一六年:約0.32港仙)。

## 前景

展望未來,本集團預期來年仍是充滿挑戰的一年。儘管市場競爭激烈,惟本集團對其未來增長持樂觀態度。於本期間內,本集團之提供土木工程服務業務仍為本集團之主要收益來源,同時,本集團繼續加大力度進一步發展其電視播放業務。本集團將繼續不時檢討本集團之業務策略,以多元化其收入來源。為應對所面臨的挑戰,本集團將把有效成本控制作為其策略之重中之重,並提升業務分部的經營效益及精簡現時業務營運。

## Provision of civil engineering services

The long term prospect of the construction industry remains positive. However, the Group is still facing both opportunities and challenges in the market and current business climate in Hong Kong. Construction costs continued to rise due to increasing stringent regulatory controls and rising construction materials and operating costs. The fierce competitions coupled with the under-performance of certain civil engineering projects impacted the profitability of the Group.

Looking forward, the Group considers that the future opportunities and challenges which the Group faces will be affected by the development of the market in Hong Kong as well as factors affecting the labour costs and material costs. The Group is confident that through the continuous effort in cost savings and efficiency improvements, the Group would successfully mitigate the impact of those challenges. Given the experience and track record in this business sector, the Group will pursue more opportunities by continuously tendering more profitable contracts to maintain financial stability of the Group.

## Television broadcasting business

With rapid growth of the new media, such as internet and mobile web, this development has posed serious challenges to the traditional television business. Despite of the deteriorating market development, the Group is well-positioned to compete against its competitors by leveraging on brand name of Xinhua News Agency as well as the built-up of market influence of the Group. The Group has well differentiated itself from other competitors in the industry. By responding to the market trend and forming strategic cooperation, co-development and sharing of resources with other media service providers at different platforms, the Group believed that it can reduce the operating costs and the risk associated in this business segment. The Group is prudently optimistic to the outlook of this business segment and is confident that the Group will grasp and explore every business opportunities available to build up its own distinctive strength by capitalizing on different business opportunities.

## 提供土木工程服務

建築行業之前景長期保持樂觀。然而，本集團於香港市場及現時商業環境仍面臨機遇與挑戰。日益嚴格之監管控制以及建築材料及經營成本增加導致建築成本持續上升。激烈競爭加上若干土木工程項目表現不佳，影響本集團之盈利能力。

展望未來，本集團認為本集團未來所面臨之機遇與挑戰將會受到香港市場發展及影響勞工成本及材料成本的因素所影響。本集團充滿信心透過持續著手節省成本及改進效益，本集團將可成功將該等挑戰之影響減至最低。鑑於此業務領域之經驗及往績記錄，本集團將透過繼續投標更多有利可圖之合約而物色更多機遇以維持本集團之財務穩定。

## 電視播放業務

隨著互聯網及移動網絡等新媒體的快速增長，此發展給傳統電視業務帶來嚴峻挑戰。儘管市場發展每況愈下，憑藉新華社之品牌名稱以及本集團所建立的市場影響力，本集團處於有利地位可取得比競爭對手較好之優勢。本集團已從業內其他競爭對手中脫穎而出。透過對市場趨勢作出回應及與其他不同平台之媒體服務供應商形成策略合作、共同開發及共享資源，本集團認為該舉措可降低經營成本及與此業務分部相關之風險。本集團對此業務分部之前景持審慎樂觀之態度，並深信本集團將抓住及探索各種商機，力求透過資本化各商機建立其本身獨有之優勢。

The Group will continue to consider any measurements in all aspects of the business operation to enhance the profitability and competitiveness of the Group and continue to develop the diversified business and make better use or consider any available resources of the Group. The Group will take a cautious and conservative approach in the evaluation and timing of potential projects or investments, including constantly keep reviewing the Group's strategies and operations with a view to improve its business performance and enhance value to shareholders of the Company.

## **DIVIDENDS**

The Board does not recommend the payment of any dividend for the three months ended 30 June 2017.

## **SHARE OPTION SCHEME**

A share option scheme was adopted and approved by the shareholders of the Company on 11 August 2010. No share options have been granted pursuant to the share option scheme during the Period.

