

# **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



## **2020/2021**

**INTERIM REPORT**  
**中期報告**

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### 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，且本文或本報告並無遺漏任何其他事項致使當中任何聲明有所誤導。

## HIGHLIGHTS

## 摘要

- The Group's revenue for the six months ended 30 September 2020 increased by approximately 4.0% to approximately HK\$115.1 million (2019: approximately HK\$110.7 million).
  - Loss of the Group for the six months ended 30 September 2020 decreased by approximately 10.5% to approximately HK\$42.5 million (2019: approximately HK\$47.5 million).
  - Basic loss per Share attributable to the owners of the Company for the six months ended 30 September 2020 was approximately HK1.04 cents (2019: approximately HK1.17 cents).
  - The Board does not recommend the payment of any dividend for the six months ended 30 September 2020.
- 本集團截至二零二零年九月三十日止六個月的收益增加約4.0%至約115,100,000港元(二零一九年:約110,700,000港元)。
  - 截至二零二零年九月三十日止六個月的本集團虧損減少約10.5%至約42,500,000港元(二零一九年:約47,500,000港元)。
  - 截至二零二零年九月三十日止六個月的本公司擁有人應佔每股股份基本虧損為約1.04港仙(二零一九年:約1.17港仙)。
  - 董事會不建議就截至二零二零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 2020, together with the unaudited comparative figures for the corresponding periods in 2019, as follows:

董事會（「董事會」）欣然宣佈本公司及其附屬公司（統稱「本集團」）截至二零二零年九月三十日止六個月之未經審核簡明綜合業績連同二零一九年同期之未經審核比較數字如下：

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

## 簡明綜合損益及其他全面收益表（未經審核）

For the three months and six months ended 30 September 2020

截至二零二零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<br>六個月 |                                  | Three months ended<br>30 September<br>截至九月三十日止<br>三個月 |                                  |
|---|------------------------------------|-------------|---|----------------------------------|---|----------------------------------|
|   |                                    |             | 2020<br>二零二零年<br>HK\$'000<br>千港元                    | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2020<br>二零二零年<br>HK\$'000<br>千港元                      | 2019<br>二零一九年<br>HK\$'000<br>千港元 |
| Revenue   | 收益                                 | 4           | 115,112   | 110,706                          | 57,986  | 51,052                           |
| Cost of services  | 服務成本                               |             | (129,485)   | (121,483)                        | (66,099)  | (58,534)                         |
| Gross loss  | 毛損                                 |             | (14,373)  | (10,777)                         | (8,113)   | (7,482)                          |
| Other income  | 其他收入                               | 5           | 6,376   | 184                              | 5,512   | 88                               |
| Other gains and losses  | 其他收益及虧損                            | 6           | 169   | 1,018                            | (155)   | 394                              |
| Amortisation expenses   | 攤銷開支                               |             | (9,183)   | (9,183)                          | (4,616)   | (4,616)                          |
| Selling and distribution expenses   | 銷售及分銷開支                            |             | (385)   | (578)                            | (192)   | (289)                            |
| Administrative expenses   | 行政開支                               |             | (14,306)  | (14,224)                         | (6,092)   | (7,525)                          |
| Changes in fair value of financial assets<br>at fair value through profit or loss               | 透過損益按公平值入賬之金融<br>資產之公平值變動          |             | 118   | (2,162)                          | 212   | (1,583)                          |
| Loss from operations  | 營運虧損                               | 8           | (31,584)  | (35,722)                         | (13,444)  | (21,013)                         |
| Finance costs   | 融資成本                               | 10          | (14,153)  | (13,884)                         | (6,812)   | (7,059)                          |
| Loss before income tax  | 除所得稅前虧損                            |             | (45,737)  | (49,606)                         | (20,256)  | (28,072)                         |
| Income tax  | 所得稅                                | 11          | 3,225   | 2,094                            | 1,833   | 1,057                            |
| Loss for the period   | 期內虧損                               |             | (42,512)  | (47,512)                         | (18,423)  | (27,015)                         |
| Attributable to:  | 以下人士應佔：                            |             |   |                                  |   |                                  |
| Owners of the Company   | 本公司擁有人                             |             | (42,085)  | (47,512)                         | (18,238)  | (27,015)                         |
| Non-controlling interests   | 非控股權益                              |             | (427)   | -                                | (185)   | -                                |
| Loss for the period   | 期內虧損                               |             | (42,512)  | (47,512)                         | (18,423)  | (27,015)                         |
| Loss per Share attributable to the<br>owners of the Company<br>- Basic and diluted (HK cent(s)) | 本公司擁有人應佔每股股份虧<br>損<br>- 基本及攤薄 (港仙) | 13          | (1.04)  | (1.17)                           | (0.45)  | (0.67)                           |



|   |                              | Six months ended<br>30 September<br>截至九月三十日止<br>六個月 |                                  | Three months ended<br>30 September<br>截至九月三十日止<br>三個月 |                                  |
|---|------------------------------|---|----------------------------------|---|----------------------------------|
|   |                              | 2020<br>二零二零年<br>HK\$'000<br>千港元                    | 2019<br>二零一九年<br>HK\$'000<br>千港元 | 2020<br>二零二零年<br>HK\$'000<br>千港元                      | 2019<br>二零一九年<br>HK\$'000<br>千港元 |
|   |                              | Notes<br>附註   |                                  |   |                                  |
| Loss for the period   | 期內虧損                         | <b>(42,512)</b>                                     | (47,512)                         | <b>(18,423)</b>                                       | (27,015)                         |
| Other comprehensive income/(loss):<br><i>Items that may be classified<br/>subsequently to profit or loss:</i> | 其他全面收益/(虧損):<br>其後可分類至損益的項目: |   |                                  |   |                                  |
| Exchange differences on translating<br>foreign operations   | 換算境外業務之匯兌差額                  | <u>220</u>  | <u>(632)</u>                     | <u>180</u>  | <u>(473)</u>                     |
| Other comprehensive income/(loss)<br>for the period, net of tax   | 期內其他全面收益/<br>(虧損)·扣除稅項       | <u>220</u>  | <u>(632)</u>                     | <u>180</u>  | <u>(473)</u>                     |
| Total comprehensive loss<br>for the period  | 期內全面虧損總額                     | <u><b>(42,292)</b></u>                              | <u>(48,144)</u>                  | <u><b>(18,243)</b></u>                                | <u>(27,488)</u>                  |
| Total comprehensive loss for the<br>period attributable to:   | 以下人士應佔期內全面<br>虧損總額:          |   |                                  |   |                                  |
| Owners of the Company   | 本公司擁有人                       | <b>(41,865)</b>                                     | (48,144)                         | <b>(18,058)</b>                                       | (27,488)                         |
| Non-controlling interests   | 非控股權益                        | <u>(427)</u>  | <u>–</u>                         | <u>(185)</u>  | <u>–</u>                         |
| Total comprehensive loss<br>for the period  | 期內全面虧損總額                     | <u><b>(42,292)</b></u>                              | <u>(48,144)</u>                  | <u><b>(18,243)</b></u>                                | <u>(27,488)</u>                  |

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

At 30 September 2020 於二零二零年九月三十日

|   |             |                     | As at<br>30 September<br>2020<br>於<br>二零二零年<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>2020<br>於<br>二零二零年<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            | 22,281   | 26,407   |
| Right of use assets                                   |             | 使用權資產               | 7,137  | 9,107  |
| Intangible assets                                     | 15          | 無形資產                | 16,812   | 25,995   |
| Deferred tax assets                                   |             | 遞延稅項資產              | 59   | 124  |
|   |             |                     | <u>46,289</u>  | <u>61,633</u>  |
| <b>Current assets</b>                                 |             | <b>流動資產</b>         |  |  |
| Trade and other receivables                           | 16          | 貿易及其他應收款項           | 63,739   | 84,552   |
| Contract assets                                       |             | 合約資產                | 12,921   | 9,238  |
| Financial assets at fair value through profit or loss |             | 透過損益按公平值入賬之<br>金融資產 | 1,953  | 1,835  |
| Cash and cash equivalents                             |             | 現金及現金等價物            | 69,522   | 91,196   |
|   |             |                     | <u>148,135</u>   | <u>186,821</u>   |
| Total assets  |             | 總資產                 | <u>194,424</u>   | 248,454  |
| <b>Current liabilities</b>                            |             | <b>流動負債</b>         |  |  |
| Trade and other payables                              | 17          | 貿易及其他應付款項           | 128,115  | 131,243  |
| Contract liabilities                                  |             | 合約負債                | 49,384   | 63,302   |
| Lease liabilities                                     |             | 租賃負債                | 6,433  | 7,231  |
| Employee benefits                                     |             | 僱員福利                | 3,672  | 3,672  |
| Promissory note                                       | 18          | 承兌票據                | 45,040   | 44,658   |
| Convertible notes                                     | 19          | 可換股票據               | 252,461  | 242,990  |
| Current tax liabilities                               |             | 當期稅項負債              | 16,631   | 16,474   |
|   |             |                     | <u>501,736</u>   | <u>509,570</u>   |

|   |            | As at<br>30 September<br>2020<br>於<br>二零二零年<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>2020<br>於<br>二零二零年<br>三月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|---|------------|--|--|
| <b>Net current liabilities</b>                      | 流動負債淨額     | <b>(353,601)</b>   | (322,749)  |
| <b>Total assets less current liabilities</b>        | 總資產減流動負債   | <b>(307,312)</b>   | (261,116)  |
| <b>Non-current liabilities</b>                      | 非流動負債      |  |  |
| Lease liabilities                                   | 租賃負債       | 639  | 2,925  |
| Deferred tax liabilities                            | 遞延稅項負債     | 4,813  | 7,927  |
|   |            | <b>5,452</b>   | 10,852   |
| <b>Total liabilities</b>                            | 總負債        | <b>507,188</b>   | 520,422  |
| <b>Net liabilities</b>                              | 負債淨額       | <b>(312,764)</b>   | (271,968)  |
| <b>Capital and reserves</b>                         | 資本及儲備      |  |  |
| Share capital                                       | 股本         | 4,055  | 4,055  |
| Reserves  | 儲備         | (319,110)  | (276,023)  |
| Equity attributable to the owners<br>of the Company | 本公司擁有人應佔權益 | <b>(315,055)</b>   | (271,968)  |
| Non-controlling interests                           | 非控股權益      | 2,291  | -  |
| <b>Total Equity</b>                                 | 總權益        | <b>(312,764)</b>   | (271,968)  |

