

# **CNC HOLDINGS LIMITED**

## **中國新華電視控股有限公司**

(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: 8356



**Interim Report**  
**2018/2019**  
**中期報告**

## CHARACTERISTICS OF THE 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」）GEM之特色

GEM之定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資者應了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。

由於GEM上市的公司普遍為中小型公司，在GEM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GEM買賣之證券會有高流通量之市場。

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## HIGHLIGHTS

- The Group's revenue for the six months ended 30 September 2018 decreased by approximately 35.6% to approximately HK\$142.0 million (2017: approximately HK\$220.5 million).
- Loss attributable to the owners of the Company for the six months ended 30 September 2018 increased by approximately 64.3% to approximately HK\$39.5 million (2017: approximately HK\$24.0 million).
- Basic loss per Share for the six months ended 30 September 2018 was approximately HK0.97 cent (2017: approximately HK0.59 cent).
- The Board does not recommend the payment of any dividend for the six months ended 30 September 2018.

## 摘要

- 本集團截至二零一八年九月三十日止六個月的收益減少約35.6%至約142,000,000港元(二零一七年:約220,500,000港元)。
- 截至二零一八年九月三十日止六個月本公司擁有人應佔虧損增加約64.3%至約39,500,000港元(二零一七年:約24,000,000港元)。
- 截至二零一八年九月三十日止六個月的每股基本虧損為約0.97港仙(二零一七年:約0.59港仙)。
- 董事會不建議就截至二零一八年九月三十日止六個月派付任何股息。



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 six months ended 30 September 2018, together with the unaudited comparative figures for the corresponding periods in 2017, as follows:

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

For the three months and six months ended 30 September 2018

董事會（「董事會」）欣然宣佈本公司及其附屬公司（統稱「本集團」）截至二零一八年九月三十日止六個月之未經審核簡明綜合業績連同二零一七年同期之未經審核比較數字如下：

## 簡明綜合損益及其他全面收益表（未經審核）

截至二零一八年九月三十日止三個月及六個月

|  | Notes<br>附註 | Six months ended<br>30 September<br>截至九月三十日止六個月 |                                  | Three months ended<br>30 September<br>截至九月三十日止三個月 |                                  |
|--|-------------|---|----------------------------------|---|----------------------------------|
|  |             | 2018<br>二零一八年<br>HK\$'000<br>千港元                | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元                  | 2017<br>二零一七年<br>HK\$'000<br>千港元 |
| Revenue  | 4           | 141,962   | 220,498                          | 73,210  | 100,798                          |
| Cost of services   |             | (143,186)                                       | (194,363)                        | (76,395)  | (88,149)                         |
| Gross (loss)/profit  |             | (1,224)   | 26,135                           | (3,185)   | 12,649                           |
| Other income   | 5           | 206   | 309                              | 103   | 302                              |
| Other gains and losses   | 6           | 1,276   | (1,002)                          | 604   | (850)                            |
| Amortisation expenses  |             | (9,461)   | (10,154)                         | (4,704)   | (5,319)                          |
| Selling and distribution expenses  |             | -   | (100)                            | -   | (100)                            |
| Administrative expenses  |             | (10,793)  | (21,964)                         | (5,443)   | (7,822)                          |
| Changes in fair value of financial assets<br>at fair value through profit or loss                        |             | (8,088)   | (262)                            | (4,740)   | (1,012)                          |
| Loss from operations   | 8           | (28,084)  | (7,038)                          | (17,365)  | (2,152)                          |
| Finance costs  | 10          | (12,848)  | (19,308)                         | (6,465)   | (9,341)                          |
| Loss before income tax   |             | (40,932)  | (26,346)                         | (23,830)  | (11,493)                         |
| Income tax   | 11          | 1,437   | 2,308                            | 1,107   | 161                              |
| Loss for the period  |             | (39,495)  | (24,038)                         | (22,723)  | (11,332)                         |
| Other comprehensive (loss)/income:<br>Items that may be classified<br>subsequently to profit or loss:    |             |   |                                  |   |                                  |
| Exchange differences on translating<br>foreign operations  |             | (1,123)   | 1,063                            | (395)   | 499                              |
| Items that will not be<br>reclassified to profit or loss:  |             |   |                                  |   |                                  |
| Change in fair value of<br>financial assets measured at fair value<br>through other comprehensive income |             | (700)   | -                                | (700)   | -                                |
| Other comprehensive (loss)/income<br>for the period, net of tax  |             | (1,823)   | 1,063                            | (1,095)   | 499                              |
| Total comprehensive loss for the period  |             | (41,318)  | (22,975)                         | (23,818)  | (10,833)                         |
| Loss for the period attributable to the<br>owners of the Company   |             | (39,495)  | (24,038)                         | (22,723)  | (11,332)                         |
| Total comprehensive loss for the period attributable<br>to the owners of the Company                     |             | (41,318)  | (22,975)                         | (23,818)  | (10,833)                         |
| Loss per Share attributable to<br>the owners of the Company<br>- Basic and diluted (HK cent)             | 13          | (0.97)  | (0.59)                           | (0.56)  | (0.28)                           |

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

At 30 September 2018 於二零一八年九月三十日

|  |             |                             | As at<br>30 September<br>2018<br>於二零一八年<br>九月三十日<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | As at<br>31 March<br>2018<br>於二零一八年<br>三月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|--|-------------|-----------------------------|--|--|
|  | Notes<br>附註 |                             |  |  |
| <b>Non-current assets</b>  |             | <b>非流動資產</b>                |  |  |
| Property, plant and equipment  | 14          | 物業、廠房及設備                    | 46,190   | 41,277   |
| Intangible assets  | 15          | 無形資產                        | 53,495   | 62,678   |
| Available-for-sale financial assets  |             | 可供出售金融資產                    | –  | 2,302  |
| Financial assets measured<br>at fair value through other<br>comprehensive income |             | 透過其他全面收益按<br>公平值計量之<br>金融資產 | 1,602  | –  |
|  |             |                             | <u>101,287</u>   | <u>106,257</u>   |
| <b>Current assets</b>  |             | <b>流動資產</b>                 |  |  |
| Film rights  |             | 電影版權                        | –  | –  |
| Trade and other receivables  | 16          | 貿易及其他應收款項                   | 85,025   | 102,116  |
| Contract assets  | 17          | 合約資產                        | 2,600  | –  |
| Tax recoverable  |             | 可收回稅項                       | 822  | 521  |
| Financial assets at fair value<br>through profit or loss                         |             | 透過損益按公平值入賬<br>之金融資產         | 5,155  | 7,940  |
| Cash and cash equivalents  |             | 現金及現金等價物                    | 58,558   | 70,296   |
|  |             |                             | <u>152,160</u>   | <u>180,873</u>   |
| <b>Total assets</b>  |             | <b>總資產</b>                  | <u>253,447</u>   | <u>287,130</u>   |
| <b>Current liabilities</b>   |             | <b>流動負債</b>                 |  |  |
| Trade and other payables   | 18          | 貿易及其他應付款項                   | 88,845   | 89,546   |
| Contract liabilities   |             | 合約負債                        | 3,186  | –  |
| Finance lease payables   | 19          | 融資租賃應付款項                    | 953  | 2,413  |
| Employee benefits  |             | 僱員福利                        | 3,315  | 3,315  |
| Promissory note  | 20          | 承兌票據                        | 44,390   | 43,026   |
| Convertible notes  | 21          | 可換股票據                       | 254,431  | 247,511  |
| Current tax liabilities  |             | 當期稅項負債                      | 17,991   | 17,854   |
|  |             |                             | <u>413,111</u>   | <u>403,665</u>   |

|  |                 |    | <b>As at<br/>30 September<br/>2018</b><br>於二零一八年<br>九月三十日<br><b>(Unaudited)</b><br>(未經審核)<br><b>HK\$'000</b><br>千港元 | As at<br>31 March<br>2018<br>於二零一八年<br>三月三十一日<br>(Audited)<br>(經審核)<br><b>HK\$'000</b><br>千港元 |
|--|-----------------|----|---|---|
| <b>Net current liabilities</b>               | <b>流動負債淨額</b>   |    | <b>(260,951)</b>  | (222,792)   |
| <b>Total assets less current liabilities</b> | <b>總資產減流動負債</b> |    | <b>(159,664)</b>  | (116,535)   |
| <b>Non-current liabilities</b>               | <b>非流動負債</b>    |    |   |   |
| Finance lease payables                       | 融資租賃應付款項        | 19 | –   | 102   |
| Deferred tax liabilities                     | 遞延稅項負債          |    | <b>12,950</b>   | 14,659  |
|  |                 |    | <b>12,950</b>   | 14,761  |
| <b>Total liabilities</b>                     | <b>總負債</b>      |    | <b>426,061</b>  | 418,426   |
| <b>Net liabilities</b>                       | <b>負債淨額</b>     |    | <b>(172,614)</b>  | (131,296)   |
| <b>Capital and reserves</b>                  | <b>資本及儲備</b>    |    |   |   |
| Share capital                                | 股本              |    | <b>4,055</b>  | 4,055   |
| Reserves                                     | 儲備              | 22 | <b>(176,669)</b>  | (135,351)   |
| <b>Total Equity</b>                          | <b>總權益</b>      |    | <b>(172,614)</b>  | (131,296)   |

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

## 簡明綜合權益變動表 (未經審核)

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

|  |                           | Share capital         | Share premium*           | Capital reserves*        | Convertible notes equity reserves*<br>可換股票據權益儲備* | Foreign currency translation reserves*<br>外幣換算儲備* | Investment revaluation reserves*<br>投資重估儲備* | Other reserves*          | Accumulated losses*      | Total equity           |
|--|---------------------------|-----------------------|--------------------------|--------------------------|--|---|---|--------------------------|--------------------------|------------------------|
|  |                           | 股本<br>HK\$'000<br>千港元 | 股份溢價*<br>HK\$'000<br>千港元 | 資本儲備*<br>HK\$'000<br>千港元 | 權益儲備*<br>HK\$'000<br>千港元                         | 外幣換算儲備*<br>HK\$'000<br>千港元                        | 投資重估儲備*<br>HK\$'000<br>千港元                  | 其他儲備*<br>HK\$'000<br>千港元 | 累計虧損*<br>HK\$'000<br>千港元 | 總權益<br>HK\$'000<br>千港元 |
| As at 1 April 2018   | 於二零一八年四月一日                | 4,055                 | 1,238,195                | 2,758                    | 1,304  | (116)   | -   | 21,862                   | (1,399,354)              | (131,296)              |
| Loss for the period  | 期內虧損                      | -                     | -                        | -                        | -  | -   | -   | -                        | (39,495)                 | (39,495)               |
| Other comprehensive loss for the period:   | 期內其他全面虧損:                 |                       |                          |                          |  |   |   |                          |                          |                        |
| Items that may be classified subsequently to profit or loss:                                       | 其後可分類至損益的項目:              |                       |                          |                          |  |   |   |                          |                          |                        |
| Exchange differences on translating foreign operations   | 換算境外業務之匯兌差額               | -                     | -                        | -                        | -  | (1,123)   | -   | -                        | -                        | (1,123)                |
| Items that will not be reclassified to profit or loss:   | 不會重新分類至損益的項目:             |                       |                          |                          |  |   |   |                          |                          |                        |
| Change in fair value of financial assets measured at fair value through other comprehensive income | 透過其他全面收益按公平值計量之金融資產之公平值變動 | -                     | -                        | -                        | -  | -   | (700)                                       | -                        | -                        | (700)                  |
| Total comprehensive loss for the period  | 期內全面虧損總額                  | -                     | -                        | -                        | -  | (1,123)   | (700)                                       | -                        | (39,495)                 | (41,318)               |
| As at 30 September 2018 (unaudited)  | 於二零一八年九月三十日 (未經審核)        | 4,055                 | 1,238,195                | 2,758                    | 1,304  | (1,239)   | (700)                                       | 21,862                   | (1,438,849)              | (172,614)              |
| 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                      | -                     | -                        | -                        | -  | -   | -   | -                        | (24,038)                 | (24,038)               |
| Other comprehensive income for the period:   | 期內其他全面收入:                 |                       |                          |                          |  |   |   |                          |                          |                        |
| Items that may be classified subsequently to profit or loss:                                       | 其後可分類至損益的項目:              |                       |                          |                          |  |   |   |                          |                          |                        |
| Exchange differences on translating foreign operations   | 換算境外業務之匯兌差額               | -                     | -                        | -                        | -  | 1,063   | -   | -                        | -                        | 1,063                  |
| Total comprehensive loss for the period  | 期內全面虧損總額                  | -                     | -                        | -                        | -  | 1,063   | -   | -                        | (24,038)                 | (22,975)               |
| As at 30 September 2017 (unaudited)  | 於二零一七年九月三十日 (未經審核)        | 4,055                 | 1,238,195                | 2,758                    | 62,631   | (2,011)   | -   | 9,868                    | (1,440,206)              | (124,710)              |

\* The aggregate amount of these balances of approximately HK\$176,669,000 in deficit (31 March 2018: approximately HK\$135,351,000) is included as reserves in the condensed consolidated statement of financial position.

\* 該等結餘款額合共虧絀約176,669,000港元(二零一八年三月三十一日:約135,351,000港元)已計入簡明綜合財務狀況表內作為儲備。

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED) 簡明綜合現金流量表（未經審核）

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

|   |                    | Six months ended<br>30 September<br>截至九月三十日止六個月 |                                  |
|---|--------------------|---|----------------------------------|
|   |                    | 2018<br>二零一八年<br>HK\$'000<br>千港元                | 2017<br>二零一七年<br>HK\$'000<br>千港元 |
| <b>Net cash generated from operating activities</b>             | 經營活動產生之現金淨額        | <b>5,321</b>                                    | 31,379                           |
| <b>Investing activities</b>                                     | 投資活動               |   |                                  |
| Investment in available-for-sale financial assets               | 投資可供出售金融資產         | –   | (2,302)                          |
| Purchase of property, plant and equipment                       | 購買物業、廠房及設備         | <b>(15,673)</b>                                 | (1,622)                          |
| Other cash flows generated from/(used in) investing activities  | 投資活動所得／（所用）之其他現金流量 | <b>132</b>                                      | (76)                             |
| <b>Net cash used in investing activities</b>                    | 投資活動所用現金淨額         | <b>(15,541)</b>                                 | (4,000)                          |
| <b>Net cash used in financing activities</b>                    | 融資活動所用現金淨額         | <b>(1,582)</b>                                  | (2,182)                          |
| <b>Net (decrease)/increase in cash and cash equivalents</b>     | 現金及現金等價物（減少）／增加淨額  | <b>(11,802)</b>                                 | 25,197                           |
| <b>Cash and cash equivalents at the beginning of the period</b> | 期初現金及現金等價物         | <b>70,296</b>                                   | 77,324                           |
| <b>Effects of foreign exchange rate changes</b>                 | 匯率變動之影響            | <b>64</b>                                       | 2,109                            |
| <b>Cash and cash equivalents at the end of the period</b>       | 期末現金及現金等價物         | <b>58,558</b>                                   | 104,630                          |
| <b>Analysis of cash and cash equivalents</b>                    | 現金及現金等價物分析         |   |                                  |
| Cash and bank balances  | 現金及銀行結餘            | <b>58,558</b>                                   | 104,630                          |



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

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

## 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 activities of the Company are 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

### (a) Statement of compliance

The unaudited condensed consolidated interim financial statements for the six months ended 30 September 2018 (the "Interim Financial Statements") have been prepared in accordance with the Hong Kong Accounting Standards ("HKAS") 34 "Interim Financial Reporting", other relevant Hong Kong Accounting Standards, Interpretations and the Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and 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（一九六一年法例3，經綜合及修訂）於開曼群島註冊成立為獲豁免有限責任公司。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GEM上市。

本公司的主要業務為投資控股，而附屬公司則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

### (a) 遵例聲明

截至二零一八年九月三十日止六個月之未經審核簡明綜合中期財務報表（「中期財務報表」）乃根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」、其他相關香港會計準則、詮釋及香港財務報告準則（「香港財務報告準則」）以及GEM上市規則之披露規定編製。

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

### (b) Basis of preparation

The accounting policies and method of the computation used in the preparation of the Interim Financial Statements are consistent with those used in the annual report for the year ended 31 March 2018, except for those related to new standards and interpretations effective for the first time periods beginning on 1 April 2018 and expected to be reflected in the forthcoming annual financial statements as disclosed below.

