



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

Third Quarterly Report
第三季度報告 **2017**

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 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。

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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。

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

本公司之董事會(「董事會」)欣然公佈本公司及其附屬公司(統稱為「本集團」)截至二零一七年九月三十日止三個月及九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：

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

未經審核簡明綜合全面收益表

For the three months and nine months ended 30 September 2017
截至二零一七年九月三十日止三個月及九個月

		Notes 附註	Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
			2017 二零一七年 RMB'000 (Unaudited) (未經審核)	2016 二零一六年 RMB'000 (Unaudited) (未經審核)	2017 二零一七年 RMB'000 (Unaudited) (未經審核)	2016 二零一六年 RMB'000 (Unaudited) (未經審核)
Turnover	營業額	3	12,013	10,042	18,298	68,216
Direct costs	直接成本		(17,606)	(6,344)	(43,676)	(59,026)
Gross (loss)/profit	毛(損)/利		(5,593)	3,698	(25,378)	9,190
Other revenue	其他收益		18	31	117	125
Other gains and losses	其他收益及虧損		2,813	(1,450)	3,196	(461)
Selling and distribution costs	銷售及分銷成本		(3,561)	(2,224)	(11,977)	(4,630)
Administrative expenses	行政開支		(8,418)	(7,031)	(22,428)	(19,467)
Loss from operation	經營虧損		(14,741)	(6,976)	(56,470)	(15,243)
Finance costs	財務成本		-	-	-	(141)
Loss before income tax	除所得稅前虧損		(14,741)	(6,976)	(56,470)	(15,384)
Income tax credit/(expense)	所得稅抵免/(開支)	4	56	(43)	167	(495)
Loss and total comprehensive loss for the period	期內虧損及全面虧損總額		(14,685)	(7,019)	(56,303)	(15,879)
Attributable to:	應佔：					
Owners of the Company	本公司擁有人		(12,595)	(6,850)	(51,058)	(15,492)
Non-controlling interests	非控股權益		(2,090)	(169)	(5,245)	(387)
			(14,685)	(7,019)	(56,303)	(15,879)
Loss per share:	每股虧損					
- Basic and diluted (RMB cents)	- 基本及攤薄(人民幣分)	6	(0.8950)	(0.5709)	(3.6606)	(1.2911)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

未經審核簡明綜合權益變動表

For the nine months ended 30 September 2017
截至二零一七年九月三十日止九個月

		Reserves 儲備				Equity attributable			Total
		Share capital	Share premium	Other reserve	Merger reserve	Retained earnings/ Merger (accumulated losses)	to the owners of the Company	Non- controlling interests	
		股本	股份溢價	其他儲備	合併儲備	保留盈利/ (累計虧損)	本公司 擁有人 應佔權益	非控股權益	總計
		RMB'000	RMB'000	RMB'000	RMB'000	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	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 January 2017 (audited)	於二零一七年一月一日的結餘(已審核)	9,884	112,313	5,362	9,300	(7,922)	128,937	9,682	138,619
Issue of shares under placing (note 6(ii))	根據配售發行股份(附註6(ii))	1,767	45,064	-	-	-	46,831	-	46,831
Share issue expenses	股份發行開支	-	(1,881)	-	-	-	(1,881)	-	(1,881)
Acquisition of additional interests in a subsidiary	收購一家附屬公司 之額外權益	-	-	-	-	(746)	(746)	(4)	(750)
Loss and total comprehensive loss for the period	期內虧損及全面開支總額	-	-	-	-	(51,058)	(51,058)	(5,245)	(56,303)
Balance at 30 September 2017 (unaudited)	於二零一七年九月三十日的結餘(未經審核)	11,651	155,496	5,362	9,300	(59,726)	122,083	4,433	126,516
Balance at 1 January 2016 (audited)	於二零一六年一月一日的結餘(已審核)	9,821	95,164	5,362	9,300	7,775	127,422	539	127,961
Disposal of partial interest in a subsidiary without loss of control	出售一間附屬公司股份 權益而未失去控制權	-	-	-	-	441	441	-	441
Loss and total comprehensive loss for the period	期內虧損及全面虧損總額	-	-	-	-	(15,492)	(15,492)	(387)	(15,879)
Balance at 30 September 2016 (unaudited)	於二零一六年九月三十日的結餘(未經審核)	9,821	95,164	5,362	9,300	(7,276)	112,371	152	112,523

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

1. CORPORATE INFORMATION

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 Conyers 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, Beijing, the People's Republic of China (the "PRC").

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 and e-commerce services and entertainment contents on demand system services in the PRC.

2. BASIS OF PRESENTATION

The unaudited condensed consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by Hong Kong Institute of Certified Public Accountants (hereinafter collectively referred to as the "HKFRSs") and the disclosure requirements of the Hong Kong Companies Ordinance.

1. 公司資料

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Conyers 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、移動直播及電商服務及娛樂內容付費點播系統服務。

2. 呈列基準

未經審核簡明綜合財務業績已根據所有適用香港會計師公會頒佈的香港財務報告準則、香港會計準則詮釋(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。

2. BASIS OF PRESENTATION (CONTINUED)

In addition, the unaudited condensed consolidated financial statements include applicable disclosures required by the GEM Listing Rules.

The unaudited condensed consolidated financial results have been prepared under the historical cost basis.

The unaudited condensed consolidated results 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.

The accounting policies applied in the preparation of the unaudited condensed consolidated results are consistent with those adopted in the preparation of the annual consolidated financial statements of the Group for the year ended 31 December 2016, except that the Group has adopted a number of new or revised HKFRSs, which are newly effective for the period under review. The adoption of these new or revised HKFRSs had no change in significant accounting policies and no significant effect on the financial results of the current period. Also, no prior period adjustment is required.

2. 呈列基準 (續)

此外，未經審核簡明綜合財務報表亦載列創業者上市規則所規定之適用披露事項。

未經審核簡明綜合業績已按歷史成本的基準編製。

未經審核簡明綜合業績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。

編製未經審核簡明綜合業績所應用之會計政策與編製本集團截至二零一六年十二月三十一日止年度之年度綜合財務報表時所採納者一致，惟本集團已採納多項於回顧期內新生效之新訂或經修訂香港財務報告準則。採納該等新訂或經修訂香港財務報告準則毋須對重要會計政策作出變更及對本期間的財務業績並無重大影響。同時，毋須對過往期間作出調整。

2. BASIS OF PRESENTATION (CONTINUED)

The Group has not applied or early adopted the new or revised HKFRSs (including their consequential amendments) which are relevant to the Group that have been issued but are not yet effective in the preparation of these unaudited condensed consolidated results. The Group is currently assessing the impact of these new or revised HKFRSs upon initial application but is not yet in a position to state whether these new or revised HKFRSs would have any significant impact on its results of operations and financial position. It is anticipated that all of the pronouncements will be adopted in the Group's accounting policies in the accounting periods when they first become effective.