Notes  
附註

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# 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 2020 截至二零二零年九月三十日止六個月

|  |                           | Share capital | Share premium* | Capital reserves* | Convertible notes equity reserves* | Foreign currency translation reserves* | Investment revaluation reserves* | Other reserves* | Accumulated losses* | Total     | Non-controlling interests | Total equity |
|--|---------------------------|---------------|----------------|-------------------|------------------------------------|--|----------------------------------|-----------------|---------------------|-----------|---------------------------|--------------|
|  |                           | 股本            | 股份溢價*          | 資本儲備*             | 可換股票據權益儲備*                         | 外幣換算儲備*                                | 投資重估儲備*                          | 其他儲備*           | 累計虧損*               | 總計        | 非控股權益                     | 總權益          |
|  |                           | HK\$'000      | HK\$'000       | 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       | 千港元                       | 千港元          |
| As at 1 April 2020   | 於二零二零年四月一日                | 4,055         | 1,238,195      | 2,758             | 14,400                             | (2,751)                                | -                                | 41,214          | (1,569,839)         | (271,968) | -                         | (271,968)    |
| Loss for the period  | 期內虧損                      | -             | -              | -                 | -                                  | -                                      | -                                | -               | (42,085)            | (42,085)  | (427)                     | (42,512)     |
| Other comprehensive income for the period:<br>Items that may be classified subsequently to profit or loss: | 期內其他全面收入:<br>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               | -             | -              | -                 | -                                  | 220                                    | -                                | -               | -                   | 220       | -                         | 220          |
| Total comprehensive loss for the period  | 期內全面虧損總額                  | -             | -              | -                 | -                                  | 220                                    | -                                | -               | (42,085)            | (41,865)  | (427)                     | (42,292)     |
| Deemed disposal of subsidiaries arising from capital injection from non-controlling interests              | 非控股權益注資而視為出售附屬公司          | -             | -              | -                 | -                                  | -                                      | -                                | -               | (1,222)             | (1,222)   | 2,718                     | 1,496        |
| As at 30 September 2020 (unaudited)  | 於二零二零年九月三十日<br>(未經審核)     | 4,055         | 1,238,195      | 2,758             | 14,400                             | (2,531)                                | -                                | 41,214          | (1,613,146)         | (315,055) | 2,291                     | (312,764)    |
| As at 1 April 2019   | 於二零一九年四月一日                | 4,055         | 1,238,195      | 2,758             | 14,400                             | (1,647)                                | (1,057)                          | 41,214          | (1,464,909)         | (166,991) | -                         | (166,991)    |
| Adoption of HKFRS 16   | 採納香港財務報告準則第16號            | -             | -              | -                 | -                                  | -                                      | -                                | -               | (2,530)             | (2,530)   | -                         | (2,530)      |
| Adjusted balance at 1 April 2019   | 於二零一九年四月一日之<br>經調整結餘      | 4,055         | 1,238,195      | 2,758             | 14,400                             | (1,647)                                | (1,057)                          | 41,214          | (1,467,439)         | (169,521) | -                         | (169,521)    |
| Loss for the period  | 期內虧損                      | -             | -              | -                 | -                                  | -                                      | -                                | -               | (47,512)            | (47,512)  | -                         | (47,512)     |
| Other comprehensive loss for the period:<br>Items that may be classified subsequently to profit or loss:   | 期內其他全面虧損:<br>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               | -             | -              | -                 | -                                  | (632)                                  | -                                | -               | -                   | (632)     | -                         | (632)        |
| Total comprehensive loss for the period  | 期內全面虧損總額                  | -             | -              | -                 | -                                  | (632)                                  | -                                | -               | (47,512)            | (48,144)  | -                         | (48,144)     |
| Transfer to accumulated losses upon derecognition of investment revaluation                                | 取消確認投資重估後<br>轉撥至累計虧損      | -             | -              | -                 | -                                  | -                                      | 1,057                            | -               | (1,057)             | -         | -                         | -            |
| As at 30 September 2019 (unaudited)  | 於二零一九年九月三十日<br>(未經審核)     | 4,055         | 1,238,195      | 2,758             | 14,400                             | (2,279)                                | -                                | 41,214          | (1,516,008)         | (217,665) | -                         | (217,665)    |

\* The aggregate amount of these balances of approximately HK\$319,110,000 in deficit (31 March 2020: approximately HK\$276,023,000) is included as reserves in the condensed consolidated statement of financial position.

\* 該等結餘款額合共虧絀約319,110,000港元(二零二零年三月三十一日:約276,023,000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 2020 截至二零二零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<br>六個月 |                                  |
|---|-----------------------|---|----------------------------------|
|   |                       | 2020<br>二零二零年<br>HK\$'000<br>千港元                    | 2019<br>二零一九年<br>HK\$'000<br>千港元 |
| <b>Net cash used in operating activities</b>                                  | 經營活動所用現金淨額            | <b>(16,201)</b>                                     | (3,068)                          |
| <b>Investing activities</b>   | 投資活動                  |   |                                  |
| Disposal of financial assets at fair value through other comprehensive income | 出售透過其他全面收益按公平值入賬之金融資產 | –   | 1,245                            |
| Purchase of property, plant and equipment                                     | 購買物業、廠房及設備            | <b>(3,534)</b>                                      | (5,956)                          |
| Additions to right-of-use assets  | 添置使用權資產               | –   | (259)                            |
| Other cash flows generated from investing activities                          | 投資活動產生之其他現金流量         | <b>751</b>  | 231                              |
| <b>Net cash used in investing activities</b>                                  | 投資活動所用現金淨額            | <b>(2,783)</b>                                      | (4,739)                          |
| <b>Net cash used in financing activities</b>                                  | 融資活動所用現金淨額            | <b>(2,592)</b>                                      | (4,693)                          |
| Net decrease in cash and cash equivalents                                     | 現金及現金等價物減少淨額          | <b>(21,576)</b>                                     | (12,500)                         |
| <b>Cash and cash equivalents at the beginning of the period</b>               | 期初現金及現金等價物            | <b>91,196</b>                                       | 79,915                           |
| <b>Effects of foreign exchange rate changes</b>                               | 匯率變動之影響               | <b>(98)</b>   | (164)                            |
| <b>Cash and cash equivalents at the end of the period</b>                     | 期末現金及現金等價物            | <b>69,522</b>                                       | 67,251                           |
| <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>69,522</b>                                       | 67,251                           |

# 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 2020 截至二零二零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, 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 media and advertising business comprising television broadcasting business in the Asia-Pacific region (excluding the People's Republic of China (the "PRC")) and digital marketing business on overseas market 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 2020 (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第22章公司法（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。其附屬公司從事在香港為公營部門提供土木工程服務以及媒體及廣告業務，包括於亞太區（不包括中華人民共和國（「中國」））的電視播放業務及於海外市場的數碼營銷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

截至二零二零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 2020, except for those related to new standards and interpretations effective for the first time periods beginning on 1 April 2020 and expected to be reflected in the forthcoming annual financial statements.

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\$42,512,000 during the six months ended 30 September 2020 and, as of that date, the Group had unaudited net current liabilities and unaudited net liabilities of approximately HK\$353,601,000 and HK\$312,764,000 respectively; and
- The Group had promissory note in principal amount of approximately HK\$45,040,000 which was overdue on the reporting date but the Group has not been able to obtain extension of repayment of such balance prior to the date of approval of the Interim Financial Statements; and

## 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二零二零年三月三十一日止年度之年度報告所採納者一致，惟有關於二零二零年四月一日開始之期間首次生效之新準則及詮釋除外，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：

- 截至二零二零年九月三十日止六個月，本集團產生未經審核淨虧損約42,512,000港元，及於該日，本集團分別錄得未經審核流動負債淨額約353,601,000港元及未經審核負債淨額約312,764,000港元；及
- 本集團之本金額約為45,040,000港元之承兌票據已於報告日期逾期，惟本集團未能於中期財務報表批准日期前取得有關結餘之還款延期；及

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

### (c) Going Concern (Continued)

- The Group had convertible notes in principal amount of approximately HK\$257,030,000 which is due within the next twelve months after 30 September 2020.

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 2020, 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\$54,963,000 as of 30 September 2020; and (3) the liabilities due to China Xinhua NNC of approximately HK\$21,837,000 as of 30 September 2020 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)

- 本集團之本金額約為257,030,000港元之可換股票據於二零二零年九月三十日後未來十二個月內到期。

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二零二零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)可換股票據本金額為約257,030,000港元；(2)截至二零二零年九月三十日止之可換股票據之應付利息為約54,963,000港元；及(3)截至二零二零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21,837,000港元。

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

### (c) Going Concern (Continued)

- (2) The Group is in the process of negotiating with the promissory noteholder of any possible proposal regarding the potential renewal of extension of the promissory note and other feasible solutions.

### (3) 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.

- (4) 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) 本集團正與承兌票據之持有人就潛在重續延長承兌票據之任何可能建議方案及其他可行解決方案進行磋商。

### (3) 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。

- (4) 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新分類為流動資產及負債。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

In the current period, the Group has applied, for the first time, the following new and amendments to Hong Kong Accounting Standards (“HKASs”) and Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are relevant for the preparation of the Group’s unaudited condensed consolidated financial statements:

|   |  |
|---|--|
| HKFRS 3   | Definition of a Business (amendments)                |
| HKAS 1 and HKAS 8                                 | Definition of Material (amendments)                  |
| Conceptual Framework for Financial Reporting 2018 | Revised Conceptual Framework for Financial Reporting |
| HKAS 39, HKFRS 7 and HKFRS 9                      | Hedge accounting (amendments)                        |

The application of the other new and amendments to HKASs and HKFRSs in the current period has had no material effect on the amounts reported in Interim Financial Statements and/or disclosures set out in Interim Financial Statements.