The Interim 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.

### (c) Going Concern

In preparing the Interim Financial Statements, the Directors have given careful consideration to the future liquidity of the Group notwithstanding that:

- The Group has incurred an unaudited net loss of approximately HK\$39,495,000 during the six months ended 30 September 2018 and, as of that date, the Group had unaudited net current liabilities and unaudited net liabilities of approximately HK\$260,951,000 and HK\$172,614,000 respectively; and
- The Group had promissory note in principal amount of approximately HK\$45,040,000 and convertible notes in principal amount of approximately HK\$257,030,000 which are due within the next twelve months after 30 September 2018.

## 2. 呈列基準及主要會計政策 (續)

### (b) 編製基準

編製中期財務報表所用之會計政策及計算方式與截至二零一八年三月三十一日止年度之年度報告所採納者一致，惟有關於二零一八年四月一日開始之期間首次生效之新準則及詮釋除外（如下文所述），預計其將反映在下一份年度財務報表上。

中期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。

### (c) 持續經營

於編製中期財務報表時，董事已審慎考慮本集團之未來流動性，儘管：

- 截至二零一八年九月三十日止六個月，本集團產生未經審核淨虧損約39,495,000港元，及於該日，本集團分別錄得未經審核流動負債淨額約260,951,000港元及未經審核負債淨額約172,614,000港元；及
- 本集團有承兌票據本金為約45,040,000港元及可換股票據本金為約257,030,000港元，將於二零一八年九月三十日後十二個月內到期。

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

### (c) Going Concern (Continued)

The Directors adopted the going concern basis in the preparation of Interim Financial Statements and implemented the following measures in order to improve the working capital and liquidity and cash flow position of the Group:

#### (1) Financial support

China Xinhua News Network Co., Limited (“China Xinhua NNC”), one of the major shareholders of the Company and a convertible notes holder, has confirmed to provide financial support to the Group in a reasonable manner under relevant laws and regulatory requirements, to maintain the going concern of the Company. The financial support only refers to allow the Company to extend the repayment for the liabilities due to China Xinhua NNC to not earlier than 12 months commencing from 30 September 2018, including (1) the convertible notes in the principal amount of approximately HK\$257,030,000; (2) the interests payable on the convertible notes amounted to approximately HK\$39,537,000 as of 30 September 2018; and (3) the liabilities due to China Xinhua NNC of approximately HK\$15,830,000 as of 30 September 2018 in respect of annual fee for television broadcasting right, carriage fee payment and satellite transmission fee, if the repayment would cause the Company to be unable to settle its liabilities due to other parties when they fall due.

## 2. 呈列基準及主要會計政策 (續)

### (c) 持續經營 (續)

董事於編製中期財務報表時已採納持續經營基準並已實施下列措施以改善本集團之營運資金及流動性以及現金流量狀況：

#### (1) 財務支持

中國新華新聞電視網有限公司（「中國新華新聞電視網」）（本公司之主要股東之一及可換股票據持有人）已確認以合理且符合有關法律和監管要求的方式向本集團提供財務支持，以維持本公司的持續經營。這些財務支持僅指在可能導致本公司無法償還其他債權人到期債務的情況下允許本公司延期至二零一八年九月三十日起十二個月後償還應付中國新華新聞電視網的債務，包括(1)可換股票據本金為約257,030,000港元；(2)截至二零一八年九月三十日止之可換股票據之應付利息為約39,537,000港元；及(3)截至二零一八年九月三十日止之關於電視播放權年費、代付傳輸費及衛星轉播費之應付中國新華新聞電視網的債務為約15,830,000港元。

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

### (c) Going Concern (Continued)

#### (2) Alternate source of funding

The Group is actively considering to raise new capital by carrying out fund raising activities including but not limited to rights issue, open offer and placing of new shares.

- (3) The Group will implement operation plans to control costs and generate adequate cash flows from the Group's operations.

In the opinion of the Directors, in light of the various measures/arrangements implemented after the end of the reporting period, the Group will have sufficient working capital for its current requirements and it is reasonable to expect the Group to remain a commercially viable concern. Accordingly, the Directors are satisfied that it is appropriate to prepare the Interim Financial Statements on a going concern basis.

Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amounts, to provide for any future liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities respectively. The effect of these adjustments has not been reflected in the Interim Financial Statements.

## 2. 呈列基準及主要會計政策 (續)

### (c) 持續經營 (續)

#### (2) 備選融資來源

本集團正積極考慮通過開展集資活動以籌集新資本，包括但不限於供股、公開發售及配售新股份。

- (3) 本集團將實施營運計劃以控制成本及從本集團之營運中產生足夠現金流量。

董事認為，鑒於報告期末後實施之多項措施／安排，本集團將擁有充足營運資金以滿足其現時之要求並可合理預期本集團可繼續以符合商業利益之基準經營。因此，董事信納按持續經營基準編製中期財務報表屬合適。

倘本集團未能繼續按持續基準營運，則需要作出調整藉以將資產價值撇減至其可收回金額，就可能出現之任何未來負債計提撥備，以及將非流動資產及負債分別重列為流動資產及負債。該等調整之影響並未於中期財務報表中反映。



### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

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 2018. Except for disclosed below, the adoption of other new or revised standards, amendments to standards and interpretation does not have material impact on the Interim Financial Statements and does not result in substantial changes to the Group’s accounting policies.

#### 3.1 Impacts and changes in accounting policies of application on HKFRS 15 “Revenue from Contracts with Customers”

The Group has applied HKFRS 15 for the first time in the current period. HKFRS 15 superseded HKAS 18 Revenue, HKAS 11 Construction Contracts and the related interpretations.

The Group recognises revenue from the following major source:

- Construction income from provision of civil engineering services
- Advertising income

### 3. 採納新訂及經修訂香港財務報告準則

本集團已採納於二零一八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」）的新訂或經修訂準則、準則修訂本及詮釋。除以下所披露者外，採納其他新訂或經修訂準則、準則修訂本及詮釋並無對中期財務報表構成重大影響，亦無導致本集團的會計政策出現重大變動。

#### 3.1 應用香港財務報告準則第15號「客戶合約收入」會計政策之影響及變動

於本期間，本集團已首次應用香港財務報告準則第15號。香港財務報告準則第15號已取代香港會計準則第18號收入、香港會計準則第11號建築合約及相關詮釋。

本集團確認的收入主要來源如下：

- 提供土木工程服務之建造收入
- 廣告收入

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

#### 3.1 Impacts and changes in accounting policies of application on HKFRS 15 "Revenue from Contracts with Customers" *(Continued)*

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this Standard recognised at the date of initial application, 1 April 2018. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the Standard retrospectively only to contracts that are not completed at 1 April 2018 and has used the practical expedient for all contract modifications that occurred before the date of initial application, the aggregate effect of all of the modifications was reflected at the date of initial application. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 Revenue and HKAS 11 Construction Contracts and the related interpretations.

### 3. 採納新訂及經修訂香港財務報告準則 *(續)*

#### 3.1 應用香港財務報告準則第15號「客戶合約收入」會計政策之影響及變動 *(續)*

本集團已追溯應用香港財務報告準則第15號，而首次應用該準則的累積影響已於二零一八年四月一日首次應用當日確認。再者，根據香港財務報告準則第15號的過渡條文，本集團選擇僅就於二零一八年四月一日尚未完成的合約追溯應用該準則，並就所有於首次應用日期前發生的合約修改使用簡易適用法，所有修改的總體影響於首次應用日期反映。由於比較資料乃根據香港會計準則第18號收入及香港會計準則第11號建築合約及相關詮釋編製，因此，若干比較資料可能無法用作比較。

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

#### 3.1 Impacts and changes in accounting policies of application on HKFRS 15 "Revenue from Contracts with Customers" *(Continued)*

##### 3.1.1 Key changes in accounting policies resulting from application of HKFRS 15

HKFRS 15 introduces a 5-step approach when recognising revenue:

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

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good and service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

### 3. 採納新訂及經修訂香港財務報告準則 *(續)*

#### 3.1 應用香港財務報告準則第15號「客戶合約收入」會計政策之影響及變動 *(續)*

##### 3.1.1 應用香港財務報告準則第15號所導致會計政策之主要變動

香港財務報告準則第15號引入五個確認收入之步驟：

- 第一步：識別與客戶訂立之合約
- 第二步：識別合約中之履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至合約中之履約責任
- 第五步：於實體完成履約責任時（或就此）確認收入

根據香港財務報告準則第15號，本集團於達成履約責任時，即當特定的履約責任涉及的貨品或服務的「控制權」轉移至客戶時確認收入。

履約責任指一項明確貨品及服務（或一批貨品或服務）或一系列大致相同的明確貨品或服務。

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

#### 3.1 Impacts and changes in accounting policies of application on HKFRS 15 "Revenue from Contracts with Customers" *(Continued)*

##### 3.1.1 Key changes in accounting policies resulting from application of HKFRS 15 *(Continued)*

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

### 3. 採納新訂及經修訂香港財務報告準則 *(續)*

#### 3.1 應用香港財務報告準則第15號「客戶合約收入」會計政策之影響及變動 *(續)*

##### 3.1.1 應用香港財務報告準則第15號所導致會計政策之主要變動 *(續)*

倘符合以下其中一項條件而控制權隨時間轉移，收入則可參考完成相關履約責任的進度而按時間確認：

- 客戶於本集團履約時同時收取及享用本集團履約所提供的利益；
- 於履約時，本集團的履約創建及增強客戶控制的資產；或
- 本集團的履約未能創建對本集團具有替代用途的資產，而本集團有強制執行權收取至今已履約部分的款項。

除外，收入將於客戶獲得明確貨品或服務控制權時確認。



### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

#### 3.1 Impacts and changes in accounting policies of application on HKFRS 15 "Revenue from Contracts with Customers" (Continued)

##### 3.1.1 Key changes in accounting policies resulting from application of HKFRS 15 (Continued)

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

*Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation*

Output method

The progress towards complete satisfaction of a performance obligation in the provision of civil engineering works is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the services transferred to the customer to date relative to the remaining services promised under the contract, that best depict the Group's performance in transferring control of services.

### 3. 採納新訂及經修訂香港財務報告準則 (續)

#### 3.1 應用香港財務報告準則第15號「客戶合約收入」會計政策之影響及變動 (續)

##### 3.1.1 應用香港財務報告準則第15號所導致會計政策之主要變動 (續)

合約資產指本集團尚未擁有向客戶轉移貨品或服務而收取代價的無條件權利，該資產根據香港財務報告準則第9號進行減值評估。相反，應收款項指本集團收取代價的無條件權利，即代價付款僅需隨時間流逝到期收回。

合約負債指本集團向客戶轉移本集團已自客戶收取代價（或應收代價金額）的貨品或服務的責任。

*按時間確認收入：計量完成履約責任之進度*

產量法

完成提供土木工程履約責任之進度乃根據產量法計量，即根據直接計量迄今已轉讓予客戶之服務價值與合約項下承諾提供之餘下服務價值相比較確認收益，此方法最能反映本集團於轉讓服務控制權方面之履約情況。

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

#### 3.1 Impacts and changes in accounting policies of application on HKFRS 15 "Revenue from Contracts with Customers" *(Continued)*

##### 3.1.1 Key changes in accounting policies resulting from application of HKFRS 15 *(Continued)*

###### *Existence of significant financing component*

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

### 3. 採納新訂及經修訂香港財務報告準則 *(續)*

#### 3.1 應用香港財務報告準則第15號「客戶合約收入」會計政策之影響及變動 *(續)*

##### 3.1.1 應用香港財務報告準則第15號所導致會計政策之主要變動 *(續)*

###### *存在重大融資成份*

於釐定交易價時，倘向客戶轉移貨品或服務時（不論以明示或暗示方式）協定之付款時間為客戶或本集團帶來重大融資利益，則本集團就金額時間值的影響而調整已承諾之代價金額。於該等情況下，合約含有重大融資成份。不論於合約中以明示呈列或合約訂約方協定的支付條款暗示融資承諾，合約中均存在重大融資成份。

就相關貨品或服務之支付與轉移期間少於一年的合約而言，本集團就任何重大融資成份應用不調整交易價的簡易處理方法。

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

#### 3.1 Impacts and changes in accounting policies of application on HKFRS 15 "Revenue from Contracts with Customers" (Continued)

##### 3.1.1 Key changes in accounting policies resulting from application of HKFRS 15 (Continued)

###### *Costs to fulfil a contract*

The Group incurs costs to fulfil a contract in its construction contracts. The Group first assesses whether these costs qualify for recognition as an asset in terms of other relevant standards, failing which it recognises an asset for these costs only if they meet all of the following criteria:

- the costs relate directly to a contract or to an anticipated contract that the Group can specifically identify;
- the costs generate or enhance resources of the Group that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- the costs are expected to be recovered.

The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate. The asset is subject to impairment review.

### 3. 採納新訂及經修訂香港財務報告準則 (續)

#### 3.1 應用香港財務報告準則第15號「客戶合約收入」會計政策之影響及變動 (續)

##### 3.1.1 應用香港財務報告準則第15號所導致會計政策之主要變動 (續)

###### *履行合約之成本*

本集團於建築合約中產生履行合約之成本。本集團首先根據其他相關準則評估該等成本是否合資格確認為資產，倘不合資格，僅在符合以下全部標準後將該等成本確認為資產：

- 有關成本與本集團可明確識別之合約或預期訂立之合約有直接關係；
- 有關成本令本集團將用於履行（或持續履行）日後履約責任之資源得以產生或有所增加；及
- 有關成本預期可收回。

由此確認之資產其後按系統性基準（與向客戶轉讓資產相關的貨品或服務一致）於損益攤銷。該資產須進行減值審閱。

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

#### 3.1 Impacts and changes in accounting policies of application on HKFRS 15 "Revenue from Contracts with Customers" *(Continued)*

##### 3.1.2 Summary of effects arising from initial application of HKFRS 15

The following tables summarised the impact of adopting HKFRS 15 on the Group's condensed consolidated statement of financial position as at 30 September 2018. There was no material impact on the Group's condensed consolidated statement of profit or loss and other comprehensive income and condensed consolidated statement of cash flows for the six months ended 30 September 2018.

