



SHIFANG HOLDING LIMITED

十方控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 1831

INTERIM REPORT
中期報告

2019

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CORPORATE INFORMATION

DIRECTORS

Executive Directors

Mr. Siuming Tsui (*Chief Executive Officer*)

Mr. Chen Zhi

Mr. Yu Shiquan

Non-executive Directors

Mr. Chen Wei Dong

Ms. Chen Min

Independent non-executive Directors

Mr. Zhou Chang Ren

Mr. Wong Heung Ming, Henry

Mr. Cai Jian Quan

COMPANY SECRETARY

Ms. Chan Ching Yi

AUTHORISED REPRESENTATIVES

Mr. Siuming Tsui

Ms. Chan Ching Yi

AUDIT COMMITTEE

Mr. Wong Heung Ming, Henry (*Chairman*)

Mr. Zhou Chang Ren

Mr. Cai Jian Quan

REMUNERATION COMMITTEE

Mr. Zhou Chang Ren (*Chairman*)

Mr. Siuming Tsui

Mr. Wong Heung Ming, Henry

NOMINATION COMMITTEE

Mr. Cai Jian Quan (*Chairman*)

Mr. Siuming Tsui

Mr. Wong Heung Ming, Henry

REGISTERED OFFICE

Clarendon House, 2 Church Street,
Hamilton HM 11,
Bermuda

公司資料

董事

執行董事

徐小明先生 (*行政總裁*)

陳志先生

余詩權先生

非執行董事

陳偉東先生

陳敏女士

獨立非執行董事

周昌仁先生

黃向明先生

蔡建權先生

公司秘書

陳靜儀女士

授權代表

徐小明先生

陳靜儀女士

審核委員會

黃向明先生 (*主席*)

周昌仁先生

蔡建權先生

薪酬委員會

周昌仁先生 (*主席*)

徐小明先生

黃向明先生

提名委員會

蔡建權先生 (*主席*)

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黃向明先生

註冊辦事處

Clarendon House, 2 Church Street,
Hamilton HM 11,
Bermuda

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PLACE OF BUSINESS IN HONG KONG

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Kowloon, Hong Kong

LEGAL ADVISORS

As to Hong Kong law:
Cheung & Choy
Jeffrey Mak Law Firm

As to PRC law:
Beijing P.H. Law Firm

As to Cayman Islands law:
Maples and Calder
Conyers, Dill & Pearman

As to Bermuda law:
Conyers, Dill & Pearman

INDEPENDENT AUDITOR

PricewaterhouseCoopers

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

PRINCIPAL BANKERS

China Construction Bank Corporation
China Merchants Bank Co., Limited

STOCK CODE

01831

COMPANY WEBSITE

<http://www.shifangholding.com>

總部及中國主要營業地點

中國
福建省福州市
鼓樓區
古田路121號
華福大廈6樓

香港營業地點

香港九龍
新蒲崗爵祿街33號
「Port 33」21樓2103室

法律顧問

關於香港法律：
張世文蔡敏律師事務所
麥振興律師事務所

關於中國法律：
北京市普華律師事務所

關於開曼群島法律：
邁普達律師事務所
康德明律師事務所

關於百慕達法律：
康德明律師事務所

獨立核數師

羅兵咸永道會計師事務所

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

主要往來銀行

中國建設銀行股份有限公司
招商銀行股份有限公司

股份代號

01831

公司網址

<http://www.shifangholding.com>

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Review

In the first half of 2019 (the “Review Period”), the Chinese economy has maintained an overall stable development trend, notwithstanding the challenges faced by the domestic and global economies. The instabilities and uncertainties of the global economy has created downward pressure to the economy in China. According to the National Bureau of Statistics of China, China’s gross domestic product (GDP) was RMB45,093.3 billion during the first half of 2019, representing a year-on-year growth of 6.3%. The growth rate of 6.3% during the first half of 2019 represented a decrease of 0.5% as compared with the corresponding period last year, or a decrease of 0.3% if compared with the full year of 2018. In terms of industry sectors, the value-added of the primary, secondary and tertiary industries amounted to RMB2,320.7 billion, RMB17,998.4 billion and RMB24,774.3 billion, representing year-on-year growths of 3.0%, 5.8% and 7.0%, respectively.

Affected by the challenging economic outlook, the Chinese advertisement market declined by 8.8% in the first half of 2019. The advertising revenue on TV, radio, newspaper, magazine and traditional outdoor advertising decreased by 2.4%, 9.7%, 30.6%, 6.1% and 18.9%, respectively. In the first half of 2019, the top five industries with most media advertising expenses were food and beverage, postal and telecommunications, pharmaceutical, commercial and service industries.

管理層討論與分析

行業回顧

二零一九年上半年（「回顧期」），儘管國內外經濟面臨重重挑戰，中國經濟維持總體平穩的發展態勢。全球經濟不穩及不確定因素令中國經濟面臨下行壓力。根據中國國家統計局的數據顯示，二零一九年上半年，中國國內生產總值（GDP）為人民幣45,093.3億元，同比增長6.3%。二零一九年上半年增速6.3%比上年同期回落0.5%，或比二零一八年全年回落0.3%。產業方面，第一產業、第二產業及第三產業分別加值人民幣2,320.7億元、人民幣17,998.4億元及人民幣24,774.3億元，同比增長3.0%、5.8%及7.0%。

受經濟前景面臨重重挑戰的影響，中國廣告市場於二零一九年上半年下滑8.8%。電視、廣播、報紙、雜誌及傳統戶外廣告的廣告收入分別減少2.4%、9.7%、30.6%、6.1%及18.9%。於二零一九年上半年，媒體廣告花費的前五行業由食品及飲料、郵電通訊、藥品、商業及服務性行業組成。

According to the National Film Development Funds Management Committee (“NFDFMC”), during the first half of 2019, mainland China recorded a box office of RMB31.17 billion, representing a year-on-year decrease of 2.7% after nine consecutive years of growth. The total viewership was 808 million, representing a year-on-year decrease of 10.3% as compared to 901 million for the corresponding period last year. The box office of domestically-produced films was RMB15.754 billion, representing a year-on-year decrease of 16.94% as compared to RMB18.967 billion for the corresponding period last year. The share of domestically-produced films was 50.54%, as compared to 59.21% for the corresponding period last year. 42 films recorded box office of over RMB100 million throughout the first six months of 2019, including 17 domestic films and 25 imported films. Generally, the film industry has maintained its leading role in the cultural and entertainment industry in China, despite severe competition from online dramas, live broadcasts and short videos.

根據國家電影事業發展專項資金管理委員會（「國家電影專資辦」），於二零一九年上半年，中國內地實現票房人民幣311.7億元，於實現連續九年增長以來首次同比下滑2.7%。總人次為8.08億，較去年同期的9.01億同比減少10.3%。國產影片票房為人民幣157.54億元，較去年同期的人民幣189.67億元同比減少16.94%。國產影片份額為50.54%，而去年同期為59.21%。截至二零一九年首六個月，票房過億影片42部，其中國產影片17部，進口影片25部。總體看來，儘管在面臨著來自網劇、直播、短視頻等多形式的嚴重競爭，電影產業於中國文化及娛樂行業保持領先地位。

Business Review

For the six months ended 30 June 2019, the Group recorded revenue of RMB16.9 million from its principal business (first half of 2018: RMB21.7 million). The gross profit was RMB3.1 million (first half of 2018: RMB7.2 million). During the period, the Group effectively kept the costs of the principal businesses under control and the gross profit margin reached 18.3%. The net loss after taxation was reduced to approximately RMB41.9 million (first half of 2018: RMB60.5 million).

Newspaper Advertising

The business environment remained challenging in the print media market as the market was hit by new online media. With the competition from new media and the Internet, the daily circulation and the number of printed pages of Southeast Express operated by the Group remained unsatisfactory, resulting in a decrease of the newspaper advertising revenue to RMB1.7 million for the first half of 2019 (first half of 2018: RMB2.7 million).

業務回顧

截至二零一九年六月三十日止六個月，本集團主營業務錄得收入人民幣16.9百萬元（二零一八年上半年：人民幣21.7百萬元）。毛利為人民幣3.1百萬元（二零一八年上半年：人民幣7.2百萬元）。期內，本集團有效地控制主營業務成本，毛利率達到18.3%。除稅後虧損淨額收窄至約人民幣41.9百萬元（二零一八年上半年：人民幣60.5百萬元）。

報紙廣告

紙媒市場持續受網絡新媒體衝擊，營商環境持續嚴峻。在新媒體和互聯網帶來的競爭壓力下，本集團旗下《東南快報》的每日發行量和出版版數仍欠理想，間接導致報紙廣告的二零一九年上半年收入減少至人民幣1.7百萬元（二零一八年上半年：人民幣2.7百萬元）。

Marketing, Printing and Consulting Services

In the first half of 2019, many cities in China continued to adopt policies to stabilize property price. Amidst such macro operating environment and the consequential reduction of marketing budget by property developers, the Group's revenue from marketing and printing service decreased.

During the six months ended 30 June 2019, the Group's revenue from marketing and printing services was approximately RMB13.8 million (the first half of 2018: RMB19.0 million), while the gross profit margin was 11.4% (the first half of 2018: 31.1%).

Internet and other services

During the period under review, the Group was still conducting market survey to decide the business models of www.dnkb.com.cn and www.duk.cn and as such, the Internet services segment has yet to contribute revenue to the Group.

營銷·印刷及諮詢服務

於二零一九年上半年，中國諸多城市繼續採取政策穩定房地產價格。在該宏觀經營環境下，物業開發商不斷削減營銷預算，本集團營銷及印刷服務的收入下滑。

截至二零一九年六月三十日止六個月，本集團營銷及印刷服務所得收入約為人民幣13.8百萬元（二零一八年上半年：人民幣19.0百萬元），毛利率為11.4%（二零一八年上半年：31.1%）。

網絡及其他服務

於回顧期內，本集團仍在進行市場調查，以決定以東快網（www.dnkb.com.cn）及讀客網（www.duk.cn）的業務模式，因此網絡服務分部暫未為本集團帶來收入貢獻。

FINANCIAL REVIEW

Revenue

The total revenue of the Group decreased by 22.1% from RMB21.7 million for the six months ended 30 June 2018 to RMB16.9 million for the six months ended 30 June 2019, principally due to the decrease in revenue from marketing and printing services and the decrease in revenue from newspaper advertising. The revenue from marketing and printing services decreased from RMB19.0 million for the six months ended 30 June 2018 to RMB13.8 million for the six months ended 30 June 2019.

Gross profit and gross profit margin

The Group recorded a gross profit of RMB3.1 million for the six months ended 30 June 2019, compared to RMB7.2 million for the six months ended 30 June 2018. The decrease in gross profit was mainly attributable to certain partially fixed costs of sales (such as staff costs) not being decreased as much as the decrease in revenue. The gross profit margin decreased from 33.2% for the six months ended 30 June 2018 to 18.3% for the six months ended 30 June 2019.

財務回顧

收入

本集團總收入由截至二零一八年六月三十日止六個月的人民幣21.7百萬元減少22.1%至截至二零一九年六月三十日止六個月的人民幣16.9百萬元，主要由於營銷及印刷服務所得收入以及報紙廣告收入減少所致。營銷及印刷服務收入由截至二零一八年六月三十日止六個月的人民幣19.0百萬元減少至截至二零一九年六月三十日止六個月的人民幣13.8百萬元。

毛利及毛利率

本集團於截至二零一九年六月三十日止六個月錄得毛利人民幣3.1百萬元，而截至二零一八年六月三十日止六個月錄得毛利人民幣7.2百萬元。毛利減少主要是由於若干部分固定銷售成本（例如員工成本）的減幅不及收益減幅。毛利率由截至二零一八年六月三十日止六個月的33.2%下降至截至二零一九年六月三十日止六個月的18.3%。

Other income

Other income increased from RMB277,000 for the six months ended 30 June 2018 to RMB354,000 for the six months ended 30 June 2019, primarily due to the increased income from government grants.

Other loss

The Group recorded other loss of RMB177,000 for the six months ended 30 June 2019 which is attributable to fair value loss on financial assets at fair value through profit or loss.

Selling and marketing expenses

Selling and marketing expenses decreased by 56.3% from RMB1.6 million for the six months ended 30 June 2018 to RMB0.7 million for the six months ended 30 June 2019 mainly due to the implementation of efficiency management and the decrease in revenue during the period.

General and administrative expenses

General and administrative expenses decreased by 44.8% from RMB50.0 million for the six months ended 30 June 2018 to RMB27.6 million for the six months ended 30 June 2019, mainly due to the decrease in legal and professional fees, decrease in provision for an onerous operating lease, decrease in rental and decrease in exchange loss, offset by the increase in salary.