### 3. 採納新訂及經修訂香港財務報告準則

於本期間，本集團已首次應用以下由香港會計師公會（「香港會計師公會」）頒佈與編製本集團未經審核簡明綜合財務報表有關之新訂及經修訂香港會計準則（「香港會計準則」）及香港財務報告準則（「香港財務報告準則」）：

|                                    |             |
|------------------------------------|-------------|
| 香港財務報告準則第3號                        | 業務之定義（修訂本）  |
| 香港會計準則第1號及香港會計準則第8號                | 重大之定義（修訂本）  |
| 二零一八年財務報告概念框架                      | 經修訂財務報告概念框架 |
| 香港會計準則第39號、香港財務報告準則第7號及香港財務報告準則第9號 | 對沖會計（修訂本）   |

於本期間應用其他新訂及經修訂香港會計準則及香港財務報告準則對中期財務報表所呈報之金額及／或中期財務報表所載之披露並無產生重大影響。

#### 4. REVENUE

Revenue recognised during the three months and six months ended 30 September 2020 and 30 September 2019 were as follows:

##### Over time of revenue recognition

#### 4. 收益

截至二零二零年九月三十日及二零一九年九月三十日止三個月及六個月確認之收益如下：

##### 隨時間確認收益

|                    |      | 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         |   |
|--------------------|------|---|---|---|---|
|                    |      | 2020<br>二零二零年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2019<br>二零一九年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2020<br>二零二零年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2019<br>二零一九年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
| Construction works | 建築工程 | 86,262  | 106,839   | 41,824  | 50,119  |
| Advertising income | 廣告收入 | 28,850  | 3,867   | 16,162  | 933   |
|                    |      | <u>115,112</u>  | <u>110,706</u>  | <u>57,986</u>   | <u>51,052</u>   |

## 5. OTHER INCOME

Other income recognised during the three months and six months ended 30 September 2020 and 30 September 2019 were as follows:

## 5. 其他收入

截至二零二零年九月三十日及二零一九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         |   |
|--|-------------|---|---|---|---|
|  |             | 2020<br>二零二零年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2019<br>二零一九年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2020<br>二零二零年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2019<br>二零一九年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
| Interest income arising from bank deposits   | 銀行存款產生之利息收入 | 284   | 87  | 95  | 48  |
| Interest income arising from rental deposits | 租賃按金產生之利息收入 | 10  | 18  | 10  | 18  |
| Dividend income                              | 股息收入        | 305   | 37  | 305   | 2   |
| Sundry income                                | 雜項收入        | 931   | 42  | 256   | 20  |
| Government subsidy                           | 政府補貼        | 4,846   | —   | 4,846   | —   |
|  |             | <b>6,376</b>  | <b>184</b>  | <b>5,512</b>  | <b>88</b>   |

## 6. OTHER GAINS AND LOSSES

Other gains and losses recognised during the three months and six months ended 30 September 2020 and 30 September 2019 were as follows:

## 6. 其他收益及虧損

截至二零二零年九月三十日及二零一九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         |   |            |
|---|---|---|---|---|------------|
|   | 2020<br>二零二零年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2019<br>二零一九年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2020<br>二零二零年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2019<br>二零一九年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |            |
| Exchange (loss)/gain, net   | 匯兌(虧損)/收益<br>淨額   | (200)   | 402   | (148)   | 171        |
| Net (losses)/gains on disposal of property, plant and equipment                               | 出售物業、廠房及設備之(虧損)/收益淨額                                      | (24)  | 336   | (25)  | 174        |
| Reversal/(provision) of allowance for expected credit losses recognised for trade receivables | 就貿易應收款項確認之預期信貸虧損撥備撥回/(計提)                                 | 336   | 261   | (33)  | 51         |
| Reversal/(provision) of allowance for expected credit losses recognised for contract assets   | 就合約資產確認之預期信貸虧損撥備撥回/(計提)                                   | 57  | 19  | 51  | (2)        |
|   |   | <u>169</u>  | <u>1,018</u>  | <u>(155)</u>  | <u>394</u> |

## 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 2020, 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) Media and advertising business – (a) the business of broadcasting television programmes on television channels operated by television broadcasting companies in the Asia-Pacific region (excluding the PRC) and (b) business of promoting digital marketing activities on overseas video platform 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。

根據於截至二零二零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) 媒體及廣告業務—(a)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業務及(b)於海外視頻平台推廣數碼營銷活動，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 2020

## 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。

截至二零二零年九月三十日止六個月

|                                 |           | Provision<br>of civil<br>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 | Media and<br>advertising<br>business<br>媒體及<br>廣告業務<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 | 86,262   | 28,850  | 115,112   |
| Other income and gains          | 其他收入及收益   | 6,149  | –   | 6,149   |
| Reportable segment revenue      | 可呈報分部收益   | 92,411   | 28,850  | 121,261   |
| Reportable segment results      | 可呈報分部業績   | (20,580)   | (7,602)   | (28,182)  |
| Unallocated corporate income    | 未分配企業收入   |  |   | 716   |
| Unallocated corporate expenses  | 未分配企業開支   |  |   | (4,118)   |
| Finance costs                   | 融資成本      |  |   | (14,153)  |
| Loss before income tax          | 除所得稅前虧損   |  |   | (45,737)  |

## 7. SEGMENT INFORMATION (Continued)

### Segment revenue and results (Continued)

For the six months ended 30 September 2019

|                                 |           | Provision<br>of civil<br>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 | Media and<br>advertising<br>business<br>媒體及<br>廣告業務<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 | 106,839  | 3,867   | 110,706   |
| Other income and gains          | 其他收入及收益   | 659  | –   | 659   |
| Reportable segment revenue      | 可呈報分部收益   | 107,498  | 3,867   | 111,365   |
| Reportable segment results      | 可呈報分部業績   | (17,753)   | (11,802)  | (29,555)  |
| Unallocated corporate income    | 未分配企業收入   |  |   | 141   |
| Unallocated corporate expenses  | 未分配企業開支   |  |   | (6,308)   |
| Finance costs                   | 融資成本      |  |   | (13,884)  |
| Loss before income tax          | 除所得稅前虧損   |  |   | (49,606)  |

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales for the six months ended 30 September 2020 and 30 September 2019.

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.

## 7. 分部資料 (續)

### 分部收益及業績 (續)

截至二零一九年九月三十日止六個月

|                                 |           | Provision<br>of civil<br>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 | Media and<br>advertising<br>business<br>媒體及<br>廣告業務<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 | 106,839  | 3,867   | 110,706   |
| Other income and gains          | 其他收入及收益   | 659  | –   | 659   |
| Reportable segment revenue      | 可呈報分部收益   | 107,498  | 3,867   | 111,365   |
| Reportable segment results      | 可呈報分部業績   | (17,753)   | (11,802)  | (29,555)  |
| Unallocated corporate income    | 未分配企業收入   |  |   | 141   |
| Unallocated corporate expenses  | 未分配企業開支   |  |   | (6,308)   |
| Finance costs                   | 融資成本      |  |   | (13,884)  |
| Loss before income tax          | 除所得稅前虧損   |  |   | (49,606)  |

上文所呈報的分部收益指來自外部客戶之收益。截至二零二零年九月三十日及二零一九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。

## 7. SEGMENT INFORMATION (Continued)

### 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 2020 (Unaudited)

## 7. 分部資料 (續)

### 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：

於二零二零年九月三十日 (未經審核)

|                                 |             | Provision<br>of civil<br>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 | Media and<br>advertising<br>business<br>媒體及<br>廣告業務<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 |
|---------------------------------|-------------|--|---|---|
| Segment assets                  | 分部資產        | 92,946   | 26,129  | 119,075   |
| Unallocated                     | 未分配         |  |   | 75,349  |
| <b>Consolidated assets</b>      | <b>綜合資產</b> |  |   | <b>194,424</b>  |
| Segment liabilities             | 分部負債        | 82,393   | 40,465  | 122,858   |
| Unallocated                     | 未分配         |  |   | 384,330   |
| <b>Consolidated liabilities</b> | <b>綜合負債</b> |  |   | <b>507,188</b>  |

## 7. SEGMENT INFORMATION (Continued)

### Segment assets and liabilities (Continued)

As at 31 March 2020 (Audited)

|                                 |             | Provision<br>of civil<br>engineering<br>services<br>提供土木<br>工程服務<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 | Media and<br>advertising<br>business<br>媒體及<br>廣告業務<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 | Total<br>總計<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|---------------------------------|-------------|---|--|--|
| Segment assets                  | 分部資產        | 112,730   | 37,223   | 149,953  |
| Unallocated                     | 未分配         |   |  | 98,501   |
| <b>Consolidated assets</b>      | <b>綜合資產</b> |   |  | <b>248,454</b>                                       |
| Segment liabilities             | 分部負債        | 101,624   | 46,006   | 147,630  |
| Unallocated                     | 未分配         |   |  | 372,792  |
| <b>Consolidated liabilities</b> | <b>綜合負債</b> |   |  | <b>520,422</b>                                       |

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

- all assets are allocated to operating segments other than deferred tax assets, financial assets at fair value through profit or loss, cash and cash equivalents, current tax recoverable and assets for corporate use; and
- all liabilities are allocated to operating segments other than convertible notes, current and deferred tax liabilities and promissory note.

## 7. 分部資料 (續)

### 分部資產及負債 (續)

於二零二零年三月三十一日 (經審核)

|                                 |             | Provision<br>of civil<br>engineering<br>services<br>提供土木<br>工程服務<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 | Media and<br>advertising<br>business<br>媒體及<br>廣告業務<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 | Total<br>總計<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|---------------------------------|-------------|---|--|--|
| Segment assets                  | 分部資產        | 112,730   | 37,223   | 149,953  |
| Unallocated                     | 未分配         |   |  | 98,501   |
| <b>Consolidated assets</b>      | <b>綜合資產</b> |   |  | <b>248,454</b>                                       |
| Segment liabilities             | 分部負債        | 101,624   | 46,006   | 147,630  |
| Unallocated                     | 未分配         |   |  | 372,792  |
| <b>Consolidated liabilities</b> | <b>綜合負債</b> |   |  | <b>520,422</b>                                       |

為監察分部表現及分配分部資源：

- 除遞延稅項資產、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；及
- 除可換股票據、當期及遞延稅項負債及承兌票據外，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 2020, included in revenue arising from provision of civil engineering services of approximately HK\$86,262,000 (2019: approximately HK\$106,839,000) and media and advertising business of approximately HK\$28,850,000 (2019: approximately HK\$3,867,000) are revenue generated from three (2019: three) customers amounting to approximately HK\$109,402,000 (2019: approximately HK\$106,332,000). 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 2020 and 30 September 2019.

Revenue from major customers is as follows:

|                   |          |
|-------------------|----------|
| Customer A        | 客戶甲      |
| Customer B        | 客戶乙      |
| Customer C (Note) | 客戶丙 (附註) |
| Customer D        | 客戶丁      |

Note: No information was disclosed as the corresponding revenue did not contribution over 10% of the Group's revenue for the six months ended 30 September 2020.