### 3. 採納新訂及經修訂香港財務報告準則 *(續)*

#### 3.1 應用香港財務報告準則第15號「客戶合約收入」會計政策之影響及變動 *(續)*

##### 3.1.2 初始應用香港財務報告準則第15號所產生影響之概要

下表概述採用香港財務報告準則第15號對本集團於二零一八年九月三十日之簡明綜合財務狀況表的影響。並無對本集團於截至二零一八年九月三十日止六個月之簡明綜合損益及其他全面收益表及簡明綜合現金流量表產生重大影響。



### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

#### 3.1 Impacts and changes in accounting policies of application on HKFRS 15 "Revenue from Contracts with Customers" (Continued)

##### 3.1.2 Summary of effects arising from initial application of HKFRS 15 (Continued)

Impact on the items affected in the condensed consolidated statement of financial position as of 30 September 2018 (increase/(decrease)):

### 3. 採納新訂及經修訂香港財務報告準則 (續)

#### 3.1 應用香港財務報告準則第15號「客戶合約收入」會計政策之影響及變動 (續)

##### 3.1.2 初始應用香港財務報告準則第15號所產生影響之概要 (續)

對於二零一八年九月三十日之簡明綜合財務狀況表的影響 (增加 / (減少)):

|  |                    | As reported          | Adjustments         | Amounts without application of HKFRS 15 並無應用香港財務報告準則第15號之金額 |
|--|--------------------|----------------------|---------------------|---|
|  |                    | 所呈報<br>HK'000<br>千港元 | 調整<br>HK'000<br>千港元 | 第15號之金額<br>HK'000<br>千港元                                    |
| <b>Current assets</b>                  | <b>流動資產</b>        |                      |                     |   |
| Trade and other receivables (Note (i)) | 貿易及其他應收款項 (附註(i))  | 85,025               | 2,600               | 87,625  |
| Contract assets (Note (i))             | 合約資產 (附註(i))       | 2,600                | (2,600)             | -   |
|  |                    | <u>2,600</u>         | <u>(2,600)</u>      | <u>-</u>  |
| <b>Current liabilities</b>             | <b>流動負債</b>        |                      |                     |   |
| Trade and other payables (Note (ii))   | 貿易及其他應付款項 (附註(ii)) | 88,845               | 3,186               | 92,031  |
| Contract liabilities (Note (ii))       | 合約負債 (附註(ii))      | 3,186                | (3,186)             | -   |
|  |                    | <u>3,186</u>         | <u>(3,186)</u>      | <u>-</u>  |

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

#### 3.1 Impacts and changes in accounting policies of application on HKFRS 15 "Revenue from Contracts with Customers" (Continued)

##### 3.1.2 Summary of effects arising from initial application of HKFRS 15 (Continued)

Notes:

- (i) As at 1 April 2018 and 30 September 2018, the contract assets mainly consisted of unbilled revenue arising from the construction contracts that are conditional on issuance of certificates of payment. Prior to application of HKFRS 15, unbilled revenue of approximately HK\$2,600,000 at 30 September 2018 was included in trade and other receivables. Such amount was reclassified to contract assets upon application of HKFRS 15.
- (ii) Under HKFRS 15, a contract liability, rather than a payable, is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue. Prior to application to HKFRS 15, deferred revenue of approximately HK\$3,186,000 as at 30 September 2018 was included in trade and other payables. Such amount was reclassified to contract liabilities upon application of HKFRS 15.

### 3. 採納新訂及經修訂香港財務報告準則 (續)

#### 3.1 應用香港財務報告準則第15號「客戶合約收入」會計政策之影響及變動 (續)

##### 3.1.2 初始應用香港財務報告準則第15號所產生影響之概要 (續)

附註：

- (i) 於二零一八年四月一日及二零一八年九月三十日，合約資產主要包括待付款核證發出後自建築合約所產生之未開單收益。於應用香港財務報告準則第15號前，於二零一八年九月三十日，約2,600,000港元之未開單收益乃計入貿易及其他應收款項。於應用香港財務報告準則第15號後，相關款項重新分類至合約資產。
- (ii) 根據香港財務報告準則第15號，當客戶支付代價或按合約規定支付代價且金額已到期時，合約負債（而非應付款項）在本集團確認相關收益前確認。於應用香港財務報告準則第15號前，於二零一八年九月三十日，約3,186,000港元之遞延收益乃計入貿易及其他應付款項。於應用香港財務報告準則第15號後，相關款項重新分類至合約負債。

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

#### 3.2 Impacts and changes in accounting policies of application on HKFRS 9 “Financial Instruments”

HKFRS 9 replaces HKAS 39 Financial instruments: recognition and measurement. HKFRS 9 introduces new requirements for classification and measurement of financial assets, new rules for hedge accounting and a new impairment model for financial assets. HKFRS 9 is effective for annual periods beginning on or after 1 April 2018 on a retrospective basis. The Group adopts the new standard on the required effective date and does not restate comparative information. Any adjustments to the carrying amount of the financial assets and liabilities at the date of transition were recognised in the opening accumulated losses of the current period.

The principal effects resulting from the application of HKFRS 9 on the Group’s assets or liabilities are summarised below:

#### ***Classification and measurement of financial assets and financial liabilities***

HKFRS 9 “Financial Instruments” introduces a new classification and measurement approach for financial assets that reflects the business model in which assets are managed and their cash flow characteristics, and the new requirements on the accounting for financial liabilities that are designated at fair value through profit or loss.

Upon the adoption of HKFRS 9, the Group elected to classify all equity investments of the Group which were previously classified as available-for-sale financial assets (“AFS Financial Assets”) into financial assets measured at fair value through other comprehensive income (“FVTOCI Financial Assets”) because these investments have been held as long-term strategic investments that are not expected to be sold in the short term at 1 April 2018.

### 3. 採納新訂及經修訂香港財務報告準則 (續)

#### 3.2 應用香港財務報告準則第9號「金融工具」之影響及會計政策變動

香港財務報告準則第9號取代香港會計準則第39號金融工具：確認及計量。香港財務報告準則第9號引入金融資產分類及計量之新規定、對沖會計之新規則以及金融資產之新減值模式。香港財務報告準則第9號按追溯基準於二零一八年四月一日或之後開始之年度期間生效。本集團於規定生效日期採納新準則且不會重列比較資料。於過渡日期對金融資產及負債賬面值作出之任何調整已於本期間之期初累計虧損內確認。

本集團採納香港財務報告準則第9號對資產或負債之主要影響概述如下：

#### ***金融資產與金融負債之分類及計量***

香港財務報告準則第9號「金融工具」為金融資產引入一項新分類及計量方法，以反映管理資產之業務模式及其現金流特徵，並對指定為按公平值計入損益之金融負債之會計處理方法提出新規定。

於採納香港財務報告準則第9號後，本集團於二零一八年四月一日選擇將先前分類為可供出售金融資產（「可供出售金融資產」）的本集團全部股本投資分類為透過其他全面收益以公平值計量的金融資產（「透過其他全面收益以公平值計量的金融資產」），因該等投資持作長期戰略投資，預期不會於短期內出售。

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

#### 3.2 Impacts and changes in accounting policies of application on HKFRS 9 “Financial Instruments” (Continued)

##### *Impairment of financial assets*

HKFRS 9 replaces the “incurred loss” impairment model in HKAS 39 with a forward-looking “expected credit loss” model. The Group applies simplified approach to recognise lifetime expected losses for all trade and other receivables. The credit losses calculated pursuant to the new requirements are not significantly different from the amount recognised under the current practices. Therefore, the Group considered no adjustment is necessary.

### 3. 採納新訂及經修訂香港財務報告準則 (續)

#### 3.2 應用香港財務報告準則第9號「金融工具」會計政策之影響及變動 (續)

##### *金融資產減值*

香港財務報告準則第9號以前瞻性的「預期信貸虧損」模式，取代香港會計準則第39號「已產生虧損」減值模式。本集團採用簡化方法確認所有貿易及其他應收款項之全期預期虧損。根據新規定計算之信貸虧損與根據現行慣例確認之金額並無重大差異。因此本集團認為無需進行調整。



#### 4. REVENUE

Revenue recognised during the three months and six months ended 30 September 2018 and 30 September 2017 were as follows:

#### 4. 收益

截至二零一八年九月三十日及二零一七年九月三十日止三個月及六個月確認的收益如下：

|                           | Six months ended<br>30 September<br>截至九月三十日止六個月           |   | Three months ended<br>30 September<br>截至九月三十日止三個月         |   |
|---------------------------|---|---|---|---|
|                           | 2018<br>二零一八年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2017<br>二零一七年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2017<br>二零一七年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
| Construction works 建築工程   | 141,962   | 219,444   | 73,210  | 100,754   |
| Advertising income* 廣告收入* | —   | 1,054   | —   | 44  |
|                           | <b>141,962</b>  | <b>220,498</b>  | <b>73,210</b>   | <b>100,798</b>  |

Timing of revenue recognition:  
Over time

收益確認時間：  
隨時間性確認

| Six months ended<br>30 September<br>2018<br>截至<br>二零一八年<br>九月三十日<br>止六個月<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | Three months ended<br>30 September<br>2018<br>截至<br>二零一八年<br>九月三十日<br>止三個月<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
|--|--|
| <b>141,962</b>   | <b>73,210</b>  |

#### 4. REVENUE (Continued)

- \* Publication income of HK\$Nil and HK\$Nil (three months ended 30 September 2017: approximately HK\$37,000 and six months ended 30 September 2017: approximately HK\$45,000) was included in advertising income during the three months and six months ended 30 September 2018.

#### 5. OTHER INCOME

Other income recognised during the three months and six months ended 30 September 2018 and 30 September 2017 were as follows:

#### 4. 收益 (續)

- \* 截至二零一八年九月三十日止三個月及六個月之出版收入為零港元及零港元(截至二零一七年九月三十日止三個月:約37,000港元及截至二零一七年九月三十日止六個月:約45,000港元)已計入廣告收入。

#### 5. 其他收入

截至二零一八年九月三十日及二零一七年九月三十日止三個月及六個月確認之其他收入如下:

|                 | Six months ended<br>30 September<br>截至九月三十日止六個月           |   | Three months ended<br>30 September<br>截至九月三十日止三個月         |   |
|-----------------|---|---|---|---|
|                 | 2018<br>二零一八年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2017<br>二零一七年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2017<br>二零一七年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
| Interest income | 14  | 12  | 7   | 5   |
| Dividend income | 183   | 292   | 95  | 292   |
| Sundry income   | 9   | 5   | 1   | 5   |
|                 | <u>206</u>  | <u>309</u>  | <u>103</u>  | <u>302</u>  |

## 6. OTHER GAINS AND LOSSES

Other gains and losses recognised during the three months and six months ended 30 September 2018 and 30 September 2017 were as follows:

## 6. 其他收益及虧損

截至二零一八年九月三十日及二零一七年九月三十日止三個月及六個月確認之其他收益及虧損如下：

|   | Six months ended<br>30 September<br>截至九月三十日止六個月           |   | Three months ended<br>30 September<br>截至九月三十日止三個月         |   |
|---|---|---|---|---|
|   | 2018<br>二零一八年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2017<br>二零一七年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2017<br>二零一七年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
| Exchange gain/(loss), net<br>匯兌收益／(虧損)淨額  | 1,188   | (1,049)   | 516   | (507)   |
| Net gains/(losses) on disposal of property, plant and equipment<br>出售物業、廠房及設備之收益／(虧損)淨額 | 88  | 47  | 88  | (343)   |
|   | <b>1,276</b>  | <b>(1,002)</b>  | <b>604</b>  | <b>(850)</b>  |

## 7. 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 six months ended 30 September 2018, 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.

## 7. 分部資料

本集團之分部資料乃根據執行董事（即主要營運決策者）為分配資源至各分部及評估各分部表現而定期檢討之內部報告予以呈報。就本集團各可呈報分部而言，執行董事定期審閱內部管理報告。

根據於截至二零一八年九月三十日止六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商品或提供服務之種類為：

- (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電視節目播放以取得廣告及相關收益之業務。

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



## 7. SEGMENT INFORMATION (Continued)

### Segment revenue and results

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

For the six months ended 30 September 2018

## 7. 分部資料 (續)

### 分部收益及業績

本集團按可呈報分部劃分的收益及業績分析如下。

截至二零一八年九月三十日止六個月

|   | Provision of<br>civil engineering<br>services<br>提供土木<br>工程服務<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | Television<br>broadcasting<br>business<br>電視播放<br>業務<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | Total<br>總計<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
|---|---|--|---|
| Revenue from external customers 來自外部客戶之收益 | 141,962   | –  | 141,962   |
| Other income and gains 其他收入及收益            | 97  | –  | 97  |
| Reportable segment revenue 可呈報分部收益        | 142,059   | –  | 142,059   |
| Reportable segment results 可呈報分部業績        | 37  | (14,040)   | (14,003)  |
| Unallocated corporate income 未分配企業收入      |   |  | 1,397   |
| Unallocated corporate expenses 未分配企業開支    |   |  | (15,478)  |
| Finance costs 融資成本                        |   |  | (12,848)  |
| Loss before income tax 除所得稅前虧損            |   |  | (40,932)  |

## 7. SEGMENT INFORMATION (Continued)

### Segment revenue and results (Continued)

For the six months ended 30 September 2017

|   | Provision of<br>civil engineering<br>services<br>提供土木<br>工程服務<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | Television<br>broadcasting<br>business<br>電視播放<br>業務<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | Total<br><br>總計<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
|---|---|--|---|
| Revenue from external customers 來自外部客戶之收益 | 219,444   | 1,054  | 220,498   |
| Other income and gains 其他收入及收益            | 79  | 2  | 81  |
| Reportable segment revenue 可呈報分部收益        | <u>219,523</u>  | <u>1,056</u>   | <u>220,579</u>  |
| Reportable segment results 可呈報分部業績        | <u>16,114</u>   | <u>(13,526)</u>  | 2,588   |
| Unallocated corporate income 未分配企業收入      |   |  | 304   |
| Unallocated corporate expenses 未分配企業開支    |   |  | (9,930)   |
| Finance costs 融資成本                        |   |  | <u>(19,308)</u>   |
| Loss before income tax 除所得稅前虧損            |   |  | <u>(26,346)</u>   |

## 7. 分部資料 (續)

### 分部收益及業績 (續)

截至二零一七年九月三十日止六個月

|   | Provision of<br>civil engineering<br>services<br>提供土木<br>工程服務<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | Television<br>broadcasting<br>business<br>電視播放<br>業務<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | Total<br><br>總計<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
|---|---|--|---|
| Revenue from external customers 來自外部客戶之收益 | 219,444   | 1,054  | 220,498   |
| Other income and gains 其他收入及收益            | 79  | 2  | 81  |
| Reportable segment revenue 可呈報分部收益        | <u>219,523</u>  | <u>1,056</u>   | <u>220,579</u>  |
| Reportable segment results 可呈報分部業績        | <u>16,114</u>   | <u>(13,526)</u>  | 2,588   |
| Unallocated corporate income 未分配企業收入      |   |  | 304   |
| Unallocated corporate expenses 未分配企業開支    |   |  | (9,930)   |
| Finance costs 融資成本                        |   |  | <u>(19,308)</u>   |
| Loss before income tax 除所得稅前虧損            |   |  | <u>(26,346)</u>   |

## 7. SEGMENT INFORMATION (Continued)

### Segment revenue and results (Continued)

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales for the six months ended 30 September 2018 and 30 September 2017.