其他收入

其他收入由截至二零一八年六月三十日止六個月的人民幣277,000元增加至截至二零一九年六月三十日止六個月的人民幣354,000元，主要是由於政府財政補貼收入增加所致。

其他虧損

本集團於截至二零一九年六月三十日止六個月錄得其他虧損人民幣177,000元，是由於公允價值經損益表入賬的金融資產公允價值虧損所致。

銷售及營銷開支

銷售及營銷開支由截至二零一八年六月三十日止六個月的人民幣1.6百萬元減少56.3%至截至二零一九年六月三十日止六個月的人民幣0.7百萬元，主要是由於期內實施效益管理以及收入減少所致。

一般及行政開支

一般及行政開支由截至二零一八年六月三十日止六個月的人民幣50.0百萬元減少44.8%至截至二零一九年六月三十日止六個月的人民幣27.6百萬元，主要是由於法律及專業費用、虧損性經營租賃撥備、租金及匯兌損失減少與工資增加相互抵銷所致。

Finance costs

Net finance costs incurred for the six months ended 30 June 2019 was RMB17.3 million, mainly attributable to the increase in interest expense recognised in respect of convertible bonds, promissory notes and the loans from a related party and loss on early redemption of promissory notes.

Income tax credit/expenses

Income tax expenses decreased from RMB677,000 for the six months ended 30 June 2018 to income tax credit RMB628,000 for the six months ended 30 June 2019, mainly due to the decrease in taxable temporary difference in intangible assets.

Results for the period

The Group recorded a net loss of RMB41.9 million for the six months ended 30 June 2019 mainly attributable to (a) decrease in professional fees; (b) decrease in provision for an onerous operating lease; and (c) decrease in fair value loss on financial assets at fair value through profit or loss.

財務成本

截至二零一九年六月三十日止六個月產生的財務成本淨額為人民幣17.3百萬元，主要歸因於就可換股債券、承兌票據、關聯方借款確認的利息開支及提早贖回承兌票據之虧損增加。

所得稅抵免／開支

所得稅開支由截至二零一八年六月三十日止六個月的人民幣677,000元減少至截至二零一九年六月三十日止六個月的所得稅抵免人民幣628,000元，主要是由於無形資產的應稅暫時差額減少所致。

期內業績

截至二零一九年六月三十日止六個月，本集團錄得虧損淨額人民幣41.9百萬元，主要是由於(a)專業費用減少；(b)有關虧損性經營租賃撥備減少；及(c)公允值經損益表入賬的金融資產的公允值虧損減少所致。

Liquidity and capital resources

流動資金及資本資源

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 RMB'000 人民幣千元 Unaudited 未經審核	2018 二零一八年 RMB'000 人民幣千元 Unaudited 未經審核
Net cash used in operating activities	經營活動所用現金淨額	(19,975)	(37,124)
Net cash used in investing activities	投資活動所用現金淨額	(34,144)	(56,882)
Net cash generated from financing activities	融資活動所得現金淨額	29,444	80,778
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額	(24,675)	(13,228)
Cash and cash equivalents at beginning of the period	期初的現金及現金等值項目	33,880	60,178
Exchange loss on cash and cash equivalents	現金及現金等值項目的匯兌虧損	(233)	(153)
Cash and cash equivalents at end of the period	期末現金及現金等值項目	8,972	46,797

Cash flow used in operating activities

For the six months ended 30 June 2019, net cash used in operating activities amounted to RMB20.0 million, which is primarily attributable to the net loss for the period amounting to RMB41.9 million and partly offset by non-cash items such as loss on early redemption of promissory notes of RMB9.7 million, and depreciation and amortisation of RMB6.4 million.

經營活動所用現金流量

截至二零一九年六月三十日止六個月，經營活動所用現金淨額為人民幣20.0百萬元，主要是由於期內虧損淨額人民幣41.9百萬元，其中部分由提早贖回承兌票據之虧損人民幣9.7百萬元以及折舊及攤銷人民幣6.4百萬元等非現金項目抵銷所致。

Cash flow used in investing activities

For the six months ended 30 June 2019, net cash used in investing activities amounted to RMB34.1 million, resulting primarily from the purchases of property, plant and equipment of RMB34.6 million.

Cash flow generated from financing activities

For the six months ended 30 June 2019, net cash generated from financing activities amounted to RMB29.4 million, resulting primarily from the net cash proceeds from the issue of convertible bonds in the amount of RMB33.5 million.

Capital expenditures

During the six months ended 30 June 2019 and 2018, the Group incurred capital expenditures mainly for construction costs related to property, plant and equipment, purchase of leasehold improvement and the purchase of office equipment. The Group's capital expenditures were RMB14.7 million and RMB1.3 million for the six months ended 30 June 2019 and 30 June 2018, respectively.

投資活動所用現金流量

截至二零一九年六月三十日止六個月，投資活動所用現金淨額為人民幣34.1百萬元，主要來自購買物業、廠房及設備之款項人民幣34.6百萬元。

融資活動所得現金流量

截至二零一九年六月三十日止六個月，融資活動所得現金淨額為人民幣29.4百萬元，主要來自發行可換股債券之現金所得款項淨額人民幣33.5百萬元。

資本支出

截至二零一九年及二零一八年六月三十日止六個月，本集團產生的資本支出主要用於物業、廠房及設備有關之建築成本、購買租賃物業裝修及購置辦公設備。截至二零一九年六月三十日及二零一八年六月三十日止六個月，本集團的資本支出分別為人民幣14.7百萬元及人民幣1.3百萬元。

Trade receivables – net

The following table sets out the aging analysis of the Group's trade receivables based on invoice date:

貿易應收款項－淨額

下表載列本集團貿易應收款項根據發票日期的賬齡分析：

		As at 30 June 2019 於二零一九年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	As at 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
Aging analysis of trade receivables	貿易應收款項的賬齡分析		
1 – 30 days	1至30日	1,962	3,942
31 – 60 days	31至60日	156	780
61 – 90 days	61至90日	716	470
91 – 180 days	91至180日	516	954
181 – 365 days	181至365日	3,416	1,800
Over 1 year	一年以上	3,739	2,385
		10,505	10,331
Less: provision for impairment of trade receivables	減：貿易應收款項減值撥備	(3,618)	(2,473)
Trade receivables – net	貿易應收款項－淨額	6,887	7,858

The Group's trade receivables decreased by 12.7%, from RMB7.9 million as at 31 December 2018 to RMB6.9 million as at 30 June 2019. Such decrease was mainly attributable to the increase of provision for impairment of trade receivables during the period.

本集團的貿易應收款項由二零一八年十二月三十一日的人民幣7.9百萬元減少12.7%至二零一九年六月三十日的人民幣6.9百萬元。有關減少主要是由於期內貿易應收款項減值撥備增加所致。

Properties held for sale

持作出售物業

		As at 30 June 2019	As at 31 December 2018
		於二零一九年 六月三十日	於二零一八年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		Unaudited	Audited
		未經審核	經審核
Properties held for sale	持作出售物業	24,622	24,622

Properties are classified as properties held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable.

當物業的賬面金額主要透過銷售交易收回，且該物業被視為極有機會進行銷售，該物業會分類為持作出售物業。

Trade payables

貿易應付款項

		As at 30 June 2019	As at 31 December 2018
		於二零一九年 六月三十日	於二零一八年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		Unaudited	Audited
		未經審核	經審核
Aging analysis based on invoice date of trade payables	貿易應付款項根據發票日期的賬齡分析		
1 – 30 days	1至30日	484	641
31 – 90 days	31至90日	390	406
Over 90 days	90日以上	3,684	3,550
		4,558	4,597

The Group's trade payables stayed at the same level of RMB4.6 million as at 30 June 2019 (31 December 2018: RMB4.6 million).

Indebtedness

Indebtedness consists of obligations to lenders, including commercial banks and certain related parties and companies.

During the year ended 31 December 2015, the Group obtained mortgage loans amounting to RMB15,470,000 to finance the Group's acquisition of properties (Note 15). Transaction costs directly attributable to mortgage loans amounted to RMB35,000. The mortgage loans were drawn on 27 February 2015 and was made by the Group to Xiamen Information Group Ltd. for the properties. The mortgage loans are secured by the ownership rights of the properties and the personal guarantee of Zheng Bai Ling and Zhang Hui, a key management member and the spouse of a key management member of a subsidiary of the Group.

As at 30 June 2019, the mortgage loans were classified as current liabilities due to the related loan agreements containing a repayment on demand clause which gives the bank unconditional right to call the loans at any time. The mortgage terms are 7 years and are denominated in RMB. The mortgage loans are carried at quarterly adjusted floating interest of 1.15 times the benchmark loan interest as prescribed by the People's Bank of China for loans of a similar length. The effective interest rate for the period is 7.1% per annum.

本集團的貿易應付款項於二零一九年六月三十日保持相同水平人民幣4.6百萬元（二零一八年十二月三十一日：人民幣4.6百萬元）。

債項

債項包括欠貸款人（包括商業銀行及若干關連人士及公司）的債項。

於截至二零一五年十二月三十一日止年度，本集團取得按揭貸款人民幣15,470,000元，為本集團收購物業（附註15）融資。按揭貸款直接應佔的交易成本為人民幣35,000元。該等按揭貸款已於二零一五年二月二十七日提取，並由本集團就該等物業向廈門信息集團有限公司作出。該等按揭貸款以該等物業的所有權以及本集團一間附屬公司的主要管理人員鄭柏齡及主要管理人員的配偶張輝提供的個人擔保作抵押。

於二零一九年六月三十日，由於該等按揭貸款的相關貸款協議載有應要求償還條款，賦予銀行無條件權利隨時追收貸款，故該等按揭貸款分類為流動負債。按揭年期為7年，以人民幣計值。該等按揭貸款按浮息計息，有關利息為中國人民銀行就類似年期貸款規定的基準貸款利率的1.15倍，每季調整。期內實際年利率為7.1厘。

During the year ended 31 December 2018, the Group obtained a loan amounting to RMB1,500,000 from a third party. The balance is unsecured, carries an interest rate at 6% per annum with a term of 2 years. The balance is denominated in RMB.

As at 30 June 2019, the loan was classified as current liabilities due to the related loan agreements containing a repayment on demand clause which gives debtor the unconditional right to call the loans at any time.

On 23 April 2019, the 3% per annum convertible bonds in the principal amount of RMB215,750,000 were issued by the Company to the Subscriber, a company wholly-owned by Mr. Chen Zhi, an Executive Director and a shareholder of the Company. The convertible bond has a term of 3 years. The effective interest rate for the period is 11.5% per annum.

As at 30 June 2019, the outstanding principal amount of the convertible bond was approximately RMB177,309,000.

Gearing ratio, being proportion of the Group's total borrowings to total assets, decrease by 7.3% to 29.8% as at 30 June 2019 (31 December 2018: 37.1%).

截至二零一八年十二月三十一日止年度，本集團自第三方取得貸款人民幣1,500,000元。該結餘為無抵押，按年利率6厘計息，為期兩年。該結餘以人民幣計值。

於二零一九年六月三十日，由於該貸款的相關貸款協議載有應要求償還條款，賦予債務人無條件隨時收回該貸款的權利，故該貸款分類為流動負債。

於二零一九年四月二十三日，本公司向認購人（本公司執行董事及股東陳志先生全資擁有之公司）發行本金額為人民幣215,750,000元的按年利率3厘計息的可換股債券。可換股債券的年期為三年。期內的實際年利率為11.5厘。

於二零一九年六月三十日，可換股債券尚未償還本金額約為人民幣177,309,000元。

資產負債比率（即本集團借款總額對資產總值的比例）於二零一九年六月三十日減少7.3%至29.8%（二零一八年十二月三十一日：37.1%）。

Commitments

(a) Operating lease commitments – as a lessee

The Group leases various land and properties under non-cancellable operating lease agreements. The operating lease commitment as at 30 June 2019 presented below represents the future aggregate minimum lease payments for the leases with lease terms less than one year and low value leases. The remaining leases have been recorded as lease liabilities as at 30 June 2019 under newly adopted accounting standard IFRS 16 (Note 4). The operating lease commitment as at 31 December 2018 presented below represents the future aggregate minimum lease payments under all non-cancellable operating leases.

Not later than 1 year	一年以下
Later than 1 year and not later than 5 years	一年以上及五年以下

承擔

(a) 經營租賃承擔－作為承租人

本集團根據不可撤銷經營租賃協議，租賃各類土地及物業。下文所示二零一九年六月三十日之經營租賃承擔指租賃期低於一年的租賃及低價值租賃的日後最低租賃付款總額。根據新近採納的會計準則國際財務報告準則第16號，餘下租賃已於二零一九年六月三十日入賬列作租賃負債（附註4）。下文所示二零一八年十二月三十一日之經營租賃承擔指所有不可撤銷經營租賃項下之日後最低租賃付款總額。

As at 30 June 2019 於二零一九年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	As at 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
48	5,232
-	3,870
48	9,102

Provision for an onerous operating lease of RMB2,902,000 as at 31 December 2018 is made for the abovementioned operating lease commitments. Provision for the onerous operating lease contract has been adjusted to set-off the carrying amount of right-of-use asset upon adoption of IFRS 16 on 1 January 2019.