The unaudited condensed consolidated results have not been reviewed nor audited by the Company's auditor, but have been reviewed by the audit committee of the Board.

2. 呈列基準 (續)

本集團於編製此等未經審核簡明綜合業績時並無應用或提早採納與本集團相關的已頒佈但尚未生效的新訂或經修訂香港財務報告準則(包括其後續修訂)。本集團現正評估首次採用該等新訂或經修訂香港財務報告準則之影響，惟仍未能確定該等新訂或經修訂香港財務報告準則會否對其營運業績及財務狀況構成任何重大影響。預計所有頒佈之準則將於其首次生效時之會計期間納入本集團之會計政策。

未經審核簡明綜合業績並未經本公司核數師審閱及審核，惟已由董事會之審核委員會審閱。

3. 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 e-commerce 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 period are as follows:

3. 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) 移動直播及電商及相關服務；及 (iv) 娛樂內容付費系統及相關服務產生之相關收益。於期內在營業額確認的各主要收益類別的款額如下：

		Three months ended 30 September		Nine months ended 30 September	
		截至九月三十日止三個月		截至九月三十日止九個月	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		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
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Program production and related income	節目製作及相關收入	477	6,169	2,928	45,377
Event organisation and related income	活動籌辦及相關收入	-	3,873	1,382	22,839
Mobile live broadcasting and e-commerce and related income	移動直播及電商及相關收入	11,348	-	11,498	-
Entertainment contents on demand system and related income	娛樂內容付費點播系統及相關收入	188	-	2,490	-
		12,013	10,042	18,298	68,216

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.

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。

4. INCOME TAX CREDIT/(EXPENSE)

	Three months ended 30 September		Nine months ended 30 September	
	截至九月三十日止三個月 2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審核)	截至九月三十日止九個月 2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Current tax – the PRC – provision for the period				
Deferred tax				
Income tax expense				

即期稅項—中國
— 期內撥備
遞延稅項

所得稅開支

4. 所得稅抵免／(開支)

	Three months ended 30 September		Nine months ended 30 September	
	截至九月三十日止三個月 2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審核)	截至九月三十日止九個月 2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Current tax – the PRC – provision for the period	-	(99)	-	(662)
Deferred tax	56	56	167	167
Income tax expense	56	(43)	167	(495)

PRC enterprise income tax is calculated at 25% (for the nine months ended 30 September 2016: 25%) on the estimated assessable profits for the period.

中國企業所得稅乃以期內之估計應課稅溢利按25% (截至二零一六年九月三十日止九個月：25%) 計算。

5. DIVIDEND

The directors do not recommend the payment of any dividend for the three and nine months ended 30 September 2017 (for the three and nine months ended 30 September 2016: Nil).

5. 股息

董事不建議就截至二零一七年九月三十日止三個月及九個月派發任何股息 (截至二零一六年九月三十日止三個月及九個月：無)。

6. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the ordinary equity holders of the Company is based on the following data:

	Three months ended 30 September		Nine months ended 30 September	
	截至九月三十日止三個月 2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審核)	截至九月三十日止九個月 2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Loss	虧損			
Loss for the purposes of basic loss per share	就每股基本虧損 而言之虧損			
	(12,595)	(6,850)	(51,058)	(15,492)

	Three months ended 30 September		Nine months ended 30 September	
	截至九月三十日止三個月 2017 二零一七年 '000 千股	2016 二零一六年 '000 千股	截至九月三十日止九個月 2017 二零一七年 '000 千股	2016 二零一六年 '000 千股
Number of shares	股份數目			
Issued ordinary shares at beginning of period	於期初的已發行普通股			
	1,423,513	1,200,000	1,223,513	1,200,000
Less: Consideration shares which are subject to adjustment (note (i))	減：可予調整的 代價股份 (附註(i))			
	(16,267)	-	(16,267)	-
	1,407,246	1,200,000	1,207,246	1,200,000
Effect of issuance of shares under placing (note (ii))	根據配售發行股份 之影響(附註(ii))			
	-	-	187,546	-
Weighted average number of ordinary shares (note (iii))	普通股加權 平均數(附註(iii))			
	1,407,246	1,200,000	1,394,792	1,200,000

6. 每股虧損

本公司普通股權持有人應佔每股基本及攤薄虧損乃根據以下數據計算：

Three months ended 30 September		Nine months ended 30 September	
截至九月三十日止三個月 2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審核)	截至九月三十日止九個月 2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審核)
虧損			
就每股基本虧損 而言之虧損			
(12,595)	(6,850)	(51,058)	(15,492)

Three months ended 30 September		Nine months ended 30 September	
截至九月三十日止三個月 2017 二零一七年 '000 千股	2016 二零一六年 '000 千股	截至九月三十日止九個月 2017 二零一七年 '000 千股	2016 二零一六年 '000 千股
股份數目			
於期初的已發行普通股			
1,423,513	1,200,000	1,223,513	1,200,000
減：可予調整的 代價股份 (附註(i))			
(16,267)	-	(16,267)	-
1,407,246	1,200,000	1,207,246	1,200,000
根據配售發行股份 之影響(附註(ii))			
-	-	187,546	-
普通股加權 平均數(附註(iii))			
1,407,246	1,200,000	1,394,792	1,200,000

6. LOSS PER SHARE (CONTINUED)

Notes:

- (i) Included in the shares issued on 15 November 2016 for acquisition of Capital Land Digital Entertainment Co., Limited ("Capital Land") was for the settlement of the initial consideration (the "Initial Consideration"), for the acquisition of Capital Land were 16,266,667 shares which are subjected to lock-up and dealing restrictions and adjustments (the "Restricted Shares"). The recipients of the Restricted Shares will not be allowed to directly or indirectly transfer, mortgage, pledge or create encumbrances on the Restricted Shares. The Restricted Shares shall be released from such dealing restriction and lock-up according to agreed time frame stated in the sale and purchase agreement of acquisition of Capital Land (the "Sale and Purchase Agreement"). The Initial Consideration is subjected to the adjustments based on the shortfall between the actual financial performance and the financial performance target of Capital Land (as set out in the Sale and Purchase Agreement) for the period from 1 October 2016 to 30 September 2017 (the "Period"). As described in the announcement of the Company dated 29 September 2017, in accordance with the actual financial performance of Capital Land during the Period, the vendors in the acquisition of Capital Land (the "Vendors"), should return the entire Initial Consideration to the Company and the Company is currently negotiating the returning method with the Vendors as at the date of this report. Further announcements will be made by the Company as soon as there is any update or development relating to the negotiation. The Restricted Shares will be deemed have not yet been issued until the date when the relevant restrictions are released.