本集團將繼續考慮於所有業務營運方面之任何措施以提升本集團之盈利能力及競爭力，並繼續發展多元化業務，及更好地利用或考慮本集團可獲得之任何資源。本集團在評估潛在項目或投資及選擇時機時將採取審慎保守態度，包括持續檢討本集團之策略及營運，務求改善其業務表現及提升本公司股東價值。

## **股息**

截至二零一七年六月三十日止三個月，董事會不建議派付任何股息。

## **購股權計劃**

本公司股東已於二零一零年八月十一日採納及批准購股權計劃。於本期間內，並無根據購股權計劃授出購股權。



## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2017, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO")) which have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO); or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

### Long position in the Shares:

Name	Capacity/Nature of interest	Number of Shares held	Percentage of aggregate interests to total issued share capital 總權益佔全部已發行股本的百分比
姓名	身份／權益性質	所持股份數目	
Mr. Kan Kwok Cheung ("Mr. Kan") (Note a) 簡國祥先生(「簡先生」) (附註a)	Interest in controlled corporation 於受控制法團權益	69,000,000	1.70%
Mr. Chia Kar Hin, Eric John ("Mr. Chia") 謝嘉軒先生(「謝先生」)	Beneficial owner 實益擁有人	14,600,000	0.36%

Notes:

- (a) Mr. Kan is the sole beneficial owner of Shunleetat (BVI) Limited, which was interested in 69,000,000 Shares. Under the SFO, Mr. Kan is deemed to be interested in all the Shares held by Shunleetat (BVI) Limited.

## 董事及主要行政人員於本公司及其相聯法團的股份、相關股份或債權證的權益及淡倉

於二零一七年六月三十日，董事及本公司主要行政人員於本公司或其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的有關條文彼等被當作或視作擁有的權益及淡倉）；或根據證券及期貨條例第352條須記錄於該條所述登記冊的權益及淡倉；或根據創業板上市規則第5.46條所述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：

### 於股份之好倉：

Name	Capacity/Nature of interest	Number of Shares held	Percentage of aggregate interests to total issued share capital 總權益佔全部已發行股本的百分比
姓名	身份／權益性質	所持股份數目	
Mr. Kan Kwok Cheung ("Mr. Kan") (Note a) 簡國祥先生(「簡先生」) (附註a)	Interest in controlled corporation 於受控制法團權益	69,000,000	1.70%
Mr. Chia Kar Hin, Eric John ("Mr. Chia") 謝嘉軒先生(「謝先生」)	Beneficial owner 實益擁有人	14,600,000	0.36%

附註：

- (a) 簡先生為Shunleetat (BVI) Limited的唯一實益擁有人，而Shunleetat (BVI) Limited擁有69,000,000股股份的權益。根據證券及期貨條例，簡先生被視為擁有Shunleetat (BVI) Limited所持全部股份的權益。

**DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS** *(Continued)*

Saved as disclosed above, as at 30 June 2017, none of the Directors and chief executive of the Company had any other interests or short positions in any Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules.

**董事及主要行政人員於本公司及其相聯法團的股份、相關股份或債權證的權益及淡倉** (續)

除上文所披露者外，於二零一七年六月三十日，概無董事及本公司主要行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的任何股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所的任何其他權益或淡倉（包括根據證券及期貨條例的有關條文彼等被當作或視作擁有的權益或淡倉）；或根據證券及期貨條例第352條須記錄於該條所述登記冊的權益或淡倉；或根據創業板上市規則第5.46條所述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。

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

So far as was known to the Directors, as at 30 June 2017, the following persons/entities (other than the Directors or chief executive of the Company) had, or are deemed to have, interests or short positions in the Shares, underlying Shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group or who/which were recorded in the register required to be kept by the Company under Section 336 of the SFO with details as follows:

## 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

就董事所知，於二零一七年六月三十日，下列人士／實體（董事或本公司主要行政人員除外）擁有或被視作擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露的本公司股份、相關股份或債權證的權益或淡倉，或直接或間接擁有可於任何情況下在本集團任何成員公司的股東大會上投票的任何類別股本面值5%或以上的權益或淡倉，或擁有記錄於本公司根據證券及期貨條例第336條所存置之登記冊之權益或淡倉，詳情如下：

### Long position in the Shares:

### 於股份之好倉：

Name	Number of Shares held		Number of underlying Shares under convertible notes (Note a)		Total interests	Percentage of aggregate interests to total issued share capital
	Beneficial owner	Interest in controlled corporation	Beneficial owner	Interest in controlled corporation		
姓名	實益擁有人	於受控制法團之權益	實益擁有人	於受控制法團之權益	總權益	總權益佔全部已發行股本之百分比
China Xinhua NNC	1,188,621,377 (Note b)	-	1,311,378,623 (Note b)	-	2,500,000,000	61.65%
中國新華新聞電視網	1,188,621,377 (附註b)	-	1,311,378,623 (附註b)	-	2,500,000,000	61.65%
中國新華新聞電視網有限公司 ("CNC China")	-	1,188,621,377 (Note b)	-	1,311,378,623 (Note b)	2,500,000,000	61.65%
中國新華新聞電視網有限公司 ([中國新華新聞電視網(中國)])	-	1,188,621,377 (附註b)	-	1,311,378,623 (附註b)	2,500,000,000	61.65%

## SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (Continued)

### Notes:

- (a) Details of the convertible notes were set out in the circulars of the Company dated 19 November 2011 and 6 January 2015.
- (b) China Xinhua NNC is wholly and beneficially owned by CNC China. Accordingly, CNC China is deemed to be interested in the 1,188,621,377 Shares and 1,311,378,623 underlying Shares held by China Xinhua NNC under the SFO.

Saved as disclosed above, as at 30 June 2017, the Directors were not aware of any other person/entity (other than the Directors or chief executive as disclosed in the paragraph headed "Directors' and chief executive's interests and short positions in the Shares, underlying Shares or debentures of the Company and its associated corporations" above) who/which had, or is deemed to have, interests or short positions in the Shares, underlying Shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who/which were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group or who/which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this report, none of the Directors and their respective associates including spouses and children under 18 years of age was granted by the Company or its subsidiaries any right to acquire Shares or debentures of the Company or any other body corporate, or had exercised any such right during the Period.

## 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 (續)

### 附註:

- (a) 可換股票據的詳情載於本公司日期為二零一一年十一月十九日及二零一五年一月六日的通函內。
- (b) 中國新華新聞電視網由中國新華新聞電視網(中國)全資及實益擁有。因此,根據證券及期貨條例,中國新華新聞電視網(中國)被視為擁有中國新華新聞電視網所持有的1,188,621,377股股份及1,311,378,623股相關股份的權益。

除上文所披露者外,於二零一七年六月三十日,就董事所知,概無任何其他人士/實體(並非上文「董事及主要行政人員於本公司及其相聯法團的股份、相關股份或債權證的權益及淡倉」一段所披露之董事或主要行政人員)擁有或被視為擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露的本公司股份、相關股份或債權證的權益或淡倉,或直接或間接擁有可於任何情況下在本集團任何成員公司的股東大會上投票的任何類別股本面值5%或以上的權益或淡倉,或擁有記錄於本公司根據證券及期貨條例第336條所存置之登記冊之權益或淡倉。

## 董事購買股份或債權證的權利

除本報告所披露者外,於本期間內,概無董事及彼等各自的聯繫人(包括配偶及未滿18歲之子女)獲本公司或其附屬公司授出任何權利以購買本公司或任何其他法人團體的股份或債權證,亦無行使任何有關權利。

## PURCHASE, SALE OR REDEMPTION OF THE SHARES

During the Period, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Shares.

