

**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



**2018/2019**

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

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

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

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

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*This report, for which the directors (the “Director(s)”) 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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本報告載有根據聯交所GEM證券上市規則（「GEM上市規則」）而提供有關中國新華電視控股有限公司（「本公司」）之資料，本公司各董事（「董事」）願就本報告共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所知及所信，本報告所載資料在所有重大方面均屬準確、完整及並無誤導或欺詐成份，且亦無遺漏任何其他事項致使本報告所載之任何聲明或本報告有所誤導。

## HIGHLIGHTS

- The Group's revenue for the nine months ended 31 December 2018 decreased by approximately 17.1% to approximately HK\$240.6 million (2017: approximately HK\$290.1 million).
- Loss attributable to the owners of the Company for the nine months ended 31 December 2018 increased by approximately 46.8% to approximately HK\$54.9 million (2017: approximately HK\$37.4 million).
- Basic loss per share for the nine months ended 31 December 2018 was approximately HK1.35 cents (2017: approximately HK0.92 cent).
- The Board does not recommend the payment of any dividend for the nine months ended 31 December 2018.

## 摘要

- 本集團截至二零一八年十二月三十一日止九個月的收益減少約17.1%至約240,600,000港元(二零一七年:約290,100,000港元)。
- 截至二零一八年十二月三十一日止九個月本公司擁有人應佔虧損增加約46.8%至約54,900,000港元(二零一七年:約37,400,000港元)。
- 截至二零一八年十二月三十一日止九個月的每股基本虧損約為1.35港仙(二零一七年:約0.92港仙)。
- 董事會不建議就截至二零一八年十二月三十一日止九個月派發任何股息。



The board of Directors (the "Board") is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the "Group") for the three months and nine months ended 31 December 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 nine months ended 31 December 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」)截至二零一八年十二月三十一日止三個月及九個月之未經審核簡明綜合業績連同二零一七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)

截至二零一八年十二月三十一日止三個月及九個月

	Notes 附註	Nine months ended 31 December 截至十二月三十一日止九個月		Three months ended 31 December 截至十二月三十一日止三個月	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue	4	240,555	290,115	98,593	69,617
Cost of services		(241,365)	(264,455)	(98,179)	(70,092)
Gross (loss)/profit		(810)	25,660	414	(475)
Other income	5	399	416	193	107
Other gains and losses	6	1,252	1,718	(24)	2,720
Amortisation expenses		(14,078)	(15,064)	(4,617)	(4,910)
Selling and distribution expenses		-	(100)	-	-
Administrative expenses		(16,458)	(31,808)	(5,665)	(9,844)
Changes in fair value of financial assets at fair value through profit or loss		(9,721)	3,322	(1,633)	3,584
Loss from operations	8	(39,416)	(15,856)	(11,332)	(8,818)
Finance costs		(17,907)	(25,909)	(5,059)	(6,601)
Loss before income tax		(57,323)	(41,765)	(16,391)	(15,419)
Income tax	9	2,403	4,365	966	2,057
Loss for the period attributable to the owners of the Company		(54,920)	(37,400)	(15,425)	(13,362)
Other comprehensive (loss)/income: Items that may be classified subsequently to profit or loss:	其他全面(虧損)/收益: 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	(995)	1,329	128	266
Items that will not be reclassified to profit or loss:	將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	(950)	-	(250)	-
Other comprehensive (loss)/income for the period, net of tax	期內其他全面(虧損)/收益·扣除稅項	(1,945)	1,329	(122)	266
Total comprehensive loss for the period	期內全面虧損總額	(56,865)	(36,071)	(15,547)	(13,096)
Loss for the period attributable to the owners of the Company	本公司擁有人應佔期內虧損	(54,920)	(37,400)	(15,425)	(13,362)
Total comprehensive loss for the period attributable to the owners of the Company	本公司擁有人應佔期內全面虧損總額	(56,865)	(36,071)	(15,547)	(13,096)
Loss per share attributable to the owners of the Company - Basic and diluted (HK cent/s)	本公司擁有人應佔每股虧損 - 基本及攤薄(港仙)	(1.35)	(0.92)	(0.38)	(0.33)

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

## 簡明綜合權益變動表 (未經審核)

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

	Share capital	Share premium	Convertible notes equity reserves	Foreign currency translation reserves	Capital reserves	Investment revaluation reserves	Other reserves	Accumulated losses	Total equity
	股本	股份溢價	可換股票據權益儲備	外幣換算儲備	資本儲備	投資重估儲備	其他儲備	累計虧損	總權益
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
As at 1 April 2018	4,055	1,238,195	1,304	(116)	2,758	-	21,862	(1,399,354)	(131,296)
Loss for the period	-	-	-	-	-	-	-	(54,920)	(54,920)
Other comprehensive loss for the period:									
Items that may be classified subsequently to profit or loss:									
Exchange differences on translating foreign operations				(995)					(995)
Items that will not be reclassified to profit or loss:									
Change in fair value of financial assets measured at fair value through other comprehensive income						(950)			(950)
Total comprehensive loss for the period				(995)		(950)		(54,920)	(56,865)
Transfer to accumulated losses upon mature of convertible notes			(1,304)					1,304	
As at 31 December 2018 (unaudited)	4,055	1,238,195	-	(1,111)	2,758	(950)	21,862	(1,452,970)	(188,161)