## 7. 分部資料 (續)

### 有關主要客戶之資料

於截至二零二零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86,262,000港元（二零一九年：約106,839,000港元）及媒體及廣告業務所產生的收益約28,850,000港元（二零一九年：約3,867,000港元）中，包括由三名（二零一九年：三名）客戶帶來的收益約109,402,000港元（二零一九年：約106,332,000港元）。各客戶個別佔本集團總收益的10%以上。概無其他單一客戶於截至二零二零年九月三十日及二零一九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

| 2020<br>二零二零年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2019<br>二零一九年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
|---|---|
| 42,869  | 55,305  |
| 39,550  | 40,077  |
| —   | 10,950  |
| 26,983  | —   |
| <b>109,402</b>  | <b>106,332</b>  |

附註：由於相關收益並非佔本集團截至二零二零年九月三十日止六個月之收益10%以上，故並無披露有關資料。



## 8. LOSS FROM OPERATIONS

## 8. 營運虧損

Loss from operations is arrived at after charging the following:

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         |   |
|---|---|---|---|---|
|   | 2020<br>二零二零年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2019<br>二零一九年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2020<br>二零二零年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2019<br>二零一九年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
| Amortisation of intangible assets (included in amortisation expenses) | 9,183   | 9,183   | 4,616   | 4,616   |
| Contract costs recognised as expense                                  | 104,755   | 117,188   | 51,290  | 57,065  |
| Depreciation of property, plant and equipment                         | 7,682   | 10,262  | 3,899   | 5,007   |
| Depreciation of right of use assets                                   | 2,786   | 4,091   | 1,307   | 4,091   |
| Staff costs (note 9)  | 40,617  | 42,005  | 20,727  | 22,475  |

## 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         |   |
|---|---------------------|---|---|---|---|
|   |                     | 2020<br>二零二零年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2019<br>二零一九年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2020<br>二零二零年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2019<br>二零一九年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
| Staff costs<br>(including Directors'<br>remuneration) comprise: | 員工成本(包括董事<br>薪酬)包括: |   |   |   |   |
| Wages, salaries and<br>other benefits                           | 工資、薪金及其他<br>福利      | 40,070  | 41,469  | 20,120  | 22,207  |
| Contribution to<br>defined contribution<br>retirement plan      | 定額供款退休計劃<br>供款      | 547   | 536   | 607   | 268   |
|   |                     | <b>40,617</b>   | <b>42,005</b>   | <b>20,727</b>   | <b>22,475</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         |   |
|-----------------------------|--------------|---|---|---|---|
|                             |              | 2020<br>二零二零年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2019<br>二零一九年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2020<br>二零二零年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2019<br>二零一九年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
| Interests on:               | 以下各項之利息：     |   |   |   |   |
| Lease liabilities           | 租賃負債         | 108   | 45  | 49  | 45  |
| Promissory note (note 18)   | 承兌票據 (附註18)  | 719   | 1,445   | -   | 726   |
| Convertible notes (note 19) | 可換股票據 (附註19) | 13,326  | 12,394  | 6,763   | 6,288   |
|                             |              | <b>14,153</b>   | <b>13,884</b>   | <b>6,812</b>  | <b>7,059</b>  |

## 11. INCOME TAX

## 11. 所得稅

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

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         |   |
|--|--------------------|---|---|---|---|
|  |                    | 2020<br>二零二零年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2019<br>二零一九年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2020<br>二零二零年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2019<br>二零一九年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
| Current tax – Hong Kong profits tax                | 當期稅項 – 香港利得稅       |   |   |   |   |
| – current period                                   | – 本期間              | 208   | 511   | 109   | 383   |
| – (over)/under-provision in respect of prior years | – 過往年度 (超額撥備)/撥備不足 | (384)   | –   | 18  | –   |
|  |                    | <b>(176)</b>  | 511   | <b>127</b>  | 383   |
| Current tax – PRC Enterprise Income tax            | 當期稅項 – 中國企業所得稅     |   |   |   |   |
| – current period                                   | – 本期間              | –   | –   | –   | –   |
|  |                    | <b>(176)</b>  | 511   | <b>127</b>  | 383   |
| Deferred tax – current period                      | 遞延稅項 – 本期間         | <b>(3,049)</b>  | (2,605)   | <b>(1,960)</b>  | (1,440)   |
| Income tax credit                                  | 所得稅抵免              | <b>(3,225)</b>  | (2,094)   | <b>(1,833)</b>  | (1,057)   |

## 11. INCOME TAX (Continued)

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment.) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of assessable profits of qualifying corporations will be taxed at 8.25% and assessable profits above HK\$2,000,000 will be taxed at 16.5%. The assessable profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5% for the three months and six months ended 30 September 2020 and 30 September 2019.

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 2020 and 30 September 2019.

## 12. DIVIDENDS

The Board does not recommend the payment of any dividend for each of the three months and six months ended 30 September 2020 respectively (2019: nil).

## 11. 所得稅 (續)

於二零一八年三月二十一日，香港立法會通過《二零一七年稅務(修訂)(第7號)條例草案》(「草案」)，草案引進利得稅兩級制。草案於二零一八年三月二十八日簽署立法，並於翌日刊憲。根據利得稅兩級制，合資格公司首2,000,000港元應課稅溢利將按8.25%徵稅，2,000,000港元以上應課稅溢利則按16.5%徵稅。截至二零二零年九月三十日及二零一九年九月三十日止三個月及六個月，利得稅兩級制下不合資格公司之應課稅溢利將繼續按劃一稅率16.5%徵稅。

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。

截至二零二零年九月三十日及二零一九年九月三十日止各三個月及六個月，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

董事會不建議派付分別截至二零二零年九月三十日止各三個月及六個月之任何股息(二零一九年：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 2020 is based on the unaudited consolidated loss of approximately HK\$18,238,000 and approximately HK\$42,085,000 attributable to the owners of the Company for each of the three months and six months ended 30 September 2020 respectively (three months and six months ended 30 September 2019: approximately HK\$27,015,000 and approximately HK\$47,512,000 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 2020 respectively (weighted average number of Shares in issue for the three months and six months ended 30 September 2019: 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 2020 and 30 September 2019 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 2020 and 30 September 2019 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 2020, the Group acquired items of property, plant and equipment with aggregate cost of approximately HK\$3,534,000 (six months ended 30 September 2019: approximately HK\$5,956,000). During the six months ended 30 September 2020, items of property, plant and equipment with carrying value of approximately HK\$176,000 were disposed of (six months ended 30 September 2019: approximately HK\$49,000).

### 13. 本公司擁有人應佔每股股份虧損

截至二零二零年九月三十日止三個月及六個月的每股股份基本虧損乃根據截至二零二零年九月三十日止各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18,238,000港元及約42,085,000港元(截至二零一九年九月三十日止三個月及六個月:分別為約27,015,000港元及約47,512,000港元)與截至二零二零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(截至二零一九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。

截至二零二零年九月三十日及二零一九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,因此計算截至二零二零年九月三十日及二零一九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

截至二零二零年九月三十日止六個月,本集團以成本合共約3,534,000港元(截至二零一九年九月三十日止六個月:約5,956,000港元)購買物業、廠房及設備項目。截至二零二零年九月三十日止六個月,已出售賬面值為約176,000港元(截至二零一九年九月三十日止六個月:約49,000港元)的物業、廠房及設備項目。

## 15. INTANGIBLE ASSETS

## 15. 無形資產

|   |   | As at<br>30 September<br>2020<br>於<br>二零二零年<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>2020<br>於<br>二零二零年<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 2019, 31 March 2020,<br>1 April 2020 and 30 September 2020 | 於二零一九年四月一日、<br>二零二零年三月三十一日、<br>二零二零年四月一日及<br>二零二零年九月三十日 | <b>567,000</b>   | 567,000  |
| <b>Accumulated amortisation<br/>and impairment:</b>                   | <b>累計攤銷及減值：</b>   |  |  |
| At the beginning of period/year                                       | 於期／年初   | <b>541,005</b>   | 522,638  |
| Amortisation expenses for the<br>period/year                          | 期／年內之攤銷開支   | <b>9,183</b>   | 18,367   |
| At the end of period/year   | 於期／年末   | <b>550,188</b>   | 541,005  |
| <b>Carrying amount at end of<br/>period/year</b>                      | <b>於期／年末之賬面值</b>  | <b>16,812</b>  | 25,995   |

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>2020<br>於<br>二零二零年<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>2020<br>於<br>二零二零年<br>三月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|---|----------------------|--|--|
| Trade receivables (note (i) & (ii))               | 貿易應收款項 (附註(i)及(ii))  | 27,844   | 40,841   |
| Allowance for expected credit losses              | 預期信貸虧損撥備             | <b>(11,530)</b>  | <b>(11,866)</b>  |
|   |                      | <b>16,314</b>  | 28,975   |
| Other receivables and prepayments<br>(note (iii)) | 其他應收款項及預付款 (附註(iii)) | <b>41,464</b>  | 43,592   |
| Deposits  | 按金                   | <b>5,961</b>   | 11,985   |
|   |                      | <b>63,739</b>  | 84,552   |

### 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/organization and reputable corporations. The Group does not hold any collateral over these balances.

### 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。

## 16. TRADE AND OTHER RECEIVABLES (Continued)

Notes (Continued):

(i) (Continued)

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 |
| More than 12 months                        | 超過12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.

## 16. 貿易及其他應收款項 (續)

附註：(續)

(i) (續)

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>2020<br>於<br>二零二零年<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>2020<br>於<br>二零二零年<br>三月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|--|--|
| 16,314   | 28,975   |
| -  | -  |
| -  | -  |
| -  | -  |
| <b>16,314</b>  | <b>28,975</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。

## 16. TRADE AND OTHER RECEIVABLES (Continued)

Notes (Continued):

(i) (Continued)

### Movements in the allowance for expected credit losses ("ECL") of trade receivables

Movement in lifetime ECL that has been recognized for trade receivables in accordance with simplified approach set out in HKFRS 9 as below:

|   |                 | HK\$'000<br>千港元 |
|---|-----------------|-----------------|
| Balance at 1 April 2019                         | 於二零一九年四月一日之結餘   | 3,946           |
| Allowance of expected credit losses             | 預期信貸虧損撥備        | <u>7,920</u>    |
| Balance at 31 March 2020                        | 於二零二零年三月三十一日之結餘 | 11,866          |
| Reversal of allowance of expected credit losses | 預期信貸虧損撥備撥回      | <u>(336)</u>    |
| Balance at 30 September 2020                    | 於二零二零年九月三十日之結餘  | <u>11,530</u>   |

- (ii) 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.
- (iii) It mainly consists of prepayment of insurance and new tenders and advance payment to subcontractors.