(b) Operating lease commitments – as a lessor

The future aggregate minimum lease receipts under non-cancellable operating leases are as follows:

Not later than 1 year	一年以下
Later than 1 year and not later than 5 years	一年以上及五年以下

於二零一八年十二月三十一日，本集團就上述經營租賃承擔作出虧損性經營租賃撥備人民幣2,902,000元。虧損性經營租賃合約撥備已作調整，以抵銷於二零一九年一月一日採納國際財務報告準則第16號時使用權資產之賬面值。

(b) 經營租賃承擔—作為出租人

不可撤銷經營租賃的日後最低租賃收款總額如下：

As at 30 June 2019 於二零一九年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	As at 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
2,000	2,000
5,000	6,000
7,000	8,000

(c) Capital commitments

Significant capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

Property, plant and equipment 物業、廠房及設備

(c) 資本承擔

於報告期末已訂約但未確認為負債之重大資本開支如下：

As at 30 June 2019 於二零一九年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	As at 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
4,424	7,930

Contingent liabilities

The Group follows the guidance of IAS 37 "Provisions, Contingent Liabilities and Contingent Assets" to determine when should contingent liabilities be recognised, which requires significant judgement.

A contingent liability will be disclosed when a possible obligation has arisen, but its existence has to be confirmed by future events outside the Group's control, or when it is not possible to calculate the amount. Realisation of any contingent liabilities not currently recognised or disclosed could have a material impact on the Group's financial position.

As at 30 June 2019 and 31 December 2018, the Group had no material contingent liabilities.

或有負債

本集團遵照國際會計準則第37號「撥備、或有負債及或有資產」的指引釐定應何時確認或有負債，而確認時須作出重大判斷。

當有可能產生義務，惟其存在與否須透過非本集團所能控制的未來事件確定，或當不可能計算義務所涉金額，即會披露或有負債。任何目前未有確認或披露的或有負債一旦實現，均可能對本集團的財務狀況造成重大影響。

於二零一九年六月三十日及二零一八年十二月三十一日，本集團並無重大或有負債。

Human resources

As at 30 June 2019, the Group had 240 full-time employees (31 December 2018: 236). Total staff costs including directors' remuneration for the six months ended 30 June 2019 was approximately RMB23.4 million (for the six months ended 30 June 2018: approximately RMB19.6 million). The Group offers competitive remuneration packages to its employees that include salaries, bonuses and share options to qualified employees. The compensation of the Directors is evaluated by the Remuneration Committee of the Company, which makes recommendations to the Board. In addition, the Remuneration Committee conducts regular reviews of Directors' and senior management's performance, and determines the compensation structure of the Group's senior management.

PROSPECTS

The global economy has shown signs of slowing down in 2019. It is believed that economic structural reform, industry re-positioning and measures encouraging innovation and healthy competition will be implemented to offset the downward pressure faced by the Chinese economy.

人力資源

於二零一九年六月三十日，本集團擁有240名（二零一八年十二月三十一日：236名）全職僱員。截至二零一九年六月三十日止六個月的員工成本總額（包括董事酬金）約為人民幣23.4百萬元（截至二零一八年六月三十日止六個月：約人民幣19.6百萬元）。本集團向其僱員提供具競爭力的薪酬組合，包括薪金、獎金及向合資格僱員提供購股權。本公司的薪酬委員會負責評估董事薪酬，並向董事會作出建議。此外，薪酬委員會亦會定期檢視董事及高級管理層的表現及制訂本集團高級管理層的薪酬結構。

前景

二零一九年全球經濟增速放緩。相信經濟結構改革、產業重新定位、採取鼓勵創新及穩健競爭的措施，可抵禦中國經濟面臨的下行壓力。

With the putting into effect of regulatory measures in the past two years, China's film and television industry has shifted from a stage of rapid growth to meet the demand of entertainment consumption into a consolidation stage focusing on content quality. Aggressive expansion of media channels and mass production of low-quality content are unsustainable in the long run, and only those industry players which focus on operational management and quality content will be the ultimate survivors. Investment opportunities will arise during this consolidation stage.

The rise of webcast and online TV dramas will bring new momentum to the film and television culture industry. The Group will continue to identify suitable investment opportunities with a view to capitalising on its extensive experience in advertising, marketing and media industry in China and seizing the opportunities in the film industry of Mainland China through proactively rolling out quality productions in due course.

隨著過往兩年監管措施的實施，中國影視業從滿足娛樂消費需求的高速發展時期進入專注內容品質的整合階段。盲目擴張媒體頻道及大量製作低質素內容長遠而言難以為繼，只有注重經營管理及優質內容的從業者方能突圍而出。該整合階段將孕育諸多投資機會。

網絡直播及網絡電視劇的崛起將為影視文化產業帶來新的活力。為此，本集團將繼續物色合適的投資機遇，並計劃憑藉其在國內廣告、營銷及媒體行業方面的豐富經驗，把握內地電影產業的機遇，並適時主動推出優質的製作。

In support of the 13th Five-Year Plan of the State and the Central Government's plan to build 1,000 "distinctive towns" in China by 2020 to promote the integrated development of the primary, secondary and tertiary industries in rural areas, the Group actively leverages its experience and resources in the advertising, film, culture and media industries to develop integrated developments on the theme of film or media. The Group has made efforts to identify locations with distinctive environmental factors for integrated development projects with industry positioning, cultural heritage, tourism features, entertainment and community functions such as health and wellness, so as to form synergies with our existing businesses.

為響應國家十三五規劃，以及中央政府於二零二零年前在中國建設1,000個「特色小鎮」，以推動農村地區第一、第二及第三產業綜合發展的計劃，本集團積極利用其於廣告、電影、文化及媒體行業的經驗及資源開發以電影或媒體為主題的綜合發展項目。本集團一直致力透過尋求具備特色環境因素的區域，打造具有產業定位、文化內涵、旅游特徵、娛樂和社區功能如養生等的綜合開發項目，為現有業務產生協同效應。

In May 2018, the Group completed the acquisition of Supreme Glory Limited, which operates a nature scenery and media based eco-cultural tourism project covering a measurable usable area of approximately 4,022 Chinese mu (equivalent to approximately 2,681,347 square meters) located in Hebei Town, Fangshan District, Beijing. The Fangshan Project is under a 50-year lease that expires in December 2058. The Group intends to develop the Fangshan Project into a unique natural and cultural scenic spot integrating media, resort, and eco-cultural tourism. The development of the land is divided into three stages. The first development stage involves the construction of all functional zones other than the self-operated studio city; the second stage mainly comprises the construction of the studio city; and the third stage involves the construction of outdoor shooting spot in each function zone (other than the studio city). With the phrasal completion and operation of the Group's crossover development project featuring "film and television plus cultural tourism", the project is expected to contribute to the Group's revenue and business growth.

於二零一八年五月，本集團完成收購的卓耀有限公司擁有北京房山區河北鎮依托自然美景及媒體的生態文化旅遊項目，房山項目可計量實用面積約為4,022畝（相當於約2,681,347平方米），現時授予本集團的租約為期五十年，直至二零五八年十二月止。本集團擬將房山項目發展成為一個集媒體、度假村及生態文化旅遊為一體的獨特自然文化景點。該地塊分三期開發，第一期發展階段涵蓋建設所有功能片區（自營影視城除外）；第二期主要包括影視城之建設；最後一期涉及在各功能片區（影視城除外）搭建戶外拍攝基地。隨著本集團「影視+文旅」的跨界發展項目的階段性完工及營運，該項目有望為本集團的收入及業務發展作出貢獻。

During the first half of 2019, the Group has substantially completed the land leveling, reconstruction of damaged paths and existing buildings, the laying of foundation work and the environment improvement works for Fangshan Project. The construction of Fangshan Project was delayed by the tightening of policies in China regarding the use of agricultural land. Since the introduction of these tightened policies, the approval obtaining processes for the project has taken longer than originally planned. At present, the Group is working closely with the approving authorities regarding the approval-obtaining process. We expect the obtaining of the first batch of approvals on the eco-park and aviary in or around the fourth quarter of 2019. Subject to successful obtaining of the first batch of approvals in or around the fourth quarter of 2019, we now expect commercial operation of the eco-park and aviary is scheduled to commence in or around the second quarter of 2020.

於二零一九年的上半年度，本集團已完成房山項目的土地平整、重建損毀的步行徑及現有建築、工程的前期工作以及環境改善工作。房山項目的工程進度延誤是因為政府收緊對農地用途的政策。自收緊政策出台，取得該項目審批所需時間比原計劃中更長。現時，本集團正就審批事宜與負責單位保持緊密聯繫。我們期望能大概於二零一九年第四季度獲得第一批有關生態園及鳥語林項目的批文。若大概於二零一九年第四季度成功獲取第一批批文，我們預計生態園及鳥語林能大概在二零二零年第二季度開始商業營運。

The development of the Fangshan Project is divided into three stages, namely: (i) the first development stage involving the construction of all functional zones other than the self-operated studio city; (ii) the second stage comprising the construction of the studio city; and (iii) the third stage involving the construction of outdoor shooting spot in each function zone (other than the studio city). Due to the delay in approval processes caused by the policy tightening explained above, the first, second and third stage developments are expected to postpone from the original timetable of end of 2018 (1st stage), 2019 (2nd stage) and 2020-2021 (3rd stage) to the revised timetable of 2019-2020 (1st stage), 2021 (2nd stage) and 2021-2022 (3rd stage).

In September 2017, the Group entered into a framework agreement with the government of Yongtai County, Fuzhou City, Fujian Province regarding the strategic cooperation on “Yongtai Kungfu Distinctive Town” which covers an area of 15.6 square kilometers. The Group has a 40-year exclusive operation right of the Yongtai Project, which covers the development, construction, management and operation of commercial activities such as tourism, sightseeing, resort, culture, sports and entertainment. The Group plans to re-establish the Longchuan-Longmen Canyon Scenic Area as a 4A scenic spot.

房山項目的開發分為三個階段，即：(i) 第一期發展階段涵蓋建設所有功能片區（自營影視城除外）；(ii) 第二期主要包括影視城之建設；及(iii) 第三期涉及在各功能片區（影視城除外）搭建戶外拍攝基地。由於上述政策收緊引起審批程序延遲，第一期、第二期及第三期的開發預期由原計劃時間表二零一八年末（第一期）、二零一九年（第二期）及二零二零年至二零二一年（第三期）延遲至經修訂計劃時間表二零一九年至二零二零年（第一期）、二零二一年（第二期）及二零二一年至二零二二年（第三期）。

於二零一七年九月，本集團與福建省福州市永泰縣政府訂立框架協議，內容有關就覆蓋面積達15.6平方公里的「永泰功夫小鎮」達成戰略合作。本集團擁有永泰項目40年獨家經營權，涵蓋開發、建設、管理及運營旅遊、觀光、渡假、文化、體育及娛樂等商業活動。本集團計劃將龍門峽谷風景區重新建設為4A級景區。

The construction of Yongtai Project was delayed by the heavy rains since around May 2019, but the exterior and interior refurbishment and decoration of buildings have already resumed in around August 2019. The construction of new attractions such as the plantation greenhouse and the aviary are scheduled to be completed by the fourth quarter of 2019 and subject to the obtaining of certain safety clearance from authorities, the Yongtai Project is scheduled to open to public before the Chinese new year of 2020.

Based on our current projection, the Company should have sufficient financial resources and working capital to launch the commercial operation of Yongtai Project by the Chinese new year of 2020 and the commercial operation of the eco-park and aviary of Fangshan Project by the second quarter of 2020. As disclosed previously, the Company intends to finance the future development of the Projects by way of debt financing and the establishment of an investment fund through the cooperation with asset management companies and potential investors. At present, negotiations are being conducted with various debt financiers and asset management companies regarding these funding plans, but no binding agreement has yet to be finalized. Further announcement(s) will be made by the Company if any disclosure obligation is triggered by the materialization of any of these funding plans.

永泰項目的工程受自大概二零一九年五月開始的連場暴雨影響而延誤，但建築物的外部和內部的翻新和裝修已大概於二零一九年八月復工。如植物溫室和鳥語林等新景點的工程將於二零一九年第四季度完工。如果成功獲得當局的相關安全許可，永泰項目計劃在二零二零年春節前向公眾開放。

基於我們當前預測，本公司應具備充足財務資源及營運資金，以便永泰項目於二零二零年春節之前開始商業營運及房山項目的生態園及鳥語林於二零二零年第二季度之前開始商業營運。誠如之前所披露，本公司擬透過債務融資及與資產管理公司及潛在投資者合作設立投資基金的方式為該等項目的未來發展撥資。目前，多名債務融資人正與資產管理公司協商該等融資計劃，但尚未達成具約束力協議。若任何該等融資計劃落實觸發任何披露義務，則本公司將另行刊發公佈。

Leveraging on our extensive experience in marketing, distribution management and consulting, we are developing a mobile app and software platform to analyze big data of consumer pattern, and to match the supply sides and demand sides of outdoor advertising screen. The platform is also planned to provide an e-commerce function to serve the community.

