



歡喜傳媒集團有限公司*
HUANXI MEDIA GROUP LIMITED

(於百慕達註冊成立之有限公司)
(Incorporated in Bermuda with limited liability)
股份代號 Stock Code : 1003

Interim Report **2016** 中期報告

CORPORATE INFORMATION 公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Dong Ping (*Chairman*)
Mr. Xiang Shaokun, Steven
(*Chief Executive Officer*)

Non-Executive Directors

Mr. Ning Hao
Mr. Xu Zheng
Mr. Gao Zhikai
Mr. So Chak Kwong

Independent Non-Executive Directors

Mr. Su Tuong Sing, David
Mr. Li Xiaolong
Mr. Wong Tak Chuen

AUDIT COMMITTEE

Mr. Wong Tak Chuen (*Chairman*)
Mr. So Chak Kwong
Mr. Su Tuong Sing, David

REMUNERATION COMMITTEE

Mr. Su Tuong Sing, David (*Chairman*)
Mr. Dong Ping
Mr. Li Xiaolong

NOMINATION COMMITTEE

Mr. Su Tuong Sing, David (*Chairman*)
Mr. Dong Ping
Mr. Li Xiaolong

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants

董事會

執行董事

董平先生 (*主席*)
項紹琨先生
(*行政總裁*)

非執行董事

寧浩先生
徐崢先生
高志凱先生
蘇澤光先生

獨立非執行董事

徐傳陞先生
李小龍先生
黃德銓先生

審核委員會

黃德銓先生 (*主席*)
蘇澤光先生
徐傳陞先生

薪酬委員會

徐傳陞先生 (*主席*)
董平先生
李小龍先生

提名委員會

徐傳陞先生 (*主席*)
董平先生
李小龍先生

核數師

德勤•關黃陳方會計師行
執業會計師

CORPORATE INFORMATION 公司資料

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PRINCIPAL SHARE REGISTRAR

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

BRANCH SHARE REGISTRAR IN HONG KONG

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STOCK CODE

The Stock Exchange of Hong Kong Limited: 1003

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Bermuda

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MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

BUSINESS AND OPERATION REVIEW

With the commitment to diversify its business and tap into the potentially significant potential media and entertainment market in the People's Republic of China (the "PRC"), the Group has devoted most of its management resources and efforts to identify suitable opportunities for investment in film rights and has continued to secure long-term strategic relationships with internationally recognised directors as well as emerging ones from the Greater China Region. The Group has commenced production of a number of new movie projects with these directors during the reporting period.

FILM RIGHTS INVESTMENT

In respect of revenue derived from the Group's business interests, the newly developed film rights investment and film and TV rights business generated revenue of HK\$6,048,000 (30 June 2015: nil) and segment loss of HK\$530,985,000 (30 June 2015: segment profit of HK\$801,000) for the six months ended 30 June 2016. The revenue contribution was mainly the result of its investment in "Mr. Nian" (年獸大作戰), a Chinese animation that hit the screen during the 2016 Chinese New Year.

During the reporting period, the Group entered into two agreements with Master China Films Limited ("Master China"), a company owned by Mr. Wong Kar Wai ("Mr. Wong") and Mr. Chan Ho Sun Peter ("Mr. Chan") respectively ("Agreements"), pursuant to which Master China and Mr. Chan have conditionally agreed to provide to the Group with certain services, investment rights and other rights, relating to film and media productions as set forth in the Agreements. Pursuant to the Agreements, the Company allotted and issued 100,000,000 shares and 144,500,000 shares to Mr. Wong and Mr. Chan (collectively, the "Issuances") respectively. The fair value of the Company's shares issued pursuant to the Issuances was HK\$513,450,000 which would be recognised as an expense for the six months ended 30 June 2016. The Group also contributed RMB100,000,000 and HK\$100,000,000 for the development of the internet drama series produced by Master China and partially directed by Mr. Wong ("Mr. Wong's Productions"), and the films directed or co-directed by Mr. Chan ("Mr. Chan's Productions") respectively.

業務及營運回顧

本集團矢志多元發展業務及拓展潛力龐大的中華人民共和國(「中國」)媒體及娛樂市場，因此，本集團投放大量管理資源，積極發掘投資影視版權的良機，並繼續致力爭取與更多國際知名導演建立長期的戰略伙伴合作關係，同時積極發掘大中華地區影視行業的新秀人才。於報告期內，本集團已與此等導演合作開展製作若干的新電影項目。

電影版權投資

就本集團業務收益的分佈而言，截至二零一六年六月三十日止六個月，新發展的電影版權投資和電影及電視劇版權業務錄得收益及分部虧損分別為港幣6,048,000元(二零一五年六月三十日：無)及港幣530,985,000元(二零一五年六月三十日：分部溢利為港幣801,000元)。有關收益主要來自本集團投資、並於二零一六年農曆新年上映的華語動畫電影《年獸大作戰》。

於報告期內，本集團分別與王家衛先生(「王先生」)擁有的Master China Films Limited(「Master China」)及陳可辛先生(「陳先生」)訂立協議(「該等協議」)。據此，Master China及陳先生分別有條件同意向本集團提供與該等協議所載之電影及媒體製作相關之若干服務、投資權及其他權利。根據該等協議，本公司分別向王先生及陳先生配發及發行100,000,000股股份及144,500,000股股份(統稱「發行事項」)。根據發行事項所發行之本公司股份之公平值為港幣513,450,000元，並於截至二零一六年六月三十日止六個月期間被確認為開支。本集團亦分別出資人民幣100,000,000元及港幣100,000,000元，以發展由Master China製作及部分由王先生導演的網絡系列影視劇作品(「王先生作品」)以及由陳先生導演或聯合導演的電影作品(「陳先生作品」)。

MANAGEMENT DISCUSSION AND ANALYSIS

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The terms and structure of the Agreements which include the shares issued pursuant to the Issuances would enable the Group to benefit from opportunities to cooperate with Mr. Wong and Mr. Chan without any immediate cash outlay by the Group. This would enable the Group to retain more cash for general working capital and also facilitate development funding and future cash investments in film and TV rights, including the investments in Mr. Wong's Productions and Mr. Chan's Productions. In addition, these arrangements, including the Issuances, would broaden the Company's shareholder base and also facilitate the Group as well as Mr. Wong and Mr. Chan to further explore potential opportunities in the media, entertainment and related businesses.

PROPERTY AGENCY

With reference to the Group's property agency operation, revenue of HK\$4,593,000 (30 June 2015: HK\$31,871,000) and segment loss of HK\$1,017,000 (30 June 2015: HK\$6,598,000) were recorded respectively. The contraction was mainly due to the allocation of more resources to the media, entertainment and related businesses by the management which believes will be the Group's future growth driver, as well as the notable slowdown of the property market in Hong Kong in the first half year – a sharp contrast with the most robust market in the second half of 2015.

SECURITIES TRADING AND INVESTMENTS

For the six months ended 30 June 2016, the Group's securities trading and investments recorded a segment loss of HK\$2,798,000 (30 June 2015: nil) which was mainly due to loss from change in fair value of investments held for trading.

On 13 January 2016, the Group signed a framework agreement with MUBI, Inc. ("MUBI"), which operates a world-renowned curated online video-on-demand platform, in respect of proposed strategic cooperation by way of the subscription for 8% of the issued capital stock of MUBI at US\$10,000,000 by the Group and establish a joint venture with MUBI which would involve the contribution by the Group of US\$40,000,000 cash to and the contribution by MUBI by way of license of its intellectual property. On 17 June 2016, the Company announced that the Group and MUBI agreed to terminate the framework agreement. Both the Group and MUBI are continuing to explore a mutually-beneficial arrangement for both parties.

該等協議的條款及架構(包括根據發行事項發行的股份)可令本集團受惠於與王先生及陳先生合作的機會，而本集團毋需作出任何即時現金支出，從而令本集團能夠保留更充足現金作為一般營運資金，同時亦有助在影視版權業務方面提取發展資金及未來任何需要現金支付的相關投資(包括對王先生作品及陳先生作品的投資)。此外，此等安排(包括發行事宜)將會擴大大公司之股東基礎，同時有助本集團、王先生及陳先生進一步開拓媒體、娛樂及相關業務的潛在機會。

物業代理業務

本集團的物業代理業務錄得收益及分部虧損分別為港幣4,593,000元(二零一五年六月三十日：港幣31,871,000元)及港幣1,017,000元(二零一五年六月三十日：港幣6,598,000元)。此業務規模減少主要由於管理層相信媒體、娛樂及相關業務將是本集團的未來增長動力，故調撥了更多資源於該等業務上。另一個原因是上半年香港物業市場明顯放緩，與二零一五年下半年期間最興旺的市場情況相比截然不同所致。

證券買賣及投資

截至二零一六年六月三十日止六個月，本集團的證券及投資業務錄得分部虧損為港幣2,798,000元(二零一五年六月三十日：無)，主要由於可持作買賣投資之公平值變動之虧損所致。

於二零一六年一月十三日，本集團與營運國際知名的精選在線視頻點播平台之MUBI, Inc. (「MUBI」)簽訂戰略合作框架協議，本集團擬以10,000,000美元認購MUBI已發行股本的8%；同時，雙方擬透過本集團注資40,000,000美元現金及MUBI貢獻其知識產權許可，以成立一家合資公司。雖然本公司於二零一六年六月十七日宣布本集團與MUBI同意終止該框架協議，但雙方正繼續尋求可達至互利共贏的合作安排。

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FINANCIAL REVIEW

REVIEW OF RESULTS

During the review period, the Group recorded revenue of HK\$10,641,000 (30 June 2015: HK\$31,871,000), representing a net loss attributable to the owners of the Company of HK\$568,003,000 (30 June 2015: HK\$6,067,000). The loss was principally due to the one-off non-cash expenses of share-based payments of HK\$513,450,000 for the Issuances, being the fair value of the Company's shares issued pursuant to the Issuances. Excluding the aforesaid one-off non-cash expenses, net loss attributable to the owners of the Company amounted to HK\$54,553,000.

For the six months ended 30 June 2016, selling and distribution costs were HK\$147,000 as compared with HK\$552,000 in the corresponding period of last year, the decrease was mainly due to the downsized property agency business.

Administrative expenses were HK\$48,209,000 (30 June 2015: HK\$14,103,000) for the six months ended 30 June 2016 and the increase was primarily due to the incurrence of expenses for the expansion and development of the media, entertainment and related businesses.

For the six months ended 30 June 2016, loss per share for the Group amounted to HK\$0.24 (30 June 2015: HK\$0.01) and net assets value attributable to the owners of the Company per share was HK\$0.37 (31 December 2015: HK\$0.43).

LIQUIDITY AND FINANCIAL RESOURCES

The Group's capital expenditure, daily operations and investments are mainly funded by cash generated from its operations and equity financing. As at 30 June 2016, the Group maintained sufficient working capital amounted to HK\$694,591,000 (31 December 2015: HK\$988,290,000) with bank balances and cash of HK\$491,811,000 (31 December 2015: HK\$726,598,000). As at 30 June 2016, the total equity of the Company amounted to HK\$935,471,000 (31 December 2015: HK\$990,116,000) with no borrowings (31 December 2015: nil). The Group's gearing ratio, expressed as the percentage of total borrowings over total capital, as at 30 June 2016 was zero (31 December 2015: nil). Total capital is calculated as total equity plus total borrowings.

財務回顧

業績回顧

回顧期內，本集團錄得收益港幣10,641,000元（二零一五年六月三十日：港幣31,871,000元），本公司擁有人應佔淨虧損為港幣568,003,000元（二零一五年六月三十日：港幣6,067,000元）。有關虧損主要由於根據發行事項所發行本公司股份之公平值之一次性以股份為基礎付款之非現金開支港幣513,450,000元。撇除此一次性以股份為基礎付款之非現金開支，本公司擁有人應佔淨虧損為港幣54,553,000元。

截至二零一六年六月三十日止六個月，銷售及分銷成本為港幣147,000元，去年同期則為港幣552,000元。有關下跌主要由於物業代理業務規模縮減所致。

截至二零一六年六月三十日止六個月，行政開支為港幣48,209,000元（二零一五年六月三十日：港幣14,103,000元），有關增加主要由於擴展及發展媒體、娛樂及相關業務之開支所致。

截至二零一六年六月三十日止六個月，本集團之每股虧損為港幣0.24元（二零一五年六月三十日：港幣0.01元）和本公司擁有人應佔每股資產淨值為港幣0.37元（二零一五年十二月三十一日：港幣0.43元）。

流動資金及財務來源

本集團的資本支出，日常營運及投資資金主要來自其營運產生的現金及股本融資。於二零一六年六月三十日，本集團維持充足營運資金為港幣694,591,000元（二零一五年十二月三十一日：港幣988,290,000元），銀行結餘及現金為港幣491,811,000元（二零一五年十二月三十一日：港幣726,598,000元）。於二零一六年六月三十日，本公司權益總額為港幣935,471,000元（二零一五年十二月三十一日：港幣990,116,000元），且並無借款（二零一五年十二月三十一日：無）。於二零一六年六月三十日，本集團的資本與負債率（即借貸總額對資本總額的百分比）為零（二零一五年十二月三十一日：無）。資本總額按權益總額加借貸總額計算。

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CAPITAL STRUCTURE

As at 30 June 2016, the Company had 2,553,055,408 ordinary shares of HK\$0.01 each (the “Shares”) in issue.