## 16. 貿易及其他應收款項 (續)

附註：(續)

(i) (續)

### 貿易應收款項之預期信貸虧損 (「預期信貸虧損」) 撥備變動

根據香港財務報告準則第9號所載之簡化方法，就貿易應收款項確認之全期預期信貸虧損變動如下：

|   |                 | HK\$'000<br>千港元 |
|---|-----------------|-----------------|
| Balance at 1 April 2019                         | 於二零一九年四月一日之結餘   | 3,946           |
| Allowance of expected credit losses             | 預期信貸虧損撥備        | <u>7,920</u>    |
| Balance at 31 March 2020                        | 於二零二零年三月三十一日之結餘 | 11,866          |
| Reversal of allowance of expected credit losses | 預期信貸虧損撥備撥回      | <u>(336)</u>    |
| Balance at 30 September 2020                    | 於二零二零年九月三十日之結餘  | <u>11,530</u>   |

- (ii) 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。
- (iii) 此項主要包括保險及新標書預付款，以及向分包商支付之墊款。

## 17. TRADE AND OTHER PAYABLES

## 17. 貿易及其他應付款項

|   |                     | As at<br>30 September<br>2020<br>於<br>二零二零年<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>2020<br>於<br>二零二零年<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              | 17,304   | 25,355   |
| Retention money payables                  | 應付保留金               | 10,087   | 10,019   |
| Amount due to a shareholder (note (i))    | 應付一名股東款項 (附註(i))    | 21,837   | 20,337   |
| Interest payables                         | 應付利息                | 58,869   | 54,676   |
| Amount due to a related party (note (ii)) | 應付一名關連人士款項 (附註(ii)) | 2,009  | 2,009  |
| Other payables and accruals               | 其他應付款項及應計款項         | 18,009   | 18,847   |
|   |                     | <b>128,115</b>   | <b>131,243</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) 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、免息及按要求償還。
- (ii) 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、免息及按要求償還。

## 17. 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 |
| More than 12 months                        | 超過12個月       |

## 17. 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：

| As at<br>30 September<br>2020<br>於<br>二零二零年<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>2020<br>於<br>二零二零年<br>三月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|--|--|
| 16,964   | 24,239   |
| 76   | 884  |
| 23   | —  |
| 241  | 232  |
| <b>17,304</b>  | <b>25,355</b>  |

## 18. 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.

## 18. 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。

## 18. PROMISSORY NOTE (Continued)

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.

On 15 February 2019 (the "Third Renewal Date"), Profit Station has entered into the third extension agreement with the noteholder of the promissory note pursuant to which the maturity date of the promissory note was extended from 31 December 2018 to 30 June 2020 and the extended promissory note will bear interest of 3% per annum with effect from 11 August 2017 till 30 June 2020. Except the abovementioned, other terms and conditions of the promissory note remains unchanged.

## 18. 承兌票據 (續)

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。

於二零一九年二月十五日(「第三次更新日期」)，Profit Station與承兌票據之票據持有人已訂立第三份延長協議，據此，承兌票據之到期日自二零一八年十二月三十一日延長至二零二零年六月三十日，且經延長之承兌票據將自二零一七年八月十一日起至二零二零年六月三十日止按年利率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。

## 18. PROMISSORY NOTE (Continued)

Upon the third 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 Third Renewal Date. The fair value of the extended promissory note at the Third Renewal Date amounted to approximately HK\$43,101,000. The fair value is calculated using discounted cash flow method at a rate of 9.707%.

## 18. 承兌票據 (續)

於第三次延期後，經延期之承兌票據之負債部分之公平值於第三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三次更新日期為約43,101,000港元。公平值乃採用折現現金流量法以9.707%之折現率計算。

|   |                          | As at<br>30 September<br>2020<br>於<br>二零二零年<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>2020<br>於<br>二零二零年<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                | 44,658   | 43,123   |
| Interest charged at effective interest rate of 9.707% (Note 10) | 按實際利率9.707%計算之利息開支(附註10) | 719  | 2,890  |
| Interest payables   | 應付利息                     | (337)  | (1,355)  |
| Balance at the end of the reporting period/year                 | 於報告期／年末結餘                | <u>45,040</u>  | <u>44,658</u>  |



## 19. 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.

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.

## 19. 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%。

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。

## 19. CONVERTIBLE NOTES (Continued)

On 9 December 2018, the Company entered into the third 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 2 years and the conversion period will accordingly be extended for 2 years to 9 December 2020. Except the abovementioned, other terms and conditions of the convertible notes remain unchanged.

The convertible notes contain two components, liability component and equity component. The equity component is presented in equity heading "convertible notes equity reserves". The effective interest rate of the liability component is 10.795% from 9 December 2018 to 9 December 2020.

### Equity component

Balance at the beginning and end of the reporting period/year

### 權益部分

於報告期／年初及末之結餘

## 19. 可換股票據 (續)

於二零一八年十二月九日，本公司與中國新華新聞電視網（尚未兌換可換股票據之唯一持有人）訂立第三份補充契據，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2年，且兌換期將相應延長2年至二零二零年十二月九日。除上文所述者外，可換股票據之其他條款及條件維持不變。

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」項下呈列。負債部分之實際利率自二零一八年十二月九日起至二零二零年十二月九日止為10.795厘。

| As at<br>30 September<br>2020<br>於<br>二零二零年<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>2020<br>於<br>二零二零年<br>三月三十一日<br>(Audited)<br>(經審核)<br>HK\$'000<br>千港元 |
|--|--|
| <b>14,400</b>  | 14,400   |

19. CONVERTIBLE NOTES (Continued)

19. 可換股票據 (續)

|  |                           | As at<br>30 September<br>2020<br>於<br>二零二零年<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>2020<br>於<br>二零二零年<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>242,990</b>   | 225,475  |
| Interest charged calculated at an effective interest rate of 10.795% (Note 10) | 按實際利率10.795厘計算之利息開支(附註10) | <b>13,326</b>  | 25,240   |
| Interest payable   | 應付利息                      | <b>(3,855)</b>   | (7,725)  |
| Balance at the end of the reporting period/year                                | 於報告期／年末之結餘                | <b>252,461</b>   | 242,990  |

## 20. SHARE CAPITAL

## 20. 股本

Ordinary shares of HK\$0.001 each

每股面值0.001港元之普通股

|   |                                     | Number<br>of Shares<br>股份數目 | Nominal<br>value<br>面值<br>HK\$'000<br>千港元 |
|---|-------------------------------------|-----------------------------|---|
| <b>Authorised:</b>                                      | <b>法定：</b>                          |                             |   |
| As at 1 April 2020 and<br>30 September 2020 (unaudited) | 於二零二零年四月一日及<br>二零二零年九月三十日<br>(未經審核) | <u>500,000,000,000</u>      | <u>500,000</u>                            |
| <b>Issued and fully paid:</b>                           | <b>已發行及繳足：</b>                      |                             |   |
| As at 1 April 2020 and<br>30 September 2020 (Unaudited) | 於二零二零年四月一日及<br>二零二零年九月三十日<br>(未經審核) | <u>4,055,349,947</u>        | <u>4,055</u>                              |

## 21. MATERIAL RELATED PARTY TRANSACTIONS

## 21. 重大關連方交易

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

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         |   |
|                                     |  | 2020<br>二零二零年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2019<br>二零一九年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2020<br>二零二零年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 | 2019<br>二零一九年<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
| 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))  | 3,855   | 3,866   | 1,933   | 1,944   |

Notes:

附註：

- (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 approximately HK\$1,000,000 payable by Xinhua TV Asia-Pacific to China Xinhua NNC prior to 31 December 2016, and approximately HK\$3,000,000 payable by Xinhua TV Asia-Pacific to China Xinhua NNC with effect from 1 January 2017.

- (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約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約3,000,000港元。

## 21. MATERIAL RELATED PARTY TRANSACTIONS

(Continued)

Notes: (Continued)

- (ii) During the six months ended 30 September 2020, the convertible notes interest payable to China Xinhua NNC was amounted to approximately HK\$3,855,000 (six months ended 30 September 2019: approximately HK\$3,866,000).

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.

## 22. 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.

## 21. 重大關連方交易 (續)

附註：(續)

- (ii) 截至二零二零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3,855,000港元（截至二零一九年九月三十日止六個月：約3,866,000港元）。

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。

## 22. 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。

## 22. FAIR VALUE OF FINANCIAL INSTRUMENTS

(Continued)

### 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).

## 22. 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

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。

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 2020 (Unaudited) |          |          |          |
|-------------------------------------|----------|----------|----------|
| 於二零二零年九月三十日（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      |
| 1,953                               | -        | -        | 1,953    |



## 22. FAIR VALUE OF FINANCIAL INSTRUMENTS

(Continued)

## 22. 金融工具之公平值 (續)

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

於簡明綜合財務狀況表中確認之公平值計量 (續)

As at 31 March 2020 (Audited)

於二零二零年三月三十一日 (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      |
| Financial assets at fair value through profit or loss |          |          |          |          |
| 透過損益按公平值入賬之金融資產                                       | 1,835    | -        | -        | 1,835    |

# 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 media and advertising business comprising television broadcasting business in the Asia-Pacific region (excluding the PRC) and digital marketing business on overseas market in return for advertising and related revenue. During the six months ended 30 September 2020 (the "Period"), the Group continued to focus on rendering civil engineering services for the public sector in Hong Kong, develop its television broadcasting business and commence digital marketing business on overseas market in return for advertising and related income.