The Group will continue to proactively explore business opportunities for investment, production, management and content distribution of films and TV dramas. Leveraging on the Group's track record and experience in advertising, marketing and integrated project development, the Group will continue to identify suitable industry partners and investment and production projects and continuously promote the management of film and television projects to capture opportunities arising from the growing market size of China's film and television culture industry and the transformation and upgrade that combine the strength of online and offline channels in the new media era.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2019 (six months ended 30 June 2018: Nil).

憑藉我們在營銷、分銷管理及諮詢方面積累的豐富經驗，我們正在開發手機APP及軟件平台，分析客戶模式的大數據，滿足戶外廣告屏供需方的需求。該平台亦計劃提供電子商務功能來為社區服務。

本集團將繼續積極發掘電影及電視劇投資、製作、管理和內容分發的業務機遇。結合本集團在廣告、營銷及綜合項目開發等方面的往績及經驗，本集團將繼續物色合適的業內合作夥伴及投資製作項目，持續推動管理影視項目，以把握中國影視文化產業不斷壯大的市場規模及在新媒體時代線上線下互補轉型升級的發展機遇。

中期股息

董事會不建議派付截至二零一九年六月三十日止六個月的中期股息（截至二零一八年六月三十日止六個月：無）。

CORPORATE GOVERNANCE AND OTHER INFORMATION

Corporate governance code

The Company recognises the importance and value of achieving high standards of corporate governance practices. The Board believes that good corporate governance is an essential element in maintaining and promoting shareholder value and investor confidence.

The Company has adopted the code provisions on Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) as its own code of corporate governance since the date of the listing of the shares of the Company on the Main Board of the Stock Exchange on 3 December 2010 (the “Listing Date”), which shall also be revised from time to time in accordance with the Listing Rules. Saved as disclosed below, the Board considers the Company has complied with the code provisions as set out in the CG Code.

During the period under review, Mr. Siuming Tsui was the CEO of the Company and the position of chairman of the Company was vacated. The Company is identifying suitable candidate to fill the vacancy of chairman.

Code Provision A.2.1

Under code provision 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.

Since April 2016, the position of the chairman of the Company has been vacated. The Company is identifying suitable candidate to fill the vacancy of chairman.

企業管治及其他資料

企業管治守則

本公司深明達致高水平企業管治常規的重要性及價值。董事會相信良好企業管治乃維持及提升股東價值與投資者信心的要素。

自本公司股份於二零一零年十二月三日（「上市日期」）於聯交所主板上市起，本公司一直採納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（「企業管治守則」）的守則條文作為本身的企業管治守則，而本公司亦須按照上市規則不時修訂此守則。除下文所披露者外，董事會認為本公司已遵守企業管治守則所載的守則條文。

於回顧期間，徐小明先生為本公司行政總裁，而本公司主席職位一直懸空。本公司現正物色合適人選填補主席空缺。

守則條文A.2.1

根據企業管治守則的守則條文A.2.1，主席與行政總裁的角色應有區分，並不應由一人同時兼任。

自二零一六年四月起，本公司主席職位一直懸空。本公司現正物色合適人選填補主席空缺。

The Board met regularly to consider and review the major and appropriate issues which may affect the operations of the Company arising from the vacancy of chairmanship. As such, the Board considers that the sufficient measures had been taken and the vacancy of chairmanship should not impair the balance of power and authority between the Board and the management.

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set forth in Appendix 10 of the Listing Rules as its own code of conduct for dealing in securities by the directors of the Company. Specific enquiries have been made to all the directors of the Company and all of them confirmed and declared that they have complied with the required standards as set out in the Model Code during the six months ended 30 June 2019 and up to the date of this report.

董事會定期舉行會議，考慮及審議主席職位懸空可能影響本公司經營的重大及合適議題。因此，董事會認為已採取足夠措施，且主席職位懸空應不會使董事會與管理層之間的權力及授權失衡。

董事進行證券交易的標準守則

本公司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」），作為本公司董事進行證券交易的行為守則。在向本公司全體董事作出具體查詢後，彼等全部確認及聲明彼等於截至二零一九年六月三十日止六個月至本報告日期期間一直遵守標準守則所載的規定標準。

AUDIT COMMITTEE

The Audit Committee of the Company has been established in compliance with Rules 3.21 and Rules 3.22 of the Listing Rules with written term of reference in compliance with the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control procedures of the Group. The Audit Committee currently consists of three independent non-executive directors of the Company, namely Mr. Wong Heung Ming, Henry, Mr. Zhou Chang Ren and Mr. Cai Jian Quan. Mr. Wong Heung Ming, Henry is the chairman of the Audit Committee, who has appropriate professional qualifications and experience in accounting matters. The Audit Committee has reviewed the Group's condensed consolidated interim financial information for the six months ended 30 June 2019.

審核委員會

本公司已遵照上市規則第3.21及3.22條成立審核委員會，並制訂符合企業管治守則的書面職權範圍。審核委員會的主要職責為檢討及監督本集團的財務報告程序及內部監控程序。審核委員會成員目前包括本公司三名獨立非執行董事黃向明先生、周昌仁先生及蔡建權先生。黃向明先生為審核委員會主席，彼擁有合適的會計相關專業資格及經驗。審核委員會已審閱本集團截至二零一九年六月三十日止六個月的簡明合併中期財務資料。

REMUNERATION COMMITTEE

The remuneration committee of the Company (the “Remuneration Committee”) has been established on 8 November 2010 with written terms of reference in compliance with the CG Code. In compliance with the amendments to the Listing Rules which became effective on 1 April 2012, the Board adopted revised terms of reference for the Remuneration Committee on 27 March 2012. The Remuneration Committee comprises three members, namely Mr. Zhou Chang Ren (Chairman), Mr. Siuming Tsui and Mr. Wong Heung Ming, Henry, the majority of which are independent non-executive Directors. The primary duties of the Remuneration Committee are to evaluate, and make recommendations to the Board regarding, the remuneration packages of the Directors and senior management which will be determined by reference to the performance of the individual and the Company as well as market trends and practices.

薪酬委員會

本公司於二零一零年十一月八日成立薪酬委員會（「薪酬委員會」），並制訂符合企業管治守則的書面職權範圍。根據自二零一二年四月一日生效的上市規則修訂本，董事會於二零一二年三月二十七日採納薪酬委員會之經修訂職權範圍。薪酬委員會包括三名成員，即周昌仁先生（主席）、徐小明先生及黃向明先生，大部分為獨立非執行董事。薪酬委員會的主要職責為評估董事及高級管理層的薪酬組合，並就此向董事會提供推薦意見。有關薪酬將參照個人及本公司表現以及市場趨勢及慣例釐定。

NOMINATION COMMITTEE

The nomination committee of the Company (the "Nomination Committee") has been established on 8 November 2010 with written terms of reference in compliance with the CG Code. In compliance with the amendments to the Listing Rules which became effective on 1 April 2012, the Board adopted revised terms of reference for the Nomination Committee on 27 March 2012. The Nomination Committee currently comprises three members, namely Mr. Cai Jian Quan (Chairman), Mr. Siuming Tsui, and Mr. Wong Heung Ming, Henry, the majority of which are independent non-executive Directors. The primary duties of the Nomination Committee are to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors. The Nomination Committee selects and recommends the candidates for directorship based on criteria including professional knowledge, competence, experience, independence and integrity.

提名委員會

本公司於二零一零年十一月八日成立提名委員會（「提名委員會」），並制訂符合企業管治守則的書面職權範圍。根據自二零一二年四月一日生效的上市規則修訂本，董事會於二零一二年三月二十七日採納薪酬委員會之經修訂職權範圍。提名委員會現時包括三名成員，即蔡建權先生（主席）、徐小明先生及黃向明先生，大部分為獨立非執行董事。提名委員會的主要職責為就委任或重新委任董事及董事繼任計劃向董事會提供推薦意見。提名委員會根據專業知識、勝任能力、經驗、獨立性及誠信等準則挑選及推薦董事人選。

CAPITAL REORGANISATION AND CHANGE OF BOARD LOT SIZE

According to the special resolution numbered 3 as set out in the notice of the EGM dated 1 February 2019 and as approved by Shareholders at the EGM held on 25 February 2019, all conditions precedent to the Capital Reorganisation have been fulfilled, the Capital Reorganisation became effective from 9:00 a.m. (Hong Kong time) on the 21st day (if it is not a business day in Hong Kong, the immediately following business day in Hong Kong) after the effective date of the Change of Domicile in Hong Kong time. As the Change of Domicile took effect on Tuesday, 19 March 2019 (Hong Kong time), the Capital Reorganisation shall take effect from 9:00 a.m. (Hong Kong time) on Wednesday, 10 April 2019.

Upon the Capital Reorganisation becoming effective on 10 April 2019 (Hong Kong time), the board lot size for trading in the Shares will be changed from 1,000 Existing Shares to 10,000 New Shares each.

FUND RAISING ACTIVITIES

Convertible Bonds Subscription

On 24 January 2019, the Company entered into the convertible bond subscription agreement with TopBig International Development Limited (the "Subscriber"), a wholly owned company by Mr. Chen Zhi, the Executive Director and a shareholder of the Company, pursuant to which the Company conditionally agreed to issue, and the Subscriber conditionally agreed to subscribe for, the 3% convertible bonds (the "Convertible Bonds") in the aggregate principal amount of HK\$250,000,000 (equivalent to RMB215,750,000).

股本重組及更改每手買賣單位

根據股東於二零一九年二月二十五日舉行的股東特別大會批准的日期為二零一九年二月一日股東特別大會通告所載第三項特殊決議案，所有股本重組先決條件已獲達成，股本重組自遷冊生效日期（香港時間）後第21日（倘該日其並非香港的營業日，則於緊隨其後之香港營業日）上午九時正（香港時間）起生效。由於遷冊於二零一九年三月十九日（星期二）（香港時間）生效，股本重組於二零一九年四月十日（星期三）上午九時正（香港時間）生效。

於股本重組於二零一九年四月十日（香港時間）生效後，股份之每手買賣單位將由1,000股現有股份更改為10,000股新股份。

集資活動

可換股債券認購事項

於二零一九年一月二十四日，本公司與昇平國際發展有限公司（「認購人」）（由本公司執行董事及股東陳志先生全資擁有）訂立可換股債券認購協議，據此，本公司有條件同意發行而認購人有條件同意認購本金總額為250,000,000港元（相當於人民幣215,750,000元）的按利率3厘計息的可換股債券（「可換股債券」）。

The initial conversion price of the Convertible Bonds is HK\$0.24 per conversion share (equivalent to HK\$0.06 per share prior to the Capital Reorganisation), subject to adjustment. The Convertible Bond matures at the day falling on the third anniversary of the date of issue of the convertible bonds and the conversion period covers the period commencing on the date of issue of the Convertible Bonds and ending on maturity date.

Assuming full conversion of the Convertible Bonds at the initial conversion price of HK\$0.24 per conversion share, the Convertible Bonds will be convertible into up to 1,041,666,666 shares (on the basis of consolidated shares after the Capital Reorganisation becoming effective).

The gross and net proceeds from the subscription was approximately HK\$250 million and HK\$245 million respectively. At the time of subscription, it was the intention of the Company to apply the net proceeds from the subscription as to: (a) approximately HK\$105 million for repaying the principal and accrued interest on the Subscriber Loan Facility; (b) approximately HK\$107.5 million for early redemption of the Promissory Notes and the accrued interest thereon; and (c) approximately HK\$32.5 million for the Group's general expenses such as salaries, rental expenses and professional fees. As at 30 June 2019, all proceeds from the subscription were utilized as intended.

可換股債券的初步換股價為每股換股股份0.24港元（相當於股本重組前每股0.06港元）（可予調整）。可換股債券到期日為發行可換股債券當日起計滿三週年當日到期，而可換股期間涵蓋發行可換股債券當日起至到期日止期間。

假設可換股債券按初步換股價每股換股股份0.24港元獲悉數轉換，可換股債券將轉換為最多1,041,666,666股股份（以股本重組生效後之合併股份為基準）。

認購事項所得款項總額及淨額分別約為250百萬港元及245百萬港元。於認購事項之時，本公司擬將認購事項所得款項淨額：(a)約105百萬港元用於償還認購人貸款融資的本金及應計利息；(b)約107.5百萬港元用於提早贖回承兌票據並支付其應計利息；及(c)約32.5百萬港元用於本集團的一般開支，如薪金、租金開支及專業費用。截至二零一九年六月三十日，所有認購事項所得款項已悉數按原定用途使用。

The Convertible Bonds and the new Shares to be issued upon conversion of the Convertible Bonds (The “Conversion Shares”) shall be allotted and issued by the Company pursuant to the specific mandate granted by the independent shareholders of the Company to the Directors at an extraordinary general meeting of the Company held on 8 March 2019.