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

## 簡明綜合權益變動表 (未經審核)

For the nine months ended 31 December 2017 截至二零一七年十二月三十一日止九個月

		Share capital	Share premium	Convertible notes equity reserves	Foreign currency translation reserves	Capital reserves	Investment revaluation reserves	Other reserves	Accumulated losses	Total equity
		股本	股份溢價	可換股票據權益儲備	外幣換算儲備	資本儲備	投資重估儲備	其他儲備	累計虧損	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
As at 1 April 2017	於二零一七年四月一日	4,055	1,238,195	62,631	(3,074)	2,758	-	9,868	(1,416,168)	(101,735)
Loss for the period	期內虧損	-	-	-	-	-	-	-	(37,400)	(37,400)
Other comprehensive income for the period:	期內其他全面收益:									
Items that may be classified subsequently to profit or loss:	其後可分類至損益之項目:									
Exchange differences on translating foreign operations	換算境外業務之匯兌差額	-	-	-	1,329	-	-	-	-	1,329
Total comprehensive income/(loss) for the period	期內全面收益/(虧損)總額	-	-	-	1,329	-	-	-	(37,400)	(36,071)
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)	-	-	-	-	62,631	-
As at 31 December 2017 (unaudited)	於二零一七年十二月三十一日 (未經審核)	4,055	1,238,195	-	(1,745)	2,758	-	9,868	(1,390,937)	(137,806)

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

For the nine months ended 31 December 2018 截至二零一八年十二月三十一日止九個月

## 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 rooms 2708-10, 27/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong respectively.

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

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

## 2. BASIS OF PRESENTATION AND PRINCIPAL ACCOUNTING POLICIES

### (a) Statement of compliance

The unaudited condensed consolidated third quarterly financial statements for the nine months ended 31 December 2018 (the "Quarterly Financial Statements") have been prepared to comply with the disclosure requirements of the GEM Listing Rules.

## 1. 一般資料

本公司於二零一零年三月十五日根據開曼群島法律第22章公司法(一九六一年第3號法例,經綜合及修訂)於開曼群島註冊成立為獲豁免有限責任公司。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2708-10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

吾等已編製截至二零一八年十二月三十一日止九個月之未經審核簡明綜合第三季度財務報表(「季度財務報表」)以遵守GEM上市規則之披露規定。

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

### (c) Going concern

In preparing the Quarterly 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\$54,920,000 during the nine months ended 31 December 2018 and, as of that date, the Group had an unaudited net current liabilities and an unaudited net liabilities of approximately HK\$267,357,000 and HK\$188,161,000 respectively;
- As at 31 December 2018, the promissory note issued by the Group in principal amount of approximately HK\$45,040,000 which was overdue on 31 December 2018 but the Group has not been able to obtain extension of repayment of such balance prior to the date of approval of the Quarterly Financial Statements; and

## 2. 呈列基準及主要會計政策 (續)

### (b) 編製基準

編製季度財務報表所用之會計政策及計算方式與截至二零一八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，及誠如下文所披露，預計其將反映在下一份年度財務報表上。

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

### (c) 持續經營

於編製季度財務報表時，董事已仔細考慮本集團之未來流動性，儘管：

- 截至二零一八年十二月三十一日止九個月，本集團產生未經審核淨虧損約54,920,000港元，及於該日，本集團分別錄得未經審核流動負債淨額約267,357,000港元及未經審核負債淨額約188,161,000港元；
- 於二零一八年十二月三十一日，本集團發行之承兌票據本金額約為45,040,000港元，其於二零一八年十二月三十一日已逾期，但本集團於批准季度財務報表日前並未取得償還該結餘的延期；及



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

### (c) Going concern (Continued)

- As at 31 December 2018, the convertible notes which was issued by the Company in principal amount of approximately HK\$257,030,000 was overdue.