During the period under review, the movement in the issued share capital of the Company and the use of proceeds from fund raising activities are as follows:

a. On 14 April 2015 and 13 May 2015, the Company entered into a subscription agreement and an amendment agreement with Newwood Investments Limited, Numerous Joy Limited, Pacific Wits Limited, Tairong Holdings Limited, Wise Dragon International Limited, Gold Shine Investment Company Limited, Dayunmony Investment Corporation, Concept Best Limited and REORIENT Global Limited (collectively the “Subscribers”), pursuant to which the Company conditionally agreed to allot and issue, and Subscribers conditionally agreed to subscribe for, a total of 1,701,416,556 new Shares (“Subscription Shares”) at an issue price of HK\$0.40 per Share (the “Subscription”) with the aggregate subscription price of HK\$680,567,000. The Company had also agreed to allot and issue 30,000,000 new Shares (“Fee Shares”) to financial adviser for the settlement of the financial advisory service fee in respect of the Subscription. The Subscription Shares represented approximately 294.8% of the issued share capital of the Company as at 14 April 2015 and approximately 73.7% of the enlarged issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares and Fee Shares as at the date of the Subscription. The subscription price of HK\$0.40 per Share represented a discount of approximately 79.17% to the closing price of HK\$1.92 per Share as quoted on The Stock Exchange of Hong Kong Limited on 14 April 2015, being the date on which the terms of the Subscription were fixed. The net subscription price, after deducting the relevant expenses, was approximately HK\$0.395 per Share and the aggregate nominal value of the Subscription Shares and Fee Shares issued were approximately HK\$17,014,000 and HK\$300,000 respectively. The net proceeds of approximately HK\$672,622,000 (excluding the financial advisory fees in respect of the Subscription settled by Fee Shares) from the Subscription was intended to be used for (i) providing the Group an opportunity to leverage on the extensive experience,

資本架構

於二零一六年六月三十日，本公司有2,553,055,408股每股面值港幣0.01元的已發行普通股（「股份」）。

回顧期內，本公司之股本變動及集資活動所得款項用途如下：

a. 於二零一五年四月十四日及二零一五年五月十三日，本公司與Newwood Investments Limited、多樂有限公司、泰穎有限公司、泰嶸控股有限公司、騰龍國際有限公司、金耀投資有限公司、Dayunmony Investment Corporation、Concept Best Limited及瑞東環球有限公司（統稱「認購方」）訂立認購協議及修訂協議，據此，本公司有條件同意配發及發行而認購方有條件同意認購合共1,701,416,556股新股份（「認購股份」），發行價為每股股份港幣0.40元（「認購事項」），認購總值為港幣680,567,000元。本公司亦同意配發及發行30,000,000股新股份（「報酬股份」），作為就認購事項向財務顧問支付之財務顧問服務費。認購股份相當於本公司於二零一五年四月十四日之已發行股本約294.8%及本公司於認購日經配發及發行認購股份及報酬股份而擴大後之已發行股本約73.7%。每股認購股份之認購價為港幣0.40元較股份於二零一五年四月十四日（即釐定認購事項條款之日期）在香港聯合交易所有限公司所報收市價每股股份港幣1.92元折讓約79.17%。淨認購價（經扣除相關開支後）約為每股股份港幣0.395元，而認購股份及報酬股份之總面值分別為約港幣17,014,000元和港幣300,000元。來自認購事項之所得款項淨額合共約港幣672,622,000元（不包括以報酬股份償付之認購事項相關財務顧問費）擬用作(i)為本集團提供機會借助認購方之豐富經驗、專長及業務聯繫發展在廣告、媒體及娛樂行業之現有業務及新業務；及(ii)本集團之一般營運資金。於二零一六年六月三十日，其中約港幣487,968,000元已用作投資電影及電視劇作品之版權，約港幣2,018,000元已用作投資香港上市之證券，港幣1,000,000元已用作收購一家附屬公司，約港幣11,342,000元已用作支付

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expertise and business connection of the Subscribers to develop existing and new business in the advertising, media and entertainment industry; and (ii) the Group's general working capital. As at 30 June 2016, approximately HK\$487,968,000 was used for investments in films and TV rights, approximately HK\$2,018,000 was used for investments in securities listed in Hong Kong, HK\$1,000,000 was used for acquisition of a subsidiary, approximately HK\$11,342,000 was used for the payments of the legal claim (details are set out in note 24 to the condensed consolidated financial statements), HK\$20,000,000 was used for the purchase of art work, approximately HK\$52,773,000 was used for the Group's operating expenses. The remaining approximately HK\$97,521,000 of the net proceeds has not yet been utilised and has been deposited in licensed banks in Hong Kong.

- b. On 17 June 2016, the Company allotted and issued 100,000,000 Shares and 144,500,000 Shares to and Mr. Wong and Mr. Chan respectively pursuant to the Agreements on 1 June 2016. These Shares issued to Mr. Wong and Mr. Chan pursuant to the Agreements represented approximately 3.92% and 5.66% respectively of the issued share capital of the Company as enlarged by the Issuances.

CHARGES ON ASSETS

As at 30 June 2016, the Group did not have any charge of assets (31 December 2015: nil).

EXPOSURE TO EXCHANGE RATE

Most of the Group's business transactions, assets and liabilities are denominated in Hong Kong dollars, US dollars and Renminbi. The Group's exposure to currency risk in respect of the US dollar is minimal as the Hong Kong dollar is pegged to the US dollar. Nevertheless, operations and performances of the Group might be affected by the fluctuation of Renminbi. Presently, the Group does not have any currency hedging policy but will closely monitor the Renminbi exchange rate and take appropriate measures to minimize any adverse impact that may be caused by its fluctuation.

訴訟賠償(詳情載於簡明綜合財務報表附註24)·港幣20,000,000元已用作購買藝術品·約港幣52,773,000元已用作本集團之營運開支·而餘下之所得款項淨額約港幣97,521,000元仍未動用·並存置於香港之持牌銀行。

- b. 於二零一六年六月十七日·本公司根據該等協議·分別向王先生及陳先生配發及發行100,000,000股股份及144,500,000股股份。根據該等協議向王先生及陳先生發行的股份分別相當於經發行事項擴大之本公司已發行股本約3.92%及5.66%。

抵押資產

於二零一六年六月三十日·本集團並無任何抵押資產(二零一五年十二月三十一日:無)。

匯率風險

本集團之業務交易、資產及負債主要以港幣、美元及人民幣計值。由於港幣與美元掛鈎·本集團所面對美元之外匯風險極低。然而·人民幣波動可能對本集團之業務及表現造成影響。目前·本集團並無任何貨幣對沖政策·惟將會密切注視人民幣匯率走勢·並採取適當措施盡量減低匯率波動可能造成之任何不利影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

RISK MANAGEMENT

During the period, the Group constantly reviewed the risk and credit control systems of its profit centers to improve the overall control system and mitigate credit risk.

CONTINGENT LIABILITIES

As at 30 June 2016, the Group had no significant contingent liabilities (31 December 2015: nil) except for the litigation set out in note 24 to the condensed consolidated financial statements.

LITIGATION

Details pertaining to the litigation are set out in note 24 to the condensed consolidated financial statements.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2016, the Group had 51 (30 June 2015: 25) employees and 13 (30 June 2015: 179) agents. The Group hired more employees to develop the Group's media, entertainment and related business during the period under review, while the number of agents decreased due to the downsizing of the property agency business, as well as the Group's shift in focus towards the high-growth media and entertainment industry. The Group has developed effective remuneration policies that are subject to review on a regular basis. The employees are remunerated with competitive packages which are in line with prevailing industry practices and individual performance.

風險管理

期內，本集團不斷定期檢討利潤中心的風險及信貸監控制度，以改善整體監控制度並減低信貸風險。

或然負債

於二零一六年六月三十日，除於簡明綜合財務報表附註24所載列之訴訟外，本集團並無任何重大或然負債(二零一五年十二月三十一日：無)。

訴訟

訴訟詳情載於簡明綜合財務報表附註24。

僱員及薪酬政策

於二零一六年六月三十日，本集團僱用51名(二零一五年六月三十日：25名)僱員及13名(二零一五年六月三十日：179名)代理。回顧期內，本集團僱用更多僱員以發展媒體、娛樂及相關業務，而代理數目減少則由於物業代理業務規模縮減及本集團把業務發展重心轉移至高增長的媒體及娛樂市場上所致。本集團已制訂有效的薪酬政策並予以定期檢討。僱員的薪酬方案極具競爭力，與現有行業內慣例看齊且與個人表現掛鉤。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

BUSINESS STRATEGIES AND PROSPECTS

The year 2016 represents the Group's continuing transition into a media and entertainment company in the Greater China Region, and it has allocated significant resources towards developing the media, entertainment and related businesses during the reporting period.

Following the successful debut of the Group's first invested Chinese comedy movie "Lost in Hong Kong" in the last quarter of 2015, the Group has been working hand-in-hand with its non-executive directors on the board of directors of the Company, namely Mr. Xu Zheng ("Mr. Xu") and Mr. Ning Hao ("Mr. Ning") and establishing new relationships with more renowned and talented directors. The Group strongly believes that quality content is the key for a movie to succeed. A number of such investments in film and TV rights are in the pipeline, while the Group has also directed resources towards developing an online multimedia platform to further explore media, entertainment and related businesses.

It is worth noting that the new movie projects directed by Mr. Xu and Mr. Ning are already well underway. Specifically, Mr. Xu has commenced work on "Mr. Pig", a fantasy comedy produced and directed by and starring Mr. Xu and his team. "Mr. Pig" is estimated to be completed in 2017 or 2018, while Mr. Xu's team is also planning the next movie – the new "Lost" series of films. Separately, Mr. Ning's new film "Crazy Alien" is also under production and the project is estimated to be completed in 2017 or 2018. Under Mr. Ning's supervision, the Group also intends to invest in five movies with scripts written by Mr. Liu Cixin, China's most popular science-fiction writer who has won several major international awards for his work in the genre, in order to step into the world of science fiction. In addition, in order to enhance its investment in film content, the Group is also taking part in Mr. Ning's New Directors Scheme (新星導計劃) with an intention to invest in five movies enlisting new directors and produced by Mr. Ning. Further from working closely with Mr. Xu and Mr. Ning, the Group is also under consideration for potential investment in international films.

業務策略及展望

二零一六年象徵著本集團繼續致力轉型成為大中華地區的一家媒體及娛樂公司，本集團並於報告期內調撥了大量資源於發展媒體、娛樂及相關業務。

繼本集團首次投資的華語喜劇電影《港囧》於二零一五年第四季上映時一鳴驚人後，本集團一直致力與本公司董事會非執行董事徐崢先生（「徐先生」）及寧浩先生（「寧先生」）攜手合作，並與更多著名及具才華的導演建立合作關係。本集團深信優質內容是電影取得成功的關鍵，因此本集團正在計劃及洽商投資多項影視版權，同時亦已投放資源發展線上多媒體平台，藉以進一步開拓媒體、娛樂及相關業務。

值得注意的是由徐先生及寧先生各自執導的新電影項目正按計劃推進中。其中，徐先生已率先開拍電影《豬先生》，這齣幻想喜劇由徐先生及其團隊自編自導自演，預計《豬先生》將於二零一七年或二零一八年完成；同時，徐先生的團隊亦正籌劃下一齣以《囧》系列為背景的新電影。另外，寧先生正在製作新電影作品《瘋狂的外星人》，並預計將於二零一七年或二零一八年完成。本集團亦擬投資由寧先生監督、並由屢獲國際殊榮、中國最最受歡迎的科幻小說作家劉慈欣先生所編寫劇本的五齣電影作品，以開闢科幻小說題材之領域。此外，為加強於電影內容方面的投資，本集團亦參與寧先生的「新星導計劃」，投資五齣由新導演執導及寧先生參與製作的電影。在與徐先生和寧先生緊密合作之餘，本集團亦會考慮一些國際電影的潛在投資機會。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

To further consolidate its leading position in the media and entertainment industry, the Group is striving to tighten the link with certain award-winning directors. In June 2016, the Group was pleased to introduce Mr. Wong and Mr. Chan as additional two director shareholders of the Group (together with Mr. Xu and Mr. Ning, collectively, "Director Shareholders"), which would strengthen its ability to obtain the investment rights of films and TV productions from these two internationally respected directors. It is expected that both Mr. Wong and Mr. Chan would serve as members of the Group's artistic advisory committee during the cooperation period to provide consultancy services with respect to the Group's films and programmes.