6. 每股虧損 (續)

附註：

- (i) 為收購京江南數娛(北京)科技有限公司(「京江南」)作為支付收購京江南的初步代價(「初步代價」)而於二零一六年十一月十五日發行之股份包括16,266,667股被遭禁售及買賣限制和可予收回之股份(「鎖定股份」)。鎖定股份的接收方不得直接或間接轉讓、抵押、質押鎖定股份或對鎖定股份設置其他他項權利，有關禁售及鎖定限制將按照收購京江南的買賣協議(「買賣協議」)上協定之時間解除。初步代價會按與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(「該期間」)實際財務業績與在買賣協議上協定的業績目標的差額調整。如本公司於二零一七年九月二十九日發出之公告所述，根據於該期間京江南之實際財政業績，收購京江南時的賣方(「賣方」)需要將全部初步代價退還予本公司，而於本報告日期，本公司正在與賣方商討有關的退還方式。如有關商討情況有任何更新或進展，本公司將會盡快地作出進一步之公告。鎖定股份乃視作為未發行，直至相關限制解除日期為止。

6. LOSS PER SHARE (CONTINUED)

Notes: (Continued)

- (ii) 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 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 intends 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.
- (iii) Diluted loss per share was the same as basic loss per share as there were no potential dilutive ordinary shares outstanding for the three and nine months ended 30 September 2017 and 2016.

6. 每股虧損(續)

附註：(續)

- (ii) 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之良機，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。
- (iii) 每股攤薄虧損與每股基本虧損相同，因截至二零一七年及二零一六年九月三十日止三個月及九個月均無發行在外之潛在攤薄普通股。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Turnover

Turnover for the nine months ended 30 September 2017 amounted to approximately RMB18.3 million, representing a significant decrease of approximately 73.2% as compared to that recorded for the nine months ended 30 September 2016 of approximately RMB68.2 million. The decrease was mainly due to (i) the decrease in turnover from a major customer as compared to the corresponding period in 2016, who had changed its business strategy to self-producing some recurring television programs since 2017 which had been provided by the Group for many years (even though the Group continues to provide production services of other television programs to this customer); (ii) there were no production of variety television programs during the nine months ended 30 September 2017 as compared to the corresponding period in 2016 as such variety television programs had ended; and (iii) there were no automobile shows, university alumni and other performance events held during the nine months ended 30 September 2017 as compared to the corresponding period in 2016 due to fierce market competitions. At the same time, "Great Star", the mobile live broadcasting platform of the Group, by virtue of its proficient online entertainment video production experience, had provided production services to a new customer for online entertainment videos during the nine months ended 30 September 2017 and generated the revenue of approximately RMB11.3 million.

財務回顧

營業額

截至二零一七年九月三十日止九個月錄得約人民幣18.3百萬元之營業額，較截至二零一六年九月三十日止九個月的約人民幣68.2百萬元大幅減少約73.2%。減少主要由於(i)一名主要客戶自二零一七年起改變了其業務策略，將部份多年以來由本集團提供製作服務的常規電視節目轉為由他們自行進行製作，縱使本集團仍繼續為該客戶提供其他電視節目製作的服務，整體而言來自該客戶的營業額仍較二零一六年同期為少；(ii)由於去年製作過的大型電視綜藝節目已經完結，於截至二零一七年九月三十日止九個月沒有製作一些在去年同期製作過的大型電視綜藝類節目；及(iii)由於市場競爭越趨激烈，於截至二零一七年九月三十日止九個月期間沒有籌辦一些在二零一六年同期籌辦過的汽車展覽、大學校友會及其他演出活動。與此同時，於截至二零一七年九月三十日止九個月，本集團旗下的移動直播平台「全聚星」憑藉製作綫上娛樂內容視頻的豐富經驗，為新客戶提供了綫上娛樂內容視頻的製作服務，產生了約人民幣11.3百萬元的收入。

FINANCIAL REVIEW (CONTINUED)

Gross (loss)/profit

The Group recorded a gross loss of approximately RMB25.4 million for the nine months ended 30 September 2017 as compared to a gross profit of approximately RMB9.2 million in the corresponding period in 2016. The main reasons of the gross loss during the period are (i) the reduction of certain recurring television program production for the nine months ended 30 September 2017 as mentioned in the paragraph headed "Turnover" in this section, which had higher gross profit margin in the corresponding period in 2016; and (ii) the increase in content production costs and network operating costs for the development of mobile live broadcasting and e-commerce business which was in the early development stage in the corresponding period in 2016. As the e-commerce element of this business is in a developing stage, the corresponding turnover for the nine months ended 30 September 2017 was relatively insignificant compared with the direct cost incurred for the development of the mobile live broadcasting platform.

Expenses

Selling and distribution costs for the nine months ended 30 September 2017 was approximately RMB12.0 million, representing an increase of approximately RMB7.3 million as compared to the corresponding period in 2016. This significant increase was mainly due to the increase in marketing staff costs, marketing expenses and cost of customer supporting services for the development of mobile live broadcasting and e-commerce business which was in the early development stage in the corresponding period in 2016 and entertainment contents on demand system business which was kicked-off in the fourth quarter of 2016.