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

- 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 31 December 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\$40,995,000 as of 31 December 2018; and (3) the liabilities due to China Xinhua NNC of approximately HK\$16,580,000 as of 31 December 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)

- 於二零一八年十二月三十一日，本公司發行之本金額約為257,030,000港元之可換股票據已逾期。

董事於編製季度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狀況：

- 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十二月三十一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)截至二零一八年十二月三十一日止之可換股票據之應付利息為約40,995,000港元；及(3)截至二零一八年十二月三十一日止之關於電視播放權年費及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16,580,000港元。

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

### (c) Going concern (Continued)

- (2) The Company had entered into an extension agreement with China Xinhua NNC on 9 December 2018 pursuant to which the maturity date of the convertible notes was extended to 9 December 2020 and the extended convertible notes would bear interest rate of 3% per annum. The amendment of terms and conditions has been approved by the shareholders of the Company at the Company's extraordinary general meeting on 12 February 2019 and will be subject to approval by the Stock Exchange.
- (3) The Group is the process of negotiating with promissory noteholder for potential renewal or extension of the promissory note. As at the date of approval of the Quarterly Financial Statements, the Board has approved to authorize a Director to further negotiate, sign the extension agreement and execute on behalf of the Group all acts necessary for or in connection with the potential renewal and extension of the promissory note.
- (4) 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.
- (5) The Group will implement operation plans to control costs and generate adequate cash flows from the Group's operation.

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 Quarterly Financial Statements on a going concern basis.

## 2. 呈列基準及主要會計政策 (續)

### (c) 持續經營 (續)

- (2) 於二零一八年十二月九日，本公司與中國新華新聞電視網訂立延長協議，據此，可換股票據之到期日將延長至二零二零年十二月九日且經延長可換股票據按年利率3%計息。本公司股東已於本公司二零一九年二月十二日舉行之股東特別大會上批准修訂條款及條件，而有關修訂將須待聯交所批准後方可作實。
- (3) 本集團正就可能重續或延期承兌票據與承兌票據持有人進行磋商。於批准季度財務報表當日，董事會已批准授權一名董事代表本集團就可能重續及延期承兌票據進行進一步磋商，簽署延期協議及執行所必須之一切行動。
- (4) 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。
- (5) 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季度財務報表屬合適。

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

### (c) Going concern (Continued)

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 Quarterly Financial Statements.

## 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 Quarterly 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

## 2. 呈列基準及主要會計政策 (續)

### (c) 持續經營 (續)

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季度財務報表中反映。

## 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季度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.

##### 3.1.1 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

### 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。

##### 3.1.1 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



### 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)

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.

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)

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。

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實際權宜方法。

### 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*

本集團於其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

There was no material impact on the Group’s condensed consolidated statement of profit or loss and other comprehensive income for the nine months ended 31 December 2018.

#### 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.

### 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

並無對本集團於截至二零一八年十二月三十一日止九個月之簡明綜合損益及其他全面收益表產生重大影響。

#### 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。

### 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)

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 (續)

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」）之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.

### 4. REVENUE

Revenue recognised during the three months and nine months ended 31 December 2018 and 31 December 2017 were as follows:

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

Nine months ended 31 December 截至十二月三十一日止 九個月		Three months ended 31 December 截至十二月三十一日止 三個月	
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	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
240,055	289,045	98,093	69,601
500	1,070	500	16
<b>240,555</b>	<b>290,115</b>	<b>98,593</b>	<b>69,617</b>

### 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 (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. 收益

截至二零一八年十二月三十一日及二零一七年十二月三十一日止三個月及九個月確認之收益如下：

#### 4. REVENUE (Continued)

#### 4. 收益 (續)

**Timing of revenue recognition**      收益確認時間  
Over time                                      隨時間性確認

Nine months ended 31 December 2018 截至 二零一八年 十二月三十一日 止九個月 (Unaudited) (未經審核) HK\$'000 千港元	Three months ended 31 December 2018 截至 二零一八年 十二月三十一日 止三個月 (Unaudited) (未經審核) HK\$'000 千港元
<b>240,555</b>	<b>98,593</b>

\* Publication income of HK\$nil and HK\$nil (three months and nine months ended 31 December 2017: HK\$nil and approximately HK\$45,000 respectively) was included in advertising income during three months and nine months ended 31 December 2018.

\* 截至二零一八年十二月三十一日止三個月及九個月之出版收入分別為零港元及零港元(截至二零一七年十二月三十一日止三個月及九個月:分別為零港元及約45,000港元)已計入廣告收入。



## 5. OTHER INCOME

Other income recognised during the three months and nine months ended 31 December 2018 and 31 December 2017 were as follows:

## 5. 其他收入

截至二零一八年十二月三十一日及二零一七年十二月三十一日止三個月及九個月確認之其他收入如下：

		Nine months ended 31 December 截至十二月三十一日止 九個月		Three months ended 31 December 截至十二月三十一日止 三個月	
		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	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
Interest income	利息收入	43	17	29	5
Dividend income	股息收入	198	295	15	3
Sundry income	雜項收入	158	104	149	99
		<b>399</b>	<b>416</b>	<b>193</b>	<b>107</b>