## CONNECTED TRANSACTIONS

During the Period, the Group entered into following continuing connected transactions:

### Television Broadcasting Right Agreement

On 5 September 2011, Xinhua TV Asia-Pacific Operating Co., Limited (“Xinhua TV Asia-Pacific”) entered into a television broadcasting right agreement (the “Television Broadcasting Right Agreement”) with China Xinhua NNC, pursuant to which China Xinhua NNC granted the television broadcasting right in respect of broadcasting information contents from Xinhua News Agency under the CNC Channels on television channels in the Asia-Pacific region (excluding the PRC) to the Group for an annual fee of HK\$1.0 million prior to 31 December 2016 and HK\$3.0 million with effective from 1 January 2017. The Television Broadcasting Right Agreement has a term of 120 months from 1 September 2011 to 31 August 2021. Since China Xinhua NNC is a substantial shareholder of the Company, and therefore a connected person of the Company within the meaning of the GEM Listing Rules, the transactions contemplated under the Television Broadcasting Right Agreement constitute continuing connected transactions for the Company pursuant to Chapter 20 of the GEM Listing Rules.

## 購買、出售或贖回股份

於本期間內，本公司或其任何附屬公司概無購買、出售或贖回任何股份。

## 關連交易

於本期間內，本集團訂立以下持續關連交易：

### 電視播放權協議

於二零一一年九月五日，新華電視亞太台運營有限公司（「新華電視亞太台」）與中國新華新聞電視網訂立一份電視播放權協議（「電視播放權協議」），據此，中國新華新聞電視網向本集團授出於亞太地區（不包括中國）之電視頻道播放新華社之CNC頻道下之資訊內容之電視播放權，於二零一六年十二月三十一日前之年費為1,000,000港元及自二零一七年一月一日起之年費為3,000,000港元。電視播放權協議為期120個月，自二零一一年九月一日起至二零二一年八月三十一日止。由於中國新華新聞電視網為本公司之主要股東，故為本公司之關連人士（定義見創業板上市規則）。因此，根據創業板上市規則第20章，電視播放權協議項下擬進行之交易構成本公司之持續關連交易。

## CONNECTED TRANSACTIONS (Continued)

### Announcement Posting Agreements

On 12 May 2017 and 3 May 2016, the Company entered into agreements (the “Announcement Posting Agreements”) with Hong Kong Listco Limited (“HKLC”) pursuant to which HKLC will provide the Company with the service of dissemination of announcements including hosting and posting of announcements, press releases or other documents as required by the GEM Listing Rules on the website(s) of the Group at a monthly service fee of HK\$750 for a term of one year commencing from 1 July 2017 and 1 July 2016 respectively. HKLC is a company incorporated in Hong Kong and is wholly and beneficially owned by Mr. Chia. The Company considers it more cost effective to engage a professional firm to take up this report posting obligation after listing.

### GEM Listing Rules Implications

Pursuant to Rule 20.41 of the GEM Listing Rules, the transactions contemplated under the Television Broadcasting Right Agreement are subject to the applicable reporting, annual review and disclosure requirements under Chapter 20 of the GEM Listing Rules. The Company will comply with the applicable reporting, disclosure and independent shareholders’ approval requirements, as the case may be, under Chapter 20 of the GEM Listing Rules upon any variation or renewal of the Television Broadcasting Right Agreement.

## 關連交易 (續)

### 刊登公佈協議

於二零一七年五月十二日及二零一六年五月三日，本公司與公司資訊網有限公司（「公司資訊網」）訂立協議（「刊登公佈協議」），據此，公司資訊網將向本公司提供公佈發佈服務，包括於本集團網站上安排及刊登公佈、媒體報道或創業板上市規則規定之其他文件，每月服務費為750港元，分別自二零一七年七月一日及二零一六年七月一日起計為期一年。公司資訊網為一間於香港註冊成立之公司並由謝先生全資實益擁有。本公司認為於上市後委聘一間專業公司承擔公佈刊登之責任更具成本效益。

### 創業板上市規則的涵義

根據創業板上市規則第20.41條，電視播放權協議項下擬進行之交易須受到創業板上市規則第20章項下適用的申報、年度審閱及披露規定規管。於電視播放權協議作出任何修改或更新後，本公司將遵守創業板上市規則第20章項下適用的申報、披露及獨立股東批准之規定（視乎情況而定）。

As the annual service fee payable under the Announcement Posting Agreements referred to above is less than HK\$1.0 million and none of the percentage ratios, on an annual basis, equals or exceeds 5%, and that the Announcement Posting Agreements were entered into in the ordinary and usual course of business of the Group, the transactions under the Announcement Posting Agreements are exempt continuing connected transactions of the Company pursuant to Rule 20.33(3)(c) of the GEM Listing Rules, which are exempt from reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

Save as disclosed above, none of the Directors, controlling shareholders of the Company and their respective associates has any other connected transaction with the Group during the Period.