Pursuant to the agreement with Master China, the Group would exclusively invest in a total of 18 episodes of an internet drama series that would span two seasons. Such series would be produced by Master China and partially directed by Mr. Wong with the first season of 12 episodes, part or all of which are expected to complete production by the end of 2017, with the second season to commence production right afterwards. The Group will own exclusive rights to distribute, sublicense and broadcast the internet drama series via new media platform for global viewership for a period of 10 years.

As for the Group's association with Mr. Chan, it will have investment rights in at least two films directed or co-directed by Mr. Chan in the coming six years and hold up to 60% of total investment in each of Mr. Chan's Productions. The Group will also have priority to purchase an exclusive global distribution licenses in new media with respect to Mr. Chan's Productions. This renowned director has already begun preparing his first film with the Group, and it is expected that production will commence in or around the first half of 2017.

為了進一步鞏固在媒體及娛樂產業的領先地位，本集團積極與若干獲獎導演洽談及鞏固彼此關係。於二零一六年六月，本集團很高興引入了兩位本集團之導演股東王先生和陳先生（與徐先生和寧先生一起，統稱「導演股東」），此舉將有助本集團獲得由這兩位於國際享負盛名的導演所制作的影視項目的投資權。預計王先生及陳先生於合作期間將成為本集團之藝術指導委員會成員，負責向本集團提供有關電影及節目的顧問服務。

根據與Master China簽訂的協議，本集團獨家投資由Master China負責製作、及部分內容由王先生執導的兩季合共18集的網絡系列影視劇。預計首季共12集之部份或全部劇集將於二零一七年底前完成製作，團隊隨後將展開製作第二季劇集。本集團將擁有發行、轉授、及透過新媒體平台向全球觀眾播放此網絡系列影視劇的獨家許可權，年期達十年之久。

至於與陳先生的合作，本集團將擁有未來六年內至少兩部由陳先生自導或與聯合導演的電影投資權，最高投資總額為每部陳先生作品投資總額的60%。本集團亦將享有優先於他人購買陳先生作品的獨家新媒體全球發行許可權。此著名導演已開始籌備首部與本集團合作的電影，預期該電影製作將於二零一七上半年內或前後開展。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Meanwhile, the Group has signed agreements with respected directors, Mr. Li Yang and Mr. Liu Xingang in June 2016 whereby it has exclusive rights to invest in at least three films directed by each of these two directors respectively during a cooperation period of 6 years. Production of Mr. Li Yang's movie is expected to be completed in or around the first half of 2017. In the same time, the Group has also entered into exclusive negotiation with Shanghai Jiayu Cultural Investment Limited ("Shanghai Jiayu", 上海嘉娛文化投資有限公司) to acquire the rights of four popular TV programmes in the PRC, namely "Top Funny Comedian" ("歡樂喜劇人"), "The Original Comedy Show" ("笑傲江湖"), "Your Face Sounds Hilarious" ("歡樂大咖秀") and "I'm No Singer" ("我不是歌手"), and the related advertisement business. This proposed transaction is currently under negotiation and if it is consummated, it would further expand the Group's media content investment business to TV programmes, especially in the media and entertainment industry in the PRC. The Group will provide investors with further updates on this matter as and when appropriate.

With a number of investments in film rights in the pipeline and preparation works well-underway, the Group is confident that it can deliver more quality film and TV productions to audiences, and truly realise its vision to produce and distribute high quality film and TV productions for viewing by a wide audience particularly in the Greater China region.

Given the Central Government's efforts to encourage development of the internet, migration of content to this medium is expected, and will encompass all aspects of the cultural and entertainment industry. This will give rise to the emergence of the internet content creation industry chain, which is represented by video websites and supplemented by film and TV organisations. Mindful of the aforementioned developments, the Group strives to develop online multimedia platform. Ensuring that the online platform has an enticing portfolio of content is an experienced management team that, besides having a finger on the pulse of the PRC media and entertainment industry, also has an acute sense of viewers' preferences. With the Group's ample experience in film and TV content creation, it is committed to developing an online film and TV services platform that is distinctive and innovative, with market-oriented productions that generate constant momentum for supporting the long-term and sustainable development of the new media business.

與此同時，本集團於二零一六年六月與著名導演李楊先生和劉心剛先生簽訂協議。據此，本集團於六年的合作期內分別擁有至少三部各自由這兩名導演各自執導的獨家電影投資權。李楊先生的最新電影預計於二零一七年上半年內或前後完成製作。同時，本集團亦與上海嘉娛文化投資有限公司（「上海嘉娛」）進行獨家談判，以收購四個在中國深受歡迎的電視節目包括《歡樂喜劇人》、《笑傲江湖》、《歡樂大咖秀》及《我不是歌手》的版權，以及相關的廣告業務。這項建議交易目前還在磋商階段。倘若此項交易得以落實，將令本集團的媒體內容投資業務範疇進一步擴大至電視節目，並加強涉足中國媒體及娛樂產業。本集團將於適當的時候向投資者公佈此項建議交易的進一步消息。

就本集團多項電影版權投資計劃以及相關籌備工作正順利進行中，本集團對未來能夠為觀眾帶來更多優質影視作品充滿信心，並將致力實踐其矢志製作及發行優質影視作品供大中華地區廣泛觀眾欣賞的願景。

鑑於中央政府大力支持互聯網的發展，預期更多製作內容將轉移至互聯網平台，並將延伸至文娛產業各個領域，催使由視頻網站主導、影視機構為輔的互聯網影視劇產業鏈的誕生。有見及此，本集團將積極拓展線上多媒體業務。憑藉本集團經驗豐富的管理團隊，尤其是團隊對中國媒體及娛樂產業趨勢的準確把握及對內地觀眾喜好的敏銳觸覺，本集團將致力為其線上多媒體平台注入具吸引力的內容組合。結合本集團在影視內容創作方面的豐富經驗，本集團矢志為其獨特及創新的線上影視服務平台注入以市場為導向的作品，從而為本集團新媒體業務的長期及可持續發展注入源源動力。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

CONCLUSION

The Group believes that the continuous economic growth, urbanisation and improving living standard of citizens in China are the main drivers for its business growth and the growing demand in the entertainment consumption industry. Going forward, the Group will shrewdly utilise its resources and leverage the advantages afforded by its management team and Director Shareholders in the media and entertainment industry. It will also continue to actively explore opportunities to cooperate with exceptional veterans and rising stars of the relevant industries. At the same time, the Group will examine opportunities that may emerge and are conducive to the development of film and TV content, including opportunities that can help advance its entertainment platform, which in turn encourages growth of the media and entertainment-related businesses and further reinforces the Group's competitiveness and broadens its appeal.

With all the investments and efforts made in the period under review and more accomplishments sure to be achieved in the forthcoming years, the Group is confident it can strengthen its footprint in China's media and entertainment industry and remains committed to creating greater long-term returns for the Company's shareholders and ultimately advance its sustainable business development in the long run.

總結

本集團相信中國經濟的持續增長、城鎮化和居民生活水平的提高，不但有助於本集團的業務增長，並同時推動國民對娛樂消費產業的需求。展望未來，本集團將善用管理團隊及導演股東於媒體及娛樂行業的資源及優勢，並繼續積極發掘與優秀的行業翹楚及新星之合作機會。同時，本集團將審視有利於影視內容發展的潛在商機，包括有助加強拓展其娛樂平台的機會，從而推動媒體及娛樂相關業務的增長，並進一步加強本集團的競爭力及吸引力。

憑藉於回顧期內所投入的資金和努力，以及於未來數年陸續實踐的部署和計劃，本集團有信心能夠鞏固其在中國媒體及娛樂行業的地位，繼續為本公司股東創造長遠及更高價值的回報，並矢志推動本集團業務長期可持續發展。

CORPORATE GOVERNANCE REPORT 企業管治報告

CORPORATE GOVERNANCE CODE AND CORPORATE GOVERNANCE REPORT

The Company has applied the principles and complied with the code provisions set out in the Corporate Governance Code and Corporate Governance Report (the “CG Code”) contained in Appendix 14 to the Rules Governing The Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) throughout the six months ended 30 June 2016, except for the following deviations:

- a. Pursuant to Code A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Prior to 2 September 2015, the Chairman of the Board was Mr. Lei Hong Wai. After the resignation of Mr. Lei Hong Wai as an executive Director and the Chairman of the Board on 2 September 2015, there is no specific designation of Chairman of the Board from 2 September 2015 until Mr. Dong Ping was redesignated as the Chairman of the Board on 15 January 2016.

On 18 September 2015, Mr. Xiang Shaokun, Steven, an executive Director (appointed as an executive Director on 2 September 2015), was appointed as the chief executive officer of the Group. Mr. Dong Ping focuses on the leadership role in the Board to ensure that the Board works effectively in discharging its responsibilities whilst Mr. Xiang Shaokun, Steven focuses on day-to-day corporate management matters of the Group. The Board considers that the segregation of responsibilities among the Board members meets the requirements under the CG Code for the period from 1 January 2016 to 15 January 2016. Since 15 January 2016, Mr. Dong Ping was redesignated as the Chairman of the Board and therefore Code A.2.1 of the CG Code has been complied with since then and the roles of the Chairman (by Mr. Dong Ping) and chief executive officer (by Mr. Xiang Shaokun, Steven) are therefore separate and exercised by different individuals.

企業管治守則及企業管治報告

截至二零一六年六月三十日止六個月整個期間，本公司已應用香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載企業管治守則及企業管治報告（「企管守則」）之原則，並遵守當中之守則條文，惟下列偏離情況除外：

- a. 根據企管守則第A.2.1條，主席及行政總裁之角色應分設並且不應由同一人兼任。於二零一五年九月二日之前，董事會主席為李雄偉先生。李雄偉先生於二零一五年九月二日辭任執行董事及董事會主席後，自二零一五年九月二日起並無專門指定董事會主席，直至董平先生於二零一六年一月十五日獲調任為董事會主席。

於二零一五年九月十八日，執行董事項紹琨先生（於二零一五年九月二日獲委任為執行董事）獲委任為本集團行政總裁。董平先生仍主要負責領導董事會之職務，以確保董事會有效履行職責，而項紹琨先生則主要負責本集團之日常企業管理事務。二零一六年一月一日至二零一六年一月十五日期間，董事會認為董事會成員內的職責分工符合企管守則的要求。自二零一六年一月十五日起，董平先生獲調任為董事會主席，自此起本集團已遵守企管守則第A.2.1條，將主席職務（由董平先生擔任）及行政總裁職務（由項紹琨先生擔任）分開由不同人士履行。

CORPORATE GOVERNANCE REPORT 企業管治報告

b. Pursuant to Code A.6.7 of the CG Code, independent non-executive Directors and non-executive Directors should attend general meetings of the Company. Mr. Ning Hao, Mr. Xu Zheng, Mr. Gao Zhikai and Mr. So Chak Kwong (non-executive Directors) and Mr. Li Xiaolong and Mr. Su Tuong Sing, David (independent non-executive Directors), were unable to attend the annual general meeting of the Company held on 1 June 2016 due to their respective engagement.

b. 根據企管守則第A.6.7條，獨立非執行董事及其他非執行董事須出席本公司股東大會。寧浩先生、徐崢先生、高志凱先生及蘇澤光先生（非執行董事）以及李小龍先生及徐傳陞先生（獨立非執行董事）均因故未能出席本公司於二零一六年六月一日舉行之股東週年大會。

CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding the Directors' securities transactions. Having made specific enquiries, all Directors confirmed that they have fully complied with the Model Code throughout the review period.

證券交易守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）作為董事進行證券交易之行為守則。經特定查詢，全體董事均確認於回顧期內完全遵守標準守則。

BOARD COMPOSITION

As at the date of this report, the Board comprises nine Directors, with two executive Directors, four non-executive Directors and three independent non-executive Directors.

董事會成員組合

於本報告日期，董事會由九名董事組成，包括二名執行董事、四名非執行董事及三名獨立非執行董事。

All the Directors are high caliber executives with diversified industry expertise and bring a wide range of skills and experience to the Group.

全體董事均為才幹超群之行政人員，具備不同行業專長，為本集團帶來各種技術與經驗。

CHANGE IN INFORMATION OF DIRECTOR

Mr. Dong Ping, an executive Director, was appointed as the Chairman of the Board on 15 January 2016.

董事資料變動

執行董事董平先生於二零一六年一月十五日獲委任為董事會主席。

With effect from 12 July 2016, Mr. Wong Tak Chuen, an independent non-executive Director, was appointed as an independent non-executive director of Man Sang International Limited, the shares of which are listed on the main board of the Stock Exchange (stock code: 938).

獨立非執行董事黃德銓先生獲委任為民生國際有限公司之獨立非執行董事，自二零一六年七月十二日起生效。該公司的股份於聯交所主板上市（股份代號：938）。

Save for above, there is no change in Directors' information since 1 January 2016, which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

除上述者外，自二零一六年一月一日以來，董事資料概無任何須根據上市規則第13.51B(1)條予以披露的變動。

OTHER INFORMATION 其他資料

INTERIM DIVIDEND

The Board does not recommend payment of an interim dividend for the six months ended 30 June 2016 (for the six months ended 30 June 2015: nil).