## 6. OTHER GAINS AND LOSSES

Other gains and losses recognised during the three months and nine months ended 31 December 2018 and 31 December 2017 were as follows:

## 6. 其他收益及虧損

截至二零一八年十二月三十一日及二零一七年十二月三十一日止三個月及九個月確認的其他收益及虧損如下：

		Nine months ended 31 December 截至十二月三十一日止 九個月		Three months ended 31 December 截至十二月三十一日止 三個月	
		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	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
Exchange gain/(loss), net	匯兌收益／(虧損) 淨額	1,169	(1,369)	(19)	(320)
Gains arising on extension of promissory note	承兌票據延期產生之 收益	–	2,320	–	2,320
Net gains/(losses) on disposal of property, plant and equipment	出售物業、廠房及 設備之收益／ (虧損)淨額	83	767	(5)	720
		<b>1,252</b>	<b>1,718</b>	<b>(24)</b>	<b>2,720</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 nine months ended 31 December 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, 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; and

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

本集團之分部資料按由執行董事（即主要營運決策者）定期檢討以供分配資源至各分部及評估各分部表現之內部報告基準呈報。就本集團之各可呈報分部而言，執行董事定期審閱內部管理報告。

根據於截至二零一八年十二月三十一日止九個月實施之分部架構，向執行董事（即主要營運決策者）呈報以供其分配資源及評估分部表現之資料集中於以下各類所交付之商品或所提供之服務：

- (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、渠務服務及地盤平整工程；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；及

由於各個產品及服務類別需要不同的資源以及涉及不同的營銷手法，因此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 result by reportable segment.

For the nine months ended 31 December 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。

截至二零一八年十二月三十一日止九個月

Revenue from external customers	來自外部客戶之收益
Other income and gains	其他收入及收益
Reportable segment revenue	可呈報分部收益
Reportable segment results	可呈報分部業績
Unallocated corporate income	未分配企業收入
Unallocated corporate expenses	未分配企業開支
Finance costs	融資成本
Loss before income tax	除所得稅前虧損

Provision of civil engineering services 提供土木 工程服務 (Unaudited) (未經審核) HK\$'000 千港元	Television broadcasting business 電視播放 業務 (Unaudited) (未經審核) HK\$'000 千港元	Total 總計 (Unaudited) (未經審核) HK\$'000 千港元
240,055	500	240,555
251	-	251
<b>240,306</b>	<b>500</b>	<b>240,806</b>
<b>50</b>	<b>(20,517)</b>	<b>(20,467)</b>
		1,400
		(20,349)
		(17,907)
		<b>(57,323)</b>



## 7. SEGMENT INFORMATION (Continued)

### Segment revenue and results (Continued)

For the nine months ended 31 December 2017

## 7. 分部資料 (續)

### 分部收益及業績 (續)

截至二零一七年十二月三十一日止九個月

		Provision of civil engineering services 提供土木 工程服務 (Unaudited) (未經審核) HK\$'000 千港元	Television broadcasting business 電視播放 業務 (Unaudited) (未經審核) HK\$'000 千港元	Total      (Unaudited) (未經審核) HK\$'000 千港元
Revenue from external customers	來自外部客戶之收益	289,045	1,070	290,115
Other income and gains	其他收入及收益	809	-	809
Reportable segment revenue	可呈報分部收益	<u>289,854</u>	<u>1,070</u>	<u>290,924</u>
Reportable segment results	可呈報分部業績	<u>14,617</u>	<u>(22,586)</u>	<u>(7,969)</u>
Unallocated corporate income	未分配企業收入			6,056
Unallocated corporate expenses	未分配企業開支			(13,943)
Finance costs	融資成本			<u>(25,909)</u>
Loss before income tax	除所得稅前虧損			<u>(41,765)</u>

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales for the nine months ended 31 December 2018 and 31 December 2017.

上文所呈報的分部收益指來自外部客戶之收益。截至二零一八年十二月三十一日及二零一七年十二月三十一日止九個月概無分部間銷售。

## 7. SEGMENT INFORMATION (Continued)

### Segment revenue and results (Continued)

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

## 8. LOSS FROM OPERATIONS

Loss from operations is arrived at after charging the following:

## 7. 分部資料 (續)

### 分部收益及業績 (續)

分部溢利／(虧損)為各分部在未分配中央行政成本、利息收入、股息收入、承兌票據延期產生之收益、融資成本、透過損益按公平值入賬之金融資產公平值變動及所得稅前所賺取的溢利／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。