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

### Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segment:

#### As at 30 September 2018 (Unaudited)

|                                 |             |
|---------------------------------|-------------|
| Segment assets                  | 分部資產        |
| Unallocated                     | 未分配         |
| <b>Consolidated assets</b>      | <b>綜合資產</b> |
| Segment liabilities             | 分部負債        |
| Unallocated                     | 未分配         |
| <b>Consolidated liabilities</b> | <b>綜合負債</b> |

## 7. 分部資料 (續)

### 分部收益及業績 (續)

上文所呈報的分部收益指來自外部客戶之收益。截至二零一八年九月三十日及二零一七年九月三十日止六個月概無分部間銷售。

分部溢利／(虧損)指各分部在未分配中央行政成本、利息收入、股息收入、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開支前所賺取的溢利／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計量方式。

### 分部資產及負債

本集團按可呈報及營運分部劃分的資產及負債分析如下：

#### 於二零一八年九月三十日 (未經審核)

| Provision of<br>civil engineering<br>services | Television<br>broadcasting<br>business | Total           |
|---|--|-----------------|
| 提供土木<br>工程服務                                  | 電視播放<br>業務                             | 總計              |
| <b>HK\$'000</b>                               | <b>HK\$'000</b>                        | <b>HK\$'000</b> |
| 千港元   | 千港元                                    | 千港元             |
| 125,747                                       | 56,991                                 | 182,738         |
|   |  | <u>70,709</u>   |
|   |  | <b>253,447</b>  |
| 31,932  | 19,900                                 | 51,832          |
|   |  | <u>374,229</u>  |
|   |  | <b>426,061</b>  |

## 7. SEGMENT INFORMATION (Continued)

### Segment assets and liabilities (Continued)

As at 31 March 2018 (Audited)

|                                 |             | Provision of<br>civil engineering<br>services<br>提供土木<br>工程服務<br>HK\$'000<br>千港元 | Television<br>broadcasting<br>business<br>電視播放<br>業務<br>HK\$'000<br>千港元 | Total<br>總計<br>HK\$'000<br>千港元 |
|---------------------------------|-------------|--|---|--------------------------------|
| Segment assets                  | 分部資產        | 135,349  | 65,267  | 200,616                        |
| Unallocated                     | 未分配         |  |   | 86,514                         |
| <b>Consolidated assets</b>      | <b>綜合資產</b> |  |   | <b>287,130</b>                 |
| Segment liabilities             | 分部負債        | 38,900   | 16,772  | 55,672                         |
| Unallocated                     | 未分配         |  |   | 362,754                        |
| <b>Consolidated liabilities</b> | <b>綜合負債</b> |  |   | <b>418,426</b>                 |

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than available-for-sale financial assets, financial assets measured at fair value through other comprehensive income, financial assets at fair value through profit or loss, cash and cash equivalents, current tax recoverable and assets for corporate use. Goodwill is allocated to segment of television broadcasting business; and
- all liabilities are allocated to operating segments other than convertible notes, current and deferred tax liabilities, finance lease payables and promissory note.

## 7. 分部資料 (續)

### 分部資產及負債 (續)

於二零一八年三月三十一日 (經審核)

|                                 |             | Provision of<br>civil engineering<br>services<br>提供土木<br>工程服務<br>HK\$'000<br>千港元 | Television<br>broadcasting<br>business<br>電視播放<br>業務<br>HK\$'000<br>千港元 | Total<br>總計<br>HK\$'000<br>千港元 |
|---------------------------------|-------------|--|---|--------------------------------|
| Segment assets                  | 分部資產        | 135,349  | 65,267  | 200,616                        |
| Unallocated                     | 未分配         |  |   | 86,514                         |
| <b>Consolidated assets</b>      | <b>綜合資產</b> |  |   | <b>287,130</b>                 |
| Segment liabilities             | 分部負債        | 38,900   | 16,772  | 55,672                         |
| Unallocated                     | 未分配         |  |   | 362,754                        |
| <b>Consolidated liabilities</b> | <b>綜合負債</b> |  |   | <b>418,426</b>                 |

為監察分部表現及分配分部資源：

- 除可供出售金融資產、透過其他全面收益按公平值計量之金融資產、透過損益按公平值入賬之金融資產、現金及現金等價物、可收回當期稅項及企業用途資產外，所有資產均分配至營運分部。商譽乃分配至電視播放業務分部；及
- 除可換股票據、當期及遞延稅項負債、融資租賃應付款項及承兌票據外，所有負債均分配至營運分部。



## 7. SEGMENT INFORMATION (Continued)

### Information about major customers

During the six months ended 30 September 2018, included in revenue arising from provision of civil engineering services of approximately HK\$141,962,000 (2017: approximately HK\$219,444,000) are revenue generated from three (2017: three) customers amounting to approximately HK\$131,620,000 (2017: approximately HK\$196,802,000). Each customer has individually accounted for over 10% of the Group's total revenue. No other single customer contributed 10% or more to the Group's revenue for the six months ended 30 September 2018 and 30 September 2017.

Revenue from major customers is as follows:

|            |     |
|------------|-----|
| Customer A | 客戶甲 |
| Customer B | 客戶乙 |
| Customer C | 客戶丙 |

## 7. 分部資料 (續)

### 有關主要客戶之資料

於截至二零一八年九月三十日止六個月，提供土木工程服務所產生的收益約141,962,000港元（二零一七年：約219,444,000港元）中，包括由三名（二零一七年：三名）客戶帶來的收益約131,620,000港元（二零一七年：約196,802,000港元）。個別佔本集團總收益的10%以上。概無其他單一客戶於截至二零一八年九月三十日及二零一七年九月三十日止六個月佔本集團收益10%或以上。

來自主要客戶之收益如下：

### Six months ended 30 September 截至九月三十日止六個月

| 2018<br>二零一八年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2017<br>二零一七年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
|---|---|
| 55,260  | 100,465   |
| 29,495  | 35,838  |
| 46,865  | 60,499  |
| <b>131,620</b>  | <b>196,802</b>  |

## 8. LOSS FROM OPERATIONS

Loss from operations is arrived at after charging the following:

## 8. 營運虧損

營運虧損乃經扣除以下各項後計算得出：

|   | Six months ended<br>30 September<br>截至九月三十日止六個月           |   | Three months ended<br>30 September<br>截至九月三十日止三個月         |   |
|---|---|---|---|---|
|   | 2018<br>二零一八年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2017<br>二零一七年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2017<br>二零一七年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
| Amortisation of intangible assets (included in amortisation expenses) 無形資產攤銷 (計入攤銷開支) | 9,183   | 9,183   | 4,617   | 4,617   |
| Amortisation of film rights (included in amortisation expenses) 電影版權攤銷 (計入攤銷開支)       | 278   | 971   | 87  | 702   |
| Contract costs recognised as expense 確認為開支之合約成本                                       | 137,663   | 188,880   | 73,942  | 85,701  |
| Depreciation of property, plant and equipment 物業、廠房及設備折舊                              | 10,636  | 9,135   | 5,645   | 4,485   |
| Staff costs (note 9) 員工成本 (附註9)   | 42,534  | 56,277  | 20,534  | 24,344  |

## 9. STAFF COSTS

## 9. 員工成本

|   | Six months ended<br>30 September<br>截至九月三十日止六個月           |   | Three months ended<br>30 September<br>截至九月三十日止三個月         |   |
|---|---|---|---|---|
|   | 2018<br>二零一八年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2017<br>二零一七年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2017<br>二零一七年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
| Staff costs (including Directors' remuneration) comprise: |   |   |   |   |
| Wages, salaries and other benefits                        | 42,097  | 55,224  | 20,271  | 24,076  |
| Contribution to defined retirement plan                   | 437   | 1,053   | 263   | 268   |
|   | <b>42,534</b>   | <b>56,277</b>   | <b>20,534</b>   | <b>24,344</b>   |

## 10. FINANCE COSTS

## 10. 融資成本

|                             | Six months ended<br>30 September<br>截至九月三十日止六個月           |   | Three months ended<br>30 September<br>截至九月三十日止三個月         |   |
|-----------------------------|---|---|---|---|
|                             | 2018<br>二零一八年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2017<br>二零一七年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2017<br>二零一七年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
| Interests on:               |   |   |   |   |
| Finance leases payables     | 20  | 67  | 8   | 29  |
| Promissory note (note 20)   | 2,042   | 916   | 1,034   | 99  |
| Convertible notes (note 21) | 10,786  | 18,325  | 5,423   | 9,213   |
|                             | <b>12,848</b>   | <b>19,308</b>   | <b>6,465</b>  | <b>9,341</b>  |

## 11. INCOME TAX

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

## 11. 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：

|                                  |                | Six months ended<br>30 September<br>截至九月三十日止六個月           |   | Three months ended<br>30 September<br>截至九月三十日止三個月         |   |
|----------------------------------|----------------|---|---|---|---|
|                                  |                | 2018<br>二零一八年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2017<br>二零一七年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2017<br>二零一七年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
| Current tax                      | 當期稅項           |   |   |   |   |
| - Hong Kong profits tax          | - 香港利得稅        |   |   |   |   |
| - current period                 | - 本期間          | -   | 2,723   | (54)  | 2,809   |
| - over-provision in prior years  | - 過往年度<br>超額撥備 | (162)   | -   | (162)   | -   |
| Current tax - PRC                | 當期稅項 - 中國企業    |   |   |   |   |
| Enterprise Income tax            | 所得稅            |   |   |   |   |
| - under-provision in prior years | - 過往年度撥備不足     | 434   | -   | -   | -   |
| Deferred tax                     | 遞延稅項           |   |   |   |   |
| - current period                 | - 本期間          | (1,709)   | (5,031)   | (891)   | (2,970)   |
| Income tax                       | 所得稅            | <u>(1,437)</u>  | <u>(2,308)</u>  | <u>(1,107)</u>  | <u>(161)</u>  |

## 11. INCOME TAX (Continued)

Hong Kong profits tax is calculated at 16.5% (2017: 16.5%) on the estimated assessable profits during each of the three months and six months ended 30 September 2018 and 30 September 2017.

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 had no assessable profits arising in the PRC during each of three months and six months ended 30 September 2018 and 30 September 2017.

## 12. DIVIDENDS

The Board does not recommend the payment of any dividend for each of the three months and six months ended 30 September 2018 respectively (2017: nil).

## 11. 所得稅 (續)

香港利得稅乃按截至二零一八年九月三十日及二零一七年九月三十日止三個月及六個月之估計應課稅溢利之16.5% (二零一七年: 16.5%) 計算。

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。

截至二零一八年九月三十日及二零一七年九月三十日止三個月及六個月, 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。

## 12. 股息

董事會不建議分別派付截至二零一八年九月三十日止三個月及六個月之任何股息 (二零一七年: 無)。



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

The calculations of basic loss per Share for the three months and six months ended 30 September 2018 is based on the unaudited consolidated loss of approximately HK\$22,723,000 and approximately HK\$39,495,000 attributable to the owners of the Company for each of the three months and six months ended 30 September 2018 respectively (three months and six months ended 30 September 2017: approximately HK\$11,332,000 and approximately HK\$24,038,000 respectively) and the weighted average number of 4,055,349,947 Shares and 4,055,349,947 Shares in issue for the three months and six months ended 30 September 2018 respectively (weighted average number of Shares in issue for the three months and six months ended 30 September 2017: 4,055,349,947 Shares and 4,055,349,947 Shares respectively) as if they had been in issue throughout the periods.

Diluted loss per share for the three months and six months ended 30 September 2018 and 30 September 2017 are the same as the basic loss per share. The computation of diluted loss per share for the three months and six months ended 30 September 2018 and 30 September 2017 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.

### 14. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2018, the Group acquired items of property, plant and equipment with aggregate cost of approximately HK\$15,673,000 (six months ended 30 September 2017: approximately HK\$1,622,000). During the six months ended 30 September 2018, items of property, plant and equipment with carrying value of approximately HK\$125,000 were disposed of (six months ended 30 September 2017: approximately HK\$543,000).

### 13. 本公司擁有人應佔每股虧損

截至二零一八年九月三十日止三個月及六個月的每股基本虧損乃根據截至二零一八年九月三十日止三個月及六個月本公司擁有人應佔未經審核綜合虧損分別約22,723,000港元及約39,495,000港元(截至二零一七年九月三十日止三個月及六個月:分別約為11,332,000港元及約24,038,000港元)與截至二零一八年九月三十日止三個月及六個月已發行股份加權平均數分別為4,055,349,947股及4,055,349,947股(截至二零一七年九月三十日止三個月及六個月已發行股份加權平均數:分別為4,055,349,947股及4,055,349,947股)計算,猶如該等股份於整個有關期間均已發行。

截至二零一八年九月三十日及二零一七年九月三十日止三個月及六個月,每股攤薄虧損與每股基本虧損相同。由於假設兌換可換股票據將導致每股虧損減少,因此計算截至二零一八年九月三十日及二零一七年九月三十日止三個月及六個月之每股攤薄虧損並無假設本公司尚未兌換之可換股票據。

### 14. 物業、廠房及設備

截至二零一八年九月三十日止六個月,本集團以成本合共約15,673,000港元(截至二零一七年九月三十日止六個月:約1,622,000港元)購買物業、廠房及設備項目。截至二零一八年九月三十日止六個月,已出售賬面值為約125,000港元的物業、廠房及設備項目(截至二零一七年九月三十日止六個月:約543,000港元)。

## 15. INTANGIBLE ASSETS

## 15. 無形資產

|   |   | As at<br>30 September<br>2018<br>於二零一八年<br>九月三十日<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | As at<br>31 March<br>2018<br>於二零一八年<br>三月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|---|---|--|--|
| <b>Cost:</b>  | <b>成本：</b>  |  |  |
| At 1 April 2017, 31 March 2018,<br>1 April 2018 and 30 September 2018 | 於二零一七年四月一日、<br>二零一八年三月三十一日、<br>二零一八年四月一日及<br>二零一八年九月三十日 | <b>567,000</b>   | 567,000  |
| <b>Accumulated amortisation and<br/>impairment:</b>                   | <b>累計攤銷及減值：</b>   |  |  |
| At the beginning of period/year                                       | 於期／年初   | <b>504,322</b>   | 486,006  |
| Amortisation expenses<br>for the period/year                          | 期／年內之攤銷開支   | <b>9,183</b>   | 18,316   |
| At the end of period/year   | 於期／年末   | <b>513,505</b>   | 504,322  |
| <b>Carrying amount at the end of<br/>period/year</b>                  | <b>於期／年末之賬面值</b>  | <b>53,495</b>  | 62,678   |

Intangible assets represent television broadcasting right acquired by the Group. The useful life of television broadcasting right is 10 years.

無形資產指本集團所收購之電視播放權。電視播放權之可使用年期為十年。

## 16. TRADE AND OTHER RECEIVABLES

## 16. 貿易及其他應收款項

|  |                      | As at<br>30 September<br>2018<br>於二零一八年<br>九月三十日<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | As at<br>31 March<br>2018<br>於二零一八年<br>三月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|--|----------------------|--|--|
| Trade receivables (note (i) & (iii))             | 貿易應收款項 (附註(i)及(iii)) | 26,453   | 42,810   |
| Allowance for doubtful debts                     | 呆賬撥備                 | <u>(2,686)</u>   | <u>(2,686)</u>   |
|  |                      | <b>23,767</b>  | 40,124   |
| Retention receivables (note (ii) and (iii))      | 應收保留金 (附註(ii)及(iii)) | 14,964   | 16,199   |
| Other receivables and prepayments<br>(note (iv)) | 其他應收款項及預付款 (附註(iv))  | 42,292   | 41,924   |
| Deposits   | 按金                   | <u>4,002</u>   | <u>3,869</u>   |
|  |                      | <b>85,025</b>  | <b>102,116</b>   |

## 16. TRADE AND OTHER RECEIVABLES (Continued)

Notes:

- (i) Trade receivables as at the end of the reporting period mainly derived from provision of construction works on civil engineering contracts. The related customers are mainly government department/organisation and reputable corporations. The Group does not hold any collateral over these balances.