財務回顧(續)

毛(損)/利

本集團於截至二零一七年九月三十日止九個月錄得毛損約為人民幣25.4百萬元，對比二零一六年同期毛利約為人民幣9.2百萬元。期內錄得毛損的主要原因是(i)如本節中「營業額」一段所述，於截至二零一七年九月三十日止九個月，一些在二零一六年同期有較高毛利率的常規電視節目的減少；及(ii)為在二零一六年同期處於初步發展階段的移動直播及電商業務增加了內容製作費用及網絡運營費用。由於此項業務的電商元素正處於發展階段，其營業額於截至二零一七年九月三十日止九個月相對地較投放於發展移動直播平台的成本少。

開支

截至二零一七年九月三十日止九個月，銷售及分銷成本約為人民幣12.0百萬元，較二零一六年同期增加約人民幣7.3百萬元，該大幅增加的原因主要由於為發展於二零一六年同期處於剛初步發展階段的移動直播業務及電商業務及二零一六年第四季度才新增的娛樂內容付費點播系統業務而增加的營銷員工成本、市場營銷費用及客戶支援服務的成本。

FINANCIAL REVIEW (CONTINUED)

Expenses (Continued)

Administrative expenses for the nine months ended 30 September 2017 amounted to approximately RMB22.4 million (nine months ended 30 September 2016: approximately RMB19.5 million), which was increased by approximately 15.2% as compared to the corresponding period in last year. The increase was due to the administration costs incurred in the mobile live broadcasting and e-commerce business which was in the early development stage in the corresponding period in 2016 and entertainment contents on demand system business which was kicked-off in the fourth quarter of 2016.

Income tax credit/(expense)

The Group had an income tax credit for the nine months ended 30 September 2017 of approximately RMB0.2 million as compared to an income tax expense of approximately RMB0.5 million in the corresponding period in 2016. The income tax credit for the nine months ended 30 September 2017 was due to the deferred tax. As compared to the corresponding period in 2016, there are no provision of PRC enterprise income tax for the nine months ended 30 September 2017 as no subsidiaries of the Company located in the PRC have recorded taxable profit during the period. PRC enterprise income tax for the group companies is calculated at 25% on taxable income of relevant period in accordance with the relevant PRC laws and regulations.

Loss for the period

Loss for the nine months ended 30 September 2017 was approximately RMB56.3 million (nine months ended 30 September 2016: approximately RMB15.9 million). The significant increase in net loss after income tax was mainly attributable to (i) decrease in turnover; and (ii) increase in content production costs, network operating costs, marketing staff costs, marketing expenses and cost of customer supporting services for the development of mobile live broadcasting and e-commerce business and entertainment contents on demand system business as mentioned above.

財務回顧(續)

開支(續)

截至二零一七年九月三十日止九個月的行政開支約人民幣22.4百萬元(截至二零一六年九月三十日止九個月:約人民幣19.5百萬元),較去年同期增加約15.2%。增加的原因主要由於於二零一六年同期處於剛初步發展階段的移動直播及電商業務及二零一六年第四季度才新增的娛樂內容付費點播系統業務所產生的管理費用。

所得稅抵免/(開支)

本集團於截至二零一七年九月三十日止九個月錄得所得稅抵免約為人民幣0.2百萬元及對比二零一六年同期所得稅開支約為人民幣0.5百萬元。截至二零一七年九月三十日止九個月的所得稅抵免乃來自遞延稅項。與二零一六年同期比較,因為沒有本公司位於中國的附屬公司錄得應課稅溢利,因此截至二零一七年九月三十日止九個月並無任何中國企業所得稅的撥備。集團內公司的中國企業所得稅乃根據相關中國法律及法規按有關期間之應課稅溢利的25%計算。

期內虧損

截至二零一七年九月三十日止九個月的期內虧損約人民幣56.3百萬元(截至二零一六年九月三十日止九個月:約人民幣15.9百萬元)。除所得稅後淨虧損大幅增加的原因如以上所述,主要由於(i)營業額減少;及(ii)因發展移動直播及電商業務及娛樂內容付費點播系統業務而增加的內容製作費用、網絡運營費用、營銷員工成本、市場營銷費用及客戶支援服務的成本。

BUSINESS REVIEW

The Group is principally engaged in the businesses of program production, event organisation, mobile live broadcasting and e-commerce and entertainment contents on demand system in the PRC. Both of the turnover from program production and event organisation for the nine months ended 30 September 2017 significantly decreased as compared to corresponding period in 2016. As described earlier in the announcement of the Company dated 20 October 2017 and mentioned in the section headed “Financial Review” above, the decrease was mainly due to (i) the decrease in turnover from a major customer; (ii) no variety television programs were produced during the period after the variety television programs produced in 2016 had ended; and (iii) no automobile shows, university alumni and other performance events were held due to fierce market competitions during the period.

Also, as mentioned in the third quarterly report of the Company for the nine months ended 30 September 2016, the Group has begun the mobile live broadcasting business from the second half of 2016 and attempts to become one of the major participants in this developing market. During the nine months ended 30 September 2017, the Group has included e-commerce element into “Great Star”, the mobile live broadcasting platform of the Group. Users are able to establish their personal online store to sell various products while watching the live entertainment programs in “Great Star”. Users can also use online communication applications to promote their products to different online groups through mobile devices, which will develop a new and large consumption pattern in online shopping. The Group would be able to earn considerable advertising and commission income through “Great Star” when this new consumption pattern is popularised successfully. The mix of live broadcasting platform of the Group and e-commerce is currently at a trial stage, and the Group has put great effort to promote this new consumption pattern. During the nine months ended 30 September 2017, the Group has incurred significant costs on content production, network operation and marketing for mobile live broadcasting and e-commerce business, which are aimed to develop a stable live broadcasting platform with attractive entertainment contents and draw more attention from the potential users to generate more potential revenue in the future.

業務回顧

本集團主要在中國從事節目製作、活動籌辦、移動直播及電商及娛樂內容付費點播系統業務。截至二零一七年九月三十日止九個月的節目製作及活動籌辦的營業額較二零一六年同期都分別大幅減少，如本公司較早前於二零一七年十月二十日發出之公告及上述「財務回顧」一節中所述，減少主要因為(i)來自一名主要客戶的營業額減少；(ii)於二零一六年製作過的大型電視綜藝節目已經完結，所以於期內沒有製作大型電視綜藝節目；及(iii)在市場競爭激烈下於期內沒有籌辦一些在二零一六年同期籌辦過的汽車展覽、大學校友會及其他演出活動所致。

同時，如本公司截至二零一六年九月三十日九個月之第三季度報告所述，本集團自二零一六年下半年展開了移動直播的業務，務求於此發展中的市場中成為主要的參與者。截至二零一七年九月三十日止九個月，本集團的移動直播平台「全聚星」進一步加入了電商元素。用戶可在觀看直播娛樂視頻節目的同時，透過「全聚星」建立個人網上商店，銷售各樣產品，並可通過即時網上通訊軟件，從移動的通訊設備，把各樣產品的資訊推廣到各網上群組，從而建立強大的網上消費新模式。當此消費模式成功普及，本集團預期將可透過「全聚星」賺取可觀的廣告及佣金收入。本集團的直播平台與電商的融合已進入試行的階段，而本集團亦為進一步推廣此消費模式而努力。截至二零一七年九月三十日止九個月，為了建立一個穩定及具吸引力娛樂內容的直播平台 and 吸引更多潛在用家的注意，以在將來產生更多潛在收入，本集團在移動直播及電商業務中產生了重大的關於內容製作、網絡運營及市場營銷的成本。