DIRECTORS' INTERESTS IN SECURITIES

As at 30 June 2016, the interests and short positions of each director and chief executive in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the Model Code under the Listing Rules, or known to the Company, were as follows:

LONG POSITIONS IN THE ORDINARY SHARES OF HK\$0.01 EACH OF THE COMPANY (THE "SHARES")

中期股息

董事會不建議派付截至二零一六年六月三十日止六個月之中期股息(截至二零一五年六月三十日止六個月：無)。

董事之證券權益

於二零一六年六月三十日，本公司各董事、行政總裁所持本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債權證之權益及淡倉中，擁有本公司記錄於根據證券及期貨條例第352條存置之登記冊之權益及淡倉，或根據證券及期貨條例第XV部或上市規則之標準守則須另行知會本公司及聯交所或本公司已知悉之權益及淡倉如下：

本公司每股面值港幣0.01元之普通股(「股份」)之好倉

Name of Director 董事姓名	Number of Shares 股份數目	Approximate percentage of the issued Shares 已發行股份概約百分比
Mr. Dong Ping 董平先生	1,431,304,354 (Note 1) (附註1)	56.06%
Mr. Ning Hao 寧浩先生	1,431,304,354 (Note 2) (附註2)	56.06%
Mr. Xu Zheng 徐崢先生	1,431,304,354 (Note 3) (附註3)	56.06%
Mr. Gao Zhikai 高志凱先生	46,171,108 (Note 4) (附註4)	1.81%
Mr. So Chak Kwong 蘇澤光先生	46,171,108 (Note 5) (附註5)	1.81%

OTHER INFORMATION 其他資料

Notes:

1. These Shares include Shares held by Newwood Investments Limited ("Newwood") as to 461,711,082 Shares and Numerous Joy Limited ("Numerous Joy") as to 92,342,216 Shares, both of which are companies incorporated in the British Virgin Islands with limited liability and ultimately wholly owned by Mr. Dong Ping. On 14 April 2015, Mr. Dong Ping, Newwood, Pacific Wits Limited ("Pacific Wits"), Mr. Ning Hao, Tairong Holdings Limited ("Tairong") and Mr. Xu Zheng entered into a shareholders agreement (the "Shareholders Agreement"), which sets forth certain rights and obligations of each of the parties in respect of the governance of the Company following completion of the subscription for new shares in the Company pursuant to a subscription agreement dated 14 April 2015, details of which are set out in the Company's circular dated 5 August 2015. As Mr. Dong Ping and Newwood are parties to the Shareholders Agreement, Mr. Dong Ping is therefore deemed to be interested in all the Shares in which Newwood, Pacific Wits and Tairong are interested by virtue of section 317 of the SFO and Newwood is therefore deemed to be interested in all the Shares in which Mr. Dong Ping, Pacific Wits and Tairong are interested by virtue of section 317 of the SFO.
2. These Shares include 438,625,528 Shares held by Pacific Wits, which is a company incorporated in the British Virgin Islands with limited liability and ultimately wholly owned by Mr. Ning Hao. Mr. Ning Hao and Pacific Wits are parties to the Shareholders Agreement, and are therefore deemed to be interested in all the Shares in which Mr. Dong Ping, Newwood and Tairong are interested by virtue of section 317 of the SFO.
3. These Shares include 438,625,528 Shares held by Tairong, which is a company incorporated in the British Virgin Islands with limited liability and ultimately wholly owned by Mr. Xu Zheng. Mr. Xu Zheng and Tairong are parties to the Shareholders Agreement, and are therefore deemed to be interested in all the Shares in which Mr. Dong Ping, Newwood and Pacific Wits are interested by virtue of section 317 of the SFO.
4. These Shares are held by Dayunmony Investment Corporation, which is a company incorporated in the British Virgin Islands with limited liability and ultimately wholly owned by Mr. Gao Zhikai.
5. These Shares are held by Concept Best Limited, which is a company incorporated in the British Virgin Islands with limited liability and ultimately wholly owned by Mr. So Chak Kwong.

Save as disclosed above, as at 30 June 2016, none of the Directors or chief executive of the Company or any of their associates had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

1. 該等股份包括由Newwood Investments Limited (「Newwood」) 及多樂有限公司 (「多樂」) (均為於英屬處女群島註冊成立之有限公司，由董平先生最終全資擁有) 分別持有的461,711,082股股份及92,342,216股股份。於二零一五年四月十四日，董平先生、Newwood、泰穎有限公司 (「泰穎」)、寧浩先生、泰嶸控股有限公司 (「泰嶸」) 及徐崢先生訂立股東協議 (「股東協議」)，其中載有根據日期為二零一五年四月十四日之認購協議，完成認購本公司新股份後，訂約各方對管治本公司之若干權利與義務，有關詳情載於本公司日期為二零一五年八月五日之通函。由於董平先生及Newwood為股東協議之訂約方，故根據證券及期貨條例第317條，董平先生被視作於Newwood、泰穎及泰嶸擁有權益的全部股份中擁有權益，而根據證券及期貨條例第317條，Newwood被視作於董平先生、泰穎及泰嶸擁有權益的全部股份中擁有權益。
2. 該等股份包括由泰穎 (於英屬處女群島註冊成立之有限公司，由寧浩先生最終全資擁有) 持有之438,625,528股股份。寧浩先生及泰穎為股東協議訂約方，因此根據證券及期貨條例第317條，其將視作於董平先生、Newwood及泰嶸擁有權益的全部股份中擁有權益。
3. 該等股份包括由泰嶸 (於英屬處女群島註冊成立之有限公司，由徐崢先生最終全資擁有) 持有之438,625,528股股份。徐崢先生及泰嶸為股東協議訂約方，因此根據證券及期貨條例第317條，其將視作於董平先生、Newwood及泰穎擁有權益的全部股份中擁有權益。
4. 該等股份由Dayunmony Investment Corporation (於英屬處女群島註冊成立之有限公司，由高志凱先生最終全資擁有) 持有。
5. 該等股份由Concept Best Limited (於英屬處女群島註冊成立之有限公司，由蘇澤光先生最終全資擁有) 持有。

除上文披露者外，於二零一六年六月三十日，本公司董事、行政總裁或彼等各自之聯繫人士於本公司或其任何相聯法團之股份、相關股份及債權證中，概無擁有須記錄在本公司根據證券及期貨條例第352條所置存之登記冊或根據標準守則而另行知會本公司及聯交所之任何權益或淡倉。

OTHER INFORMATION 其他資料

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 30 June 2016, save as disclosed under the section "Directors' Interests in Securities" in this interim report, the Company had been notified of the following substantial shareholders' interests, being 5% or more of the Company's issued share capital under Section 336 of the SFO.

主要股東權益

於二零一六年六月三十日，除本中期報告之「董事之證券權益」一節所披露者外，本公司獲知會下列主要股東權益，即根據證券及期貨條例第336條本公司已發行股本中5%或以上之權益。

Name of shareholders of the Company 本公司股東姓名	Capacity 身份	Number of Shares 股份數目	Approximate percentage of shareholding 概約股權百分比
Newwood Investments Limited ("Newwood")	Beneficial owner and interests of a party to an agreement required to be disclosed under section 317 of the SFO	1,431,304,354 (Notes 1 to 2) (附註1至2)	56.06%
Newwood Investments Limited (「Newwood」)	實益擁有人及協議訂約方根據證券及期貨條例第317條須予披露的權益		
Numerous Joy Limited ("Numerous Joy") 多樂有限公司(「多樂」)	Beneficial owner 實益擁有人	92,342,216 (Notes 1 & 3) (附註1及3)	3.62%
Dong Ping ("Mr. Dong") 董平(「董先生」)	Interests of controlled corporation and a party to an agreement required to be disclosed under section 317 of the SFO 受控制法團權益及協議訂約方根據證券及期貨條例第317條須予披露的權益	1,431,304,354 (Notes 1 to 3) (附註1至3)	56.06%
Pacific Wits Limited ("Pacific Wits") 泰穎有限公司(「泰穎」)	Beneficial owner and interests of a party to an agreement required to be disclosed under section 317 of the SFO 實益擁有人及協議訂約方根據證券及期貨條例第317條須予披露的權益	1,431,304,354 (Notes 1, 2 & 4) (附註1、2及4)	56.06%
Ning Hao ("Mr. Ning") 寧浩(「寧先生」)	Interests of controlled corporation and a party to an agreement required to be disclosed under section 317 of the SFO 受控制法團權益及協議訂約方根據證券及期貨條例第317條須予披露的權益	1,431,304,354 (Notes 1, 2 & 4) (附註1、2及4)	56.06%
Tairong Holdings Limited ("Tairong") 泰嶸控股有限公司(「泰嶸」)	Beneficial owner and interests of a party to an agreement required to be disclosed under section 317 of the SFO 實益擁有人及協議訂約方根據證券及期貨條例第317條須予披露的權益	1,431,304,354 (Notes 1, 2 & 5) (附註1、2及5)	56.06%
Xu Zheng ("Mr. Xu") 徐崢(「徐先生」)	Interests of controlled corporation and a party to an agreement required to be disclosed under section 317 of the SFO 受控制法團權益及協議訂約方根據證券及期貨條例第317條須予披露的權益	1,431,304,354 (Notes 1, 2 & 5) (附註1、2及5)	56.06%
Chan Ho Sun Peter 陳可辛	Beneficial owner 實益擁有人	144,500,000	5.66%

OTHER INFORMATION 其他資料

Notes:

- On 14 April 2015, the Company and nine subscribers, namely Newwood, Numerous Joy, Pacific Wits, Tairong, Wise Dragon International Limited, Gold Shine Investment Company Limited, Dayunmony Investment Corporation, Concept Best Limited and Reorient Global Limited (the "Subscribers") entered into a subscription agreement (the "Subscription Agreement"), pursuant to which the Company has conditionally agreed to allot and issue, and the Subscribers have conditionally agreed to subscribe for, a total of 1,701,416,556 new Shares (the "Subscription Shares") at an issue price of HK\$0.4 per Share (the "Subscription"). Details in relation to the Subscription are set out in the Company's circular dated 5 August 2015. The Subscription had been approved by the independent shareholders of the Company at the Company's special general meeting held on 28 August 2015 and the Subscription Shares were allotted to the Subscribers on 2 September 2015.
- On 14 April 2015, Mr. Dong, Newwood, Pacific Wits, Mr. Ning, Tairong and Mr. Xu entered into a shareholders agreement (the "Shareholders Agreement"), which sets forth certain rights and obligations of each of the parties in respect of the governance of the Company following completion of the Subscription. Newwood is therefore deemed to be interested in all the Shares in which Mr. Dong, Pacific Wits and Tairong are interested by virtue of section 317 of the SFO.
- Newwood and Numerous Joy are wholly owned by Mr. Dong. Pursuant to the Subscription Agreement, Newwood and Numerous Joy subscribed for 461,711,082 and 92,342,216 new Shares respectively upon completion of the Subscription. Mr. Dong is also a party to the Shareholders Agreement, is therefore deemed to be interested in all the Shares in which Newwood, Pacific Wits and Tairong are interested by virtue of section 317 of the SFO.
- Pacific Wits is wholly owned by Mr. Ning. Pursuant to the Subscription Agreement, Pacific Wits subscribed for 438,625,528 new Shares upon completion of the Subscription. Mr. Ning and Pacific Wits are also the parties to the Shareholders Agreement, are therefore deemed to be interested in all the Shares in which Mr. Dong, Newwood and Tairong are interested by virtue of section 317 of the SFO.
- Tairong is wholly owned by Mr. Xu. Pursuant to the Subscription Agreement, Tairong subscribed for 438,625,528 new Shares upon completion of the Subscription. Mr. Xu and Tairong are also the parties to the Shareholder Agreement, are therefore deemed to be interested in all the Shares in which Mr. Dong, Newwood and Pacific Wits are interested by virtue of section 317 of the SFO.

Save as disclosed above, as at 30 June 2016, there were no other persons who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under Section 336 of the SFO, or which were recorded in the register to be kept by the Company under Section 336 of the SFO.