Conversion of convertible bonds

Based on the conversion price of HK\$0.24 per Share, 185,600,000 Shares (the “Conversion Shares”) were allotted and issued by the Company to the Subscriber on 21 May 2019. As a result of the Partial Conversion, the issued share capital of the Company has increased from 571,999,030 Shares to 757,599,030 Shares. The Conversion Shares rank pari passu with all the existing Shares in issue as at the date of allotment and among themselves in all respects. The 185,600,000 Conversion Shares represent: (a) approximately 32.45% of the issued share capital immediately before the Partial Conversion; and (b) approximately 24.50% of the issued share capital as enlarged by the Partial Conversion.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES

The Company has not redeemed any of its listed shares during the six months ended 30 June 2019. Neither the Company nor any of its subsidiaries had purchased, sold or repurchased any of the listed shares of the Company during the six months ended 30 June 2019.

可換股債券及可換股債券獲轉換後將予發行之新股（「可換股股份」）將由本公司根據其獨立股東於本公司在二零一九年三月八日舉行之股東特別大會上向董事授出之特別授權配發及發行。

轉換可換股債券

本公司已於二零一九年五月二十一日按每股股份0.24港元的換股價向認購人配發及發行185,600,000股股份（「可換股股份」）。因應該部分轉換，本公司的已發行股本已由571,999,030股股份增至757,599,030股股份。可換股股份與配發日期的所有現有已發行股份及彼此之間在各方面享有同等地位。185,600,000股可換股股份相當於(a)緊接該部分轉換前的已發行股本約32.45%；及(b)經該部分轉換擴大的已發行股本約24.50%。

購買、出售或贖回本公司股份

於截至二零一九年六月三十日止六個月，本公司並無贖回其任何上市股份。於截至二零一九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股份。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2019, the interests and short positions of the Directors in the share capital and underlying shares (the "Share(s)") of the Company or 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 the Model Code for Securities Transactions by Directors of Listed Issuers, were set out as follows:

Long position in the Company

Name of Director 董事姓名	Capacity/Nature of interest 身份/權益性質	Number of Shares 股份數目	Approximate percentage of interest 權益概約百分比
Mr. Chen Zhi 陳志先生	Interest in controlled corporation and beneficial owner 於受控制法團的權益及實益擁有人	1,083,265,340 (Note 1)	142.98%
		1,083,265,340 (附註1)	142.98%
Mr. Yu Shi Quan 余詩權先生	Beneficial Owner 實益擁有人	223,049	0.03%
		223,049	0.03%

Note:

(1) Mr. Chen Zhi (an executive director of the Company) was deemed to be interested in 1,083,265,340 Shares and underlying Shares, comprising (i) 1,758,164 Shares directly held by him; (ii) 225,440,510 Shares held by TopBig International Development Limited ("TopBig International"), a controlled corporation which is wholly-owned by Mr. Chen Zhi; and (iii) 856,066,666 underlying Shares attributable to the conversion right attaching to convertible bonds issued by the Company held by TopBig International.

董事於股份及相關股份的權益及淡倉

於二零一九年六月三十日，董事於本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股本及相關股份（「股份」）中擁有記錄於根據證券及期貨條例第352條本公司須存置的登記冊，或根據上市發行人董事進行證券交易的標準守則已知會本公司及聯交所的權益及淡倉載列如下：

於本公司的好倉

Name of Director 董事姓名	Capacity/Nature of interest 身份/權益性質	Number of Shares 股份數目	Approximate percentage of interest 權益概約百分比
Mr. Chen Zhi 陳志先生	Interest in controlled corporation and beneficial owner 於受控制法團的權益及實益擁有人	1,083,265,340 (Note 1)	142.98%
		1,083,265,340 (附註1)	142.98%
Mr. Yu Shi Quan 余詩權先生	Beneficial Owner 實益擁有人	223,049	0.03%
		223,049	0.03%

附註：

(1) 本公司執行董事陳志先生被視為於1,083,265,340股股份及相關股份中擁有權益，包括(i)由其直接持有的1,758,164股股份；(ii)由陳志先生全資擁有的受控制法團昇平國際發展有限公司（「昇平國際」）所持有的225,440,510股股份；及(iii)歸屬於昇平國際持有的本公司發行的可換股債券所附帶換股權的856,066,666股相關股份。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 30 June 2019, the following persons (other than Directors or chief executives of the Company) had interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions in the Company:

Name 姓名／名稱	Capacity/Nature of interest 身份／權益性質	Number of Shares 股份數目	Approximate percentage of interest 權益概約百分比
Shi Jianxiang 施建祥	Beneficial Owner 實益擁有人	46,712,500 46,712,500	6.17% 6.17%
TopBig International 昇平國際	Beneficial Owner (Note 1) 實益擁有人(附註1)	1,081,507,176 1,081,507,176	142.75% 142.75%
Chen Rong 陳榕	Interest of controlled corporation (Note 2) 於受控制法團的權益(附註2)	39,335,004 39,335,004	5.19% 5.19%
Happy Day Development Ltd. Happy Day Development Ltd.	Beneficial owner (Note 2) 實益擁有人(附註2)	39,335,004 39,335,004	5.19% 5.19%

Notes:

- 1 TopBig International is a controlled corporation wholly-owned by Mr. Chen Zhi, an executive Director. TopBig International was deemed to be interested in 1,081,507,176 Shares and underlying Shares, comprising (i) 225,440,510 Shares held by TopBig International; and (ii) 856,066,666 underlying Shares attributable to the conversion right attaching to convertible bonds issued by the Company held by TopBig International.
2. Happy Day Development Ltd. is a controlled corporation wholly-owned by Chen Rong.

主要股東於股份及相關股份的權益

於二零一九年六月三十日，以下人士（董事或本公司最高行政人員除外）擁有記錄於根據證券及期貨條例第336條本公司須存置的登記冊的股份及相關股份權益或淡倉：

於本公司的好倉：

Name 姓名／名稱	Capacity/Nature of interest 身份／權益性質	Number of Shares 股份數目	Approximate percentage of interest 權益概約百分比
Shi Jianxiang 施建祥	Beneficial Owner 實益擁有人	46,712,500 46,712,500	6.17% 6.17%
TopBig International 昇平國際	Beneficial Owner (Note 1) 實益擁有人(附註1)	1,081,507,176 1,081,507,176	142.75% 142.75%
Chen Rong 陳榕	Interest of controlled corporation (Note 2) 於受控制法團的權益(附註2)	39,335,004 39,335,004	5.19% 5.19%
Happy Day Development Ltd. Happy Day Development Ltd.	Beneficial owner (Note 2) 實益擁有人(附註2)	39,335,004 39,335,004	5.19% 5.19%

附註：

- 1 昇平國際為一家由執行董事陳志先生全資擁有的受控制法團。昇平國際被視作於1,081,507,176股股份及相關股份中擁有權益，包括(i)昇平國際持有的225,440,510股股份；及(ii)歸屬於昇平國際持有的本公司發行的可換股債券所附帶換股權的856,066,666股相關股份。
2. Happy Day Development Ltd.為一家由陳榕全資擁有的受控制法團。

Save as disclosed herein, the Company has not been notified of any other person (other than a Director or a chief executive of the Company) who had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO as at 30 June 2019.

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

The Structured Contracts Background

Fuzhou ShiFangCe Culture Media Co., Ltd. (“Original Wfoe”), which was a wholly-owned subsidiary of the Company prior to 24 December 2015, entered into (a) structured contracts (the “Internet Structured Contracts”) to enable the Group to capture the economic benefits of and obtain the effective control over Beijing BaiChuanDuKe Science and Technology Co., Ltd. (“Internet Opco” or “Beijing BaiChuanDuKe”) and its subsidiaries (collectively, the “Internet Opco Group”).

Pursuant to the Catalogue of Industries for Guiding Foreign Investment jointly promulgated by The National Development and Reform Commission of the PRC and The Ministry of Commerce of the PRC on 31 October 2007 (last updated on 10 April 2015), foreign investors are (i) prohibited from investing in news websites and online publication services; and (ii) restricted from investing in more than 50% controlling stake in value-added telecommunication and printing of publications. At the time of the entering into of the Internet Structured Contracts, the Company could not directly acquire the equity interest in Internet Opco. Therefore, the Company entered into the Internet Structured Contracts to capture the economic benefits of and obtain the effective control over the Internet Opco.

除本文所披露者外，於二零一九年六月三十日，本公司並無獲知會有任何其他人士（董事或本公司最高行政人員除外）擁有記錄於根據證券及期貨條例第336條本公司須存置的登記冊的本公司股份及相關股份權益或淡倉。

非豁免持續關連交易

架構合約 背景

福州十方策文化傳媒有限公司（「原外商獨資企業」，於二零一五年十二月二十四日前為本公司的全資附屬公司）訂立(a)多項架構合約（「互聯網架構合約」），讓本集團可獲得北京百傳讀客科技有限公司（「互聯網營運公司」或「北京百傳讀客」）及其附屬公司（統稱「互聯網營運公司集團」）的經濟利益及取得其實際控制權。

依據由中國國家發展和改革委員會及中國商務部於二零零七年十月三十一日（最新於二零一五年四月十日更新）聯合頒佈的《外商投資產業指導目錄》，外國投資者(i)被禁止投資於新聞網站及網絡出版服務；及(ii)被限制不得投資於增值電訊業務及出版物印刷的控股權超過50%。於訂立互聯網架構合約之時，本公司不能直接收購互聯網營運公司的股權。因此，本公司訂立互聯網架構合約以讓本集團可獲得互聯網營運公司的經濟利益及取得其實際控制權。

On 17 December 2015, in anticipation of the imminent disposal of Previous Wfoe by the Group to an independent third party, the Internet Structured Contracts were novated from Original Wfoe to another wholly-owned subsidiary of the Company, Fuzhou DingCe Culture Communication Co. Ltd. (“New Wfoe” or “Fuzhou DingCe”). With the novation of the Internet Structured Contracts to New Wfoe, the Group continues to consolidate the financial results of the Internet Opco Group through the contractual arrangements under the Internet Structured Contracts.

Internet Opco and Internet Opco Shareholders

Internet Opco is a limited liability company established under the laws of the PRC with a registered capital of RMB1 million and principally engaged in value-added telecommunication business, news websites, online publication services and printing of publications. Internet Opco Group holds a Permit for Internet Publication (互聯網出版許可證), an Operation Permit for Value-added Telecommunication Business (增值電信業務經營許可證) and an Operation Permit for News Publication Printing (新聞出版物印刷經營許可證).

The registered capital of Internet Opco is registered as to 60% in the name of Zheng Bai Ling (“Zheng”) and 40% in the name of Xu Kai Ning (“Xu”, and together with Zheng, collectively the “Internet Opco Shareholders”).

於二零一五年十二月十七日，鑑於本集團即將向獨立第三方出售原外商獨資企業，互聯網架構合約由本公司另一全資附屬公司福州鼎策文化傳播有限公司（「新外商獨資企業」或「福州鼎策」）代替原外商獨資企業承擔。鑑於互聯網架構合約改由新外商獨資企業承擔，本集團繼續透過互聯網架構合約下的合約安排，將互聯網營運公司集團的財務業績合併入賬。

互聯網營運公司及互聯網營運公司股東

互聯網營運公司為根據中國法律成立的有限責任公司，註冊資本為人民幣1百萬元，主要從事增值電信業務、新聞網站、網絡出版服務和出版物印刷業務。互聯網營運公司集團持有互聯網出版許可證、增值電信業務經營許可證及新聞出版物印刷經營許可證。

互聯網營運公司的註冊資本中，60%以鄭柏齡（「鄭」）的名義註冊，而40%以許開寧（「許」）的名義註冊。鄭及許統稱為「互聯網營運公司股東」。

Reasons for the entering into of the Internet Structured Contracts

The principal reasons for the entering into of the Internet Structured Contracts were (a) to establish a contractual position which allows the economic benefits of the businesses and operations of the Internet Opco Group to flow to the Group; (b) through the control of the right of nomination of directors of Internet Opco, to monitor, supervise and effectively control the business, operations and financial policies of the Internet Opco Group which in turn ensure due implementation of the Internet Structured Contracts; (c) to prevent any possible leakage of assets to the Internet Opco Shareholders; and (d) to enable the Group to acquire the equity interest of the Internet Opco at an agreed price, which was fixed as a matter of relatively nominal sums and being the lowest prices permissible under PRC law.

Save for the foreign investment restrictions described above, the contractual arrangements under the Internet Structured Contracts are not related to any other regulations or requirements.