## 8. 營運虧損

營運虧損乃經扣除以下各項後計算得出：

	Nine months ended 31 December 截至十二月三十一日止 九個月		Three months ended 31 December 截至十二月三十一日止 三個月	
	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	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
Amortisation of intangible assets (included in amortisation expenses)	13,800	13,800	4,617	4,617
Amortisation of film rights (included in amortisation expenses)	278	1,264	–	293
Depreciation of property, plant and equipment	16,405	13,968	5,769	4,833

## 9. INCOME TAX

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

## 9. 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：

		Nine months ended 31 December 截至十二月三十一日止 九個月		Three months ended 31 December 截至十二月三十一日止 三個月	
		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	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
Current tax – Hong Kong profits tax	當期稅項—香港利得稅				
– current period	— 本期間	584	2,352	584	(371)
– over-provision in prior year	— 過往年度超額撥備	(162)	–	–	–
Current tax – PRC Enterprise Income tax	當期稅項—中國企業所得稅				
– under-provision in prior years	— 過往年度撥備不足	434	–	–	–
Deferred tax – current period	遞延稅項— 本期間	(3,259)	(6,717)	(1,550)	(1,686)
Income tax	所得稅	<u>(2,403)</u>	<u>(4,365)</u>	<u>(966)</u>	<u>(2,057)</u>

## 9. INCOME TAX (Continued)

Hong Kong profits tax is calculated at 16.5% (2017: 16.5%) on the estimated assessable profits arising in Hong Kong during each of three months and nine months ended 31 December 2018 and 31 December 2017.

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

No provision for PRC Enterprise Income tax has been made as the subsidiary incorporated in the PRC has no assessable profits arising in the PRC during each of three months and nine months ended 31 December 2018 and 31 December 2017.

## 10. DIVIDENDS

The Board does not recommend the payment of any dividend for each of the three months and nine months ended 31 December 2018 respectively (2017: Nil).

## 9. 所得稅 (續)

香港利得稅按截至二零一八年十二月三十一日及二零一七年十二月三十一日止三個月及九個月各期間於香港產生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。

截至二零一八年十二月三十一日及二零一七年十二月三十一日止三個月及九個月各期間,由於於中國註冊成立之附屬公司並無於中國產生應課稅溢利,故並無就中國企業所得稅計提撥備。

## 10. 股息

董事會不建議派付分別截至二零一八年十二月三十一日止三個月及九個月各期間之任何股息(二零一七年:無)。



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

The calculations of basic loss per Share for the three months and nine months ended 31 December 2018 are based on the unaudited consolidated loss of approximately HK\$15,425,000 and approximately HK\$54,920,000 attributable to the owners of the Company for each of the three months and nine months ended 31 December 2018 respectively (unaudited consolidated loss of three months and nine months ended 31 December 2017: approximately HK\$13,362,000 and approximately HK\$37,400,000 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 nine months ended 31 December 2018 (weighted average number of Shares in issue for the three months and nine months ended 31 December 2017: 4,055,349,947 and 4,055,349,947 respectively) as if they had been in issue throughout the periods.

Diluted loss per share for the three months and nine months ended 31 December 2018 and 31 December 2017 are the same as the basic loss per share. The computation of diluted loss per share for the three months and nine months ended 31 December 2018 and 31 December 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.

## 11. 本公司擁有人應佔每股虧損

截至二零一八年十二月三十一日止三個月及九個月的每股基本虧損乃按截至二零一八年十二月三十一日止三個月及九個月各期間本公司擁有人應佔未經審核綜合虧損分別約15,425,000港元及約54,920,000港元(截至二零一七年十二月三十一日止三個月及九個月未經審核綜合虧損:分別為約13,362,000港元及約37,400,000港元)與截至二零一八年十二月三十一日止三個月及九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(截至二零一七年十二月三十一日止三個月及九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。

截至二零一八年十二月三十一日及二零一七年十二月三十一日止三個月及九個月,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十二月三十一日及二零一七年十二月三十一日止三個月及九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。

## 12. SHARE CAPITAL

## 12. 股本

		Number of Shares 股份數目	Nominal value 面值 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
As at 1 April 2018 and 31 December 2018 (Unaudited)	於二零一八年四月一日及 二零一八年十二月三十一日 (未經審核)	500,000,000,000	500,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
As at 1 April 2018 and 31 December 2018 (Unaudited)	於二零一八年四月一日及 二零一八年十二月三十一日 (未經審核)	4,055,349,947	4,055

## 13. EVENTS AFTER THE REPORTING PERIOD

On 9 December 2018, the Company entered into a supplemental deed with China Xinhua NNC, pursuant to which the maturity date of the outstanding convertible notes of principal amount of HK\$257,030,210 will be extended to 9 December 2020. The amendment of terms and conditions has been approved by the shareholders of the Company at the extraordinary general meeting on 12 February 2019. The above-said amendment of terms and conditions will be subject to approval by the Stock Exchange. Further details of the amendment of terms and conditions were set out in the Company's announcement dated 9 December 2018 and the Company's circular dated 16 January 2019.