#### **CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted a code of conduct regarding securities transactions by Directors on terms which are the same as the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company periodically issues notices to its Directors reminding them of the general prohibition on dealing in the Company's listed securities during the blackout periods before the publication of announcements of financial results. The Company has confirmed, having made specific enquiry of the Directors, that all the Directors have complied with the required standards of dealings throughout the Period. The Company was not aware of any non-compliance in this respect during the Period.

由於上文所述根據刊登公佈協議應付之年度服務費低於1,000,000港元且概無年度百分比率等於或超過5%，以及刊登公佈協議乃於本集團日常及一般業務過程中訂立，根據創業板上市規則第20.33(3)(c)條，刊登公佈協議項下之交易為本公司之獲豁免持續關連交易，獲豁免遵守創業板上市規則第20章項下之申報、年度審閱、公佈及獨立股東批准之規定。

除上文披露者外，於本期間內，董事、本公司控股股東及彼等各自的聯繫人概無與本集團有任何其他關連交易。

#### **董事進行證券交易之行為守則**

本公司按與創業板上市規則第5.48至5.67條所載交易必守標準相同的條款採納董事進行證券交易之行為守則。本公司定期向其董事發出通知，提醒彼等於刊發財務業績公佈前之禁制期內買賣本公司上市證券之一般禁制規定。經本公司向董事作出特別查詢後確認，全體董事於本期間一直遵守交易必守標準。據本公司所知，於本期間內並無任何違規事宜。

## CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standards of corporate governance to safeguard the interests of the shareholders and enhance the performance of the Group. The Company has applied the principles and code provisions in the Code on Corporate Governance Practices (the "Code") as set out in Appendix 15 to the GEM Listing Rules. In the opinion of the Board, the Company has complied with the Code during the Period, except paragraph A.6.7 of the Code. This report further illustrates in detail as to how the Code was applied, inclusive of the considered reasons for any deviation throughout the Period.

Paragraph A.6.7 of the Code requires that independent non-executive directors and non-executive directors shall attend general meetings and develop a balanced understanding of the views of shareholders. An executive Director, namely Mr. Zou Chen Dong, and two independent non-executive Directors, namely The Hon. Ip Kwok Him, *GMB, GBS, JP* and Mr. Kwok Man Wai, *SBS, IDS, JP*, did not attend the annual general meeting of the Company held on 18 July 2017 due to overseas commitment and pre-arranged business engagements. Other Board members, the chairmen of the relevant Board committees and the external auditor of the Company also attended the annual general meeting to inter-face with, and answer questions from the Shareholders.

## AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") was established on 11 August 2010 with terms of reference in compliance with paragraph C.3.3 of the Code. The primary duties of the Audit Committee include, among other things, reviewing and supervising the financial reporting process and internal control systems, as well as the overall risk management of the Group, reviewing the financial statements and the quarterly, interim and annual reports of the Group, and reviewing the terms of engagement and scope of audit work of the external auditors.