附註：

- 二零一五年四月十四日，本公司與九名認購方（Newwood、多樂、泰穎、泰嶸、騰龍國際有限公司、金耀投資有限公司、Dayunmony Investment Corporation、Concept Best Limited及瑞東環球有限公司，統稱為「認購方」）訂立認購協議（「認購協議」），據此，本公司有條件同意配發及發行，而認購方則有條件同意認購合共1,701,416,556股新股份（「認購股份」），每股股份之發行價為港幣0.4元（「認購事項」）。有關認購事項的詳情載於本公司於二零一五年八月五日刊發的通函。認購事項已於二零一五年八月二十八日本公司召開的股東特別大會上經本公司獨立股東批准，而認購股份已於二零一五年九月二日配發予認購方。
- 二零一五年四月十四日，董先生、Newwood、泰穎、寧先生、泰嶸及徐先生訂立股東協議（「股東協議」）。該協議列明認購事項完成後協議各方就本公司管治的若干權利及責任。因此，根據證券及期貨條例第317條，Newwood視作於董先生、泰穎及泰嶸所持的全部股份中擁有權益。
- Newwood及多樂由董先生全資擁有。根據認購協議，認購事項完成後，Newwood及多樂將分別認購461,711,082及92,342,216股新股份。董先生亦為股東協議的訂約方，因此，根據證券及期貨條例第317條，董先生視作於Newwood、泰穎及泰嶸所持的全部股份中擁有權益。
- 泰穎由寧先生全資擁有。根據認購協議，認購事項完成後，泰穎認購438,625,528股新股份。寧先生及泰穎亦為股東協議的訂約方，因此，根據證券及期貨條例第317條，寧先生及泰穎視作於董先生、Newwood及泰嶸所持的全部股份中擁有權益。
- 泰嶸由徐先生全資擁有。根據認購協議，認購事項完成後，泰嶸認購438,625,528股新股份。徐先生及泰嶸亦為股東協議的訂約方，因此，根據證券及期貨條例第317條，徐先生及泰嶸視作於董先生、Newwood及泰穎所持的全部股份中擁有權益。

除上文所披露者外，於二零一六年六月三十日，根據證券及期貨條例第336條向本公司披露，或根據證據及期貨條例第336條記錄於本公司存置之登記冊，概無其他人士於本公司之股份或相關股份中擁有權益或淡倉。

OTHER INFORMATION 其他資料

SHARE OPTIONS

There were no outstanding share options under the share option scheme of the Company at 1 January 2016 and 30 June 2016 and no share options were granted, exercised, cancelled or lapsed during the six months ended 30 June 2016.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the six months ended 30 June 2016, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

REVIEW OF INTERIM RESULTS

The Audit Committee of the Company has reviewed with the management and the independent auditor of the Company the accounting principles and practices adopted by the Group and the unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2016.

購股權

於二零一六年一月一日及二零一六年六月三十日，本公司購股權計劃項下概無任何尚未行使之購股權，且於截至二零一六年六月三十日止六個月亦無購股權授出、行使、註銷或失效。

購買、出售或贖回本公司上市證券

截至二零一六年六月三十日止六個月，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

審閱中期業績

本公司之審核委員會已聯同管理層及本公司之獨立核數師審閱本集團所採納之會計原則及慣例，以及本集團截至二零一六年六月三十日止六個月之未經審核簡明綜合財務報表。

By Order of the Board

Dong Ping

Chairman

承董事會命

主席

董平

Hong Kong, 29 August 2016

香港，二零一六年八月二十九日

REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表審閱報告



TO THE BOARD OF DIRECTORS OF HUANXI MEDIA GROUP LIMITED
(incorporated in Bermuda with limited liability)

INTRODUCTION

We have reviewed the condensed consolidated financial statements of Huanxi Media Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 22 to 48, which comprise the condensed consolidated statement of financial position as of 30 June 2016 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial statement to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致歡喜傳媒集團有限公司董事會
(於百慕達註冊成立之有限公司)

引言

吾等已審閱載於第22至48頁之歡喜傳媒集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之簡明綜合財務報表，當中包括於二零一六年六月三十日之簡明綜合財務狀況報表與截至該日止六個月期間之相關簡明綜合損益及其他全面收益表、權益變動表及現金流量表以及若干附註。香港聯合交易所有限公司證券上市規則規定須按照其相關規定及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)編製中期財務報表之報告。貴公司董事須負責根據香港會計準則第34號編製及呈報該等簡明綜合財務報表。吾等之責任乃根據吾等之審閱對該等簡明綜合財務報表作出結論，並按照吾等雙方所協定委聘條款，僅向全體董事會報告，而不作其他用途。吾等概不就本報告之內容，對任何其他人士負責或承擔責任。

REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表審閱報告

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong, 29 August 2016

審閱範圍

吾等已根據香港會計師公會頒佈之香港審閱委聘準則第2410號「由主體的獨立審計師進行的中期財務信息審閱」進行審閱。審閱該等簡明綜合財務報表包括主要向負責財務及會計事務之人員作出查詢，及應用分析和其他審閱程序。審閱之範圍遠較根據香港審計準則進行審核之範圍為小，故吾等不能保證吾等將知悉在審核中可能發現之所有重大事項。因此，吾等不會發表審核意見。

結論

根據吾等之審閱，吾等並無發現任何事項，令吾等相信簡明綜合財務報表在各重大方面未有根據香港會計準則第34號編製。

德勤•關黃陳方會計師行
執業會計師

香港，二零一六年八月二十九日

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 簡明綜合損益及其他全面收益表

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 HK\$' 000 港幣千元 (Unaudited) (未經審核)	2015 二零一五年 HK\$' 000 港幣千元 (Unaudited) (未經審核)
	Notes 附註		
Revenue	3	10,641	31,871
Cost of sales and service rendered		(15,883)	(25,515)
Gross (loss) profit		(5,242)	6,356
Investment and other income	4	1,404	5,025
Other gains and losses, net	5	(2,359)	–
Selling and distribution costs		(147)	(552)
Administrative expenses		(48,209)	(14,103)
Share-based payments	20(b)	(513,450)	–
Impairment loss on goodwill	14	–	(2,320)
Finance costs	6	–	(461)
Loss before tax		(568,003)	(6,055)
Income tax expense	7	–	(12)
Loss for the period	8	(568,003)	(6,067)
Other comprehensive income			
<i>Item that may be reclassified subsequently to profit or loss</i>			
Exchange differences arising on translation of foreign operations		(92)	75
Total comprehensive expense for the period		(568,095)	(5,992)
Loss per share			
– Basic (HK dollar)	10	(0.24)	(0.01)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況報表

At 30 June 2016 於二零一六年六月三十日

			30 June	31 December
			2016	2015
			二零一六年	二零一五年
			六月三十日	十二月三十一日
		Notes	HK\$' 000	HK\$' 000
		附註	港幣千元	港幣千元
			(Unaudited)	(Audited)
			(未經審核)	(經審核)
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	11	2,881	1,826
Art work	藝術品	12	20,000	–
Prepayment for film and TV rights	電影及電視劇版權預付款	13	217,999	–
			240,880	1,826
CURRENT ASSETS	流動資產			
Film and TV rights	電影及電視劇版權	15	34,973	–
Film rights investment	電影版權投資	16	–	13,925
Trade and other receivables, and prepayments	應收賬款及其他應收款項， 以及預付款	17	153,232	257,356
Investments held for trading	持作買賣投資	18	53,391	55,580
Bank balances and cash	銀行結餘及現金		491,811	726,598
			733,407	1,053,459
CURRENT LIABILITIES	流動負債			
Trade and other payables	應付賬款及其他應付款項	19	29,019	55,243
Tax payable	應付稅項		9,797	9,926
			38,816	65,169
NET CURRENT ASSETS	流動資產淨值		694,591	988,290
NET ASSETS	資產淨值		935,471	990,116
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	20	25,531	23,086
Reserves	儲備		909,940	967,030
TOTAL EQUITY	權益總額		935,471	990,116

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

		Share capital	Share premium	Capital reserve	Contributed surplus	Exchange reserve	(Accumulated losses) retained profits	Total
		股本	股份溢價	資本儲備	實繳盈餘	匯兌儲備	(累計虧損) 保留溢利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2016 (audited)	於二零一六年一月一日 (經審核)	23,086	887,788	2,099	149,220	(1,779)	(70,298)	990,116
Loss for the period	本期虧損	-	-	-	-	-	(568,003)	(568,003)
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	(92)	-	(92)
Total comprehensive expense for the period	本期全面開支總額	-	-	-	-	(92)	(568,003)	(568,095)
Issue of shares to two film directors (Note 20(b))	向兩名電影導演發行股份(附註20(b))	2,445	511,005	-	-	-	-	513,450
At 30 June 2016 (unaudited)	於二零一六年六月三十日 (未經審核)	25,531	1,398,793	2,099	149,220	(1,871)	(638,301)	935,471
At 1 January 2015 (audited)	於二零一五年一月一日 (經審核)	5,771	151,481	2,099	149,220	5,041	22,498	336,110
Loss for the period	本期虧損	-	-	-	-	-	(6,067)	(6,067)
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	75	-	75
Total comprehensive income (expense) for the period	本期全面收益(開支)總額	-	-	-	-	75	(6,067)	(5,992)
At 30 June 2015 (unaudited)	於二零一五年六月三十日 (未經審核)	5,771	151,481	2,099	149,220	5,116	16,431	330,118

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 港幣千元 (Unaudited) (未經審核)
OPERATING ACTIVITIES	經營活動		
Net cash (used in) from operating activities	經營活動所(耗用)產生之現金淨額	(214,093)	18,401
INVESTING ACTIVITIES	投資活動		
Addition of loan receivables	應收貸款增加	(3,000)	–
Proceeds from loan receivables	應收貸款所得款項	3,000	–
Purchase of art work	購買藝術品	(20,000)	–
Purchase of property, plant and equipment	購買物業、廠房及設備	(2,000)	(2)
Other investing activities	其他投資活動	1,416	4,724
Net cash (used in) from investing activities	投資活動所(耗用)產生之現金淨額	(20,584)	4,722
Net (decrease) increase in cash and cash equivalents	現金及現金等值之(減少)增加淨額	(234,677)	23,123
Cash and cash equivalents at beginning of the period	期初之現金及現金等值	726,598	231,917
Effect of foreign exchange rate changes	外匯匯率變動之影響	(110)	82
Cash and cash equivalents at end of the period, represented by bank balances and cash	期末之現金及現金等值，指銀行結餘及現金	491,811	255,122

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values, as appropriate.

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2016 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2015.

In the current interim period, the Group has applied, for the first time, the following amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA that are relevant for the preparation of the Group’s condensed consolidated financial statements.

Amendments to HKFRS 11	Accounting for acquisitions of interests in joint operations
Amendments to HKAS 1	Disclosure initiative
Amendments to HKAS 16 and HKAS 38	Clarification of acceptable methods of depreciation and amortisation
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer plants
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment entities: Applying the consolidation exception
Amendments to HKFRSs	Annual improvements to HKFRSs 2012 – 2014 cycle

1. 編製基準

簡明綜合財務報表已根據香港會計師公會（「香港會計師公會」）所頒佈香港會計準則第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則（「上市規則」）附錄16所載之適用披露規定編製。

2. 主要會計政策

除若干金融工具以公平值計量（倘合適）外，簡明綜合財務報表乃根據歷史成本基準編製。

除以下說明外，於截至二零一六年六月三十日止六個月之簡明綜合財務報表採用之會計政策及計算方法與本集團編製截至二零一五年十二月三十一日止年度之年度財務報表所採納者相同。

於本中期期間，本集團已首次應用下列由香港會計師公會所頒佈且與編製本集團簡明綜合財務報表相關之香港財務報告準則（「香港財務報告準則」）之修訂。

香港財務報告準則第11號之修訂	收購合營業務權益之會計處理
香港會計準則第1號之修訂	披露主動性
香港會計準則第16號及香港會計準則第38號之修訂	釐清可接納之折舊及攤銷方法
香港會計準則第16號及香港會計準則第41號之修訂	農業：生產性植物
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂	投資實體：應用綜合賬目之例外情況
香港財務報告準則之修訂	香港財務報告準則二零一二年至二零一四年週期之年度改進

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

The application of the above amendments to HKFRSs in the current interim period has had no material effect on the amounts reported in the condensed consolidated financial statements and/or disclosures set out in the condensed consolidated financial statements.

In addition, the Group has applied the following accounting policy:

FILM AND TV RIGHTS

Film and TV rights represent films, television programmes and television drama series produced by the Group or acquired by the Group. Film and TV rights are stated at cost less any identified impairment loss. Costs of film and TV rights comprise fees paid and payable under agreements, direct costs/expenses incurred during the production of films and TVs, for the reproduction and/or distribution of films and TVs. The costs of film and TV rights are recognised as an expense in the consolidated statement of profit or loss and other comprehensive income based on the proportion of actual income earned from a film and TV during the year to the total estimated income from the distribution and/or broadcasting of film and TV rights for that film and TV.

Costs of film and TV in production include all direct costs associated with the production of films and TVs are transferred to film and TV rights upon completion.

At the end of each reporting period, both internal and external market information are considered to assess whether there is any indication that assets included in film and TV rights (including film and TV in production) are impaired. If any such indication exists, the carrying amount of such assets is assessed and where relevant, an impairment loss is recognised to reduce the asset to its recoverable amount. Such impairment losses are recognised in the consolidated statement of profit or loss and other comprehensive income.

ART WORK

Art work is shown at historical cost less any identified impairment loss.