#### Provision of civil engineering services

During the Period, the Group has been undertaking two main contracts and six subcontracts. Among the eight contracts, one 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

本集團主要從事為香港公營部門提供土木工程服務及媒體及廣告業務，包括於亞太區（不包括中國）進行電視播放業務及於海外市場的數碼營銷業務，以取得廣告及相關收益。截至二零二零年九月三十日止六個月（「本期間」），本集團繼續專注於在香港為公營部門提供土木工程服務，發展其電視播放業務，以及開展於海外市場的數碼營銷業務，以取得廣告及相關收入。

#### 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六項分包合約。該八項合約中，有一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 | DC/2013/09                     | Advance Works for Shek Wu Hui Sewage Treatment Works – Further Expansion Phase 1A and Sewerage Works at Ping Che Road<br>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 |
|                       | Q067133                        | Elevated Road along Lohas Park Road and the pedestrian footbridge FB1<br>沿康城路邊之高架橋路及行人天橋FB1   |

|              | <b>Contract number</b><br>合約編號 | <b>Particulars of contract</b><br>合約詳情  |
|--------------|--------------------------------|---|
| Subcontracts | 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<br>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<br>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<br>西九龍總站(南)·合約810B   |
|              | CV/2016/10                     | Site Formation and Association Infrastructural Works For Development of Columbarium at Sandy Ridge Cemetery<br>於沙嶺公墓興建骨灰龕的土地平整及相關基建工程   |
|              | PYC-03084BAH-001               | Site Formation, Foundation & Sub-structure Works for the Student Residence Development at The Hong Kong University of Science and Technology<br>於香港科技大學供學生住宿發展的土地平整、地基及下部結構工程 |
|              | ND2018/02                      | The Establishment of an Agricultural Park in Kwu Tung South (Phase 1)<br>於古洞南建立農業園(第1期)   |

Among the above eight contracts, two subcontracts (contract numbered PYC-03084BAH-001 and ND2018/02) were newly awarded during the Period.

於以上八項合約中，本期間內新獲授予兩個分包合約(合約編號為PYC-03084BAH-001及ND2018/02)。

During the Period, a contract with contract numbered CV/2016/10 was the main contributor to the Group's revenue, which generated approximately HK\$57.6 million, constituting approximately 50.0% of the Group's total revenue.

於本期間內，合約編號為CV/2016/10之一項合約為本集團收益之主要來源，產生約57,600,000港元，佔本集團總收益約50.0%。

## Media and advertising business

Despite the continuing uncertain global political and economic environment and the public health issue in the first half of 2020, the Group's original television broadcasting segment is currently experiencing tougher operating environment including, but not limited to intense competition in a crowded marketplace with different operators and changing user habits. To broaden its revenue base, the Group promotes digital marketing activities on overseas video platform during the Period. As such, it could further promote the development strategy of brand diversification and enhance the Group's brand awareness in the media industry. The expansion of media resources and platforms allow the Group to offer the advertising customers with a wider range of advertising solutions, including various advertising media, forms and formats that cater to different target audiences. The attempts to promote new media business are expected to make progress in media and advertising business and contribute a stable advertising income to the Group, which will then push the development of the Group into a new chapter. The Group will continue to co-operate with different partners and diversify to different media platforms for generating synergies between television broadcasting business and digital marketing business. The Group will seize the opportunities in the booming internet advertising sector to step up investments in the internet advertising market, seeking to tap on new customers, business and revenue streams for delivering better returns to the shareholders of the Company.

In addition, the Group will continue to improve the operational efficiency of each business division and actively optimise its existing resources so as to enhance the profitability and the core competitiveness of the Group to cope with the current challenges and to present satisfactory results and bring favourable returns to the shareholders of the Company. The Group will also actively seek for potential business opportunities to create higher value for the shareholders of the Company.

## 媒體及廣告業務

於二零二零年上半年，儘管全球政治及經濟環境持續不明朗，以及公共衛生引起各界關注，本集團原有的電視廣播分部目前正面臨更嚴峻的經營環境，包括但不限於在對手眾多的市場上與不同營運商展開激烈競爭及面對變化不斷的用戶習慣。為擴闊其收益基礎，於本期間內，本集團於海外視頻平台推廣數碼營銷活動。因此，其可進一步推動品牌多元化發展策略及於媒體行業提升本集團品牌的知名度。擴展媒體資源及平台可使本集團能夠為廣告客戶提供範疇更廣的廣告解決方案，包括各種廣告媒體、形式及格式，以迎合不同的目標觀眾。預期於推廣新媒體業務之努力有望在媒體及廣告業務方面取得進展，並為本集團帶來穩定的廣告收入，其將推進本集團之發展進入新的篇章。本集團將繼續與不同的合作夥伴合作，並多元化發展至不同的媒體平台，以營造電視廣播業務與數碼營銷業務之間產生協同效應。本集團將於蓬勃發展的互聯網廣告行業中把握機遇，加強對互聯網廣告市場的投資，尋求開拓新客戶、業務及收入來源，為本公司股東帶來更佳回報。

此外，本集團將繼續提升各業務分部的營運效率，並積極優化其現有資源，從而提升本集團的盈利能力及核心競爭力以應對當前的挑戰，並取得令人滿意的業績，為本公司股東帶來可觀回報。本集團亦將積極尋求潛在商機，為本公司股東創造更高價值。

## FINANCIAL REVIEW

### Revenue

For the Period, the Group reported a revenue of approximately HK\$115.1 million (2019: approximately HK\$110.7 million), representing an increase of approximately 4.0% as compared with that for the same period of the previous year. The revenue derived from provision of civil engineering services and media and advertising business constituted approximately 74.9% and approximately 25.1% respectively during the Period. The slightly increase in revenue was mainly due to the net impact of (i) increase in advertising income from commencement of digital marketing business and (ii) slightly decrease in revenue in construction works due to decrease in work from certain civil engineering projects reaching the maintenance stage or nearly completion stage as well as keen competition faced by the Group in obtaining new tenders for the Period.

During the Period, the revenue of the Group was primarily generated from the undertaking of civil engineering contracts in the capacity as a subcontractor and a jointly controlled operator. The revenue generated from undertaking in a capacity of a subcontractor and a jointly controlled operator amounted to approximately HK\$77.7 million (2019: approximately HK\$95.4 million), representing approximately 67.5% (2019: approximately 86.2%) 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 amounted to approximately HK\$8.5 million (2019: approximately HK\$11.5 million), representing approximately 7.4% (2019: approximately 10.3%) of the total revenue for the Period.

With the commencement of digital marketing business of the Group during the Period, the advertising revenue derived from media and advertising business increased by approximately 6.4 times to approximately HK\$28.9 million (2019: approximately HK\$3.9 million) as compared with that for the same period of the previous year. Majority of the advertising income was derived from the digital marketing business for the Period.

## 財務回顧

### 收益

於本期間內，本集團錄得收益約115,100,000港元（二零一九年：約110,700,000港元），較去年同期增加約4.0%。於本期間內，來自提供土木工程服務以及媒體及廣告業務之收益，分別佔約74.9%及約25.1%。於本期間內，收益輕微增加乃主要由於以下各項之淨影響所致：(i)開展數碼營銷業務產生之廣告收入增加及(ii)若干土木工程項目減少及達致保養階段或接近竣工階段，以及本集團於取得新標書時面對激烈競爭而輕微減少建築工程收入所致。

於本期間內，本集團收益主要來自以分包商及共同控制營運商之身份承接之土木工程合約。以分包商及共同控制營運商身份承接所產生之收益為約77,700,000港元（二零一九年：約95,400,000港元），佔本期間總收益約67.5%（二零一九年：約86.2%）。另一方面，以主承建商身份承接之土木工程合約產生總收益為約8,500,000港元（二零一九年：約11,500,000港元），佔本期間總收益約7.4%（二零一九年：約10.3%）。

隨著本集團於本期間開展數碼營銷業務，來自媒體及廣告業務之廣告收益較去年同期增加約6.4倍至約28,900,000港元（二零一九年：約3,900,000港元）。於本期間內，大部分廣告收益產生自數碼營銷業務。

## Cost of services

The Group's cost of services increased by approximately 6.6% to approximately HK\$129.5 million for the Period (2019: approximately HK\$121.5 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 media and advertising 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 media and advertising business mainly comprise of costs of television broadcasting business and costs of digital marketing business. Costs of television broadcasting business mainly comprise transmission costs, broadcasting fee and other direct costs attributable to television broadcasting business. Transmission costs comprise satellite transmission fee and carriage fee payable to satellite operators while broadcasting fee comprises annual fee payable to media broadcasting providers and China Xinhua News Network Co., Limited ("China Xinhua NNC"). Costs of digital marketing business mainly comprise of costs of usage of information contents to content providers and other direct costs. Other direct operating costs mainly comprise depreciation charges of LED display screens. The increase in cost of services was mainly due to the overall increase in staff costs, materials and subcontracting costs in respect of provision of civil engineering services business and incurrence in costs of digital marketing business as it commenced for the Period.

## 服務成本

本集團於本期間之服務成本較去年同期增加約6.6%至約129,500,000港元(二零一九年:約121,500,000港元)。本集團的服務成本主要包括建築服務成本、媒體及廣告業務成本及其他直接經營成本。建築服務成本主要包括原材料、直接勞工及分包商提供服務的分包費用。媒體及廣告業務成本主要包括電視播放業務成本及數碼營銷業務成本。電視播放業務成本主要包括傳送成本、播放費用及電視播放業務應佔其他直接成本。傳送成本包括衛星傳送費用及應付衛星營運商之傳輸費用,而播放費用則包括應付予媒體播放供應商及中國新華新聞電視網有限公司(「中國新華新聞電視網」)之年費。數碼營銷業務成本主要包括就使用資訊內容向內容供應商支付之成本及其他直接成本。其他直接經營成本主要包括LED顯示屏之折舊費用。服務成本增加主要由於本期間之有關提供土木工程服務業務之員工成本、物料及分包成本整體增加以及開展數碼營銷業務產生之成本。



## Gross loss

The gross loss of the Group for the Period increased by approximately 33.4% to approximately HK\$14.4 million (2019: approximately HK\$10.8 million) as compared with that for the same period of the previous year. The gross loss margin of the Group was amounted to approximately 12.5% for the Period (2019: approximately 9.7%). The increase in gross loss was mainly due to (i) the progress of certain construction projects with higher gross profit margin had slowed down during the Period; (ii) the decrease in gross profit margin of certain construction projects awarded to the Group in the recent years as a result of keen competition in the construction industry in Hong Kong; (iii) an increase in direct costs incurred from (a) general increasing construction costs; (b) unexpected complexity arising from construction works for certain construction projects of the Group during the Period and towards the completion stage and (c) delays in certain construction projects as a result of the outbreak of the novel coronavirus (COVID-19) epidemic.