## 13. 報告期後事項

於二零一八年十二月九日，本公司與中國新華新聞電視網訂立補充契據，據此，本金額為257,030,210港元之尚未兌換可換股票據之到期日將延期至二零二零年十二月九日。修訂之條款及條件已於二零一九年二月十二日舉行之股東特別大會上獲本公司股東批准。上述修訂之條款及條件須待聯交所批准後方可作實。有關修訂之條款及條件的進一步詳情，載於本公司日期為二零一八年十二月九日之公佈及本公司日期為二零一九年一月十六日之通函內。

## 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 nine months ended 31 December 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 is 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。截至二零一八年十二月三十一日止九個月（「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> 合約編號	<b>Particulars of contract</b> 合約詳情
Main contracts 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> 合約編號	<b>Particulars of contract</b> 合約詳情
Subcontracts 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 sewage, 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 sewage, 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 Tse 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 contract numbered CV/2015/03 and CV/2016/10 were the main contributors to the Group's revenue.

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。



## 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. The increasing competition from the digital media and the upward trend of digital advertisement will adversely impact the Group's results. 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. 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.

Looking forwards, the Group will continue to actively pursue and review cooperation, joint ventures, and investments with suitable partners and will continue to focus on improving the Group's attractiveness and profitability as necessary to enhance shareholders' returns and the sustainable long term development of the Group as a whole.

## FINANCIAL REVIEW

### Revenue

For the Period, the Group reported revenue of approximately HK\$240.6 million (2017: approximately HK\$290.1 million), representing a decrease of approximately 17.1% as compared with that for the same period of the previous year. The revenue derived from provision of civil engineering services and television broadcasting business constituted approximately 99.8% and 0.2% of the Group's total revenue respectively. The decrease in revenue was mainly due to decrease in work order from certain civil engineering projects reaching maintenance stage or nearly completion stage for the Period. The Group derived aggregate advertising revenue of approximately HK\$0.5 million (2017: approximately HK\$1.1 million) from television broadcasting business.

## 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。數字媒體的競爭日益加大及數字廣告的上升趨勢將對本集團的業績產生不利影響。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。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。

展望未來，本集團將繼續積極與合適夥伴尋求並檢討合作、合營及投資，且將繼續在必要情況下專注於改善本集團之吸引力及盈利能力以提升股東回報及本集團的整體可持續長期發展。

## 財務回顧

### 收益

於本期間內，本集團錄得收益約240,600,000港元（二零一七年：約290,100,000港元），較去年同期減少約17.1%。來自提供土木工程服務及電視播放業務之收益分別佔本集團總收益之約99.8%及0.2%。收益減少乃主要由於若干土木工程項目於本期間達致保養階段或接近竣工階段而導致工程訂單減少所致。本集團自電視播放業務產生廣告收益總額約500,000港元（二零一七年：約1,100,000港元）。

During the Period, the revenue of the Group was primarily generated from the undertaking of civil engineering contracts in the capacity of a subcontractor. The subcontracting revenue amounted to approximately HK\$130.8 million (2017: approximately HK\$155.2 million), representing approximately 54.4% (2017: approximately 53.5%) 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\$109.2 million (2017: approximately HK\$133.8 million), representing approximately 45.4% (2017: approximately 46.1%) of the total revenue for the Period.

### Cost of services

The Group's cost of services for the Period decreased by approximately 8.7% to approximately HK\$241.4 million (2017: approximately HK\$264.5 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\$0.8 million (2017: gross profit of approximately HK\$25.7 million). The gross loss margin of the Group was amounted to approximately 0.3% for the Period (2017: gross profit margin of approximately 8.8%). 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.

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。分包收益約為130,800,000港元（二零一七年：約155,200,000港元），佔本期間總收益約54.4%（二零一七年：約53.5%）。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約為109,200,000港元（二零一七年：約133,800,000港元），佔本期間總收益約45.4%（二零一七年：約46.1%）。

### 服務成本

本集團於本期間之服務成本較去年同期減少約8.7%至約241,400,000港元（二零一七年：約264,500,000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800,000港元（二零一七年：毛利約25,700,000港元）。本集團於本期間之毛損率約為0.3%（二零一七年：毛利率約8.8%）。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導致工程減少，因此於本期間之邊際利潤下降。

### Other income

The Group's other income for the Period decreased by approximately 4.1% to approximately HK\$0.4 million (2017: approximately HK\$0.4 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.

### Other gains and losses

The Group's other gains and losses for the Period decreased by approximately 27.1% to approximately HK\$1.3 million (2017: approximately HK\$1.7 million) as compared with that for the same period of the previous year. 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 6.5% to approximately HK\$14.1 million (2017: approximately HK\$15.1 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 nine months ended 31 December 2017.