訂立互聯網架構合約的理由

訂立互聯網架構合約的主要理由乃(a)確立一個合約地位，使互聯網營運公司集團業務及營運的經濟利益得以流入本集團；(b)透過控制互聯網營運公司董事的提名權，監控、監察及實際控制互聯網營運公司集團的業務、營運及財務政策，進而確保妥為實行互聯網架構合約；(c)防止有任何資產可能洩漏予互聯網營運公司股東的情況；及(d)使本集團可按協定價格（按相對名義款額釐定，即中國法律下允許的最低價格）購入互聯網營運公司的股權。

除上述外商投資限制外，互聯網架構合約下的合約安排與任何其他規例或規定無關。

Key terms of the Internet Structured Contracts

互聯網架構合約的主要條款

In the summary table below, we set out the current status and the key terms of the Internet Structured Contracts: 下表概列互聯網架構合約的目前狀況及主要條款：

Loan Agreement 貸款協議

Date: 17 December 2015

日期：二零一五年十二月十七日

Parties: New Wfoe (as lender), Zheng and Xu (as borrowers)

訂約方：新外商獨資企業（作為貸款人）、鄭及許（作為借款人）

Loan sum: RMB600,000 (for Zheng) and RMB400,000 (for Xu)

貸款額：人民幣600,000元（鄭）及人民幣400,000元（許）

Term: 10 years, automatically renewable for successive periods of 5 years unless terminated by notice by New Wfoe

年期：10年，除非被新外商獨資企業發出通知終止，否則可自動續期每次5年

No early repayment: Each of Zheng and Xu is not permitted to repay any loan without prior written consent of New Wfoe.

不得提早還款：鄭及許均不得在未經新外商獨資企業事先書面同意下償還任何貸款。

**Equity Pledge
Agreement**
股權質押協議

Date: 17 December 2015
日期：二零一五年十二月十七日

Parties: Zheng and Xu (as pledgors), New Wfoe (as pledgee), Internet Opco
訂約方：鄭及許（作為質押人）、新外商獨資企業（作為承押人）、互聯網營運公司

Pledged assets: 60% equity interest in Internet Opco (by Zheng), 40% equity interest in Internet Opco (by Xu)
質押資產：互聯網營運公司60%股權（由鄭質押）、互聯網營運公司40%股權（由許質押）

Guaranteed obligations: To guarantee the repayment of the loans under the Loan Agreement and the payment of the service fees under the Service Agreement.
擔保責任：擔保償還貸款協議下的貸款及支付服務協議下的服務費。

Dividends: Pursuant to the Equity Pledge Agreement, New Wfoe is entitled to all of the benefits arising from the pledged equity interests including dividends.
股息：依據股權質押協議，新外商獨資企業有權取得所有已質押股權產生的利益（包括股息）。

**Voting Right Proxy
Agreement**
投票權代表委任協議

Date: 17 December 2015

日期：二零一五年十二月十七日

Parties: Zheng and Xu (as appointers), New Wfoe (as appointee),
Internet Opco

訂約方：鄭及許（作為委任人）、新外商獨資企業（作為獲委任人）、
互聯網營運公司

Power granted: Each of Zheng and Xu granted to New Wfoe and its designee(s) the power to exercise all relevant voting rights in Internet Opco including but not limited to those relating to: (i) the amendment of company constitution; (ii) the appointment, election or dismissal of the directors, supervisors or senior management; (iii) the transfer or disposal of all or part of the equity interest in Internet Opco; (iv) the increase or reduction of capital, other capital reorganization, dissolution or liquidation of Internet Opco; and (v) the right to inspect all documents and information of Internet Opco.

所授權力：鄭及許各自向新外商獨資企業及其指派者授出行使互聯網營運公司所有相關投票權的權力，包括但不限於與以下項目相關者：(i)修訂公司章程；(ii)委任、選舉或辭退董事、監事或高級管理層；(iii)轉讓或處置互聯網營運公司所有或部分股權；(iv)增加或削減互聯網營運公司的資本、其他股本重組、解散或清盤；及(v)查核互聯網營運公司所有文件及資料的權利。

Restriction on equity transfer: None of Zheng nor Xu may transfer all or any part of their equity interest in Internet Opco without the prior written consent of New Wfoe.

股權轉讓限制：鄭及許均不得在未經新外商獨資企業事先書面同意下轉讓彼等於互聯網營運公司的全部或任何部分股權。

**Exclusive Purchase
Option Agreement**
獨家選擇購買權協議

Date: 17 December 2015
日期：二零一五年十二月十七日

Parties: Zheng and Xu (as grantors), New Wfoe (as grantee),
Internet Opco
訂約方：鄭及許（作為授權人）、新外商獨資企業（作為承授人）、
互聯網營運公司

Option: Each of Zheng and Xu irrevocably granted to New Wfoe or
its designee(s) an exclusive option to purchase, at any time if and
when permitted under PRC laws, all or part of their equity interests
in Internet Opco at the agreed price, being the higher of (i) RMB1
million; and (ii) the lowest price permissible under PRC laws.

選擇權：鄭及許各自不可撤回地向新外商獨資企業或其指派者授出
獨家選擇購買權，以於中國法律允許的任何時間內按協定價格（即
(i)人民幣1百萬元；及(ii)中國法律下允許的最低價格兩者中的較高
者）購買彼等於互聯網營運公司的全部或任何部分股權。

Service Agreement
服務協議

Date: 17 December 2015

日期：二零一五年十二月十七日

Parties: New Wfoe (as consultant) and Internet Opco (as appointer)
訂約方：新外商獨資企業（作為顧問）及互聯網營運公司（作為委任人）

Term: 10 years, automatically renewable for successive periods of 5 years unless terminated by notice by New Wfoe

年期：10年，除非被新外商獨資企業發出通知終止，否則可自動續期每次5年

Scope of services: New Wfoe agreed to provide to Internet Opco consulting services including (i) market research; (ii) business development and market consultation; (iii) consulting services in respect of labor matters; (iv) construction and maintenance of information networks and network security; (v) technical support for software and technology; and (vi) other services in relation to its business operations.

服務範圍：新外商獨資企業同意向互聯網營運公司提供諮詢服務，包括(i)市場研究；(ii)業務發展及市場諮詢；(iii)有關勞務的諮詢服務；(iv)建設及維護資訊網絡及網絡安全；(v)軟件及科技技術支援；及(vi)有關互聯網營運公司業務經營的其他服務。

Service fees: The service fees are according to the nature of the service content and time spent based on market price.

服務費：服務費按照服務內容性質及所費時間依照市價計算。

Unwinding of the Structured Contracts

The Internet Structured Contract has not been unwound up to the date of this report. The Company does not intend to unwind any Internet Structured Contract unless and until the foreign investment restriction relating to ownership of the equity interest in Internet Opcos is lifted. When the foreign investment restriction is lifted, the Company intends to exercise its exclusive purchase right under the Exclusive Purchase Option Agreement to acquire the entire equity interest in Internet Opco, so that the Company can control the Internet Opco Group through direct shareholding relationship rather than through the Internet Structured Contracts.

撤銷架構合約

截至本報告日期，互聯網架構合約並未被撤銷。除非及直至與互聯網營運公司股權的擁有權有關的外商投資限制被撤銷，否則本公司無意撤銷任何互聯網架構合約。倘若外商投資限制被撤銷，本公司有意行使其於獨家選擇購買權協議下的獨家購買權，收購互聯網營運公司的全部股權，致使本公司能夠透過直接持股關係而非互聯網架構合約控制互聯網營運公司集團。

Accounting policies and financial information

This condensed consolidated interim financial information includes the financial information of the Company, its subsidiaries, and special purpose entities (“SPEs”) where the Company is deemed the primary beneficiary. Fuzhou DingCe (a wholly owned subsidiary of the Company) entered into the Internet Structured Contracts with Beijing BaiChuanDuKe, whereby Fuzhou DingCe provides consulting services to Beijing BaiChuanDuKe and is entitled to (1) receive a substantial portion of the economic benefits from Beijing BaiChuanDuKe; (2) exercise effective control over Beijing BaiChuanDuKe; and (3) have an exclusive option to purchase all or part of the equity interests in Beijing BaiChuanDuKe when and to the extent permitted by the PRC laws. By virtue of the contractual arrangements under the Internet Structured Contracts, Beijing BaiChuanDuKe is an SPE and is deemed to be a subsidiary of the Company under the requirements of IFRS 10 “Consolidated financial statements”.

會計政策及財務資料

本簡明合併中期財務資料包括本公司、其附屬公司及本公司被視為首要受益人的特殊目的實體（「特殊目的實體」）的財務資料。本公司全資附屬公司福州鼎策與北京百傳讀客訂立互聯網架構合約，據此，福州鼎策向北京百傳讀客提供諮詢服務，並有權(1)收取來自北京百傳讀客的絕大部分經濟利益；(2)對北京百傳讀客實施有效控制；及(3)擁有在中國法律允許的時間及範圍內購買北京百傳讀客全部或部分股權的獨家選擇權。憑藉互聯網架構合約下的合約安排，北京百傳讀客為特殊目的實體，且根據國際財務報告準則第10號「合併財務報表」的規定，北京百傳讀客被視為本公司的附屬公司。

When assessing whether to combine an SPE, the Group evaluates a range of factors, including whether (1) the activities of the SPE are being conducted on behalf of the Group according to its specific business needs so that the Group obtains the benefits from the SPE's operations, (2) the Group has decision-making powers to obtain the majority of the benefits, (3) the Group obtains the majority of the benefits of the activities of the SPE, and (4) the Group retains the majority of the residual ownership risks related to the assets in order to obtain the benefits from its activities. The Group consolidates an SPE if an assessment of the relevant factors indicates that it controls the SPE. Based on the contractual arrangements under the Internet Structured Contracts, the Company consolidated the results, assets and liabilities of Beijing BaiChuanDuKe in the condensed consolidated interim financial information of the Group.

當評估是否將特殊目的實體合併入賬時，本集團會評估多項因素，包括(1)特殊目的實體業務活動是否根據其特殊業務需要代表本集團進行，而本集團因此從特殊目的實體業務中獲利，(2)本集團是否擁有獲得大多數利益的決策權，(3)本集團是否獲得特殊目的實體業務活動的大多數利益，及(4)本集團是否保留大多數與資產有關的餘下擁有權風險以從其業務活動中獲利。倘評估相關因素後顯示其控制特殊目的實體，則本集團會將特殊目的實體合併入賬。基於互聯網架構合約下的合約安排，本公司將北京百傳讀客的業績、資產及負債於本集團的簡明合併中期財務資料合併入賬。

PRC laws strictly prohibits foreign investment in, and ownership of, companies engaging in the news websites and online publication services, and place significant restrictions on foreign investment in, and ownership of, companies engaging in the value-added telecommunication business (Chinese parties as controlling shareholders) and printing of publications (Chinese parties as controlling shareholders). The Company is considered as a foreign-invested enterprise, and is required to comply with the PRC laws and regulations applicable to foreign-invested enterprises. Due to such restrictions, the Company are not permitted to have and does not have direct ownership of any interest in Beijing BaiChuanDuKe as Beijing BaiChuanDuKe, together with its subsidiaries, holds a Permit for Internet Publication (互聯網出版許可證), an Operation Permit for Value-added Telecommunication Business (增值電信業務經營許可證) and an Operation Permit for News Publication Printing (新聞出版物印刷經營許可證). Instead, the Company conducts the above operations in China principally through contractual arrangements among its subsidiary Fuzhou DingCe on the one hand, and Beijing BaiChuanDuKe and its shareholders, on the other. These contractual arrangements permit the financial results of Beijing BaiChuanDuKe to be consolidated with and effectively all of the economic benefits of its business to be transferred to Fuzhou DingCe. The contractual arrangement is not related to any regulations other than the restriction on foreign investment.