BUSINESS REVIEW (CONTINUED)

After the mobile online live broadcasting industry has been gradually regulated by the PRC government, the mobile online live broadcasting industry participants are required to obtain their corresponding business operating licenses from regulatory authorities for continuing their online live broadcasting business. During the nine months ended 30 September 2017, Beijing Yiju Creative Technology Limited ("Yiju Creative"), a subsidiary of the Company, which carries on the operation of "Great Star" (the mobile live broadcasting platform of the Group), has obtained: (i) the Value-added Telecommunications Business Approval, which allows Yiju Creative to operate e-commerce business in addition to the mobile live broadcasting business; (ii) Online Culture Operating Permit, which allows Yiju Creative to operate music entertainment, drama, program and show by information network; (iii) Commercial Performance License, which allows Yiju Creative to operate performance and brokerage business; and (iv) Permit to Produce and Distribute Radio or Television Programs, which allows Yiju Creative to produce radio and television broadcasting content for business purpose. After obtaining such operating licenses, the mobile live broadcasting and e-commerce business of the Group can be further recognised by the market and increase its competitiveness for future continuous development.

In addition, "Great Star" had provided the production service for online entertainment videos to a new customer and generated considerable income during the nine months ended 30 September 2017. It proves that "Great Star" has great resources and experience to produce online entertainment videos and such kind of production would create a new revenue source in the online business of the Group.

業務回顧(續)

隨著中國政府逐漸對移動互聯網直播行業的規範化，各移動互聯網直播行業的經營者需要通過監管機構取得相關經營範圍的許可證後，才可繼續經營其相關的互聯網直播業務。本公司之附屬公司北京易聚創意科技有限公司(「易聚創意」)經營本集團旗下移動直播平台「全聚星」已於截至二零一七年九月三十日止九個月內獲得了：(i) 增值電信業務經營許可證，以容許易聚創意經營電商業務；(ii) 網絡文化經營許可證，以容許易聚創意利用信息網絡經營音樂娛樂產品、演出劇目、節目及表演；(iii) 營業性演出許可證，以容許易聚創意經營演出及經紀業務；及(iv) 廣播電視節目製作經營許可證，以容許易聚創意經營製作及發行廣播電視節目。在獲取以上的經營許可證後，本集團的移動直播及電商的業務可以得到更大的市場認受性及增強未來持續發展的競爭力。

此外，「全聚星」於截至二零一七年九月三十日止九個月為新客戶提供了線上娛樂內容視頻的製作服務，並產生了可觀的收入。這印證了「全聚星」具有豐富的資源及經驗去製作線上娛樂內容視頻，同時此等製作亦可為本集團在互聯網業務上開拓新的收入來源。

BUSINESS REVIEW (CONTINUED)

On the other hand, “Fengtingxun Entertainment Contents On Demand System” (“Fengtingxun”), which is operated by the Group, has been continuously installed at various locations including karaoke boxes, mini-cinemas, hotels and internet cafes in the PRC. In order to boost the development of the entertainment contents on demand system business, the Group has started the bundling sales of digital equipment and entertainment contents to various entertainment locations during the nine months ended 30 September 2017. This kind of sales model can improve the reliance and loyalty of the customers and increase the income of the Group. Also, Fengtingxun has become the member of Copyright Society of China, which shall enhance its popularity and overall users’ acceptance. During the nine months ended 30 September 2017, the Group has incurred significant costs on marketing and customer supporting service for entertainment contents on demand system business to promote Fengtingxun and increase the customers’ reliance and loyalty.

During the three months ended 30 June 2017 (the “Second Quarter”), Fengtingxun had provided “one-stop” service to a customer for the integration business plan for the entertainment on demand business and recorded revenue of approximately RMB1.9 million. During the three months ended 30 September 2017 (the “Third Quarter”), Fengtingxun had not provided such services and therefore the revenue from the entertainment contents on demand system business in the Third Quarter was less than those recorded in the Second Quarter.

業務回顧(續)

另外，本集團經營的「風霆迅娛樂內容點播系統」(「風霆迅」)亦繼續在中國的KTV包廂、迷你影院、酒店及網吧等各種場所陸續上線。為刺激娛樂內容付費點播系統業務之發展，本集團於截至二零一七年九月三十日止九個月展開了在不同的娛樂場所進行包括電子播放系統設備與娛樂內容的捆綁式銷售，此銷售模式有助提高客戶的依賴性和忠誠度及增加本集團的收入。同時，風霆迅已經加入成為中國版權協會的會員，這會加強用戶對風霆迅的認受性及增加其知名度。截至二零一七年九月三十日止九個月，為了推廣風霆迅及提高客戶的依賴性和忠誠度，本集團在娛樂內容付費點播系統業務中產生了重大的關於市場營銷及客戶支援的成本。

於截至二零一七年六月三十日止三個月(「第二季度」)，風霆迅為一名客戶提供了一站式的娛樂點播業務整合方案服務，並錄得了約人民幣1.9百萬元的收入。於截至二零一七年九月三十日止三個月(「第三季度」)，風霆迅並無提供相應的服務，因此於第三季度來自娛樂內容付費點播系統業務的收入較第二季度為少。

PROSPECTS

Turnover from program production and event organisation businesses for the nine months ended 30 September has decreased significantly as compared to the corresponding period in last year because a major customer had changed its business strategy and the Group is facing fierce competition. Under current fierce market competition, the customers' demand on the services' quality keeps changing and increasing. In order to improve our competitiveness, the Group will continue to (i) consider the adjustment in our pricing strategy; (ii) maintain good relationship with the customer who had changed its business strategy and continue to provide program production services for other programs to that customer. Also, the Group will actively negotiate with that customer to develop business opportunities to provide production services for other programs in order to recover the turnover from that customer to the level in previous years; and (iii) provide more diversified services to our existing customers and seek the opportunities to cooperate with new customers in different aspects. The Group attempts to generate more income from such business segments by offering more "cost-effective" services to the customers, and provide more diversified production services to have a breakthrough to our business under fierce market competition.