Included in trade and other receivables are trade receivables (net of impairment losses) with the following ageing analysis based on invoice date as at the end of the reporting period:

Current or less than 1 month                      即期或少於一個月

The Group grants an average credit period of 30 days to its trade customers of contract works. Application for progress payments of contract works is made on a regular basis.

Trade receivables (net of impairment loss) disclosed above are neither past due nor impaired at the end of the reporting period because there has not been a significant change in credit quality and the amounts are still considered recoverable.

## 16. 貿易及其他應收款項 (續)

附註:

- (i) 報告期末之貿易應收款項主要來自提供土木工程合約之建築工程。有關客戶主要為政府部門/機構及聲譽良好之企業。本集團並無就該等結餘持有任何抵押品。

貿易應收款項(經扣除減值虧損)計入貿易及其他應收款項,按發票日期於報告期末之賬齡分析如下:

| As at<br>30 September<br>2018<br>於二零一八年<br>九月三十日<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | As at<br>31 March<br>2018<br>於二零一八年<br>三月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|--|--|
| <b>23,767</b>  | <b>40,124</b>  |

本集團向其合約工程貿易客戶授出平均30日之信貸期。合約工程進度款項申請會定期進行。

上述披露之貿易應收款項(經扣除減值虧損)於報告期末既未逾期亦未減值,原因為該等款項信貸質素尚無重大變動及仍被視為可予收回。

## 16. TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

(i) (Continued)

### Movements in the allowance for doubtful debts

|   |                |
|---|----------------|
| Balance at the beginning of the period/year     | 期／年初之結餘        |
| Write-off                                       | 撤銷             |
| Impairment loss recognised on trade receivables | 就貿易應收款項確認之減值虧損 |
| Balance at the end of the period/year           | 期／年末之結餘        |

No impairment loss was recognised in the unaudited condensed consolidated statement of profit or loss and other comprehensive income during the six months ended 30 September 2018. Impairment loss of approximately HK\$55,000 was recognised in the consolidated statement of profit or loss and other comprehensive income during the year ended 31 March 2018 as the Directors consider that the outstanding amount were not recoverable.

- (ii) Retention monies withheld by customers of contract works are released after the completion of maintenance period of the relevant contract or in accordance with the terms specified in the relevant contract.
- (iii) Trade and other receivables are short term and hence the Directors consider the carrying amounts of trade and other receivables approximate their fair values at the end of the reporting periods.
- (iv) It mainly consists of prepayment of insurance and advance payment to subcontractors.

## 16. 貿易及其他應收款項 (續)

附註：(續)

(i) (續)

### 呆賬撥備之變動

| As at<br>30 September<br>2018<br>於二零一八年<br>九月三十日<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | As at<br>31 March<br>2018<br>於二零一八年<br>三月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|--|--|
| 2,686  | 2,660  |
| —  | (29)   |
| —  | 55   |
| <b>2,686</b>   | <b>2,686</b>   |

截至二零一八年九月三十日止六個月，概無於未經審核簡明綜合損益及其他全面收益表確認減值虧損。截至二零一八年三月三十一日止年度於綜合損益及其他全面收益表確認減值虧損約55,000港元，此乃由於董事認為尚未償還款項不可收回。

- (ii) 合約工程客戶之保留金於有關合約保養期結束後或根據有關合約指定條款解除。
- (iii) 貿易及其他應收款項為短期性質，因此董事認為貿易及其他應收款項之賬面值於報告期末與其公平值相若。
- (iv) 此項主要包括保險預付款及向分包商支付之墊款。



## 17. CONTRACT ASSETS

## 17. 合約資產

|                             | As at<br>30 September<br>2018<br>於二零一八年<br>九月三十日<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | As at<br>31 March<br>2018<br>於二零一八年<br>三月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|-----------------------------|--|--|
| Unbilled revenue (Note (i)) | 2,600  | —  |
| 未發票據之營業收益 (附註(i))           | 2,600  | —  |

### Notes:

- (i) Unbilled revenue included in contract assets represents the Group's right to receive consideration for work completed and not yet billed because the rights are conditional upon the satisfaction by the customers on the construction work completed by the Group and the work is pending for the certification by the customers. The contract assets are transferred to the trade receivables when the rights become unconditional, which is typically at the time the Group obtains the certification of the completed construction work from the customers.

### 附註:

- (i) 計入合約資產之未發票據之營業收益指本集團就已完成但尚未發票據之工程收取代價之權利，原因是相關權利須待客戶對本集團所完成建築工程表示滿意後方可作實且有關工程須待客戶認可。倘為相關權利不受條件限制（屆時本集團通常已就所完成建築工程取得客戶認可），合約資產會轉移至應收貿易賬款。

## 18. TRADE AND OTHER PAYABLES

## 18. 貿易及其他應付款項

|  |                      | As at<br>30 September<br>2018<br>於二零一八年<br>九月三十日<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | As at<br>31 March<br>2018<br>於二零一八年<br>三月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|--|----------------------|--|--|
| Trade payables                             | 貿易應付款項               | 10,594   | 11,157   |
| Retention money payables                   | 應付保留金                | 9,820  | 14,020   |
| Amount due to a shareholder (note (i))     | 應付一名股東款項 (附註(i))     | 15,830   | 14,330   |
| Interest payables (note (ii))              | 應付利息 (附註(ii))        | 41,077   | 36,534   |
| Amount due to a related party (note (iii)) | 應付一名關連人士款項 (附註(iii)) | 2,009  | 2,009  |
| Other payables and accruals                | 其他應付款項及應計款項          | 9,515  | 11,496   |
|  |                      | <b>88,845</b>  | <b>89,546</b>  |

### Notes:

- (i) Amount due to a shareholder represents amount due to a major substantial shareholder, China Xinhua News Network Co., Limited ("China Xinhua NNC"), which is unsecured, interest-free and repayable on demand.
- (ii) Included in interest payables, convertible notes interest payable of approximately HK\$39,537,000 (31 March 2018: approximately HK\$35,671,000) was payable to China Xinhua NNC.
- (iii) Amount due to a related party represents amount due to 新華音像中心. 新華音像中心 and China Xinhua NNC have a common shareholder, Xinhua News Agency (新華社). The amount is unsecured, interest-free and repayable on demand.

### 附註:

- (i) 應付一名股東款項指應付一名主要股東中國新華新聞電視網有限公司(「中國新華新聞電視網」)之款項, 該款項為無抵押、免息及按求償還。
- (ii) 包含於應付利息的可換股票據應付利息約39,537,000港元(二零一八年三月三十一日: 約35,671,000港元)乃應付中國新華新聞電視網之款項。
- (iii) 應付一名關連人士款項指應付新華音像中心之款項。新華音像中心與中國新華新聞電視網之共同股東為新華社。該款項為無抵押、免息及按求償還。

## 18. TRADE AND OTHER PAYABLES (Continued)

The Group normally settles trade payables within 30 days credit term. Based on the invoice date, ageing analysis of trade payables at the end of the reporting period is as follows:

|  |              |
|--|--------------|
| Current or less than 1 month               | 即期或少於1個月     |
| 1 to 3 months                              | 1至3個月        |
| More than 3 months but less than 12 months | 超過3個月但少於12個月 |

## 18. 貿易及其他應付款項 (續)

本集團一般於30日之信貸期內清償貿易應付款項。根據發票日期，報告期末貿易應付款項之賬齡分析如下：

| <b>As at<br/>30 September<br/>2018<br/>於二零一八年<br/>九月三十日<br/>(Unaudited)<br/>(未經審核)<br/>HK\$'000<br/>千港元</b> | <b>As at<br/>31 March<br/>2018<br/>於二零一八年<br/>三月三十一日<br/>(Audited)<br/>(經審核)<br/>HK\$'000<br/>千港元</b> |
|---|---|
| <b>9,786</b>  | 10,325  |
| <b>94</b>   | 661   |
| <b>714</b>  | 171   |
| <b>10,594</b>   | <b>11,157</b>   |

## 19. FINANCE LEASE PAYABLES

The Group leases a number of its motor vehicles and machineries. Such assets are classified as finance leases as the rental period approximates the estimated useful economic lives of the assets concerned and often the Group has the right to purchase the assets outright at the end of the minimum lease term by paying a nominal amount. The lease terms ranged from one to three years. No arrangements have been entered into for contingent rental payments.

Future lease payments are due as follows:

|   |                                  |     |   |       |
|---|----------------------------------|-----|---|-------|
| Within one year   | 於一年內                             | 959 | 6 | 953   |
| In more than one year and not more than five years  | 超過一年但不超過五年                       | -   | - | -     |
| <i>Less:</i> Amount due for settlement within 12 months (shown under current liabilities) | <i>減:</i> 於十二個月內到期結算之款項 (列作流動負債) |     |   | (953) |
| Amount due for settlement after 12 months   | 於十二個月後到期結算之款項                    | 959 | 6 | 953   |

## 19. 融資租賃應付款項

本集團租賃大量車輛及機器。由於租期與相關資產之估計可使用經濟年期相若，且本集團通常有權於最短租期末透過支付名義金額購買全部資產，故該等資產分類為融資租賃。租期介乎一至三年。並無就或然租金付款訂立任何安排。

未來租賃付款到期情況如下：

| As at 30 September 2018<br>於二零一八年九月三十日                                      |  |   |
|---|--|---|
| Minimum lease payments<br>最低租賃款<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | Future finance charges<br>未來融資開支<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | Present Value of minimum lease payments<br>最低租賃款之現值<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
| 959   | 6  | 953   |
| -   | -  | -   |
| 959   | 6  | 953   |
|   |  | (953)   |
|   |  | -   |

## 19. FINANCE LEASE PAYABLES (Continued)

## 19. 融資租賃應付款項 (續)

As at 31 March 2018  
於二零一八年三月三十一日

|   |                                  | Minimum<br>lease<br>payments                   | Future<br>finance<br>charges                    | Present Value<br>of minimum<br>lease payments   |
|---|----------------------------------|--|---|---|
|   |                                  | 最低租賃款<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 | 未來融資開支<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 | 租賃款之現值<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
| Within one year   | 於一年內                             | 2,439  | 26  | 2,413   |
| In more than one year and not<br>more than five years                                       | 超過一年但不超過五年                       | 102  | —   | 102   |
|   |                                  | 2,541  | 26  | 2,515   |
| Less: Amount due for settlement<br>within 12 months<br>(shown under current<br>liabilities) | 減: 於十二個月內到期<br>結算之款項<br>(列作流動負債) |  |   | (2,413)   |
| Amount due for settlement<br>after 12 months  | 於十二個月後到期<br>結算之款項                |  |   | 102   |



## 20. PROMISSORY NOTE

A promissory note with a principal amount of HK\$45,040,000 was issued by Profit Station Limited (“Profit Station”), a direct wholly-owned subsidiary of the Company on 11 August 2011 (the “Issue Date”) upon the completion of the acquisition of 17% of equity interests in China New Media (HK) Company Limited. The promissory note is unsecured, carried interest at the rate of 3% per annum and matured on 11 August 2014. Profit Station might early redeem all or part of the promissory note at any time from the Issue Date. Unless previously redeemed, Profit Station will redeem the promissory note on its maturity date.

On 11 August 2014 (the “First Renewal Date”), Profit Station has entered into the first extension agreement with the noteholder of the promissory note pursuant to which the maturity date of the promissory note was extended from 11 August 2014 to 11 August 2017 and the extended promissory note will be non-interest bearing with effect from 11 August 2014 till 11 August 2017. Furthermore, the noteholder has agreed to waive the interest accrued on the promissory note amounting to approximately HK\$4,054,000 for the period from 11 August 2011 to 11 August 2014. Except the abovementioned, other terms and conditions of the promissory note remains unchanged.

On 15 December 2017 (the “Second Renewal Date”), Profit Station has entered into the second extension agreement with the noteholder of the promissory note pursuant to which the maturity date of the promissory note was extended from 11 August 2017 to 31 December 2018 and the extended promissory note will bear interest of 3% per annum with effect from 11 August 2017 till 31 December 2018. Except the abovementioned, other terms and conditions of the promissory note remains unchanged.

## 20. 承兌票據

本公司之直接全資附屬公司Profit Station Limited (「Profit Station」)於二零一一年八月十一日(「發行日期」)完成收購中國新媒體(香港)有限公司之17%股本權益後發行本金額為45,040,000港元之承兌票據。承兌票據為無抵押、按年利率3厘計息及於二零一四年八月十一日到期。Profit Station可於發行日期後任何時間提前贖回全部或部分承兌票據。除非之前已被贖回，否則Profit Station將於其到期日贖回承兌票據。

於二零一四年八月十一日(「第一次更新日期」)，Profit Station與承兌票據之票據持有人已訂立第一份延長協議，據此，承兌票據之到期日自二零一四年八月十一日延長至二零一七年八月十一日，且經延長之承兌票據將自二零一四年八月十一日起至二零一七年八月十一日止免息。此外，票據持有人已同意免除承兌票據自二零一一年八月十一日至二零一四年八月十一日期間產生之利息約4,054,000港元。除上述者外，承兌票據之其他條款及條件維持不變。

於二零一七年十二月十五日(「第二次更新日期」)，Profit Station與承兌票據之票據持有人已訂立第二份延長協議，據此，承兌票據之到期日自二零一七年八月十一日延長至二零一八年十二月三十一日，且經延長之承兌票據將自二零一七年八月十一日起至二零一八年十二月三十一日止按年利率3厘計息。除上述者外，承兌票據之其他條款及條件維持不變。

## 20. PROMISSORY NOTE (Continued)

Upon the second extension, the fair value of the liability component of the extended promissory note was reassessed and calculated using an equivalent market interest rate for an equivalent instrument at the Second Renewal Date. The fair value of the extended promissory note at the Second Renewal Date amounted to approximately HK\$42,720,000. The fair value is calculated using discounted cash flow method at a rate of 9.393%.