### 其他收入

本集團於本期間之其他收入較去年同期減少約4.1%至約400,000港元(二零一七年:約400,000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。

### 其他收益及虧損

本集團於本期間之其他收益及虧損較去年同期減少約27.1%至約1,300,000港元(二零一七年:約1,700,000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6.5%至約14,100,000港元(二零一七年:約15,100,000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。截至二零一七年十二月三十一日止九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。

### Administrative expenses

The Group's administrative expenses for the Period decreased by approximately 48.3% to approximately HK\$16.5 million (2017: approximately HK\$31.8 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.

### Finance costs

The Group's finance costs for the Period decreased by approximately 30.9% to approximately HK\$17.9 million (2017: approximately HK\$25.9 million) as compared with that for the same period of the previous year. The finance costs mainly consist 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 approximately 46.8% to approximately HK\$54.9 million (2017: approximately HK\$37.4 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 for the Period was approximately HK1.35 cents (2017: approximately HK0.92 cent).

### 行政開支

本集團於本期間之行政開支較去年同期減少約48.3%至約16,500,000港元(二零一七年:約31,800,000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所致。

### 融資成本

本集團於本期間之融資成本較去年同期減少約30.9%至約17,900,000港元(二零一七年:約25,900,000港元)。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較去年同期增加約46.8%至約54,900,000港元(二零一七年:約37,400,000港元)。淨虧損增加乃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

本期間每股基本虧損約為1.35港仙(二零一七年:約0.92港仙)。



## 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.

### Provision of civil engineering services

Hong Kong construction companies has been facing tougher competitive condition for many years as well as the slower progress of scrutinising the funding proposals for public works projects by the Finance Committee and the Public Works Subcommittee due to political and social chaos in Hong Kong. Added to this, the construction industry has been facing the challenges like high construction costs, labor shortage, safety and environmental issues which have increased much pressure on the development of this industry.

However, Hong Kong Government's continuing increase in major construction and infrastructure projects will definitely increase the demand for construction business in recent years. Backed by the Group's registered license and certain crucial qualifications, we are well positioned for the future. The Group would stay alert and get well prepared for the challenges. We remain focus on the optimization of shareholders' returns and attractive organic and strategic growth opportunities.

## 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者，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，鞏固於市場之競爭力。

### 提供土木工程服務

香港建築公司多年來一直面臨嚴峻的競爭形勢，且由於香港政治及社會爭拗導致財務委員會及工務小組委員會延緩對公共工程項目的撥款方案審查進度。此外，建築行業一直面臨諸如高建築成本、勞工短缺、安全及環境問題等挑戰，從而加大了對該行業發展的壓力。

然而，近年來，香港政府持續增加大型建造及基建項目必將增加對建造業務的需求。憑藉本集團的註冊牌照及若干重要資格證書，我們將於未來蓄勢待發。本集團將保持警覺並為挑戰做好充分準備。我們繼續專注於優化股東回報及具吸引力的有機及策略增長機遇。

## Television broadcasting business

The Group has suffered from the expansion and the growing trend of digital advertising which has changed the demands of its audiences in the digital space. It is expected that the continuous change of consumers' preference from traditional TV to digital media, such as in general would further decrease this segment revenue in the future. 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. Looking forward, the Group will continue to explore opportunities to develop channels with other operators and other media platforms.

In light of increasing challenges due to market situations, the Group will cautiously monitor its investments and assess new opportunities with a view to delivering sustainable shareholders' returns. Looking forward, the Group will continue integrating all resources so as to achieve better results for the Group and its shareholders. Furthermore, the Group will make use of the experience gained in the current business and adhere its development strategy to explore potential business opportunities and expand the revenue streams of the Group.

## DIVIDENDS

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

## 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.

## 電視播放業務

本集團一直面臨數字廣告擴展及不斷增長挑戰，數字廣告改變了受眾對數字空間的需求。預期客戶從傳統電視到數字媒體偏好的持續轉變，整體而言，未來會進一步減少該分部的收益。在當前環境下，本集團旨在透過與不同夥伴合作並採納於不同分部及媒體平台間產生協同效應的多項發展策略而拓展潛在業務機遇。展望未來，本集團將繼續探索與其他營運商及其他媒體平台開發渠道的機遇。

鑑於市場形勢帶來的挑戰日益增加，本集團將謹慎監察其投資及評估新機遇，從而帶來可持續性股東回報。展望未來，本集團將繼續整合所有資源，為本集團及其股東實現更佳業績。此外，本集團將憑藉於當前業務所獲得的經驗，及秉持其發展策略以探索潛在業務機遇並拓寬本集團的收入來源。