前景

節目製作和活動籌辦業務面對著因一名主要客戶改變了其業務策略和激烈的市場競爭而導致於截至二零一七年九月三十日止九個月的營業額比去年同期顯著減少的情況，而在目前經營的環境下，由於競爭激烈，客戶需求也不斷的改變和提高。一如既往，本集團會(i)考慮調整價格策略；(ii)與該名改變了業務策略的主要客戶保持良好業務關係，並繼續向該客戶提供其他節目的製作服務和積極跟該客戶商討開發製作其他節目的合作機會，以爭取將來來自該客戶的營業額回復到以往水準；及(iii)向現有客戶提供更多元化的服務及尋找與新客戶在多方面的合作機遇，為求以高性價比的服務令這些業務分部可以帶來更多收入，同時以更多元化的製作服務令本集團的業務可以在目前競爭激烈的環境中有突破的發展。

PROSPECTS (CONTINUED)

Mobile live broadcasting and e-commerce business is a focal point of the business development of the Group. Nowadays, the internet is widespread and mobile communication technology is continuously optimised, the focus of the consumer market is shifting from physical store to internet and mobile internet e-commerce. Apart from the change in the consumption pattern, it eliminates the marketing restrictions in traditional consumer market as now the sellers can directly promote the products to each online users through the enormous coverage of the internet and mobile internet and eliminates the geographical boundaries. Meanwhile, the audience of entertainment market in the PRC are also shifting from traditional television broadcasting to internet and mobile internet due to the convenience of using the internet and mobile internet and more diversified and high quality online entertainment contents. In addition to attract more online users, the high quality entertainment contents can also develop to an enormous online consumer market and lead to a new consumption pattern. In this case, the marketing effectiveness in consumer market would be highly improved through the combination of entertainment contents and e-commerce and can generate more considerable income than the sales in the traditional consumer market. In order to adapt to the changing market environment and maintaining the competitiveness of the Group in the entertainment industry, the Group commenced internet and mobile internet related mobile live broadcasting and e-commerce business in last year.

Mobile live broadcasting and e-commerce business is an internet and mobile internet base business and its business model and regulatory control are not fully developed yet. Its business model requires to evolve quickly. On the other hand, the PRC government continuously provide more guidances and implement more laws and regulations to the mobile live broadcasting industry to rectify the quality of the market participants. Under current market situation, the Group expects the operation of this business would require continuous deployment of resources to develop a unique business model with rich contents to attract users. Hence, the Group anticipates to face a challenging outlook in the near future.

前景(續)

移動直播及電商是本集團業務發展的重點。隨著互聯網的普及使用和移動通信技術的不斷優化，中國消費市場的重心也開始革命性地從實體商店轉移到互聯網和移動互聯網的線上電商購物。這種變化不單是形式上的改變，而是打破了傳統消費市場的營銷限制，透過互聯網和移動互聯網的龐大覆蓋範圍，電商產品的銷售渠道再也沒有地域界限，而是直達每一個線上的用戶人口。同時，中國娛樂市場的觀眾也因為互聯網和移動互聯網的便利性及多樣化和高品質娛樂內容，近年逐漸由傳統的廣播電視轉移到互聯網和移動互聯網。而線上高品質的娛樂內容，不只能吸引線上用戶的眼球，更可以建立及引導龐大的線上消費群和消費習慣。因此娛樂內容及電商互動在未來預期將會大大加強了電商在消費市場的營銷效率，從而產生比傳統消費市場更可觀的收入。有見及此，本集團去年展開與互聯網和移動互聯網市場相關的移動直播及電商業務，以迎合此趨勢及保持本集團在娛樂行業的競爭力。

移動直播及電商業務是互聯網和移動互聯網相關業務，在經營模式和法規管治上都還沒完全發展成熟。在經營模式上其發展日新月異而且迅速演變，在法規監管上，中國政府正陸續對市場作出指導，以梳理市場參與者的質素。在目前的市場環境下，本集團預期經營此項業務仍然需要持續的使用大量資源以建立獨有和內容豐富的經營模式去吸引用戶。所以，本集團預期未來依然會面對一個極具挑戰性的前景。

PROSPECTS (CONTINUED)

In the second half of 2017, Yiju Creative, a subsidiary of the Company, which carries on the operation of “Great Star” (the mobile live broadcasting platform of the Group), has obtained the relevant operating licenses for mobile live broadcasting and e-commerce business. After the mobile online live broadcasting industry has been gradually regulated by the PRC government in the second half year of 2017, the mobile online live broadcasting industry participants are required to obtain their corresponding business operating licenses from regulatory authorities for continuing their online live broadcasting business. The Group believes the granting of the above licenses proves that the business model of “Great Star” are recognised by relevant regulatory authorities and is the milestone for the development, operation and generating considerable revenue in future.

At the same time, during the development of “Great Star”, the Group has enhanced its business model, which included the combination of “social” and “e-commerce” elements in addition to providing plenty of online entertainment videos. In addition to being able to establish personal online store in “Great Star” to sell various products, users who consumed the products from the platform can also share and recommend their preferred products to their respective social groups from the view point of experienced users through the online social communication applications. Such applications can directly pair the high quality products with potential customers in different social groups, thereby attracting more consumers to purchase the products. Any transactions triggered by the sharing in social groups, the users who shared the products are entitled transaction commissions, which encourages the users to directly promote the products through the platform. Under this social and e-commerce interactive business model, consumers are able to seek the most cost-effective products for themselves quickly and share the products to the users who have actual interest and demand for such products. As such, the model shall eventually improve the accuracy of the sale of the products and avoid the involvement of multiple agents in the sale chain which can reduce the transaction costs significantly. Hence, the Group expects to share the profit from enormous spending power in internet when this new consumption model and behavior is popularised.