## Other income

The Group's other income for the Period increased by approximately 33.7 times to approximately HK\$6.4 million (2019: approximately HK\$0.2 million) as compared with that for the same period of the previous year. The other income mainly consisted of government grants received regarding to novel coronavirus (COVID-19) epidemic and sundry income during the Period.

## Other gains and losses

The Group's other gains and losses for the Period decreased by approximately 83.4% to approximately HK\$0.2 million in surplus (2019: approximately HK\$1.0 million) as compared with that for the same period of the previous year. Other gains and losses mainly consisted of reversal of allowance for expected credit losses recognised for trade receivables and contract assets for the Period.

## 毛損

本集團於本期間之毛損較去年同期增加約33.4%至約14,400,000港元(二零一九年:約10,800,000港元)。本集團於本期間之毛損率約12.5%(二零一九年:約9.7%)。毛損增加主要由於(i)毛利率較高之若干建築項目進展已於本期間放緩;(ii)由於香港建築行業競爭激烈導致於近年授予本集團之若干建築項目的毛利率減少;(iii)(a)整體建築成本增加;(b)本集團於本期間及接近竣工階段之若干建築項目之建築工程較預期複雜;及(c)因新型冠狀病毒(COVID-19)疫情爆發而導致若干建築項目延遲所產生之直接成本增加。

## 其他收入

本集團於本期間之其他收入較去年同期增加約33.7倍至約6,400,000港元(二零一九年:約200,000港元)。其他收入主要包括於本期間內由於新型冠狀病毒(COVID-19)疫情而獲得之政府補助及雜項收入。

## 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83.4%至盈餘約為200,000港元(二零一九年:約1,000,000港元)。其他收益及虧損主要包括本期間內就貿易應收款項及合約資產確認之預期信貸虧損撥備撥回。



### Amortisation expenses

The Group's amortisation expenses for the Period was amounted to approximately HK\$9.2 million (2019: approximately HK\$9.2 million). The amortisation expenses mainly consisted of amortisation of television broadcasting right for the television broadcasting business included in media and advertising business.

### Administrative expenses

The Group's administrative expenses for the Period increased by approximately 0.6% to approximately HK\$14.3 million (2019: approximately HK\$14.2 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.

### Finance costs

The Group's finance costs for the Period increased by approximately 1.9% to approximately HK\$14.2 million (2019: approximately HK\$13.9 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 of the Group for the Period decreased by approximately 10.5% to approximately HK\$42.5 million (2019: approximately HK\$47.5 million) as compared with that for the same period of the previous year. The decrease in net loss was mainly due to increase in advertising income from commencement of digital marketing business and the government grant received regarding to novel coronavirus (COVID-19) epidemic during the Period.

### Loss per Share

The basic loss per Share attributable to the owners of the Company was approximately HK1.04 cents (2019: approximately HK1.17 cents).

### 攤銷開支

本集團於本期間之攤銷開支約為9,200,000港元(二零一九年:約9,200,000港元)。攤銷開支主要包括納入媒體及廣告業務之電視廣播業務之電視播放權之攤銷。

### 行政開支

本集團於本期間之行政開支較去年同期增加約0.6%至約14,300,000港元(二零一九年:約14,200,000港元)。行政開支主要包括法律及專業費用、員工成本(包括董事薪酬)、折舊開支以及租金開支。

### 融資成本

本集團於本期間之融資成本較去年同期增加約1.9%至約14,200,000港元(二零一九年:約13,900,000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

本期間本集團淨虧損較去年同期減少約10.5%至約42,500,000港元(二零一九年:約47,500,000港元)。淨虧損減少乃主要由於本期間開展數碼營銷業務之廣告收入增加,以及獲得針對新型冠狀病毒(COVID-19)疫情之政府補助所致。

### 每股股份虧損

本公司擁有人應佔每股股份基本虧損為約1.04港仙(二零一九年:約1.17港仙)。

## PROSPECTS

The Period had been filled with much uncertainty. The unforeseen novel coronavirus (“COVID-19”) outbreak had severely disrupted the local and international economies in unprecedented ways, and its impacts on the economy in the near future are not to be undermined. It is anticipated that the coming year is a tough and challenging year to the Group, specifically the business environment in Hong Kong was adversely affected by the recent political tension in Hong Kong and the impact due to the COVID-19 outbreak. 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. With the commencement of new business of promoting digital marketing activities on overseas video platform, the Group has diversified the business spectrum and broadened the revenue base of the Group.

### Provision of civil engineering services

Hong Kong is facing unprecedented challenges in public health and its economy. The epidemic brings challenges to the construction industry. In order to prevent the spread of the COVID-19 epidemic, the Hong Kong Government has implemented various measures including social distancing policies, compulsory quarantine and border control measures. These measures have caused delays in certain civil engineering projects and have slowed down the construction progress. Also, the Group has been facing increasing costs of operation, including cost of direct labour and subcontracting charges as well as keen competition with competitive project pricing on tenders and quotations in the market, together with the social demonstration may affect the progress of on-going construction projects and it will likely affect the Group’s result. Therefore, the construction business in Hong Kong is expected to continue to be very challenging in the coming years.

## 前景

於本期間內，不確定因素充斥；不可預見的新型冠狀病毒（「COVID-19」）疫情爆發，重挫本地及國際經濟的情況屬前所未見，其對經濟的衝擊於短期內仍然存在。預期來年對本集團而言是艱難且充滿挑戰的一年，尤其是香港的營商環境受到近期香港政治緊張局勢，以及因新型冠狀病毒（COVID-19）疫情爆發所造成的不利影響。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。隨著於海外視頻平台推廣數碼營銷活動的新業務開展，本集團已多元化業務範圍及擴闊本集團的收入基礎。

### 提供土木工程服務

香港在公共衛生及經濟方面面臨前所未有的挑戰。疫情為建築行業帶來挑戰。為防止COVID-19疫情擴散，香港政府已實施多項措施，包括社交距離政策、強制檢疫及邊境管制措施。該等措施已導致若干土木工程項目延誤，並減慢施工進度。此外，本集團一直面對經營成本（包括直接勞工成本及分包費用）不斷上升，而且市場競爭巨大，在市場上競投項目的定價及報價時面臨激烈競爭，加上社會示威可能影響進行中建築項目的進度，繼而對本集團的業績可能有所影響。因此，預計未來數年在香港的建築業務將繼續面臨重大挑戰。

Going forward, the Group expects the local construction market in 2020 to remain competitive and demanding. The Group will continue to strengthen the competitive edge of the Group over competitors in the construction industry and expanding the business in order to increase shareholders' return. To enable a healthy inflow of business against current woes in the construction industry, the Group continues to implement a prudent approach in projects selection in the upcoming year by tendering to well-established contractors and remarkable business partners in both private and public sector in order to overcome the difficulties. The Group will also proactively seek for potential business opportunities that can broaden the sources of income of the Group and enhance value to the shareholders

### Media and advertising business

The COVID-19 epidemic has brought about unprecedented challenges and turmoil to the global economy. The media industry has also experienced unprecedented challenges. In order to tackle with the overall tough operating environment in media industry, the Group commenced to switch its focus for internet and multimedia platforms over traditional television platform in advertising market in a view to generate synergies between them. The addition of a new sector of promoting digital marketing activities on overseas market could accelerate advertising business expansion of the Group and boost up the subscription and advertising revenues,. It is expected the new business will generate sustainable synergy with the existing resources on television broadcasting business and thereby creating a broad space for development for the Group in the media market. Looking ahead, the Group will also actively promote the synergistic operation of multiple media platforms including traditional media and other digital media. Through the provision of integrated media services to the end customers, the Group aims at reconstructing the value chain of media and advertising business and hence broadens the sources of revenue and boosts up the profit of the Group.

Looking ahead, the Group will continue to integrate various resources to actively seek business opportunities that can help maintain the future development of the Group and bring better returns to the shareholders of the Company.

展望未來，本集團預期本地建築市場於二零二零年仍將競爭激烈及要求極高。本集團將繼續加強本集團於建築業內與競爭對手比較之競爭優勢，並擴展業務，從而增加股東回報。為使業務保持穩健之資金流入以應付建築業當前困境，來年本集團繼續透過在招標中選擇私營及公營界別具良好資歷之承建商及優秀業務夥伴，在項目選擇方面貫徹審慎的態度，以克服困難。本集團亦將積極尋求可擴闊本集團收入來源並提升股東價值的潛在商機。

### 媒體及廣告業務

COVID-19疫情為全球經濟帶來前所未有的挑戰及動盪。媒體行業亦經歷前所未有的挑戰。為克服媒體行業之整體困難經營環境，本集團開始將其於廣告市場之重心由傳統電視平台轉移至互聯網及多媒體平台，以營造兩者之間的協同效應。新增於海外市場推廣數碼營銷活動的新分部可加快本集團廣告業務擴張並推動訂閱及廣告收益。預期新業務將與電視播放業務的現有資源產生可持續協同效益，從而為本集團在媒體市場創造廣闊發展空間。展望未來，本集團亦將積極推動傳統媒體及其他數碼媒體等多媒體平台的協同運營。透過向終端客戶提供綜合媒體服務，本集團旨在重組媒體及廣告業務的價值鏈，從而擴闊收益來源，並提高本集團的溢利。

展望未來，本集團將繼續整合各項資源以積極尋求商機，其有助維持本集團之未來發展並為本公司股東帶來更佳回報。

## 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\$315.1 million in deficit as at 30 September 2020 (31 March 2020: approximately HK\$272.0 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 2020, the Group had net current liabilities of approximately HK\$353.6 million (31 March 2020: approximately HK\$332.7 million), including cash balance of approximately HK\$69.5 million (31 March 2020: approximately HK\$91.2 million). The current ratio, being the ratio of current assets to current liabilities, was approximately 0.30 as at 30 September 2020 (31 March 2020: approximately 0.37). The decrease in current ratio were primarily due to the fact that the promissory note was overdue and convertible notes will be matured within twelve months from the reporting date and thus reclassified as current liabilities.

## GEARING RATIO

The gearing ratio, which is based on the total amount of promissory note and convertible notes, lease liabilities and advance received from customers divided by total assets, was approximately 180.5% as at 30 September 2020 (31 March 2020: approximately 145.0%). The increase in gearing ratio was resulted from decrease in total assets which was resulted from amortisation of intangible assets.