## 20. 承兌票據 (續)

於第二次延期後，經延期之承兌票據之負債部分之公平值於第二次更新日期乃以等價工具之等值市場利率重估及計算。經延期之承兌票據之公平值於第二次更新日期為約42,720,000港元。公平值乃採用折現現金流量法以9.393%之折現率計算。

|   |                    | <b>As at<br/>30 September<br/>2018<br/>於二零一八年<br/>九月三十日<br/>(Unaudited)<br/>(未經審核)<br/>HK\$'000<br/>千港元</b> | As at<br>31 March<br>2018<br>於二零一八年<br>三月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|---|--------------------|---|--|
| Balance at the beginning of the reporting period/year | 於報告期／年初結餘          | <b>43,026</b>   | 44,124   |
| Interest charged at effective interest rate of 7.423% | 按實際利率7.423%計算之利息開支 | -   | 916  |
| Gain arising on extinguishment of promissory note     | 償清承兌票據產生之收益        | -   | (2,320)  |
| Interest charged at effective interest rate of 9.393% | 按實際利率9.393%計算之利息開支 | <b>2,042</b>  | 1,169  |
| Interest payables                                     | 應付利息               | <b>(678)</b>  | (863)  |
| Balance at the end of the reporting period/year       | 於報告期／年末結餘          | <b>44,390</b>   | 43,026   |

## 21. CONVERTIBLE NOTES

On 9 December 2011, the Company issued convertible notes with the principal amount of approximately HK\$607,030,000, carried interest at the rate of 5% per annum as part of the consideration for the acquisition of Xinhua TV Asia-Pacific Operating Co., Limited ("Xinhua TV Asia-Pacific"). Each note entitles the holder to convert to ordinary shares at a conversion price of approximately HK\$0.196 per share. Conversion might occur at any time between 9 December 2011 and 8 December 2014. If the notes have not been converted, the Company would redeem on 9 December 2014 at the outstanding principal amount. Interest of 5% per annum would be paid annually until the notes are converted or redeemed.

On 9 December 2014, the Company entered into the first supplemental deed with China Xinhua NNC, the sole holder of the outstanding convertible notes, pursuant to which the Company and China Xinhua NNC agreed to amend certain terms and conditions of the convertible notes, where (i) the maturity date of the convertible notes will be extended for 3 years and the conversion period will accordingly be extended for 3 years to 9 December 2017; and (ii) the interest rate of the convertible notes will be amended from 5% per annum to 3% per annum for the extended period, being from 9 December 2014 to 9 December 2017. Except the abovementioned, other terms and conditions of the convertible notes remain unchanged.

On 13 December 2017, the Company entered into the second supplemental deed with China Xinhua NNC, the sole holder of the outstanding convertible notes, pursuant to which the Company and China Xinhua NNC agreed to amend the term and condition of the convertible notes, where the maturity date of the convertible notes will be extended for 1 year and the conversion period will accordingly be extended for 1 year to 9 December 2018. Except the abovementioned, other terms and conditions of the convertible notes remain unchanged.

## 21. 可換股票據

於二零一一年十二月九日，本公司發行本金額為約607,030,000港元，按年息率5厘計息之可換股票據，作為收購新華電視亞太台運營有限公司（「新華電視亞太台」）之部分代價。每份票據賦予持有人權利按每股股份約0.196港元之兌換價兌換為普通股。可換股票據可於二零一一年十二月九日至二零一四年十二月八日期間內隨時兌換為股份。倘票據尚未兌換，本公司於二零一四年十二月九日贖回未行使本金額。每年5厘之利息將須每年支付，直至其獲兌換或贖回。

於二零一四年十二月九日，本公司與尚未兌換可換股票據之唯一持有人中國新華新聞電視網訂立第一份補充契據，據此本公司與中國新華新聞電視網同意修訂可換股票據之若干條款及條件，其中(i)可換股票據之到期日將延長3年，且兌換期將相應延長3年至二零一七年十二月九日；及(ii)延長期間（即二零一四年十二月九日至二零一七年十二月九日）之可換股票據之利率將由每年5%修訂為每年3%。除上述者外，可換股票據之其他條款及條件維持不變。

於二零一七年十二月十三日，本公司與尚未兌換可換股票據之唯一持有人中國新華新聞電視網訂立第二份補充契據，據此本公司與中國新華新聞電視網同意修訂可換股票據之條款及條件，其中可換股票據之到期日將延長1年，且兌換期將相應延長1年至二零一八年十二月九日。除上述者外，可換股票據之其他條款及條件維持不變。

## 21. CONVERTIBLE NOTES (Continued)

The convertible notes contain two components, liability component and equity component. The equity component is presented in equity heading "convertible notes equity reserves" and "other reserves". The effective interest rate of the liability component is 15.98% from 9 December 2014 to 9 December 2017 and 8.84% from 9 December 2017 to 9 December 2018 respectively.

## 21. 可換股票據 (續)

可換股票據由兩個部分組成，分別為負債部分及權益部分。權益部分於權益中「可換股票據權益儲備」及「其他儲備」項下呈列。負債部分之實際利率自二零一四年十二月九日起至二零一七年十二月九日止為15.98厘，自二零一七年十二月九日起至二零一八年十二月九日止為8.84厘。

|   |                    | <b>As at<br/>30 September<br/>2018<br/>於二零一八年<br/>九月三十日<br/>(Unaudited)<br/>(未經審核)<br/>HK\$'000<br/>千港元</b> | As at<br>31 March<br>2018<br>於二零一八年<br>三月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|---|--------------------|---|--|
| <b>Equity component</b>   | <b>權益部分</b>        |   |  |
| At the beginning of the reporting period/year                     | 於報告期／年初            | <b>1,304</b>  | 62,631   |
| Transfer to accumulated losses upon mature of convertible notes   | 於可換股票據到期後轉撥至累計虧損   | —   | (62,631)   |
| Recognition of equity component on extension of convertible notes | 就經延長可換股票據確認之權益部分   | —   | 1,562  |
| Deferred tax liability arising on extension of convertible notes  | 就經延長可換股票據產生之遞延稅項負債 | —   | (258)  |
| Balance at the end of the reporting period/year                   | 於報告期／年末之結餘         | <b>1,304</b>  | 1,304  |

## 21. CONVERTIBLE NOTES (Continued)

## 21. 可換股票據 (續)

|  |                     | As at<br>30 September<br>2018<br>於二零一八年<br>九月三十日<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | As at<br>31 March<br>2018<br>於二零一八年<br>三月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|--|---------------------|--|--|
| <b>Liability component</b>   | <b>負債部分</b>         |  |  |
| At the beginning of the reporting period/year                            | 於報告期／年初             | <b>247,511</b>   | 237,652  |
| Interest charged calculated at an effective interest rate of 15.98%      | 按實際利率15.98厘計算之利息開支  | -  | 24,718   |
| Interest payable before second extension of convertible notes            | 經第二次延長可換股票據前之應付利息   | -  | (5,340)  |
| Recognition of equity component on second extension of convertible notes | 就經第二次延長可換股票據確認之權益部分 | -  | (1,562)  |
| Capital contribution arised from second extension of convertible notes   | 第二次延長可換股票據產生之出資     | -  | (11,994)   |
| Interest charged calculated at an effective interest rate of 8.84%       | 按實際利率8.84厘計算之利息開支   | <b>10,786</b>  | 6,424  |
| Interest payable after second extension of convertible notes             | 經第二次延長可換股票據後之應付利息   | <b>(3,866)</b>   | (2,387)  |
| Balance at the end of the reporting period/year                          | 於報告期／年末之結餘          | <b>254,431</b>   | 247,511  |



## 22. SHARE CAPITAL

Ordinary shares of HK\$0.001 each

### Authorised:

As at 1 April 2018 and  
30 September 2018  
(unaudited)

### Issued and fully paid:

As at 1 April 2018 and  
30 September 2018  
(Unaudited)

## 22. 股本

每股面值0.001港元之普通股

Number of  
Shares  
股份數目

Nominal value  
面值  
HK\$'000  
千港元

### 法定：

於二零一八年四月一日及  
二零一八年九月三十日  
(未經審核)

500,000,000,000

500,000

### 已發行及繳足：

於二零一八年四月一日及  
二零一八年九月三十日  
(未經審核)

4,055,349,947

4,055

## 23. OPERATING LEASE COMMITMENTS

The Group as leasee

Minimum lease payments paid under  
operating leases during the period

## 23. 經營租賃承擔

本集團作為承租人

Six months ended  
30 September  
截至九月三十日止六個月

2018  
二零一八年  
(Unaudited)  
(未經審核)  
HK\$'000  
千港元

2017  
二零一七年  
(Unaudited)  
(未經審核)  
HK\$'000  
千港元

7,188

7,456

期內根據經營租賃已付之  
最低租賃款

## 23. OPERATING LEASE COMMITMENTS (Continued)

### The Group as leasee (Continued)

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

|  |                  |
|--|------------------|
| Within one year                        | 一年內              |
| In the second to fifth years inclusive | 第二年至第五年內(包括首尾兩年) |

Operating leases related to office property, staff quarter, certain office equipment, television broadcasting right, the use of satellite capacity and broadcasting services with lease term between 1 to 10 years. All operating lease contracts contain market review clauses in the event that the Group exercises its option to renew. The Group does not have an option to purchase the leased asset at the expiry of the lease period.

## 23. 經營租賃承擔(續)

### 本集團作為承租人(續)

於報告期末，本集團根據不可撤銷經營租賃承擔之未來最低租賃款之到期情況如下：

| As at<br>30 September<br>2018<br>於二零一八年<br>九月三十日<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | As at<br>31 March<br>2018<br>於二零一八年<br>三月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|--|--|
| 11,445   | 13,158   |
| 9,252  | 13,722   |
| <b>20,697</b>  | <b>26,880</b>  |

辦公室物業、員工宿舍、若干辦公室設備、電視播放權、衛星用量及播放服務之經營租賃之租賃期介乎一年至十年。所有經營租賃合約均包含市場檢討條款，容許本集團行使其續約權。本集團於租約期屆滿後無權購買租賃資產。

## 24. MATERIAL RELATED PARTY TRANSACTIONS

During the reporting period, the Group entered into the following related party transactions:

## 24. 重大關連方交易

於報告期間，本集團訂立以下關連方交易：

| Related party relationship<br>關連方關係  | Type of transaction<br>交易類型  | Transaction amount<br>交易額                                 |   |   |   |
|--|--|---|---|---|---|
|  |  | Six months ended<br>30 September<br>截至九月三十日止六個月           |   | Three months ended<br>30 September<br>截至九月三十日止三個月         |   |
|  |  | 2018<br>二零一八年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2017<br>二零一七年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2017<br>二零一七年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
| A company that Mr. Chia Kar Hin, Eric John ("Mr. Chia"), the then non-executive Director, had material interest<br>當時之非執行董事謝嘉軒先生 (「謝先生」) 擁有重大權益之公司 | Service fee for announcement posting agreement<br>刊登公佈協議之服務費               | -   | 5   | -   | 3   |
| A company that the spouse of Mr. Chia had material interest<br>謝先生之配偶擁有重大權益之公司   | Legal and professional fee paid<br>已付法律及專業費用                               | -   | 37  | -   | 15  |
| China Xinhua NNC<br>中國新華新聞電視網  | Annual fee for television broadcasting right (note (i))<br>電視播放權年費 (附註(i)) | 1,500   | 1,500   | 750   | 750   |
|  | Accrued interests on convertible notes (note (ii))<br>可換股票據之應計利息 (附註(ii))  | 3,866   | 3,866   | 1,944   | 1,944   |

## 24. MATERIAL RELATED PARTY TRANSACTIONS

(Continued)

Notes:

- (i) Pursuant to the agreement signed between the Group and China Xinhua NNC on 5 September 2011, China Xinhua NNC granted the television broadcasting right to Xinhua TV Asia-Pacific for the period from 1 September 2011 to 31 August 2021 on an exclusive basis with an annual fee of HK\$1,000,000 payable by Xinhua TV Asia-Pacific to China Xinhua NNC prior to 31 December 2016, and HK\$3,000,000 payable by Xinhua TV Asia-Pacific to China Xinhua NNC with effect from 1 January 2017.
- (ii) During the six months ended 30 September 2018, the convertible notes interest payable to China Xinhua NNC was amounted to approximately HK\$3,866,000 (six months ended 30 September 2017: approximately HK\$3,866,000).

One of the Directors, Mr. Kan Kwok Cheung, who is also a shareholder of the Company, has provided personal guarantee to the lessor in respect of the Group's obligations under finance lease as at the end of the reporting period as disclosed in note 19.

The Directors considered that the above related party transactions were conducted on normal commercial terms and in the ordinary and usual course of the Group's business.

## 24. 重大關連方交易 (續)

附註：

- (i) 根據本集團與中國新華新聞電視網於二零一一年九月五日簽訂之協議，中國新華新聞電視網向新華電視亞太台授予獨家電視播放權，獨家電視播放權期限自二零一一年九月一日起至二零二一年八月三十一日止。於二零一六年十二月三十一日前，新華電視亞太台應付中國新華新聞電視網之年費為1,000,000港元，而自二零一七年一月一日起，新華電視亞太台應付中國新華新聞電視網之年費則為3,000,000港元。
- (ii) 截至二零一八年九月三十日止六個月，應付中國新華新聞電視網之可換股票據利息款額為約3,866,000港元（截至二零一七年九月三十日止六個月：約3,866,000港元）。

其中一名董事簡國祥先生（亦為本公司股東）已就本集團於報告期末之融資租賃責任向出租人提供個人擔保，詳情披露於附註19。

董事認為，上述關連方交易乃按正常商業條款於本集團一般日常業務過程中進行。

## 25. FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value of financial assets and financial liabilities are determined as follows:

- The fair values of financial assets and financial liabilities with standard terms and conditions and traded on active markets are determined with reference to quoted market bid prices and ask prices respectively.
- The fair values of derivative instruments are calculated using quoted prices. Where such prices are not available, a discounted cash flow analysis is performed using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives.
- The fair values of other financial assets and financial liabilities (excluding those described above) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The Directors consider that the carrying amounts of financial assets and financial liabilities recognised in the Interim Financial Statements approximate to their fair values.