前景(續)

在二零一七年下半年，本集團之附屬公司易聚創意經營本集團旗下移動直播平台「全聚星」獲得了移動直播及電商業務的相關經營牌照。隨著中國政府逐漸對移動互聯網直播行業的規範化，各移動互聯網直播行業的經營者需要通過監管機構取得相關經營範圍的許可證後，才可繼續經營其相關的互聯網直播業務。本集團認為旗下移動直播平台「全聚星」獲得的相關牌照顯示了其移動直播及電商業務經營模式合乎監管機構的要求，同時預期這是一個讓「全聚星」未來的發展、經營和賺取可觀收入的重要里程碑。

同時，本集團在構建「全聚星」的過程中，進一步深化了其經營的模式。「全聚星」在提供豐富的線上娛樂視頻內容的基礎上添加了社交與電商互動的模式。在「全聚星」，用戶除了可以建立個人網上商店，銷售各樣產品，平台上的消費用戶也可以通過即時網上社交通訊軟件，把他們欣賞和推崇的商品以用家的角度，即時把商品分享出去各自的社交群組，把高質素的產品直接配對上合適的社交群組內的潛在用家，引導更多的消費者直接購買。而凡是經過用戶在社交群組分享而產生購買，發出分享的用戶皆可賺取佣金，平台形成了鼓勵用戶直接推廣商品的模式。在這種社交電商模式下，消費者可以快速尋找最有性價比的商品，同時可以分享給真正有需求及有興趣的用戶，使「全聚星」裡的商品營銷更加精準，同時也免除了在銷售鏈中多重代理人的角色，大大降低了產品的銷售成本。因此，本集團期待著在這種嶄新的消費模式及習慣逐漸普及的時候，可分享互聯網消費強勁的成果。

PROSPECTS (CONTINUED)

Furthermore, while the Group continuously strengthen the entertainment contents of “Great Star” to develop the business model with the crossover of social and e-commerce, the Group had provided production services for online entertainment videos to a new customer by virtue of the proficient online entertainment video production experience during the nine months ended 30 September 2017. The Group believes such production services of online entertainment videos can increase the sources of income of our online business, and also, together with strengthening the entertainment contents of “Great Star”, it creates the opportunities to strive for cooperation with various online entertainment video platform to promote the social and e-commerce interactive business model of “Great Star” through different online entertainment video platforms, which can increase the market coverage and popularity of “Great Star”.

前景(續)

除此之外，本集團在不斷地豐富「全聚星」的娛樂內容，構建社交電商模式的同時，憑藉豐富的線上娛樂內容製作經驗，於截至二零一七年九月三十日止九個月為新客戶提供了線上娛樂內容視頻的製作服務。本集團相信此項線上娛樂內容視頻的製作服務，除了開拓了本集團在互聯網業務上的新收入來源外，更可以在未來爭取與各線上娛樂視頻播放平台合作，在豐富「全聚星」的線上娛樂內容的同時，在各線上娛樂視頻播放平台上宣傳「全聚星」的社交電商模式，以增加「全聚星」的市場覆蓋率及知名度。

PROSPECTS (CONTINUED)

On the other hand, it is noted that the post-cinema market and pan-entertainment market in the PRC are yet to be developed and the relevant laws and regulations for copyrights in the PRC have just been implemented recently. After the implementation of the laws and regulations, the entertainment locations in the PRC like karaoke and mini cinema are required to use the entertainment contents which have proper authorisation, as a result, the illegal market participants will be eliminated, combining with launching the business integration service, the Group expects “Fengtingxun”, the entertainment contents on demand system operated by the Group, can enlarge its competitive advantage and the revenue from entertainment contents on demand system business would be improved. However, as relevant laws and regulations have just been implemented for a short period of time, it still needs time to observe how the market will reflect and adopt to such new laws and regulations. Therefore, the uncertainties and challenges of such business cannot be eliminated at current stage. Besides seeking more authorisation of high quality entertainment contents and attracting more entertainment locations to become our cooperative partners, the Group will also explore more ways to generate income from such business. At the same time, “Fengtingxun” is actively exploring one-stop service for business integration to provide a comprehensive business plan for the operation of the customers, which includes the service of location, budgeting, purchase and installation of digital equipment, operation strategy and operation support to the customers. The Group believes under the continuous development of post-cinema market and pan-entertainment market in the PRC, the demand of the service of entertainment contents on demand system would be increased. Therefore, the Group remains optimistic about the entertainment contents on demand system business. The Group will also closely monitor and evolve quickly to the market situation to strive for considerable return.

前景(續)

另一方面，中國的後影院市場及泛娛樂市場現時仍未發展成熟，而相關要求娛樂消費場所使用獲得正當授權娛樂內容的法律和法規正陸續推行。當相關法律和法規的推行成熟後，市場上的非法供應商會被陸續淘汰，同時，加上「風霆迅」將會推行的業務整合方案，本集團預期可以擴大競爭優勢及在娛樂內容付費點播系統業務的收入可以獲得提升。惟由於相關法律及法規推行的時間尚短，仍需要時間觀察市場對業務整合方案及有關新的法律和法規的反應。因此，此業務的不確定性及挑戰於現階段仍未可以消除。除了引入更多高質素的娛樂內容的授權及吸引不同的娛樂消費場所成為我們的合作夥伴外，本集團會尋求更多的途徑以在此業務產生收入。同時，「風霆迅」正積極開發一站式的業務整合服務，從評估選址、成本預算、電子系統播放設備的購置及安裝、營運策略，以至營運時的支援，為客戶的營運提供全面的業務整合方案。本集團相信在中国的後影院市場及泛娛樂市場開始逐漸發展的情況下，對娛樂內容付費點播系統服務的需求亦會增加。因此，本集團對娛樂內容付費點播系統業務保持樂觀，並會繼續密切留意市場動態，即時作出應變策略，以爭取可觀回報。

PROSPECTS (CONTINUED)

In addition, as described in the voluntary announcement of the Company dated 31 October 2017, Capital Land, the subsidiary of the Company which operates Fengtingxun, has recently entered into two non-legally binding memorandums of understanding in relation to the possible investment in Capital Land by two potential investors who are independent third parties respectively. Apart from the increase of operating fund and broadening the shareholder base, the Group believes the participation of new investors can prove the market confidence for the development of entertainment contents on demand system business. In addition, new investors can provide different ideas and recommendations for the development strategy of Fengtingxun, which can benefit the operation and future development of Fengtingxun.