2. 主要會計政策 (續)

於本中期期間應用上述香港財務報告準則之修訂對簡明綜合財務報表呈報之金額及／或簡明綜合財務報表所載之披露事項並無重大影響。

此外，本集團已採用以下會計政策：

電影及電視劇版權

電影及電視劇版權指本集團製作或收購之電影、電視節目及電視劇。電影及電視劇版權乃按成本減任何可資識別減值虧損列賬。電影及電視劇版權之成本包括根據協議就電影及電視劇製作過程中複製及／或發行電影及電視劇所產生之直接成本／開支而支付及應付之費用。電影及電視劇版權之成本根據電影及電視劇於年內所得實際收入佔該電影及電視劇之版權發行及／或播映所得估計總收入之比例，於綜合損益表及其他全面收益表內確認為開支。

制作中之電影及電視劇的成本包括涉及電影及電視劇製作相關的所有直接成本，於完成時轉撥至電影及電視劇版權。

於每個報告期末，經由參考內部及外部市場資料，評估電影及電視劇版權中的資產（包括製作中的電影及電視劇）是否存在任何減值跡象。如存在任何減值跡象，則評估有關資產之賬面值，以及在適當情況下確認減值虧損以將資產削減至其可回收金額。有關減值虧損會於綜合損益表及其他全面收益表中確認。

藝術品

藝術品按歷史成本減任何可資識別的減值虧損入賬。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

3. SEGMENT INFORMATION

The following is an analysis of the Group's revenue and results by operating and reportable segments, based on information provided to the chief operating decision maker ("CODM") representing the executive directors of the Company, for the purpose of resource allocation and assessment of segment performance on types of services provided and goods sold. This is also the basis upon which the Group is arranged and organised.

The Group's operations are currently organised into three operating and reportable segments as follows:

Film rights investment	–	Film rights investment and investment in film and TV rights
Property agency in Hong Kong and the People's Republic of China (the "PRC")	–	Provision of property agency and related services in Hong Kong and the PRC
Securities trading and investments	–	Securities trading and investments

3. 分部資料

以下為按經營及可呈報分部而劃分之本集團收益及業績分析，此分析乃基於就資源分配及按所提供服務及所銷售貨品之類別評估分部表現而向主要經營決策者（「主要經營決策者」，即本公司之執行董事）提供之資料。此亦為本集團部署及組織之基礎。

本集團之業務現時分為三個經營及可呈報分部，詳情如下：

電影版權投資	–	電影版權投資和於電影及電視劇版權之投資
香港及中華人民共和國（「中國」）之物業代理	–	於香港及中國提供物業代理及相關服務
證券買賣及投資	–	證券買賣及投資

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

3. SEGMENT INFORMATION (Continued)

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

SEGMENT REVENUE AND RESULTS

For the six months ended 30 June 2016 (Unaudited)

3. 分部資料(續)

本集團按經營及可呈報分部劃分之收益及業績分析如下：

分部收益及業績

截至二零一六年六月三十日止六個月期間
(未經審核)

		Film rights investment 電影版權投資 HK\$'000 港幣千元	Property agency in Hong Kong and the PRC 香港及中國之物業代理 HK\$'000 港幣千元	Securities trading and investments 證券買賣及投資 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元
Segment revenue	分部收益				
– External sales	– 外部銷售	6,048	4,593	–	10,641
Segment loss	分部虧損	(530,985)	(1,017)	(2,798)	(534,800)
Unallocated corporate income	未分配之企業收入				543
Unallocated corporate expenses	未分配之企業開支				(33,746)
Consolidated loss before tax	除稅前綜合虧損				(568,003)
Other information (included in measure of segment loss)	其他資料(包括計入分部虧損)				
Fair value change on investments held for trading	持作買賣投資之公平值變動	–	–	2,984	2,984
Investment and other income	投資及其他收入	95	9	804	908
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	2	84	244	330
Reversal of impairment loss on trade receivables	撥回應收賬款之減值虧損	–	268	–	268
Impairment loss on trade receivables	應收賬款之減值虧損	–	30	–	30

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

3. SEGMENT INFORMATION (Continued)

SEGMENT REVENUE AND RESULTS (Continued)

For the six months ended 30 June 2015 (Unaudited)

		Film rights investment 電影版權投資 HK\$'000 港幣千元	Property agency in Hong Kong and the PRC 香港及中國之物業代理 HK\$'000 港幣千元	Securities trading and investments 證券買賣及投資 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元
Segment revenue	分部收益				
– External sales	– 外部銷售	-	31,871	-	31,871
Segment profit (loss)	分部溢利(虧損)	801	(6,598)	-	(5,797)
Unallocated corporate income	未分配之企業收入				3,180
Unallocated corporate expenses	未分配之企業開支				(2,977)
Finance costs	財務費用				(461)
Consolidated loss before tax	除稅前綜合虧損				(6,055)
Other information (included in measure of segment profit (loss))	其他資料(包括計入分部溢利(虧損))				
Investment and other income	投資及其他收入	1,789	52	4	1,845
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	4	327	1	332
Impairment loss on goodwill	商譽之減值虧損	-	2,320	-	2,320

All of the segment revenue net of tax on film rights investment above is from a related party (note 23(a)). All of the segment revenue on property agency reported above are from external customers.

Segment (loss) profit represents the (loss) profit from each segment without allocation of unallocated corporate income (which mainly includes loan interest income and bank interest income), unallocated corporate expenses (which mainly include administration expenses) and finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

3. 分部資料(續)

分部收益及業績(續)

截至二零一五年六月三十日止六個月期間
(未經審核)

		Film rights investment 電影版權投資 HK\$'000 港幣千元	Property agency in Hong Kong and the PRC 香港及中國之物業代理 HK\$'000 港幣千元	Securities trading and investments 證券買賣及投資 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元
Segment revenue	分部收益				
– External sales	– 外部銷售	-	31,871	-	31,871
Segment profit (loss)	分部溢利(虧損)	801	(6,598)	-	(5,797)
Unallocated corporate income	未分配之企業收入				3,180
Unallocated corporate expenses	未分配之企業開支				(2,977)
Finance costs	財務費用				(461)
Consolidated loss before tax	除稅前綜合虧損				(6,055)
Other information (included in measure of segment profit (loss))	其他資料(包括計入分部溢利(虧損))				
Investment and other income	投資及其他收入	1,789	52	4	1,845
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	4	327	1	332
Impairment loss on goodwill	商譽之減值虧損	-	2,320	-	2,320

上述電影版權投資之所有分部收益(扣除稅項)均來自一名關連人士(附註23(a))。上述呈報的物業代理之所有分部收益均來自外部客戶。

分部(虧損)溢利指各分部的(虧損)溢利,但並無分配未分配企業收入(主要包括貸款利息收入及銀行利息收入)、未分配企業開支(主要包括行政開支)及財務費用。此乃為就資源分配及評估表現而向主要經營決策者匯報的計量指標。

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3. SEGMENT INFORMATION (Continued)

SEGMENT ASSETS AND LIABILITIES

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

3. 分部資料(續)

分部資產及負債

按經營及可呈報分部劃分之本集團資產及負債分析如下：

		Film rights investment 電影版權投資		Property agency in Hong Kong and the PRC 香港及中國之物業代理		Securities trading and investment 證券買賣及投資		Consolidated 綜合	
		30 June 2016 二零一六年六月三十日 HK\$'000 港幣千元	31 December 2015 二零一五年十二月三十一日 HK\$'000 港幣千元	30 June 2016 二零一六年六月三十日 HK\$'000 港幣千元	31 December 2015 二零一五年十二月三十一日 HK\$'000 港幣千元	30 June 2016 二零一六年六月三十日 HK\$'000 港幣千元	31 December 2015 二零一五年十二月三十一日 HK\$'000 港幣千元	30 June 2016 二零一六年六月三十日 HK\$'000 港幣千元	31 December 2015 二零一五年十二月三十一日 HK\$'000 港幣千元
ASSETS	資產								
Segment assets	分部資產	494,327	265,839	7,020	21,287	54,513	56,418	555,860	343,544
Unallocated assets	未分配資產	-	-	-	-	-	-	418,427	711,741
Consolidated assets	綜合資產							974,287	1,055,285
LIABILITIES	負債								
Segment liabilities	分部負債	21,608	38,574	6,481	19,855	1,628	2,582	29,717	61,011
Unallocated liabilities	未分配負債	-	-	-	-	-	-	9,099	4,158
Consolidated liabilities	綜合負債							38,816	65,169

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

- all assets are allocated to operating and reportable segments other than certain property, plant and equipment, art work, certain other receivables and certain bank balances and cash; and
- all liabilities are allocated to operating and reportable segments other than certain other payables and tax payable.

為監察分部表現及在分部間分配資源：

- 所有資產分配至經營及可呈報分部，惟若干物業、廠房及設備、藝術品、若干其他應收款項及若干銀行結餘及現金除外；及
- 所有負債分配至經營及可呈報分部，惟若干其他應付款項及應付稅項除外。

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4. INVESTMENT AND OTHER INCOME

4. 投資及其他收入

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 港幣千元 (Unaudited) (未經審核)
Dividend income	股息收入	804	–
Interest on bank deposits	銀行存款利息	564	1,550
Interest on loan receivable	應收貸款利息	22	3,174
Sundry income	雜項收入	14	301
		1,404	5,025

5. OTHER GAINS AND LOSSES, NET

5. 其他收益及虧損，淨額

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 港幣千元 (Unaudited) (未經審核)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	(583)	–
Exchange gain	匯兌收益	970	–
Impairment loss on trade receivables	應收賬款之減值虧損	(30)	–
Reversal of impairment loss on trade receivables	撥回應收賬款之減值虧損	268	–
Fair value change on investments held for trading	持作買賣投資之公平值變動	(2,984)	–
		(2,359)	–

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6. FINANCE COSTS

6. 財務費用

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 港幣千元 (Unaudited) (未經審核)
Interest expense on loan payables	應付貸款之利息開支	-	461

7. INCOME TAX EXPENSE

7. 所得稅開支

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 港幣千元 (Unaudited) (未經審核)
The tax charge comprises:	稅項開支包括：		
Provision of Hong Kong Profits Tax for the period	本期香港利得稅撥備	-	12

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods.

兩段期間之香港利得稅均按估計應課稅溢利之16.5%稅率計算。

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，自二零零八年一月一日起，中國附屬公司之稅率為25%。

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8. LOSS FOR THE PERIOD

Loss for the period has been arrived at after charging (crediting):

8. 本期虧損

本期虧損經扣除(計入)下列各項：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	330	332
Impairment loss on trade receivables	應收賬款之減值虧損	30	-
Interest income	利息收入	(586)	(4,724)
Reversal of impairment loss on trade receivables	撥回應收賬款之減值虧損	(268)	-

9. DIVIDENDS

No dividends were paid, declared or proposed for the six months ended 30 June 2016 and 2015, nor has any dividend been proposed since the end of both reporting periods.

9. 股息

於截至二零一六年及二零一五年六月三十日止六個月，並無派付、宣派或擬派任何股息，而自該兩段報告期末起，亦未建議派付任何股息。

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10. LOSS PER SHARE

The calculation of the basic loss per share attributable to the owners of the Company is based on the following data:

10. 每股虧損

本公司擁有人應佔每股基本虧損乃根據以下數據計算：

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 港幣千元 (Unaudited) (未經審核)
Loss for the period attributable to the owners of the Company for the purposes of basic loss per share	用以計算每股基本虧損之本公司擁有人應佔本期虧損	(568,003)	(6,067)
		Number of ordinary shares 普通股數目	
		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 '000 千股	2015 二零一五年 '000 千股
Weighted average number of ordinary shares for the purposes of basic loss per share	用以計算每股基本虧損之普通股加權平均數	2,327,362	577,138

No diluted loss per share is presented in both periods, as there were no potential ordinary shares outstanding during the six months ended 30 June 2016 and 2015.

由於截至二零一六年及二零一五年六月三十日止六個月並無已發行之潛在普通股，因此並無呈列兩段期間之每股攤薄虧損。

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11. PROPERTY, PLANT AND EQUIPMENT

During the period, the Group disposed of certain property, plant and equipment with an aggregate carrying amount of HK\$609,000 for proceeds of HK\$26,000, resulting in a loss on disposal of HK\$583,000.

During the period, the Group acquired property, plant and equipment for a cash consideration of HK\$2,000,000 (for the six months ended 30 June 2015: HK\$2,000).

12. ART WORK

During the period, the Group acquired certain art work for a cash consideration of HK\$20,000,000. In the opinion of the directors, having considered that substantial portion of art work was purchased during the period from sizable auction houses, there was no indication of impairment as at 30 June 2016.