## 企業管治守則

本公司一直致力維持高水平之企業管治，務求保障股東利益及提高本集團之表現。本公司已應用創業板上市規則附錄15所載之企業管治守則（「守則」）之原則及守則條文。董事會認為，除守則第A.6.7段之規定外，本公司於本期間內一直遵守守則。本報告進一步詳細說明守則如何獲應用，包括於整個期間內任何偏離情況之理由。

守則第A.6.7段規定，獨立非執行董事及非執行董事應出席股東大會，對股東之意見有公正之了解。一名執行董事（即鄒陳東先生）及兩名獨立非執行董事（即葉國謙議員，大紫荊勳賢，金紫荊星章，太平紳士及郭文緯先生，銀紫荊星章，廉政公署卓越獎章，太平紳士）因海外事務及預先事務安排未有出席本公司於二零一七年七月十八日舉行之股東週年大會。其他董事會成員、相關董事委員會主席及本公司外聘核數師亦有出席股東週年大會以正面回答股東提問。

## 審核委員會

本公司於二零一零年八月十一日成立審核委員會（「審核委員會」），其職權範圍符合守則第C.3.3段所載規定。審核委員會的主要職責為（其中包括）審閱及監督本集團的財務申報程序、內部監控制度及整體風險管理，審閱本集團的財務報表及季度報告、中期報告及年報，以及審閱外部核數師的聘用條款及審核工作範圍。



## AUDIT COMMITTEE (Continued)

As at 30 June 2017, the members of the Audit Committee were Mr. Wong Chung Yip, Kenneth, Dr. Li Yong Sheng, The Hon. Ip Kwok Him, GMB, GBS, JP, Mr. Kwok Man Wai, SBS, IDS, JP, Mr. Wan Chi Keung, Aaron, BBS, JP and Mr. Jin Hai Tao. Mr. Wong Chung Yip, Kenneth was the chairman of the Audit Committee. The Audit Committee had reviewed the unaudited condensed consolidated results of the Group for the Period and is of the opinion that the preparation of such results complied with the applicable accounting standards and that adequate disclosures have been made.

By Order of the Board  
**CNC Holdings Limited**  
**Li Yuet Tai**  
*Company secretary*

Hong Kong, 8 August 2017

As at the date of this report, the Directors are Mr. Zhang Hao<sup>1</sup> (Chairman), Mr. Zou Chen Dong<sup>1</sup> (Vice Chairman and Chief Executive Officer), Mr. Kan Kwok Cheung<sup>1</sup>, Dr. Li Yong Sheng<sup>2</sup>, Mr. Chia Kar Hin, Eric John<sup>2</sup>, The Hon. Ip Kwok Him, GMB, GBS, JP<sup>3</sup>, Mr. Kwok Man Wai, SBS, IDS, JP<sup>3</sup>, Mr. Wan Chi Keung, Aaron, BBS, JP<sup>3</sup>, Mr. Jin Hai Tao<sup>3</sup> and Mr. Wong Chung Yip, Kenneth<sup>3</sup>.

<sup>1</sup> Executive Director

<sup>2</sup> Non-executive Director

<sup>3</sup> Independent non-executive Director

## 審核委員會 (續)

於二零一七年六月三十日，審核委員會的成員包括王忠業先生、李永升博士、葉國謙議員，大紫荊勳賢，金紫荊星章，太平紳士、郭文緯先生，銀紫荊星章，廉政公署卓越獎章，太平紳士、尹志強先生，銅紫荊星章，太平紳士及靳海濤先生。王忠業先生為審核委員會主席。審核委員會已審閱本集團於本期間之未經審核簡明綜合業績，並認為該等業績的編製符合適用會計準則並已作出充分披露。

承董事會命  
**中國新華電視控股有限公司**  
公司秘書  
**李月弟**

香港，二零一七年八月八日

於本報告日期，董事為張浩先生<sup>1</sup>（主席）、鄒陳東先生<sup>1</sup>（副主席兼行政總裁）、簡國祥先生<sup>1</sup>、李永升博士<sup>2</sup>、謝嘉軒先生<sup>2</sup>、葉國謙議員，大紫荊勳賢，金紫荊星章，太平紳士<sup>3</sup>、郭文緯先生，銀紫荊星章，廉政公署卓越獎章，太平紳士<sup>3</sup>、尹志強先生，銅紫荊星章，太平紳士<sup>3</sup>、靳海濤先生<sup>3</sup>及王忠業先生<sup>3</sup>。

<sup>1</sup> 執行董事

<sup>2</sup> 非執行董事

<sup>3</sup> 獨立非執行董事



中國新華電視控股有限公司  
CNC HOLDINGS LIMITED