## 股息

董事會不建議就本期間派發任何股息。

## 購股權計劃

本公司股東已於二零一零年八月十一日採納及批准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 31 December 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 Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO") which have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO); or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

### Long position in the Shares:

Name	Capacity/Nature of interest	Number of Shares held	Percentage of aggregate interests to total issued share capital 總權益佔全部已發行股本的百分比
姓名	身份/權益性質	所持股份數目	
Mr. Kan Kwok Cheung ("Mr. Kan") (Note) 簡國祥先生(「簡先生」)(附註)	Interest in controlled corporation 於受控制法團權益	69,000,000 69,000,000	1.70% 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 31 December 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

於二零一八年十二月三十一日，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：

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，於二零一八年十二月三十一日，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 31 December 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 and underlying Shares:

Name 名稱	Number of Shares held 所持股份數目		Number of underlying Shares under convertible notes (Note a) 可換股票據項下之相關股份數目 (附註a)		Total interests 總權益	Percentage of aggregate interests to total issued share capital 總權益佔全部已發行股本之百分比
	Beneficial owner 實益擁有人	Interest in controlled corporation 於受控制法團之權益	Beneficial owner 實益擁有人	Interest in controlled corporation 於受控制法團之權益		
China Xinhua NNC	1,188,621,377 (Note b)	-	1,311,378,622 (Note b)	-	2,499,999,999	61.65%
中國新華新聞電視網	1,188,621,377 (附註b)	-	1,311,378,622 (附註b)	-	2,499,999,999	61.65%
中國新華新聞電視網有限公司 ("CNC China")	-	1,188,621,377 (Note b)	-	1,311,378,622 (Note b)	2,499,999,999	61.65%
中國新華新聞電視網有限公司 ("中國新華新聞電視網(中國)")	-	1,188,621,377 (附註b)	-	1,311,378,622 (附註b)	2,499,999,999	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, 17 January 2018 and 16 January 2019.
- (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 1,311,378,622 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，於二零一八年十二月三十一日，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：

### 於股份及相關股份之好倉：

#### 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、二零一八年一月十七日及二零一九年一月十六日的通函內。
- (b) 中國新華新聞電視網由中國新華新聞電視網（中國）全資及實益擁有。因此，根據證券及期貨條例，中國新華新聞電視網（中國）被視為擁有中國新華新聞電視網所持有的1,188,621,377股股份及1,311,378,622股相關股份的權益。



Saved as disclosed above, as at 31 December 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:

除上文所披露者外，於二零一八年十二月三十一日，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歲之子女）獲本公司或其附屬公司授出任何權利以購買本公司或任何其他法人團體的股份或債權證，亦無行使任何有關權利。

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

## Announcement Posting Agreements

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 resigned on 17 October 2017 and ceased to be connected person after twelve months from the resignation date. Accordingly, the transaction contemplated under Announcement Posting Agreements no longer constitutes continuing connected transaction for the Company pursuant to the GEM Listing Rule as at 31 December 2018. 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，新華電視亞太台運營有限公司（「新華電視亞太台」）與中國新華新聞電視網訂立一份電視播放權協議（「電視播放權協議」），據此，中國新華新聞電視網向本集團授出於亞太地區（不包括中國）之電視頻道播放新華社之CNC頻道下之資訊內容之電視播放權，於二零一六年十二月三十一日前之年費為1,000,000港元及自二零一七年一月一日起之年費為3,000,000港元。電視播放權協議為期120個月，自二零一一年九月一日起至二零二一年八月三十一日止。由於中國新華新聞電視網為本公司之主要股東，故為本公司之關連人士（定義見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，及由謝嘉軒先生（彼於二零一七年十月十七日辭任，並自辭任日期起十二個月後不再為關連人士）全資及實益擁有。因此，於二零一八年十二月三十一日，根據GEM上市規則，刊登公佈協議項下擬進行之交易不再構成本公司之持續關連交易。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.

A non-executive Director, namely Ms. Tang Li, did not attend the extraordinary general meeting of the Company held on 12 February 2019 due to overseas commitment and pre-arranged business engagements. Other Board members and the chairmen of the relevant Board committees also attended the extraordinary 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考慮理由。

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）因海外事務及預先業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。

一名非執行董事（即唐麗女士）因海外事務及預先業務安排未有出席本公司於二零一九年二月十二日舉行之股東特別大會。其他董事會成員及相關董事委員會主席亦有出席股東特別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 31 December 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*

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**

Hong Kong, 12 February 2019

香港，二零一九年二月十二日

*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>.*

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> Executive Director  
<sup>2</sup> Non-executive Director  
<sup>3</sup> Independent non-executive Director

- <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

\* For identification purpose only



**CNC HOLDINGS LIMITED**  
中國新華電視控股有限公司