13. PREPAYMENT FOR FILM AND TV RIGHTS

11. 物業、廠房及設備

期內，本集團出售賬面值合共為港幣609,000元之若干物業、廠房及設備，所得款項為港幣26,000元，因而錄得出售虧損為港幣583,000元。

期內，本集團添置物業、廠房及設備之現金代價為港幣2,000,000元（截至二零一五年六月三十日止六個月：港幣2,000元）。

12. 藝術品

期內，本集團以現金代價港幣20,000,000元添置若干藝術品。董事認為，鑒於大部份藝術品乃於期內購自大型拍賣行，故於二零一六年六月三十日，並無減值跡象。

13. 電影及電視劇版權預付款

		30 June 2016 二零一六年 六月三十日 HK\$'000 港幣千元 (Unaudited) (未經審核)	31 December 2015 二零一五年 十二月三十一日 HK\$'000 港幣千元 (Audited) (經審核)
Master China Films Limited ("Master China") (Note a)	Master China Films Limited ("Master China") (附註a)	117,999	-
Mr. Chan Ho Sun Peter ("Mr. Chan") (Note b)	陳可辛先生 ("陳先生") (附註b)	100,000	-
		217,999	-

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13. PREPAYMENT FOR FILM AND TV RIGHTS (Continued)

- (a) The prepayment was paid to Master China, a company owned by Mr. Wong Kar Wai ("Mr. Wong"), for the production of the proposed internet drama series pursuant to the agreement entered, details of which are set out in note 20b(i). The prepayment will form part of the contribution by the Group for the production cost of the proposed internet drama series (which is subject to acceptance by the Group before investment), of which the budget production cost will be provided to the Group and the related payment terms of such production cost will be further agreed between the respective parties. Upon commencement of the production of the internet drama series, the amount will be transferred to film and TV rights.
- (b) The prepayment was paid to Mr. Chan for the production of the proposed films pursuant to the agreement entered, details of which are set out in note 20b(ii). The prepayment will form part of the contribution by the Group for the production cost of the proposed films (which is subject to acceptance by the Group before investment), of which the budget production cost will be provided to the Group and the related payment terms of such production cost will be further agreed between the respective parties. Upon commencement of the production of the films, the amount will be transferred to film and TV rights.

14. GOODWILL

Goodwill is allocated to the groups of cash generating units ("CGUs") identified according to operating segment. The goodwill allocated to the property agency segment in the PRC was fully impaired in 2012 whereas the goodwill allocated to the property agency segment in Hong Kong is fully impaired during the year ended 31 December 2015 (for the six months ended 30 June 2015: HK\$2,320,000).

13. 電影及電視劇版權預付款 (續)

- (a) 根據已訂立之協議，就製作擬定網絡系列影視劇（詳情載於附註20b(i)）之預付款已支付予Master China（一間由王家衛先生（「王先生」）擁有之公司）。預付款將構成本集團對擬定網絡系列影視劇（須獲本集團同意方會作出投資）製作成本之部分出資。本集團將獲提供製作成本之預算，而有關製作成本之相關付款條款將由各方進一步協定。該款項將於網絡系列影視劇開始製作後轉撥至電影及電視劇版權。
- (b) 根據已訂立之協議，就製作擬定電影（詳情載於附註20b(ii)）之預付款項已支付予陳先生。預付款將構成本集團對擬定電影（須獲本集團同意方會作出投資）製作成本之部分出資。本集團將獲提供製作成本之預算，而有關製作成本之相關付款條款將由各方進一步協定。該款項將於電影開始製作後轉撥至電影及電視劇版權。

14. 商譽

商譽乃根據經營分部確定之現金產生單位（「現金產生單位」）而被分配至現金產生單位組合。分配至中國物業代理分部之商譽已於二零一二年悉數減值，而分配至香港物業代理分部之商譽已於截至二零一五年十二月三十一日止年度悉數減值（截至二零一五年六月三十日止六個月：港幣2,320,000元）。

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15. FILM AND TV RIGHTS

15. 電影及電視劇版權

		HK\$'000 港幣千元
At 1 January 2016	於二零一六年一月一日	-
Additions	增購	35,524
Exchange realignment	外匯調整	(551)
At 30 June 2016	於二零一六年六月三十日	34,973

During the period, the Group entered into an agreement with an independent third party for the internet income rights to a film directed by the Mr. Yang Lu and Mr. Ning Hao ("Mr. Ning") for a consideration of RMB30,000,000 (equivalent to approximately HK\$34,973,000). Based on the agreement, the Group would be required to pay an additional amount of RMB5,000,000 if the box office receipt of the film exceeds RMB300,000,000.

期內，本集團與一名獨立第三方訂立協議，以代價人民幣30,000,000元（相當於約港幣34,973,000元）獲得路陽先生及寧浩先生（「寧先生」）執導之電影的網絡收益權。根據協議，倘該電影票房收入超過人民幣300,000,000元，則本集團須額外支付人民幣5,000,000元。

16. FILM RIGHTS INVESTMENT

16. 電影版權投資

		HK\$'000 港幣千元
At 1 January 2016	於二零一六年一月一日	13,925
Recognised as an expense included in cost of sales	確認為開支（計入銷售成本）	(13,973)
Exchange realignment	外匯調整	48
At 30 June 2016	於二零一六年六月三十日	-

During the year ended 31 December 2015, the Group entered into an agreement with 東陽映月影視文化傳播有限公司（「東陽映月」）to invest 20% income right of the film of RMB11,800,000 (equivalent to approximately HK\$13,925,000) which was recognised as film rights investment. The Group is entitled to recover its investment amount and a return of 20% of the profit to be derived from the release of the film in any media and in any format less distribution cost, production cost and promotion expenses. The amount of HK\$5,921,000 was not settled at 31 December 2015 and was recognised as film rights investment payable. During the six months ended 30 June 2016, the film was released and the entire film rights investment was recognised as cost of sales.

截至二零一五年十二月三十一日止年度，本集團與東陽映月影視文化傳播有限公司（「東陽影月」）訂立協議，投資價值人民幣11,800,000元（相當於約港幣13,925,000元）的20%電影收益權，並將其確認為電影版權投資。本集團有權收回其投資款項並從電影以任何媒體及任何形式發行所產生的利潤（已扣減分銷成本、製作成本及宣傳費用）中獲得20%的回報。其中金額港幣5,921,000元於二零一五年十二月三十一日尚未清償，並確認為應付電影版權投資。截至二零一六年六月三十日止六個月期間，該電影已發行，故所有電影版權投資已確認為銷售成本。

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17. TRADE AND OTHER RECEIVABLES, AND PREPAYMENTS

17. 應收賬款及其他應收款項，以及預付款

		30 June	31 December
		2016	2015
		二零一六年	二零一五年
		六月三十日	十二月三十一日
		HK\$' 000	HK\$' 000
		港幣千元	港幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Trade receivables	應收賬款	96,164	245,647
Less: Allowance for doubtful debts	減：呆賬撥備	(6,890)	(7,557)
		89,274	238,090
Prepayments	預付款	47,505	1,676
Prepayment on film script fee	電影劇本費用之預付款	-	73
Other deposit paid	已支付之其他按金	8,540	9,365
Other receivables	其他應收款項	7,913	8,152
		153,232	257,356

Trade receivables from film and TV rights are usually received within 60 days after the completion of release of the film in movie theatres according to the timing for settlement schedule stipulated in the investment agreement.

For property agency segment, the Group allows an average credit period of 60 to 90 days to property developers whilst the individual customers are obliged to settle the amounts upon completion of the relevant agreements and generally no credit terms are granted.

電影及電視劇版權之應收賬款通常根據投資協議中訂明的結算時間表於電影院完成電影放映後六十日內收取。

物業代理分部方面，本集團給予物業發展商之信貸期平均為六十至九十日，而個人客戶則須於相關協議完成時清償款項，故一般不獲授予信貸期。

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17. TRADE AND OTHER RECEIVABLES, AND PREPAYMENTS (Continued)

As at 30 June 2016, trade and other receivables included trade receivables of approximately HK\$89,274,000 (31 December 2015: HK\$238,090,000) and an aged analysis of trade receivables net of allowance for doubtful debts presented based on the invoice date at the end of reporting period is as follows:

Trade receivables	應收賬款
0 – 30 days	0至30日
31 – 60 days	31至60日
61 – 90 days	61至90日
91 – 180 days	91至180日
Over 180 days	180日以上

As at 30 June 2016, trade receivables included an amount of HK\$6,311,000 from 東陽映月, which is wholly-owned by Mr. Ning, a non-executive director of the Company.

17. 應收賬款及其他應收款項，以及預付款(續)

於二零一六年六月三十日，應收賬款及其他應收款項包括應收賬款約港幣89,274,000元(二零一五年十二月三十一日：港幣238,090,000元)及應收賬款(扣除呆賬撥備)於報告期末按發票日期呈列之賬齡分析如下：

30 June 2016 二零一六年 六月三十日 HK\$'000 港幣千元 (Unaudited) (未經審核)	31 December 2015 二零一五年 十二月三十一日 HK\$'000 港幣千元 (Audited) (經審核)
	1,402
	221,794
	2,282
	3,684
	8,928
89,274	238,090

於二零一六年六月三十日，應收賬款包括來自東陽映月(由本公司非執行董事寧先生全資擁有)之款項為港幣6,311,000元。

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17. TRADE AND OTHER RECEIVABLES, AND PREPAYMENTS (Continued)

As at 30 June 2016, trade receivables included an amount of HK\$79,474,000 (31 December 2015: HK\$222,059,000) from 北京真樂道文化傳播有限公司, which is wholly-owned by Mr. Xu Zheng ("Mr. Xu"), a non-executive director of the Company. The directors of the Company assess whether allowance on these receivables is necessary on a regular basis after considering (i) industry practice in settlement and (ii) subsequent settlements.

As at 30 June 2016, prepayments mainly represented the consideration of HK\$35,775,000 to an independent third party for the preparation work of the film during the period. The film was solely invested by the Group and directed by Mr. Ning. The production of the film has been commenced afterwards. Accordingly, the prepayment was classified as current asset. Also, a prepayment of RMB6,000,000 (equivalent to approximately HK\$7,180,000) was paid to an independent third party for service fee to develop an online platform for the Group, which is refundable if the transaction is terminated.

As at 30 June 2016, other receivables included legal claim receivable of approximately RMB6,687,000 (equivalent to approximately HK\$7,795,000) (31 December 2015: RMB6,687,000, equivalent to approximately HK\$7,891,000) as set out in note 24.

17. 應收賬款及其他應收款項，以及預付款(續)

於二零一六年六月三十日，應收賬款包括來自北京真樂道文化傳播有限公司(由本公司非執行董事徐崢先生(「徐先生」)全資擁有)之款項為港幣79,474,000元(二零一五年十二月三十一日：港幣222,059,000元)。本公司董事考慮(i)行業之結算慣例及(ii)後續結算，以評估是否有必要定期就該等應收款項作出撥備。

於二零一六年六月三十日，預付款主要指期內就一部電影之籌備工作支付予一名獨立第三方之代價港幣35,775,000元。該電影由本集團單獨投資並由寧先生執導。該電影製作已於隨後展開。因此，預付款分類為流動資產。此外，已向另一名獨立第三方支付預付款人民幣6,000,000元(相當於約港幣7,180,000元)，作為本集團發展網絡平台之服務費，倘交易終止，該款項可予退還。

於二零一六年六月三十日，其他應收款項包括附註24中載述的法律索賠應收款項約人民幣6,687,000元(相當於約港幣7,795,000元)(二零一五年十二月三十一日：人民幣6,687,000元，相當於約港幣7,891,000元)。

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18. INVESTMENTS HELD FOR TRADING

Investments held for trading at the end of the reporting period included:

Listed securities: 上市證券：
Equity securities listed in Hong Kong 於香港上市之股本證券

As at 30 June 2016 and 31 December 2015, the investments held for trading included the investments in securities of Hong Kong Exchanges and Clearing Limited which is listed in Hong Kong.

The fair value was based on the quoted prices of the respective securities in active markets.

At 30 June 2016 and 31 December 2015, no investments held for trading were pledged as security.

19. TRADE AND OTHER PAYABLES

As at 30 June 2016, trade and other payables included commissions payables of approximately HK\$4,795,000 (31 December 2015: HK\$17,394,000) to property consultants and cooperative estate agents, which are due for payment only upon the receipt of corresponding agency fees from customers.

As at 31 December 2015, trade and other payables included provision for litigation claim initiated by a third party namely 上海龍韻廣告傳播股份有限公司 (Shanghai Longyun Advertising & Media Co., Ltd.) ("Shanghai Longyun") of approximately RMB9,611,000 (equivalent to approximately HK\$11,342,000). Details of the litigation are set out in note 24.