## 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。

於二零二零年九月三十日，本公司擁有人應佔權益總額為虧絀約315,100,000港元（二零二零年三月三十一日：約272,000,000港元）。權益減少乃主要由於本期間之淨虧損所致。

## 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。

於二零二零年九月三十日，本集團之流動負債淨額為約353,600,000港元（二零二零年三月三十一日：約332,700,000港元），包括現金結餘約69,500,000港元（二零二零年三月三十一日：約91,200,000港元）。於二零二零年九月三十日，流動比率（流動資產與流動負債之比率）為約0.30（二零二零年三月三十一日：約0.37）。流動比率減少乃主要由於承兌票據已逾期及可換股票據將於報告日期起計十二個月內到期，因此重新分類為流動負債。

## 資產負債比率

資產負債比率乃以承兌票據、可換股票據、租賃負債及已收取客戶墊款之總額除以總資產計算，於二零二零年九月三十日為約180.5%（二零二零年三月三十一日：約145.0%）。資產負債比率增加乃由於因無形資產攤銷引致之總資產減少所致。

## 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 United States Dollars and the management mainly monitored the foreign currency exchange risk with advices from the Group's major banks.

## CAPITAL COMMITMENT

As at 30 September 2020, the Group did not have any capital commitment. As at 31 March 2020, the Group had contracted but not provided for capital commitment of HK\$3.0 million representing property, plant and equipment in respect of provision of civil engineering services business.

## CHARGES ON THE GROUP'S ASSETS

The Group's motor vehicles with net book values of approximately HK\$1.9 million (31 March 2020: approximately HK\$2.1 million) was held under finance lease as at 30 September 2020.

## CONTINGENT LIABILITIES

As at 30 September 2020, the Group did not have any material contingent liabilities (31 March 2020: Nil).

## DIVIDENDS

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

## 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及美元外匯風險，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

於二零二零年九月三十日，本集團並無任何資本承擔。於二零二零年三月三十一日，本集團就提供土木工程服務業務的物業、廠房及設備擁有已訂約但未撥備資本承擔3,000,000港元。

## 本集團資產質押

於二零二零年九月三十日，本集團根據融資租賃持有賬面淨值約1,900,000港元（二零二零年三月三十一日：約2,100,000港元）之車輛。

## 或然負債

於二零二零年九月三十日，本集團並無任何重大或然負債（二零二零年三月三十一日：無）。

## 股息

董事會不建議就本期間派發任何股息。



## INFORMATION ON EMPLOYEES

As at 30 September 2020, the Group had 215 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\$40.6 million (2020: approximately HK\$42.0 million), representing a decrease of approximately 3.3% 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

Except for investment in subsidiaries, 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.

## FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at 30 September 2020, the Group did not have other plans for material investments and capital assets (31 March 2020: 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.

## 僱員資料

於二零二零年九月三十日，本集團在香港有215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40,600,000港元（二零二零年：約42,000,000港元），較去年減少約3.3%。

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

除於附屬公司之投資外，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。

## 重大投資及資本資產的未來計劃

於二零二零年九月三十日，本集團並無其他重大投資及資本資產計劃（二零二零年三月三十一日：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。

## SHARE OPTION SCHEME

A share option scheme was adopted and approved by the shareholders of the Company on 11 August 2010. The share option scheme expired on 10 August 2020. No share options have been granted pursuant to the share option scheme during the Period.

The Board has resolved to propose the adoption of a new share option scheme for the approval by the shareholders of the Company. The purpose of the new share option scheme is to provide incentive or reward to eligible persons for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group or any entity in which the Group holds any equity interest.

The new share option scheme will constitute a share option scheme under Chapter 23 of the GEM Listing Rules. The Board will propose the new share option scheme for shareholders' approval at a general meeting of the Company to be convened in due course for the purposes of, among other things, seeking the approval from the shareholders of the Company for the adoption of the share option scheme and authorising the Board to grant the share options pursuant to the share option scheme and to allot and issue the shares of the Company pursuant to the exercise of the share options. At the date of this report, the new share option scheme remains subject to the obtaining of (i) the approval from the shareholders of the Company at a general meeting of the Company to be convened in due course; and (ii) the approval from the Stock Exchange for the listing and trading of any Shares to be issued under the share options that may be granted under the new share option scheme.

## 購股權計劃

本公司股東已於二零一零年八月十一日採納及批准購股權計劃。購股權計劃於二零二零年八月十日屆滿。於本期間內，並無根據購股權計劃授出購股權。

董事會已決議提呈採納新購股權計劃以供本公司股東批准。新購股權計劃之目的為鼓勵或獎賞合資格人士對本集團所作出之貢獻及／或使本集團可聘請及挽留優秀僱員及吸引對本集團或任何本集團持有其任何股本權益的實體具價值之人力資源。

新購股權計劃將構成GEM上市規則第23章項下之購股權計劃。董事會將於本公司股東大會上提呈新購股權計劃以待股東批准，大會將於適當時候召開，藉以（其中包括）尋求本公司股東批准採納購股權計劃及授權董事會根據購股權計劃授出購股權及根據購股權之行使配發及發行本公司股份。於本報告日期，新購股權計劃仍須待取得(i)本公司股東於將在適當時候召開之本公司股東大會上之批准；及(ii)聯交所批准根據新購股權計劃可能授出之購股權項下將予發行之任何股份之上市及買賣。



## 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 2020, 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:

## 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

於二零二零年九月三十日，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<br>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)<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            | 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.

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。

Saved as disclosed above, as at 30 September 2020, 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.

### **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 2020, 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:

除上文所披露者外，於二零二零年九月三十日，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。

### **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，於二零二零年九月三十日，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%或以上的權益或淡倉，或被記錄於本公司根據證券及期貨條例第336條存置之登記冊的權益或淡倉，詳情如下：

## Long position in the Shares:

## 於股份之好倉：

| Name                               | Number of Shares held     |                                    | Number of underlying Shares under convertible notes (Note a) |                                    | Total interests | Percentage of aggregate interests to total issued share capital<br>總權益佔全部已發行股本之百分比 |
|------------------------------------|---------------------------|------------------------------------|--|------------------------------------|-----------------|--|
|                                    | Beneficial owner          | Interest in controlled corporation | Beneficial owner   | Interest in controlled corporation |                 |  |
| 名稱                                 | 實益擁有人                     | 於受控制法團之權益                          | 實益擁有人  | 於受控制法團之權益                          | 總權益             |  |
| China Xinhua NNC                   | 1,188,621,377<br>(Note b) | -                                  | 1,311,378,622<br>(Note b)                                    | -                                  | 2,499,999,999   | 61.65%   |
| 中國新華新聞電視網                          | 1,188,621,377<br>(附註b)    |                                    | 1,311,378,622<br>(附註b)                                       |                                    |                 |  |
| 中國新華新聞電視網有限公司<br>("CNC China")     | -                         | 1,188,621,377<br>(Note b)          | -  | 1,311,378,622<br>(Note b)          | 2,499,999,999   | 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)             |  | 1,311,378,622<br>(附註b)             |                 |  |

### Notes:

### 附註：

- (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.

- (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 30 September 2020, 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.

除上文所披露者外，於二零二零年九月三十日，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%或以上的權益或淡倉，或被記錄於本公司根據證券及期貨條例第336條存置之登記冊的權益或淡倉。

## 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 the continuing connected transaction:

### 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 approximately HK\$1.0 million prior to 31 December 2016 and approximately 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.

## 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：

### 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前之年費約為1,000,000港元及自二零一七年一月一日起之年費約為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。

## 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.

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.

## 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 paragraphs A.1.8, A.5.1 and 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.

## 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）。

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。

## 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.1.8、A.5.1及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。



Following the retirement of Mr. Fan Chun Wah, Andrew, JP (“Mr. Fan”) as an independent non-executive Director, Mr. Fan ceased to be the chairman and a member of the risk management committee of the Company (the “Risk Management Committee”), a member of the nomination committee of the Company (the “Nomination Committee”) and a member of the remuneration committee of the Company, all with effect from the conclusion of the annual general meeting held on 11 August 2020. Accordingly, (i) there will be a vacancy for chairman of the Risk Management Committee as required under the terms of reference of the Risk Management Committee; and (ii) the Nomination Committee comprises three executive Directors and three independent non-executive Directors and accordingly, the Company no longer fulfils the requirement of establishing a nomination committee comprising a majority of independent non-executive directors under paragraph A.5.1 of the Code as set out in Appendix 15 to the GEM Listing Rules. As such, the Company will actively look for a suitable candidate to fill the vacancy as soon as practicable, and will make further announcement(s) as and when appropriate.

Pursuant to code provision A.1.8 of the Code, the Company should arrange appropriate insurance cover in respect of legal action against its Directors. Such directors’ liability insurance will be reviewed and renewed annually. Upon the expiry of existing insurance cover on 30 August 2020, the Company did not arrange appropriate insurance cover in respect of legal action against its Directors as it took time for the Company to solicit a suitable insurer at reasonable commercial terms and conditions.

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 11 August 2020 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.

於范駿華先生·太平紳士(「范先生」)退任獨立非執行董事後·范先生不再擔任本公司風險管理委員會(「風險管理委員會」)主席兼成員·本公司提名委員會(「提名委員會」)成員及本公司薪酬委員會(「薪酬委員會」)成員·均於二零二零年八月十一日舉行之股東週年大會結束時生效。因此·(i)風險管理委員會之職權範圍所規定之風險管理委員會主席將出現空缺·及(ii)提名委員會由三名執行董事及三名獨立非執行董事所組成·因此·本公司已不再符合GEM上市規則附錄十五所載之守則第A.5.1段項下之提名委員會由大多數獨立非執行董事組成之要求。因此·本公司將積極尋求合適人選以於實際可行情況下盡快填補空缺·並將於適當時候作進一步公佈。

根據守則的守則條文第A.1.8條·本公司應就其董事可能會面對的法律行動作適當的投保安排。有關董事責任保險將每年檢討及續保。於現有保險保障於二零二零年八月三十日屆滿後·由於本公司需要時間按合理商業條款及條件招攬合適的保險公司·故本公司並無就針對其董事的法律行動安排適當保險保障。

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二零二零年八月十一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。

## 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.

As at 30 September 2020, 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.

\* For identification purpose only

By Order of the Board  
**CNC Holdings Limited**  
**Li Yong Sheng**  
*Vice Chairman & CEO*

Hong Kong, 10 November 2020

*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. 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*

## 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。

於二零二零年九月三十日，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，二零二零年十一月十日

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>、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





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