中國法律嚴格禁止外商投資及擁有從事新聞網站及網絡出版服務的公司，亦嚴格限制外商投資及擁有從事增值電信業務（中方控股）及出版物印刷（中方控股）的公司。本公司被視為外商投資企業，須遵守適用於外商投資企業的中國法律法規。由於該等限制，而北京百傳讀客及其附屬公司持有互聯網出版許可證、增值電信業務經營許可證及新聞出版物印刷經營許可證，故本公司不得亦並無直接擁有北京百傳讀客的任何權益。因此，本公司主要透過其附屬公司福州鼎策作為一方與北京百傳讀客以及其股東作為另一方訂立合約安排在中國經營上述業務。該等合約安排使得北京百傳讀客的財務業績與福州鼎策合併，並且實際上其業務的所有經濟利益均能由此轉移至福州鼎策。合約安排並非與外商投資限制以外的任何規定相關。

**INTERIM CONDENSED CONSOLIDATED
BALANCE SHEET**

AS AT 30 JUNE 2019

中期簡明合併資產負債表

於二零一九年六月三十日

			30 June 2019 二零一九年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	8	76,779	67,426
Right-of-use assets	使用權資產		14,314	-
Intangible assets	無形資產	9	285,133	283,912
Interests in an associate	於聯營公司的權益		1,382	1,635
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	11	111,471	37,689
			<u>489,079</u>	<u>390,662</u>
Current assets	流動資產			
Inventories	存貨		1,174	1,420
Properties held for sale	持作出售物業	12	24,622	24,622
Financial assets at fair value through profit or loss	公允價值經損益表入賬的金融資產	10	5,996	6,173
Trade receivables – net	貿易應收款項 – 淨額	13	6,887	7,858
Contract assets – net	合約資產 – 淨額		1,882	2,173
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	11	8,497	9,593
Amounts due from related parties	應收關連人士款項	27	1,280	820
Restricted cash	受限制現金		1,611	-
Cash and cash equivalents	現金及現金等值項目		8,972	33,880
			<u>60,921</u>	<u>86,539</u>
Total assets	總資產		<u>550,000</u>	<u>477,201</u>

**INTERIM CONDENSED CONSOLIDATED
BALANCE SHEET (Continued)**

AS AT 30 JUNE 2019

中期簡明合併資產負債表 (續)

於二零一九年六月三十日

			30 June 2019	31 December 2018
			二零一九年 六月三十日	二零一八年 十二月三十一日
		<i>Note</i>	RMB'000	RMB'000
		<i>附註</i>	人民幣千元	人民幣千元
			Unaudited	Audited
			未經審核	經審核
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	19	6,402	191,994
Share premium	股份溢價	19	36,376	851,682
Other reserves	其他儲備		184,958	53,914
Accumulated deficits	累積虧絀		(21,235)	(922,308)
			206,501	175,282
Non-controlling interests	非控股權益		11,312	12,680
Total equity	權益總額		217,813	187,962
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		10,361	-
Other payables	其他應付款項	14	55,000	-
Promissory notes	承兌票據	16	-	81,552
Convertible bonds	可換股債券	17	142,423	-
Deferred income tax liabilities	遞延所得稅負債	18	51,090	51,723
Loans from a related party	關聯方借款	27	-	87,132
			258,874	220,407

**INTERIM CONDENSED CONSOLIDATED
BALANCE SHEET (Continued)**

AS AT 30 JUNE 2019

中期簡明合併資產負債表 (續)

於二零一九年六月三十日

			30 June 2019	31 December 2018
			二零一九年 六月三十日	二零一八年 十二月三十一日
			RMB'000	RMB'000
		<i>Note</i>	Unaudited	Audited
		<i>附註</i>	未經審核	經審核
Current liabilities	流動負債			
Trade payables	貿易應付款項	14	4,558	4,597
Other payables and accrued expenses	其他應付款項及 應計開支	14	33,922	34,046
Financial guarantees	財務擔保		1,107	-
Lease liabilities	租賃負債		3,519	-
Borrowings	借款	15	7,323	8,377
Amounts due to related parties	應付關連人士款項	27	1,781	628
Current income tax liabilities	即期所得稅負債		21,103	21,184
			73,313	68,832
Total liabilities	總負債		332,187	289,239
Total equity and liabilities	權益及負債總額		550,000	477,201

Approved and authorised for issue by the Board of Directors on 28 August 2019 and signed on behalf of the Board by:

經董事會於二零一九年八月二十八日批准並授權刊發，並由下列董事代表董事會簽署：

Siuming Tsui
Director

Yu Shi Quan
Director

徐小明
董事

余詩權
董事

The above interim condensed consolidated balance sheet should be read in conjunction with the accompanying notes.

上述中期簡明合併資產負債表應與隨附附註一併閱讀。

**INTERIM CONDENSED CONSOLIDATED
STATEMENT OF COMPREHENSIVE INCOME**

FOR THE SIX MONTHS ENDED 30 JUNE 2019

中期簡明合併全面收益表

截至二零一九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	
		2019 二零一九年 RMB'000 人民幣千元 Unaudited 未經審核	2018 二零一八年 RMB'000 人民幣千元 Unaudited 未經審核
	Note 附註		
Revenue	收入	7	16,928
Cost of sales	銷售成本	21	(13,829)
Gross profit	毛利		3,099
Selling and marketing expenses	銷售及營銷開支	21	(691)
General and administrative expenses	一般及行政開支	21	(27,569)
Other income	其他收入	20	354
Other loss	其他虧損	20	(177)
Operating loss	經營虧損		(24,984)
Finance income	財務收入	22	42
Finance costs	財務成本	22	(17,314)
Finance costs – net	財務成本 – 淨額	22	(17,272)
Share of losses of an associate	應佔聯營公司虧損		(252)
Loss before income tax	除所得稅前虧損		(42,508)
Income tax credit/(expenses)	所得稅抵免/(開支)	23	628
Loss for the period	期內虧損		(41,880)
(Loss)/profit attributable to:	以下各項應佔(虧損)/溢利:		
– Owners of the Company	– 本公司擁有人		(40,626)
– Non-controlling interests	– 非控股權益		(1,254)
			(41,880)
			(59,821)
			(677)
			(60,498)
			(60,498)

**INTERIM CONDENSED CONSOLIDATED
STATEMENT OF COMPREHENSIVE INCOME**

(Continued)

FOR THE SIX MONTHS ENDED 30 JUNE 2019

中期簡明合併全面收益表 (續)

截至二零一九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	
		2019 二零一九年 RMB'000 人民幣千元 Unaudited 未經審核	2018 二零一八年 RMB'000 人民幣千元 Unaudited 未經審核
		Note 附註	
Other comprehensive loss	其他全面虧損		
<i>Items that may be reclassified to profit or loss</i>	<i>可重新分類至損益賬的項目</i>		
Currency translation differences	貨幣換算差額		
		(337)	(651)
Other comprehensive loss for the period	期內其他全面虧損		
		(337)	(651)
Total comprehensive loss for the period	期內全面虧損總額		
		(42,217)	(61,149)
Total comprehensive (loss)/profit attributable to:	以下各項應佔全面(虧損)/溢利總額:		
- Owners of the Company	- 本公司擁有人	(40,963)	(62,059)
- Non-controlling interests	- 非控股權益	(1,254)	910
		(42,217)	(61,149)
Loss per share for loss attributable to owners of the Company	本公司擁有人應佔虧損的每股虧損		
- Basic (RMB per share)	- 基本(每股人民幣)	24	(0.0662)
- Diluted (RMB per share)	- 攤薄(每股人民幣)	24	(0.0662)
			(0.1315)*
			(0.1315)*

* The loss per share was retrospectively adjusted after the capital reorganisation as disclosed in Note 24.

* 誠如附註24所披露，每股虧損已於股本重組後作追溯調整。

The above interim condensed consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

上述中期簡明合併全面收益表應與隨附附註一併閱讀。

**INTERIM CONDENSED CONSOLIDATED
STATEMENT OF CHANGES IN EQUITY**
FOR THE SIX MONTHS ENDED 30 JUNE 2019

中期簡明合併權益變動表

截至二零一九年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital	Share premium	Conversion rights	Capital redemption reserve	Capital reserves	Contributed surplus	Exchange reserve	Statutory reserves	Accumulated deficits	Total	Non-controlling interests	Total equity
		股本	股份溢價	換股權	儲備	資本儲備	實繳盈餘	匯兌儲備	法定儲備	累計虧絀	總計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 January 2019	於二零一九年一月一日的結餘	191,994	851,682	-	997	41,297	-	(1,362)	12,982	(922,308)	175,282	12,680	187,962
Change in accounting policy (Note 4)	會計政策變更(附註4)	-	-	-	-	-	-	(28)	-	(287)	(315)	(114)	(429)
Restated total equity as at 1 January 2019	於二零一九年一月一日的經重述總權益	191,994	851,682	-	997	41,297	-	(1,390)	12,982	(922,595)	174,967	12,566	187,533
Total Comprehensive income	全面收益總額												
Loss for the period	期內虧損	-	-	-	-	-	-	-	-	(40,626)	(40,626)	(1,254)	(41,880)
Currency translation differences	貨幣兌換差額	-	-	-	-	-	-	(337)	-	-	(337)	-	(337)
Total comprehensive loss	全面表損總額	-	-	-	-	-	-	(337)	-	(40,626)	(40,963)	(1,254)	(42,217)
Transactions with owners	與擁有人的交易												
Cancellation of share premium account (Note 19)	註銷股份溢價賬(附註19)	-	(851,682)	-	-	-	851,682	-	-	-	-	-	-
Capital reorganisation (Note 19)	股本結構(附註19)	(187,194)	-	-	-	-	(754,792)	-	-	941,986	-	-	-
Equity component of convertible bonds issued, net of transaction costs (Note 17)	已發行可換股債券的權益部分,扣除交易成本(附註17)	-	-	42,003	-	-	-	-	-	-	42,003	-	42,003
Conversion of convertible bonds	轉券可換股債券	1,602	36,376	(7,484)	-	-	-	-	-	-	30,494	-	30,494
Total transactions with owners	與擁有人的交易總額	(185,592)	(815,306)	34,519	-	-	96,890	-	-	941,986	72,497	-	72,497
Balance at 30 June 2019	於二零一九年六月三十日的結餘	6,402	36,376	34,519	997	41,297	96,890	(1,727)	12,982	(21,235)	206,501	11,312	217,813

**INTERIM CONDENSED CONSOLIDATED
STATEMENT OF CHANGES IN EQUITY (Continued)**

中期簡明合併權益變動表 (續)

FOR THE SIX MONTHS ENDED 30 JUNE 2019

截至二零一九年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests		Total equity
		Share capital	Share premium	Capital redemption reserve 股本贖回儲備	Capital reserves	Exchange reserve	Statutory reserves	Accumulated deficits	Total		
		股本 RMB'000 人民幣千元	股份溢價 RMB'000 人民幣千元	儲備 RMB'000 人民幣千元	資本儲備 RMB'000 人民幣千元	匯兌儲備 RMB'000 人民幣千元	法定儲備 RMB'000 人民幣千元	累計虧絀 RMB'000 人民幣千元	總計 RMB'000 人民幣千元	非控股權益 RMB'000 人民幣千元	權益總額 RMB'000 人民幣千元
Balance at 1 January 2018	於二零一八年一月一日的結餘	123,919	816,907	997	41,297	1,209	12,464	(757,387)	239,406	7,969	247,375
Total Comprehensive income	全面收益總額										
Loss for the period	期內虧損	-	-	-	-	-	-	(61,408)	(61,408)	910	(60,498)
Currency translation differences	貨幣換算差額	-	-	-	-	(651)	-	-	(651)	-	(651)
Total comprehensive loss	全面虧損總額	-	-	-	-	(651)	-	(61,408)	(62,059)	910	(61,149)
Transactions with owners	與擁有人交易										
Issuance of ordinary shares	發行普通股	68,075	34,775	-	-	-	-	-	102,850	-	102,850
Total transactions with owners	與擁有人交易總額	68,075	34,775	-	-	-	-	-	102,850	-	102,850
Balance at 30 June 2018	於二零一八年六月三十日的結餘	191,994	851,682	997	41,297	558	12,464	(818,795)	280,197	8,879	289,076

The above interim condensed consolidated statement of changes in equity should be read in conjunction with the accompanying notes. 上述中期簡明合併權益變動表應與隨附附註一併閱讀。

**INTERIM CONDENSED CONSOLIDATED
STATEMENT OF CASH FLOWS**

FOR THE SIX MONTHS ENDED 30 JUNE 2019

中期簡明合併現金流量表

截至二零一九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	
		2019 二零一九年 <i>RMB'000</i> 人民幣千元 Unaudited 未經審核	2018 二零一八年 <i>RMB'000</i> 人民幣千元 Unaudited 未經審核
		Note 附註	
Cash flows from operating activities	經營活動所得現金流量		
Cash used in operations	經營業務所用現金		(19,422)
Interest received	已收利息	22	42
Interest paid	已付利息		(509)
Income tax paid	已付所得稅		(86)
			<u>(19,975)</u>
Net cash used in operating activities	經營活動所用現金淨額		<u>(37,124)</u>
Cash flows from investing activities	投資活動所得現金流量		
Payment for acquisition of subsidiaries, net of cash acquired	就收購附屬公司之付款， 扣除已收購現金		(55,551)
Purchases of property, plant and equipment	購買物業、廠房及設備		(34,590)
Purchases of intangible assets	購買無形資產		(104)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備 所得款項		446
			<u>11</u>
Net cash used in investing activities	投資活動所用現金淨額		<u>(56,882)</u>

**INTERIM CONDENSED CONSOLIDATED
STATEMENT OF CASH FLOWS (Continued)**
FOR THE SIX MONTHS ENDED 30 JUNE 2019

中期簡明合併現金流量表 (續)

截至二零一九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	
		2019 二零一九年 RMB'000 人民幣千元 Unaudited 未經審核	2018 二零一八年 RMB'000 人民幣千元 Unaudited 未經審核
		Note 附註	
Cash flows from financing activities	融資活動所得現金流量		
Repayment of bank borrowings	償還銀行借款	(1,118)	(1,118)
Principal elements of lease payments	租賃付款之本金部分	(5,512)	-
Net proceeds from issuance of ordinary shares	發行普通股所得款項淨額	-	33,252
Net proceeds from issuance of convertible bonds	發行可換股債券所得款項淨額	33,510	-
Drawdown of loans from a related party	提取關聯方借款	2,564	48,644
Net cash generated from financing activities	融資活動所得現金淨額	<u>29,444</u>	<u>80,778</u>
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額	(24,675)	(13,228)
Cash and cash equivalents at beginning of the period	期初現金及現金等值項目	33,880	60,178
Exchange loss on cash and cash equivalents	現金及現金等值項目外匯虧損	(233)	(153)
Cash and cash equivalents at end of the period	期末現金及現金等值項目	8,972	46,797

The above interim condensed consolidated statement of cash flows should be read in conjunction with the accompanying notes. 上述中期簡明合併現金流量表應與隨附附註一併閱讀。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

1 General information

ShiFang Holding Limited (the “Company”) is an investment holding company and its subsidiaries (together, the “Group”) are principally engaged in the business of publishing and advertising (the “Publishing and Advertising Businesses”) in the People’s Republic of China (the “PRC”). The Group has been focusing on restructuring its Publishing and Advertising Businesses by consolidating with cultural and film media businesses in the PRC and diversifying into tourism and integrated developments.