18. 持作買賣之投資

於報告期末持作買賣之投資包括：

30 June 2016 二零一六年 六月三十日 HK\$'000 港幣千元 (Unaudited) (未經審核)	31 December 2015 二零一五年 十二月三十一日 HK\$'000 港幣千元 (Audited) (經審核)
53,391	55,580

於二零一六年六月三十日及二零一五年十二月三十一日，持作買賣之投資包括於香港交易及結算所有限公司（於香港上市）之證券投資。

公平值乃根據相關證券於活躍市場之報價計算。

於二零一六年六月三十日及二零一五年十二月三十一日，並無持作買賣之投資已用作抵押擔保。

19. 應付賬款及其他應付款項

於二零一六年六月三十日，應付賬款及其他應付款項包括應付物業顧問及合作地產代理之佣金約港幣4,795,000元（二零一五年十二月三十一日：港幣17,394,000元），僅於收到客戶之相關代理費用時方須支付。

於二零一五年十二月三十一日，應付賬款及其他應付款項包括就第三方上海龍韻廣告傳播股份有限公司（「上海龍韻」）提出的訴訟索賠撥備約人民幣9,611,000元（相當於約港幣11,342,000元）。訴訟詳情載於附註24。

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20. SHARE CAPITAL

20. 股本

		Number of shares 股份數目	Share capital 股本 HK\$'000 港幣千元
Authorised:	法定：		
Ordinary shares	普通股		
At 1 January 2015, 31 December 2015 and 30 June 2016 , at HK\$0.01 each	於二零一五年一月一日、 二零一五年十二月三十一日 及二零一六年六月三十日， 每股面值港幣0.01元	50,000,000,000	500,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2015	於二零一五年一月一日	577,138,852	5,771
Issue of shares upon subscription of shares (Note a)	根據認購股份而發行股份 (附註a)	1,701,416,556	17,015
Issue of shares to a financial adviser (Note a)	向財務顧問發行股份 (附註a)	30,000,000	300
At 31 December 2015	於二零一五年十二月三十一日	2,308,555,408	23,086
Issue of shares to two film directors (Note b(i) & (ii))	向兩名電影導演發行股份 (附註b(i)及(ii))	244,500,000	2,445
At 30 June 2016	於二零一六年六月三十日	2,553,055,408	25,531

Notes:

a. Pursuant to the subscription agreement and an amendment agreement dated 14 April 2015 and 13 May 2015 respectively, 1,701,416,556 subscription shares at a subscription price of HK\$0.40 per share and 30,000,000 shares to a financial adviser of HK\$2.70 per share, being fair value of the date of issuance, for settlement of the financial advisory services rendered to the Group were allotted and issued on 2 September 2015. The net proceeds from the subscription of shares was approximately HK\$672,622,000, which was intended to be used for (i) providing the Group with an opportunity to leverage on the extensive experience, expertise and business connection of the subscribers, particularly Mr. Dong Ping, Mr. Ning and Mr. Xu to develop existing and new business in the advertising, media and entertainment industry; and (ii) the Group's general working capital. For the details of the subscription of shares and issue of shares to a financial adviser, please refer to the Company's circular dated 5 August 2015.

附註：

a. 分別根據日期為二零一五年四月十四日及二零一五年五月十三日之認購協議及修訂協議，於二零一五年九月二日已按認購價每股港幣0.40元配發及發行1,701,416,556股認購股份，並向財務顧問配發及發行每股港幣2.70元(即發行日期之公平值)之30,000,000股股份，以結付為本集團提供的財務顧問服務費用。認購股份之所得款項淨額約為港幣672,622,000元，擬用作：(i)為本集團提供拓展機會，借助認購方(尤其是董平先生、寧先生及徐先生)之廣博經驗、專長及業務聯繫發展廣告、媒體及娛樂行業之現有業務及新業務；及(ii)本集團之一般營運資金。有關認購股份及發行股份予財務顧問之詳情，請參閱本公司日期為二零一五年八月五日之通函。

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20. SHARE CAPITAL (Continued)

Notes: (Continued)

- b(i). During the period, the Group entered into an agreement ("Agreement 1") with Master China, whereby the Company issued 100,000,000 ordinary shares to Mr. Wong, Mr. Wong would provide exclusively to the Group within a period of 6 years proposals for internet drama series with two seasons to be produced by Master China as well as partially directed by Mr. Wong for the Group to consider to invest in the production of such internet drama series, and an exclusive internet distribution through new media platform would be granted to the Group after investment is decided to be made by the Group in such internet drama series. When the Group decided to invest in the internet drama series, the Group is required to contribute fully the production cost, of which such terms would be subject to another agreement to be further entered. A prepayment of RMB100,000,000 (equivalent to approximately HK\$117,999,000) in relation to the development of the production was required to be paid by the Group to Master China, details of which are set out in note 13(a). The 100,000,000 ordinary shares were issued on 17 June 2016 at HK\$2.10 (being the fair value on the date of issuance, with a total value of HK\$210,000,000). According to the Agreement 1, these shares once issued were vested with the holder(s) of the shares and the total fair value of the shares issued were recognised as share-based payments and recognised in the profit or loss during the period.
- b(ii). During the period, the Group entered into another agreement ("Agreement 2") with Mr. Chan, whereby the Company issued 144,500,000 ordinary shares to Mr. Chan, Mr. Chan would provide exclusively to the Group within a period of 6 years proposals for at least 2 films to be directed or co-directed by Mr. Chan for the Group to invest (not more than 60% interest) in the production of such proposed films, and the Company would be granted a right to acquire an exclusive distribution right through new media platform for the proposed films at consideration to be further determined at fair market price. When the Group decided to invest in the proposed films, the Group is required to contribute its share of production cost (base on its respective percentage of investment on the films), of which such terms would be subject to another agreement to be further entered. A prepayment of HK\$100,000,000 in relation to the development for the production was required to be paid by the Group to Mr. Chan, details of which are set out in note 13(b). The 144,500,000 ordinary shares were issued on 17 June 2016 at HK\$2.10 (being the fair value on the date of issuance, with a total value of HK\$303,450,000). According to the Agreement 2, these shares once issued were vested with the holder(s) of the shares and the total fair value of the shares issued were recognised as share-based payments and recognised in the profit or loss during the period.

20. 股本 (續)

附註：(續)

- b(i). 期內，本集團與Master China訂立協議（「協議1」），據此，本公司已向王先生發行100,000,000股普通股，而王先生將於六年內就由Master China製作及部分由王先生執導的總共兩季的網絡系列影視劇向本集團提供獨家權利，以供本集團考慮投資於有關網絡系列影視劇製作。本集團將於確定有關投資後，獲授予於新媒體平台獨家互聯網發行。倘若本集團決定投資於有關網絡系列影視劇，本集團須出資承擔全部製作成本，有關條款將待進一步訂立另一項協議後釐定。本集團須向Master China支付開發製作相關的預付款人民幣100,000,000元（相當於約港幣117,999,000元），有關詳情載於附註13(a)。100,000,000股普通股已於二零一六年六月十七日以每股港幣2.10元（即於發行日期之公平值，總價值為港幣210,000,000元）之價格發行。根據協議1，該等股份一經發行即歸屬股份持有人，而已發行股份之總公平值乃於期內確認為以股份為基礎之付款及於損益確認。
- b(ii). 期內，本集團與陳先生訂立另一項協議（「協議2」），據此，本公司已向陳先生發行144,500,000股普通股，陳先生將於六年內就至少兩部由陳先生執導或共同執導的電影向本集團提供獨家權利，以讓本集團投資（不超過60%的權益）於有關電影製作，而本公司將獲授予擬定電影之獨家新媒體平台互聯網發行權，代價有待進一步按公平市價釐定。倘若本集團決定投資於擬定電影，本集團須根據其電影投資比例，出資承擔部分製作成本，有關條款將待進一步訂立另一項協議後釐定。本集團須向陳先生支付開發製作相關的預付款港幣100,000,000元，有關詳情載於附註13(b)。144,500,000股普通股已於二零一六年六月十七日以每股港幣2.10元（即於發行日期之公平值，總價值為港幣303,450,000元）之價格發行。根據協議2，該等股份一經發行即歸屬股份持有人，而已發行股份之總公平值乃於期內確認為以股份為基礎之付款及於損益確認。

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21. SHARE OPTIONS

The Company has a share option scheme for eligible participants of the Group.

No share options were outstanding at the beginning and end of the period during the six months ended 30 June 2016 and 2015.

22. OPERATING LEASES

THE GROUP AS LESSEE

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

Within one year	一年內
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)

Operating lease payments represent rentals payable by the Group for certain of its premises, shops and photocopying machines. Leases are negotiated and rentals are fixed for lease terms of one to five years (31 December 2015: one to five years).

21. 購股權

本公司為本集團之合資格參與者設有購股權計劃。

於截至二零一六年及二零一五年六月三十日止六個月，概無購股權於期初及期末尚未行使。

22. 經營租賃

本集團為承租人

於報告期末，本集團就不可撤銷之經營租賃於下列期間到期應付之未來最低租約付款承擔如下：

	30 June 2016 二零一六年 六月三十日 HK\$'000 港幣千元 (Unaudited) (未經審核)	31 December 2015 二零一五年 十二月三十一日 HK\$'000 港幣千元 (Audited) (經審核)
Within one year	16,132	12,132
In the second to fifth year inclusive	26,233	17,847
	42,365	29,979

經營租約付款指本集團就若干物業、商舖及複印機之應付租金。租約經過磋商，租金於一至五年租期內不能變動(二零一五年十二月三十一日：一至五年)。

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23. RELATED PARTY DISCLOSURES

(a) RELATED PARTY TRANSACTIONS

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

Net income from film rights investment including tax from 東陽映月(Note)	來自東陽映月之電影版權投資淨收入(包括稅項)(附註)
Cost of film rights investment paid to 東陽映月(Note)	支付予東陽映月之電影版權投資成本(附註)

Note: Such transactions constituted connected transactions under the Listing Rules.

(b) RELATED PARTY BALANCES

Details of the Group's outstanding balances with related parties are set out in note 17.

23. 關連人士披露

(a) 與關連人士之交易

期內，本集團與一名關連人士訂立以下交易事項：

Six months ended 30 June 截至六月三十日止六個月

2016 二零一六年 HK\$'000 港幣千元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 港幣千元 (Unaudited) (未經審核)
6,411	-
13,973	-

附註：以上交易均構成上市規則項下之關連交易。

(b) 與關連人士之結餘

有關本集團與關連人士之間未償還結餘的詳情載於附註17。

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23. RELATED PARTY DISCLOSURES

(Continued)

(c) COMPENSATION OF KEY MANAGEMENT PERSONNEL

The remuneration of directors who were considered as key management personnel during the period is as follows:

Short-term benefits	短期福利
Post-employment benefits	退休福利

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

23. 關連人士披露 (續)

(c) 主要管理人員之補償

期內視為主要管理人員之董事酬金如下：

Six months ended 30 June

截至六月三十日止六個月

2016	2015
二零一六年	二零一五年
HK\$' 000	HK\$' 000
港幣千元	港幣千元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
5,786	450
9	10
5,795	460

董事及主要行政人員之酬金乃由薪酬委員會參照個人表現及市場趨勢而釐定。

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24. LITIGATION

During the year ended 31 December 2014, the Group's subsidiary, 廣東中觀傳媒有限公司 (Guangdong Sinofocus Media Limited) ("Guangdong Sinofocus") initiated a legal claim against 遼寧廣播電視廣告有限公司 ("Liaoning Radio") for recovering a prepayment of advertisement of approximately RMB9,611,000 (equivalent to approximately HK\$11,342,000) (the "Prepayment"), which the amount was paid by a third party, Shanghai Longyun on behalf of Guangdong Sinofocus.

After seeking legal advice, the Group considered the amount of claim to be able to recover from Liaoning Radio is RMB6,687,000 (which amount is also guaranteed by Frontier Services Group Limited (being an independent third party) pursuant to the terms of sale and purchase of the interest in Sinofocus Media (Holdings) Limited, the intermediate holding company of Guangdong Sinofocus, by the Group). Accordingly, the amount of RMB6,687,000 (equivalent to approximately HK\$7,795,000) (31 December 2015: equivalent to approximately HK\$7,891,000) was recognised as other receivable as at 30 June 2016 and 31 December 2015.

As the Prepayment was paid by Shanghai Longyun, Shanghai Longyun also initiated a legal claim against Guangdong Sinofocus for the sum of RMB9,611,000 (equivalent to approximately HK\$11,342,000). The litigation result against Shanghai Longyun was released on 8 July 2015 and Guangdong Sinofocus lost the case. The Group paid a sum of RMB9,611,000 (equivalent to approximately HK\$11,342,000) to Shanghai Longyun in full on 29 January 2016.

24. 訴訟

截至二零一四年十二月三十一日止年度，本集團附屬公司廣東中觀傳媒有限公司（「廣東中觀」）向遼寧廣播電視廣告有限公司（「遼寧廣播」）提出法律訴訟，要求收回廣告預付款約人民幣9,611,000元（相當於約港幣11,342,000元）（「預付款」）。預付款由第三方上海龍韻代表廣東中觀支付。

在徵詢法律意見後，本集團認為可自遼寧廣播收回之申索金額為人民幣6,687,000元。根據本集團就買賣廣東中觀中介控股公司中觀傳媒（控股）有限公司之權益所訂立之條款，有關款項亦由先豐服務集團有限公司（為獨立第三方）作出擔保。因此，人民幣6,687,000元（相當於約港幣7,795,000元）（二零一五年十二月三十一日：相當於約港幣7,891,000元）於二零一六年六月三十日及二零一五年十二月三十一日被確認為其他應收款項。

由於預付款由上海龍韻支付，上海龍韻亦向廣東中觀提出法律索償總額人民幣9,611,000元（相當於約港幣11,342,000元）。上海龍韻之訴訟結果已於二零一五年七月八日公佈，而廣東中觀於案件中獲判敗訴。本集團於二零一六年一月二十九日向上海龍韻悉數支付總額人民幣9,611,000元（相當於約港幣11,342,000元）。



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