### Fair value measurements recognised in the condensed consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

## 25. 金融工具之公平值

金融資產及金融負債之公平值乃按以下準則釐定：

- 具有標準條款及條件並於活躍市場買賣之金融資產及金融負債，乃分別參考所報市場買盤價及賣盤價釐定公平值。
- 衍生工具之公平值按報價計算。倘未能獲得有關價格，則以非期權衍生工具之工具期限的適用孳息曲線，以及期權衍生工具的期權定價模式進行貼現現金流量分析。
- 其他金融資產及金融負債（不包括上述者）之公平值乃根據使用貼現現金流量分析之普遍採納定價模式釐定。

董事認為，於中期財務報表中確認之金融資產及金融負債之賬面值與其公平值相若。

### 於簡明綜合財務狀況表中確認之公平值計量

下表載列於初步確認後按公平值計量之金融工具分析，並根據其公平值可觀察程度分為第一至第三級別：

- 第一級別公平值計量乃活躍市場內相同資產或負債之報價（未經調整）；
- 第二級別公平值計量乃計入第一級別之報價以外可直接（即其價格）或間接（即源自價格）就資產或負債觀察的輸入資料；及
- 第三級別公平值計量源自包括並非以可觀察市場數據為基礎之資產或負債輸入資料（不可觀察的輸入資料）的估值方法。



## 25. FAIR VALUE OF FINANCIAL INSTRUMENTS

(Continued)

Fair value measurements recognised in the condensed consolidated statement of financial position (Continued)

## 25. 金融工具之公平值 (續)

於簡明綜合財務狀況表中確認之公平值計量 (續)

Financial assets at fair value through profit or loss 透過損益按公平值入賬之金融資產

| As at 30 September 2018 (Unaudited) |          |          |          |
|-------------------------------------|----------|----------|----------|
| 於二零一八年九月三十日 (未經審核)                  |          |          |          |
| Level 1                             | Level 2  | Level 3  | Total    |
| 第一級別                                | 第二級別     | 第三級別     | 總計       |
| HK\$'000                            | HK\$'000 | HK\$'000 | HK\$'000 |
| 千港元                                 | 千港元      | 千港元      | 千港元      |
| 5,155                               | -        | -        | 5,155    |

Financial assets at fair value through profit or loss 透過損益按公平值入賬之金融資產

| As at 31 March 2018 (Audited) |          |          |          |
|-------------------------------|----------|----------|----------|
| 於二零一八年三月三十一日 (經審核)            |          |          |          |
| Level 1                       | Level 2  | Level 3  | Total    |
| 第一級別                          | 第二級別     | 第三級別     | 總計       |
| HK\$'000                      | HK\$'000 | HK\$'000 | HK\$'000 |
| 千港元                           | 千港元      | 千港元      | 千港元      |
| 7,940                         | -        | -        | 7,940    |

## 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 six months ended 30 September 2018 (the "Period"), the Group continued to focus on rendering civil engineering services to 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 two main contracts and eight subcontracts. Among the ten contracts, two are related to provision of waterworks engineering services and the remaining contracts are related to provision of drainage services and site formation services. Details of the contracts undertaken are set out below:

### 業務回顧

本集團主要於香港為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。截至二零一八年九月三十日止六個月（「本期間」），本集團繼續專注於在香港向公營部門提供土木工程服務並發展其電視播放業務。

#### 提供土木工程服務

於本期間內，本集團已承接兩項主合約及八項分包合約。該十項合約中，其中兩項與提供水務工程服務有關，而其餘合約則與提供渠務服務及土地平整服務有關。所承接合約之詳情載列如下：

|                       | <b>Contract number</b><br>合約編號 | <b>Particulars of contract</b><br>合約詳情  |
|-----------------------|--------------------------------|---|
| Main contracts<br>主合約 | 3/WSD/13                       | Mainlying near She Shan Tsuen, Tai Po   |
|                       | 3/WSD/13                       | 大埔社山村附近水管敷設工程   |
|                       | 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><br>合約編號  | <b>Particulars of contract</b><br>合約詳情   |
|----------------------|---|--|
| Subcontracts<br>分包含約 | 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－新界北及新界東水管工程   |
|                      | CV/2015/03  | Site Formation and Infrastructural Works near Tong Hang Road and Tsz Tin Road in Area 54, Tuen Mun                                 |
|                      | CV/2015/03  | 屯門54區鄰近塘亨路及紫田路的土地平整及基建工程   |
|                      | 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              | 康城路高架橋路及行人天橋FB1   |  |
| CV/2016/10           | Site Formation and Association Infrastructural Works For Development of Columbarium at Sandy Ridge Cemetery |  |
| CV/2016/10           | 於沙嶺公墓興建骨灰龕的土地平整及相關基建工程  |  |

During the Period, the two contracts with contracts numbered CV/2015/03 and CV/2016/10 were the main contributors to the Group's revenue and all of the Group's revenue were derived from provision of civil engineering services.

於本期間內，合約編號為CV/2015/03及CV/2016/10之兩項合約為本集團收益之主要來源，及本集團之所有收益均來自提供土木工程服務。

## Television broadcasting business

With the rapid growth of the new media, such as internet and mobile web, this development has posed serious challenges to the traditional television business. Despite this, the Group is well-positioned and differentiated itself from competitors by leveraging on brand name of Xinhua News Agency as well as the built-up of market influence of the Group. During the Period, by capturing the opportunities arising from the “Belt and Road” initiative, the Group aimed at co-operating with different investors of redevelopment of ancient architectures to produce documentary and promotional video to cover the redevelopment process of such redevelopment so as to boost up the development of television broadcasting business. The Group intends to explore similar and potential business opportunities so as to generate synergies between different segments and broaden the income stream. The Group will continue to identify potential investors and will review the business strategy of this segment to optimize the financial resources of the Group.

The Group will closely monitor the performance of different business segments and adjust its strategy as and when appropriate. In order to broaden its income sources, the Group will continue to diversify its business segments. Going forward, the Group will keep abreast and seize business opportunities to enhance the financial condition and business performance of the Group. With a view to strengthen its business portfolio, the Group will continue to identify other investment opportunities when they may arise with an attempt to maximise returns for the shareholders of the Company.

## 電視播放業務

隨著互聯網及移動網絡等新媒體之快速增長，此發展給傳統電視業務帶來嚴峻挑戰。儘管如此，憑藉新華社之品牌名稱以及本集團所建立之市場影響力，本集團處於有利地位並從競爭對手中脫穎而出。於本期間內，本集團透過把握「一帶一路」倡議帶來之機遇，旨在與從事復建古建築之不同投資者合作製作紀錄宣傳片以報導有關復建之復建過程，從而推進電視播放業務之發展。本集團擬探索類似及潛在商機，以帶來不同分部間之協同效應及擴闊收入來源。本集團將繼續物色潛在投資者，並將檢討該分部之業務策略，以優化本集團之財務資源。

本集團將密切監察不同業務分部之表現並適時調整其策略。為擴闊其收入來源，本集團將繼續多元化其業務分部。展望未來，本集團將與時俱進，把握商機，以提升財務狀況及業務表現。為加強其業務組合，本集團將繼續物色其他可能出現之投資機會，以期為本公司股東帶來最大回報。

## FINANCIAL REVIEW

### Revenue

For the Period, the Group reported a revenue of approximately HK\$142.0 million (2017: approximately HK\$220.5 million), representing a decrease of approximately 35.6% as compared with that for the same period of the previous year. All of the Group's revenue were derived from provision of civil engineering services during the Period. The decrease in revenue was mainly due to decrease in work from certain civil engineering projects reaching the maintenance stage or nearly completion stage for the Period. The Group derived aggregate advertising revenue of approximately HK\$nil million (2017: approximately HK\$1.0 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 as a subcontractor. The subcontracting revenue amounted to approximately HK\$110.3 million (2017: approximately HK\$119.8 million), representing approximately 77.7% (2017: approximately 54.3%) of the total revenue for the Period. On the other hand, the aggregate revenue generated from the undertaking of civil engineering contracts in the capacity of a main contractor and jointly controlled operator amounted to approximately HK\$31.7 million (2017: approximately HK\$99.7 million), representing approximately 22.3% (2017: approximately 45.2%) of the total revenue for the Period.

## 財務回顧

### 收益

於本期間內，本集團錄得收益約142,000,000港元（二零一七年：約220,500,000港元），較去年同期減少約35.6%。於本期間內，本集團所有收益來自提供土木工程服務。收益減少乃主要由於若干土木工程項目工程於本期間達致保養階段或接近竣工階段而減少。本集團自電視播放業務產生廣告收益總額約零港元（二零一七年：約1,000,000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110,300,000港元（二零一七年：約119,800,000港元），佔本期間總收益約77.7%（二零一七年：約54.3%）。另一方面，以主承建商及共同控制營運商身份承接之土木工程合約產生收益總額為約31,700,000港元（二零一七年：約99,700,000港元），佔本期間總收益約22.3%（二零一七年：約45.2%）。



## Cost of services

The Group's cost of services for the Period decreased by approximately 26.3% to approximately HK\$143.2 million (2017: approximately HK\$194.4 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 NNC. Other direct operating costs mainly comprise depreciation charges of LED display screens.

## Gross (loss)/profit

The gross loss of the Group for the Period was amounted to approximately HK\$1.2 million (2017: gross profit of approximately HK\$26.1 million) as compared with that for the same period of the previous year. The gross loss margin of the Group was amounted to approximately 0.9% for the Period (2017: gross profit margin of approximately 11.9%). The decrease in gross profit was mainly due to the decrease in work from certain civil engineering projects reaching the maintenance stage or nearly completion stage and thus marginal profits were decreased for the Period.

## Other income

The Group's other income for the Period decreased by 33.3% to approximately HK\$0.2 million (2017: approximately HK\$0.3 million) as compared with that for the same period of the previous year. The other income mainly consisted of cash dividend received from investment in financial assets at fair value through profit or loss during the Period.

## 服務成本

本集團於本期間之服務成本較去年同期減少約26.3%至約143,200,000港元(二零一七年:約194,400,000港元)。本集團之服務成本主要包括建築服務成本、電視播放業務成本以及其他直接營運成本。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之其他直接成本。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之年費。其他直接營運成本主要包括LED顯示屏之折舊費用。

## 毛(損)/利

本集團於本期間之毛損約為1,200,000港元(二零一七年:毛利約26,100,000港元)。本集團於本期間之毛損率約為0.9%(二零一七年:毛利率約11.9%)。毛利減少乃主要由於若干土木工程項目的工程因達致保養階段或接近竣工階段而減少,因此於本期間之邊際利潤下降。

## 其他收入

本集團於本期間之其他收入較去年同期減少33.3%至約200,000港元(二零一七年:約300,000港元)。其他收入主要包括於本期間內已收透過損益按公平值入賬之金融資產之投資的現金股息。

### Other gains and losses

The Group's other gains and losses for the Period amounted to approximately HK\$1.3 million in surplus (2017: approximately HK\$1.0 million in deficit). Other gains and losses mainly consisted of net gain on foreign exchange difference and net gains on disposal of property, plant and equipment for the Period.

### Amortisation expenses

The Group's amortisation expenses for the Period decreased by approximately 6.8% to approximately HK\$9.5 million (2017: approximately HK\$10.2 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

No selling and distribution expenses were incurred for the Period. The selling and distribution expenses of approximately HK\$0.1 million mainly consisted of advertising expenses for the television broadcasting business for the six months ended 30 September 2017.

### Administrative expenses

The Group's administrative expenses for the Period decreased by approximately 50.9% to approximately HK\$10.8 million (2017: approximately HK\$22.0 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 decrease in administrative expenses was mainly due to the delay of payment of year end bonus of the year before in respect of provision of civil engineering services business in the same period of the previous year.

### 其他收益及虧損

本集團於本期間之其他收益及虧損為盈餘約1,300,000港元(二零一七年:虧絀約1,000,000港元)。其他收益及虧損主要包括本期間匯兌差額之收益淨額及出售物業、廠房及設備之收益淨額。

### 攤銷開支

本集團於本期間之攤銷開支較去年同期減少約6.8%至約9,500,000港元(二零一七年:約10,200,000港元)。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

於本期間並無產生銷售及分銷開支。截至二零一七年九月三十日止六個月之銷售及分銷開支約100,000港元主要包括電視播放業務之廣告開支。

### 行政開支

本集團於本期間之行政開支較去年同期減少約50.9%至約10,800,000港元(二零一七年:約22,000,000港元)。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。行政開支減少乃主要由於去年同期因提供土木工程服務業務遞延支付前年年終獎金。

## Finance costs

The Group's finance costs for the Period decreased by approximately 33.5% to approximately HK\$12.8 million (2017: approximately HK\$19.3 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 increased by 64.3% to approximately HK\$39.5 million (2017: approximately HK\$24.0 million) as compared with that for the same period of the previous year. The increase in net loss was mainly due to decrease in gross profit and fair value loss of financial assets at fair value through profit or loss during the Period.

## Loss per Share

The basic loss per Share was approximately HK0.97 cent (2017: approximately HK0.59 cent).

## PROSPECTS

The Group anticipates that it is still a challenging year for forthcoming year. The provision of civil engineering service business will continue to provide a stable source of revenue and remains the major contributor to revenue while the Group will continue to develop the television broadcasting business. The Group will continue to cautiously monitor the business environment and strength the competitiveness in the market.

## 融資成本

本集團於本期間之融資成本為約12,800,000港元(二零一七年:約19,300,000港元),較去年同期減少約33.5%。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39,500,000港元(二零一七年:約24,000,000港元),較去年同期增加64.3%。淨虧損增加主要由於本期間毛利減少及透過損益按公平值入賬之金融資產公平值虧損所致。

## 每股虧損

每股基本虧損為約0.97港仙(二零一七年:約0.59港仙)。

## 前景

本集團預期來年仍將是充滿挑戰的一年。提供土木工程服務業務將繼續提供穩定的收入來源並仍會是主要收入貢獻來源,同時本集團將繼續發展電視播放業務。本集團將繼續謹慎監察營商環境,鞏固於各市場之競爭力。

## Provision of civil engineering services

Despite the fact that Hong Kong construction market will remain challenging with rising trend in subcontracting costs and intensive competition, the Group still remains prudently optimistic about the prospects of the construction industry in Hong Kong. In recent years, Hong Kong Government's continuing increase in major construction and infrastructure projects will definitely increase the demand for construction business. Also, leveraging on the Group's registered license and certain crucial qualifications, the Group is confident that the Group is able to tender new projects with customers from both public and private sectors in order to maintain and increase the market share in Hong Kong.

Faced with current market situation and difficulties, the Group will strengthen its market position in the industry and increase its market shares by adjusting the tendering strategies by lowering the bidding prices for new contracts and strengthening the Group's manpower in order to cater the growing demand for the businesses of the Group. Looking ahead, the Group expected that the rising trend in direct construction costs as well as intense competition in the market will have potential negative impact and increase pressure on the profit margin of the Group. The Group believed that the above-mentioned strategic initiatives will enable the Group to broaden the income stream and maintain the growth of the Group.

## Television broadcasting business

New technologies and intense competition created a negative impact on advertising revenue and thus the Group continued to sustain larger pressure and challenges in traditional television broadcasting business. Under the current circumstances, the Group aims to open up potential business opportunities by co-operating with different partners and adopting different development strategies for generating synergies between different segments and media platforms. Along with the "Belt and Road" Initiative, it will open up new opportunities to the television broadcasting business of the Group. The Group will seize these opportunities to diversify revenue sources and generate the potential synergies internally and externally.

## 提供土木工程服務

儘管香港建築市場仍將充滿挑戰，加上分包成本日益上升之趨勢與激烈競爭，惟本集團仍對香港建築行業之前景保持審慎樂觀態度。近年來，香港政府持續加大主要建築及基礎設施項目建設力度必將增加對建築業務之需求。此外，憑藉本集團的註冊牌照及若干重要資歷，本集團有信心能夠競得公營及私營部門客戶的新項目，維持及增加於香港之市場份額。

本集團面臨目前市況及困難，將透過降低新合約之投標價調整投標策略，鞏固自身於行業之市場地位並增加市場佔有率，同時，本集團將加強人手配置，滿足本集團業務之增長需要。展望未來，本集團預期直接建築成本日益上升之趨勢以及市場之激烈競爭將對本集團之利潤率產生潛在負面影響並加大壓力。本集團相信，上述策略舉措將令本集團擴闊收入來源並保持本集團之增長。

## 電視播放業務

新技術及激烈競爭對廣告收益造成負面影響，因此，本集團就傳統電視廣播業務承受的壓力與挑戰不斷升級。面對當前情況，本集團與多方夥伴展開合作並採納不同的發展策略，使不同分部及媒體平台之間產生協同效應，從而開拓潛在商機。「一帶一路」倡議之實施將開拓本集團電視播放業務之新機遇。本集團將把握該等機遇以令收益來源多元化並產生內部與外部之間之協同效應。



Looking ahead, the Group keeps reviewing on its business segments to determine future directions. The Group continued to remain cost conscious through stringent cost control measures in order to improve performance of the Group. The Group will proactively seek business opportunities that will contribute and sustain the Group's future development on generating better return to shareholders of the Company.

## CAPITAL STRUCTURE

The Shares were listed on GEM of the Stock Exchange on 30 August 2010. The capital of the Group comprises only ordinary shares.