前景(續)

與此同時，如本公司於二零一七年十月三十一日發出之自願公告所述，本集團的附屬公司及營運風霆迅的京江南，近期分別與兩名獨立第三方潛在投資者就可能投資於京江南訂立不具法律約束力的諒解備忘錄。本集團相信，新投資者的加入除可為風霆迅增加業務的營運資金及擴大其股東基礎外，同時亦證明了市場上對娛樂內容付費點播系統業務發展的信心。此外，加入新投資者亦可以為風霆迅的業務策略引入更多不同的意見，對風霆迅未來的發展及營運都有著正面的影響。

DISCLOSURE OF INTERESTS AND OTHER INFORMATION

權益披露及其他資料

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

As at 30 September 2017, the interest and short position of the Directors and chief executive of the Company 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:

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

於二零一七年九月三十日，本公司董事及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) Long positions in ordinary shares of the Company

(i) 於本公司普通股的好倉

Name of Director 董事名稱	Capacity and nature of interest 權益性質	Number of shares 股份數目	Percentage of the Company's issued share capital 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	15.98%
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	15.98%
Top Select Ventures Limited ("Top Select") 領擇創投有限公司(「領擇創投」)	Beneficial owner (note 2) 實益擁有人(附註2)	3,673,118	0.26%
Mr. Yao Qinrong 姚欽榮先生	Interest of controlled corporation (note 2) 於受控法團權益(附註2)	3,673,118	0.26%
Jumbo Success Global Limited ("Jumbo Success") 巨成環球有限公司(「巨成環球」)	Beneficial owner (note 3) 實益擁有人(附註3)	3,673,118	0.26%
Mr. Zhao Jian 趙健先生	Interest of controlled corporation (note 3) 於受控法團權益(附註3)	3,673,118	0.26%

Notes:

1. The entire issued share capital of Goldbless 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 Goldbless.
2. 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.
3. 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.

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

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)	1,273	12.73%
Mr. Yang Shiyuan (note 2) 楊世遠先生(附註2)	148	1.48%
Ms. Yang Jianping (note 3) 楊建平女士(附註3)	150	1.50%

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. Ms. Yang Jianping holds the shares of Youth Success through Rich Promise Investments Limited which is wholly-owned by her.

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

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. 楊建平女士透過其全資擁有的富諾投資有限公司持有 Youth Success 的股份。

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

Save as disclosed above, as at 30 September 2017, 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 30 September 2017, the following persons (other than a Director or chief executive of the Company) 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 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 股權概約百分比
Youth Success	Beneficial owner (note 1) 實益擁有人(附註1)	711,868,000	50.00%
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)	724,840,000	50.92%
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)	724,840,000	50.92%
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)	724,840,000	50.92%
Wonder Solutions International Group Limited ("Wonder Solutions")	Beneficial owner (note 3) 實益擁有人(附註3)	155,000,000	10.89%
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	10.89%

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(續)

除上文所披露者外，於二零一七年九月三十日，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

於二零一七年九月三十日，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(董事或本公司主要行政人員除外)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

Notes:

1. Youth Success and Guang Rui owns 406,890,000 shares and 12,972,000 shares respectively, representing 28.58% and 0.91% of the issued share capital of the Company. The issued share capital of Youth Success is legally and beneficially owned as to 83.54% 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 Global Limited ("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 10.89% 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 30 September 2017, 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.

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 nine months ended 30 September 2017.

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.

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 28.58% 及 0.91%。Youth Success 的 已 發行 股本 由 光瑞 合法 及 實益 擁有 83.54%。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 森 先生、Alpha Master Global Limited (「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 欲 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 10.89%。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，於二零一七年九月三十日，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。

購買、出售或贖回本公司上市證券

截至二零一七年九月三十日止九個月，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。

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。

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.

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.

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%。

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。

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.

COMPETING INTERESTS

During the nine months ended 30 September 2017, none of the Directors, the controlling shareholders of the Company and their respective close associates (as defined in the GEM Listing Rules) as at 30 September 2017 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.

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 or 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.

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。

競爭權益

截至二零一七年九月三十日止九個月，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）於二零一七年九月三十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。

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、僱員或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。

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.

The Board is pleased to report compliance with the code provisions of the CG Code for the nine months ended 30 September 2017, except the following deviations (Code Provisions A.2.1, A.4.1 and C.2.5):

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.

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」）。

董事會欣然匯報，除以下偏離（企業管治守則之守則條文第A.2.1條、第A.4.1條及第C.2.5段）外，截至二零一七年九月三十日止九個月一直符合企業管治守則的守則條文。

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。

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.

Non-executive directors

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 of Association. The rotation clause sets up a mechanism to ensure that all Directors shall retire at least once every three years and be eligible for re-election.

Internal audit function

The Group 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. This situation will be reviewed from time to time.

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 nine months ended 30 September 2017.

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。

非執行董事

非執行董事並無委任特定任期，惟彼等須根據細則於股東週年大會上輪席退任及重選。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。

內部審核功能

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。該情況將不時進行檢討。

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，所有董事均於截至二零一七年九月三十日止九個月遵守交易必守標準。

AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial control, internal control and risk management systems of the Group, and provide advice and comments on the Group's financial reporting matters to the Board. The audit committee comprises three independent non-executive directors, namely Mr. Law Kin Ho, Mr. Li Fei and Mr. Tan Song Kwang.

The unaudited condensed consolidated results of the Group for the nine months ended 30 September 2017 have been reviewed by the audit committee. The audit committee is of the opinion that such unaudited condensed consolidated results comply with the applicable accounting standards, the GEM Listing Rules and legal requirements, and that adequate disclosure have been made.

By order of the Board
Creative China Holdings Limited
Philip Jian Yang
Chairman and Executive Director

Hong Kong, 8 November 2017

As at the date of this report, the Board of Directors of the Company comprises Mr. Phillip Jian Yang, Mr. Yang Shiyuan and Ms. Yang Jianping as executive directors; Mr. Ge Xuyu and Mr. Wang Yong as non-executive directors; and Mr. Li Fei, Mr. Law Kin Ho and Mr. Tan Song Kwang as independent non-executive directors.

審核委員會

本公司已成立審核委員會，其書面職權範圍符合創業板上市規則第5.28至5.33條。審核委員會的主要職責為檢討及監督本集團的財務監控、內部監控及風險管理制度，並就本集團的財務申報事宜向董事會提供建議及意見。審核委員會由三名獨立非執行董事組成，即羅健豪先生、李飛先生及陳松光先生。

審核委員會已審閱本集團截至二零一七年九月三十日止九個月的未經審核簡明綜合業績。審核委員會認為，有關未經審核簡明綜合業績符合適用會計準則、創業板上市規則及法定要求，並已作出足夠披露。

承董事會命
中國創意控股有限公司
主席兼執行董事
楊劍

香港，二零一七年十一月八日

於本報告日期，本公司董事會由執行董事為楊劍先生、楊世遠先生及楊建平女士；非執行董事葛旭宇先生及汪勇先生；及獨立非執行董事李飛先生、羅健豪先生及陳松光先生組成。



中國創意
Creative China