Total equity attributable to the owners of the Company amounted to approximately HK\$172.6 million in deficit as at 30 September 2018 (31 March 2018: approximately HK\$131.3 million). The decrease in equity was mainly resulted from net loss for the Period.

## LIQUIDITY AND FINANCIAL RESOURCES

During the Period, the Group generally financed its operations through internally generated cash flows.

As at 30 September 2018, the Group had net current liabilities of approximately HK\$261.0 million (31 March 2018: approximately HK\$222.8 million), including cash balance of approximately HK\$58.6 million (31 March 2018: approximately HK\$70.3 million). The current ratio, being the ratio of current assets to current liabilities, was approximately 0.37 as at 30 September 2018 (31 March 2018: approximately 0.45).

展望未來，本集團持續審閱其業務分部以確立未來方向。本集團繼續透過嚴格之成本控制措施保持成本意識，以提升本集團之業務表現。本集團將積極尋求能有助於維持本集團未來發展且可為本公司股東帶來更佳回報之業務機會。

## 資本架構

股份於二零一零年八月三十日在聯交所GEM上市。本集團股本僅包括普通股。

於二零一八年九月三十日，本公司擁有人應佔權益總額為虧絀約172,600,000港元（二零一八年三月三十一日：約131,300,000港元）。權益減少乃主要由於本期間淨虧損所致。

## 流動資金及財務資源

於本期間內，本集團一般透過內部產生之現金流量為其經營提供資金。

於二零一八年九月三十日，本集團之流動負債淨額為約261,000,000港元（二零一八年三月三十一日：約222,800,000港元），包括現金結餘約58,600,000港元（二零一八年三月三十一日：約70,300,000港元）。於二零一八年九月三十日，流動比率（流動資產與流動負債之比率）為約0.37（二零一八年三月三十一日：約0.45）。



## GEARING RATIO

The gearing ratio, which is based on the total amount of promissory note and convertible notes and finance lease payables and advance received from customers divided by total assets, was approximately 118.3% as at 30 September 2018 (31 March 2018: approximately 102.1%). The increase in gearing ratio was resulted from decrease in total assets which was resulted from amortization of intangible assets.

## FOREIGN EXCHANGE EXPOSURE

The group entities collect most of the revenue and incur most of the expenditures in their respective functional currencies. The Directors consider that the Group's exposure to foreign currency exchange risk is insignificant as the majority of the Group's transactions are denominated in the functional currency of each individual group entity. During the Period, the Group was mainly exposed to foreign currency exchange risk of Renminbi and the management mainly monitored the foreign currency exchange risk with advices from the Group's major banks.

## CAPITAL COMMITMENT

As at 30 September 2018, the Group did not have any significant outstanding commitment (31 March 2018: Nil).

## CHARGES ON THE GROUP'S ASSETS

The Group's motor vehicles and machineries with net book values of approximately HK\$2.1 million (31 March 2018: approximately HK\$4.7 million) and approximately HK\$0.6 million (31 March 2018: approximately HK\$0.7 million) was held under finance lease as at 30 September 2018.

## 資產負債比率

資產負債比率乃以承兌票據、可換股票據、融資租賃應付款項及已收取客戶墊款之總額除以總資產計算，於二零一八年九月三十日為約118.3%（二零一八年三月三十一日：約102.1%）。資產負債比率增加是由於因無形資產攤銷引致之總資產減少所致。

## 外匯風險

各集團實體收取之大部分收益及所產生之大部分開支以其各自之功能貨幣計值。董事認為，本集團面臨之外匯風險甚微，乃由於本集團之大部分交易以各單獨集團實體之功能貨幣計值。於本期間內，本集團主要面臨人民幣外匯風險，而管理層主要根據本集團主要往來銀行之建議監管外匯風險。

## 資本承擔

於二零一八年九月三十日，本集團並無擁有任何重大未償還之承擔（二零一八年三月三十一日：無）。

## 本集團資產質押

於二零一八年九月三十日，本集團根據融資租賃持有賬面淨值約2,100,000港元（二零一八年三月三十一日：約4,700,000港元）及約600,000港元（二零一八年三月三十一日：約700,000港元）之車輛及機器。

## CONTINGENT LIABILITIES

As at 30 September 2018, the Group did not have any material contingent liabilities (31 March 2018: Nil).

## DIVIDENDS

The Board does not recommend the payment of any dividend for the Period.

## INFORMATION ON EMPLOYEES

As at 30 September 2018, the Group had 267 full-time employees in Hong Kong and over 90% of them are direct labour. Total staff costs (including Directors' remuneration) for the Period amounted to approximately HK\$42.5 million (2017: approximately HK\$56.3 million), representing a decrease of approximately 24.5% over that for the previous year.

Remuneration is determined with reference to the nature of job, performance, qualifications and experience of individual employees, as well as the result of the Group and the market trend. The Group carries out staff performance appraisal once a year and the assessment result is used for salary reviews and promotion decisions. The Group recognises the importance of staff training and thus regularly provides internal and external training for its staff to enhance their skills and knowledge.

## SIGNIFICANT INVESTMENT HELD

As at 30 September 2018, the Group held 20% equity interest in the issued share capital of unlisted equity securities in the PRC which is engaged in provision of audio and video mobile content services in Express Rail in the PRC as a long term investment.

Except for investment in subsidiaries and the investment as disclosed above, during the Period and as at the end of the reporting period, the Group did not hold any significant investment in equity interest in any company.

## 或然負債

於二零一八年九月三十日，本集團並無任何重大或然負債（二零一八年三月三十一日：無）。

## 股息

董事會不建議就本期間派發任何股息。

## 僱員資料

於二零一八年九月三十日，本集團在香港有267名全職員工，其中逾90%為直接勞工。本期間之總員工成本（包括董事薪酬）為約42,500,000港元（二零一七年：約56,300,000港元），較去年減少約24.5%。

薪酬乃參考個別僱員的工作性質、表現、資歷及經驗以及本集團業績及市場趨勢釐定。本集團每年進行一次員工表現評估，評估結果用作薪金檢討及晉升決定。本集團認可員工培訓的重要性，因而定期為員工提供內部及外部培訓，以提升彼等的技能及知識。

## 所持重大投資

於二零一八年九月三十日，本集團持有中國非上市股本證券已發行股本的20%股權作為長期投資，中國非上市股本證券主要業務為於中國提供高鐵移動音頻及視頻內容服務。

除於附屬公司之投資以及上文所披露之投資外，本期間及於報告期末，本集團並無於任何公司之股本權益中持有任何重大投資。

## **FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS**

As at 30 September 2018, the Group did not have other plans for material investments and capital assets (31 March 2018: Nil).

## **MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES**

During the Period, the Group did not have any material acquisitions and disposals of subsidiaries and affiliated companies.

## **SHARE OPTION SCHEME**

The share option scheme of the Company 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.

## **重大投資及資本資產的未來計劃**

於二零一八年九月三十日，本集團並無其他重大投資及資本資產計劃（二零一八年三月三十一日：無）。

## **重大收購及出售附屬公司及聯屬公司**

於本期間內，本集團並無任何重大收購及出售附屬公司及聯屬公司。

## **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本公司之購股權計劃。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 September 2018, 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 Future 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 |
|--|--|--------------------------|---|
| 姓名   | 身份／權益性質  | 所持股份數目                   | 總權益佔全部已發行股本的百分比   |
| Mr. Kan Kwok Cheung ("Mr. Kan") (Note)<br>簡國祥先生 (「簡先生」) (附註) | Interest in controlled corporation<br>於受控制法團權益 | 69,000,000<br>69,000,000 | 1.70%<br>1.70%  |

Note: Mr. Kan is the sole beneficial owner of Shunleetat (BVI) Limited ("Shunleetat"), 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.

Saved as disclosed above, as at 30 September 2018, 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

於二零一八年九月三十日，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GEM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 |
|--|--|--------------------------|---|
| 姓名   | 身份／權益性質  | 所持股份數目                   | 總權益佔全部已發行股本的百分比   |
| Mr. Kan Kwok Cheung ("Mr. Kan") (Note)<br>簡國祥先生 (「簡先生」) (附註) | Interest in controlled corporation<br>於受控制法團權益 | 69,000,000<br>69,000,000 | 1.70%<br>1.70%  |

附註：簡先生為Shunleetat (BVI) Limited (「Shunleetat」) 的唯一實益擁有人，而後者擁有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所持全部股份的權益。

除上文所披露者外，於二零一八年九月三十日，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GEM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 September 2018, 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/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 with details as follows:

### Long position in the Shares:

| Name<br>名稱                         | Number of Shares held<br>所持股份數目    |   | Number of underlying Shares under convertible notes (Note a)<br>可換股票據項下之<br>相關股份數目 (附註a) |   | Total interests<br>總權益 | Percentage of aggregate interests to total issued share capital<br>總權益佔全部已發行股本之百分比 |
|------------------------------------|------------------------------------|---|--|---|------------------------|--|
|                                    | Beneficial owner<br>實益擁有人          | Interest in controlled corporation<br>於受控制法團之權益 | Beneficial owner<br>實益擁有人  | Interest in controlled corporation<br>於受控制法團之權益 |                        |  |
| China Xinhua NNC<br>中國新華新聞電視網      | 1,188,621,377<br>(Note b)<br>(附註b) | -   | 1,311,378,623<br>(Note b)<br>(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<br>(Note b)<br>(附註b)              | -  | 1,311,378,623<br>(Note b)<br>(附註b)              | 2,500,000,000          | 61.65%   |
| 中國新華新聞電視網有限公司<br>([中國新華新聞電視網(中國)]) | -                                  | 1,188,621,377<br>(附註b)                          | -  | 1,311,378,623<br>(附註b)                          | 2,500,000,000          | 61.65%   |

#### Notes:

- (a) Details of the convertible notes were set out in the circulars of the Company dated 19 November 2011, 6 January 2015 and 17 January 2018.
- (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.

## 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，於二零一八年九月三十日，下列人士／實體（董事及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，或直接或間接擁有附帶權利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%或以上權益，或被記錄於本公司根據證券及期貨條例第336條存置之登記冊，詳情如下：

### 於股份之好倉：

| Name<br>名稱                         | Number of Shares held<br>所持股份數目    |   | Number of underlying Shares under convertible notes (Note a)<br>可換股票據項下之<br>相關股份數目 (附註a) |   | Total interests<br>總權益 | Percentage of aggregate interests to total issued share capital<br>總權益佔全部已發行股本之百分比 |
|------------------------------------|------------------------------------|---|--|---|------------------------|--|
|                                    | Beneficial owner<br>實益擁有人          | Interest in controlled corporation<br>於受控制法團之權益 | Beneficial owner<br>實益擁有人  | Interest in controlled corporation<br>於受控制法團之權益 |                        |  |
| China Xinhua NNC<br>中國新華新聞電視網      | 1,188,621,377<br>(Note b)<br>(附註b) | -   | 1,311,378,623<br>(Note b)<br>(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<br>(Note b)<br>(附註b)              | -  | 1,311,378,623<br>(Note b)<br>(附註b)              | 2,500,000,000          | 61.65%   |
| 中國新華新聞電視網有限公司<br>([中國新華新聞電視網(中國)]) | -                                  | 1,188,621,377<br>(附註b)                          | -  | 1,311,378,623<br>(附註b)                          | 2,500,000,000          | 61.65%   |

#### 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、二零一五年一月六日及二零一八年一月十七日的通函內。
- (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。



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

Saved as disclosed above, as at 30 September 2018, 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.

## **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:

## **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)**

除上文所披露者外，於二零一八年九月三十日，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，或直接或間接擁有附帶權利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%或以上權益，或被記錄於本公司根據證券及期貨條例第336條存置之登記冊。

## **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歲的子女）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。

## **購買、出售或贖回股份**

於本期間內，本公司及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：

## Television Broadcasting Right Agreement

On 5 September 2011, 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.

## Announcement Posting Agreement

On 12 May 2018 and 12 May 2017, 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 2018 and 1 July 2017 respectively. HKLC is a company incorporated in Hong Kong and is wholly and beneficially owned by Mr. Chia Kar Hin, Eric John which was the director of the Company within the past twelve months. The Company considers it more cost effective to engage a professional firm to take up this report posting obligation after listing.

## 電視播放權協議

於二零一一年九月五日，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之前之年費為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GEM上市規則）。因此，根據GEM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。

## 刊登公佈協議

於二零一八年五月十二日及二零一七年五月十二日，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GEM上市規則規定之其他文件，每月服務費為750港元，分別自二零一八年七月一日及二零一七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，由於過往十二個月內曾擔任本公司董事之謝嘉軒先生全資及實益擁有。本公司認為於上市後委聘一間專業公司承擔本報告刊登之責任更具成本效益。

## 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.

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 the Announcement Posting Agreements were entered into in the ordinary and usual course of business of the Group, the transactions under the aforesaid 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 and their respective associates has any other conflict of interests 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 under review. The Company was not aware of any non-compliance in this respect during the Period.

## GEM上市規則的涵義

根據GEM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GEM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GEM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）。

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GEM上市規則第20.33(3)(c)條，上述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GEM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。

除上文所披露者外，於本期間內，董事、控股股東及彼等各自的聯繫人概無與本集團有任何其他利益衝突。

## 董事進行證券交易之行為守則

本公司按與GEM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。經向董事作出特定查詢後，本公司確認，全體董事於整個回顧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. A non-executive Director, namely Ms. Tang Li, did not attend the annual general meeting of the Company held on 8 August 2018 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.

## 企業管治常規守則

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GEM上市規則附錄15所載之企業管治常規守則（「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。一位非執行董事（即唐麗女士）因海外事務及預先事務安排未有出席本公司於二零一八年八月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部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。



As at 30 September 2018, the members of the Audit Committee were Mr. Wong Chung Yip, Kenneth, Ms. Tang Li, Mr. Law Cheuk Hung, Mr. Wu Guo Ming and Mr. Wan Chi Keung, Aaron, *BBS, JP*. 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 Yong Sheng**  
*Vice Chairman & CEO*

Hong Kong, 7 November 2018

*As at the date of this report, the Directors are Dr. Jiang Yan<sup>1</sup> (Chairman), Dr. Li Yong Sheng<sup>1</sup> (Vice Chairman and Chief Executive Officer), Mr. Liu Da Yong<sup>1</sup>, Mr. Kan Kwok Cheung<sup>1</sup>, Ms. Tang Li<sup>2</sup>, Mr. Law Cheuk Hung<sup>2</sup>, Mr. Fan Chun Wah, Andrew, *JP*<sup>3</sup>, Mr. Wu Guo Ming<sup>3</sup>, Mr. Wan Chi Keung, Aaron, *BBS, JP*<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*

於二零一八年九月三十日，審核委員會的成員包括王忠業先生、唐麗女士、羅焯雄先生、吳國銘先生及尹志強先生，*銅紫荊星章，太平紳士*。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**  
*副主席兼行政總裁*  
**李永升**

香港，二零一八年十一月七日

於本報告日期，董事為姜岩博士<sup>1</sup>（主席）、李永升博士<sup>1</sup>（副主席兼行政總裁）、劉大勇先生<sup>1</sup>、簡國祥先生<sup>1</sup>、唐麗女士<sup>2</sup>、羅焯雄先生<sup>2</sup>、范駿華先生、太平紳士<sup>3</sup>、吳國銘先生<sup>3</sup>、尹志強先生、*銅紫荊星章，太平紳士*<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