The Company was incorporated in the Cayman Islands on 9 December 2009 as an exempted company with limited liability under the Companies Law (2009 Revision as amended, supplemented or otherwise modified) of the Cayman Islands. The address of its registered office is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The Company announced on 18 January 2019 that the Company proposed to change the domicile of the Company from the Cayman Islands to Bermuda by way of discontinuation in the Cayman Islands and continuation as an exempted company under the laws of Bermuda. The change has been effective on 18 March 2019 (Bermuda time).

簡明合併中期財務資料附註

1 一般資料

十方控股有限公司(「本公司」)為一家投資控股公司，而其附屬公司(統稱「本集團」)主要於中華人民共和國(「中國」)從事出版及廣告業務(「出版及廣告業務」)。本集團一直專注於透過整合中國文化傳媒及電影媒體業務，重組其出版及廣告業務，並跨界旅遊，整合發展。

本公司於二零零九年十二月九日在開曼群島根據開曼群島公司法(二零零九年修訂版，經修訂、補充或以其他方式修改)註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands。

本公司於二零一九年一月十八日宣佈，本公司建議透過撤銷於開曼群島的註冊及根據百慕達法例以獲豁免公司的形式存續，將本公司由開曼群島遷冊至百慕達。該變更自二零一九年三月十八日(百慕達時間)生效。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

1 General information (Continued)

The address of its registered office has been changed from PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands to Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda after the change of domicile.

The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

This condensed consolidated interim financial information for the six months ended 30 June 2019 is unaudited but has been reviewed by the Audit Committee of the Company. This condensed consolidated interim financial information is presented in Renminbi (RMB), unless otherwise stated.

This condensed consolidated interim financial information has been approved for issue by the Board on 28 August 2019.

簡明合併中期財務資料附註 (續)

1 一般資料 (續)

於遷冊後，本公司註冊辦事處地址由PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands變更為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

本公司股份於香港聯合交易所有限公司主板上市。

截至二零一九年六月三十日止六個月的本簡明合併中期財務資料未經審核，惟已由本公司審核委員會審閱。除另有說明者外，本簡明合併中期財務資料以人民幣（「人民幣」）呈列。

本簡明合併中期財務資料已於二零一九年八月二十八日獲董事會批准刊發。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

2 Basis of preparation

This condensed consolidated interim financial information for the six months ended 30 June 2019 has been prepared in accordance with International Accounting Standards (“IAS”) 34, ‘Interim financial reporting’. The condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2018, which have been prepared in accordance with International Financial Reporting Standards (“IFRS”).

During the six months ended 30 June 2019, the Group reported a net loss of RMB41,880,000 and had a net cash outflow from operating activities of RMB19,975,000. As at 30 June 2019, the Group’s current liabilities exceeds its current assets by RMB12,392,000 while it had cash and cash equivalents of approximately RMB8,972,000. The above conditions indicate the existence of a material uncertainty which may cast significant doubt about the ability of the Group to continue as a going concern. Notwithstanding the above, the condensed consolidated interim financial information is prepared on a going concern basis.

簡明合併中期財務資料附註 (續)

2 編製基準

截至二零一九年六月三十日止六個月的本簡明合併中期財務資料乃根據國際會計準則(「國際會計準則」)第34號「中期財務報告」編製。簡明合併中期財務資料應與根據國際財務報告準則(「國際財務報告準則」)編製的截至二零一八年十二月三十一日止年度全年財務報表一併閱覽。

於截至二零一九年六月三十日止六個月，本集團錄得虧損淨額人民幣41,880,000元及經營活動現金流出淨額人民幣19,975,000元。於二零一九年六月三十日，本集團之流動負債超出其流動資產人民幣12,392,000元，而其擁有現金及現金等值項目約人民幣8,972,000元，上述條件表明存在重大不明朗事件可導致本公司能否持續經營嚴重成疑。儘管出現上述情況，簡明合併中期財務資料乃按持續經營基準編製。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

2 Basis of preparation (Continued)

The Board of Directors of the Company has given careful consideration to the future liquidity and its available source of financing in assessing whether the Group has sufficient financial resources to continue as a going concern. The Directors have reviewed the Group's cash flow projections prepared by management. The projections cover a period of twelve months from 30 June 2019. The projections include key assumptions with regards to the anticipated cash flows from the Group's operations and availability of future borrowing facilities. Based on these cash flow projections, the Group will have sufficient financial resources in the coming twelve months to meet its financial obligations as and when they fall due. The Group's ability to achieve the projected cash flows depends on the management's ability to successfully implement initiatives to improve the Group's cash flows, including measures to control capital expenditure and corporate overhead, investments in new businesses and the availability of the borrowing facilities.

簡明合併中期財務資料附註 (續)

2 編製基準 (續)

本公司董事會於評估本集團是否擁有可持續經營所需的充足財務資源時，已審慎考慮其未來流動資金及可用融資來源。董事已審閱管理層編製的本集團現金流量預測。該等預測涵蓋由二零一九年六月三十日起計十二個月止期間。該等預測包括本集團的預期經營現金流量以及未來借款融資的可動用情況作出重大假設。根據此等現金流量預測，本集團未來十二個月將具備充足財務資源履行到期的財務責任。本集團能否達致預測現金流量，取決於管理層成功實施改善本集團現金流量措施的能力，包括控制資本開支及企業間接開支的措施、新業務投資及借款融資之可動用情況。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

2 Basis of preparation (Continued)

In order to improve the Group's financial position and alleviate the liquidity pressure, the Directors have been implementing various measures as set out below:

- (i) The Group has been diversifying into tourism and integrated developments since 2018 to broaden the Group's income stream and reduce its reliance on the declining printed media business. The Directors believed that the tourism and integrated developments segment will improve the profit margin and operating cash flows of the Group in the future.
- (ii) The Group is in negotiation with potential financiers to obtain a long term borrowing facility to support the Group's working capital and capital expenditures in the foreseeable future.
- (iii) The Group will continue to seek for other alternative financing to finance the settlement of its existing financial obligations and future operating and capital expenditures.

簡明合併中期財務資料附註 (續)

2 編製基準 (續)

為改善本集團財務狀況及緩解流動資金壓力，董事已執行以下所載各項措施：

- (i) 自二零一八年起，本集團跨界旅遊，整合發展，以期拓寬本集團的收入來源，減輕對不斷下滑的印刷媒體業務的依賴。董事認為，旅遊及整合發展分類將改善本集團未來的毛利率及經營現金流量。
- (ii) 本集團正與潛在融資人磋商長期借款融資，從而為本集團可見未來的營運資金及資本開支提供資金支持。
- (iii) 本集團將繼續尋求其他替代融資為償付其現有財務責任以及未來營運及資本開支提供資金。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

2 Basis of preparation (Continued)

- (iv) The Group will continue to take initiatives to implement cost control measures so as to improve operating cash inflows.
- (v) The Group will continue its efforts to implement measures to strengthen its working capital position, including expediting collection of outstanding trade receivables, expediting the sales of properties-held-for-sale and to control or defer the capital expenditures.

The directors, after making due enquiries and considering the basis of management's projections described above and after taking into account the reasonably possible changes in the operation performance, believe there will be sufficient financial resources available to the Group at least in the coming twelve months to meet its financial obligations as and when they fall due. Accordingly, the directors consider that it is appropriate to prepare the condensed consolidated interim financial information on a going concern basis.

簡明合併中期財務資料附註 (續)

2 編製基準 (續)

- (iv) 本集團將繼續主動採取措施實施成本管控，改善經營現金流入。
- (v) 本集團將繼續努力實施多項措施提升其營運資金狀況，包括加速收回未償還貿易應收款項、推進持作銷售物業的銷售以及控制或延緩資本開支。

經詳細查詢，考慮到上述管理層進行預測的基準，並計及營運表現的合理可能變動後，董事相信本集團將具備足夠財務資源供其未來最少十二個月使用，以履行其到期的財務責任。因此，董事認為按持續經營基準編製簡明合併中期財務資料乃屬適當。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

2 Basis of preparation (Continued)

Notwithstanding the above, uncertainty exists as to whether management of the Group is able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the Group's ability to generate adequate financing and operating cash flows through achieving the following plans:

- (i) Successful development of the tourism and integrated development business to improve the profit margin and operating cash flows of the Group;
- (ii) Securing the long-term borrowing from the potential financier in the near term; and
- (iii) Obtaining additional sources of financing as and when needed.

簡明合併中期財務資料附註 (續)

2 編製基準 (續)

儘管出現上述情況，本集團管理層是否能實現上述計劃及措施存在不確定因素。本集團能否持續經營取決於本集團透過實現以下計劃取得充足融資及經營現金流量的能力：

- (i) 成功發展旅遊及整合發展業務，以改善本集團的毛利率及經營現金流量；
- (ii) 於近期取得潛在融資人的長期借款；及
- (iii) 於需要時獲得更多的融資來源。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

3 Significant accounting policies

The accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2018, as described in those annual financial statements except for those disclosed in Note 4 and the followings:

(a) New and amended standards and interpretations must be adopted in the first interim financial statements issued after their effective date or date of early adoption. There are a number of new and amended accounting standards and interpretations that become applicable for annual reporting periods commencing on or after 1 January 2019 and entities will need to consider whether any of these could affect their existing accounting policies for their 2019 interim reports:

- IFRS 16 Leases
- Annual improvements 2015-2017 Cycle
- IFRIC 23 Uncertainty over Income Tax Treatments

簡明合併中期財務資料附註 (續)

3 重大會計政策

所用會計政策與截至二零一八年十二月三十一日止年度的全年財務報表所述的會計政策一致，惟附註4及下文所述者除外：

(a) 新訂及經修訂準則及詮釋須於其生效日期或提早採納後刊發的首份中期財務報表內採納。多項新訂及經修訂會計準則及詮釋於二零一九年一月一日或之後開始之年度會計期間適用，且實體須考慮任何該等準則及詮釋是否會對其二零一九年中期報告之現有會計政策產生影響：

- 國際財務報告準則第16號租賃
- 二零一五年至二零一七年週期的年度改進
- 國際財務報告詮釋委員會第23號所得稅處理的不確定性

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

3 Significant accounting policies (Continued)

(a) *New and amended standards and interpretations must be adopted in the first interim financial statements issued after their effective date or date of early adoption. There are a number of new and amended accounting standards and interpretations that become applicable for annual reporting periods commencing on or after 1 January 2019 and entities will need to consider whether any of these could affect their existing accounting policies for their 2019 interim reports:* (Continued)

- Prepayment Features with Negative Compensation – Amendments to IFRS 9
- Long-term Interests in Associates and Joint Ventures – Amendments to IAS 28, and
- Plan Amendment, Curtailment or Settlement – Amendments to IAS 19.

The impact of the adoption of “IFRS 16 Leases” are disclosed in Note 4 below. The other amendments to standards and interpretation did not have any impact on the Group’s accounting policies and did not require retrospective adjustments.

簡明合併中期財務資料附註 (續)

3 重大會計政策 (續)

(a) 新訂及經修訂準則及詮釋須於其生效日期或提早採納後刊發的首份中期財務報表內採納。多項新訂及經修訂會計準則及詮釋於二零一九年一月一日或之後開始之年度會計期間適用，且實體須考慮任何該等準則及詮釋是否會對其二零一九年中期報告之現有會計政策產生影響：(續)

- 具有負補償之提前付款特徵－國際財務報告準則第9號的修訂本
- 於聯營公司及合營企業之長期權益－國際會計準則第28號的修訂本；及
- 計劃修訂、縮減或結算－國際會計準則第19號的修訂本。

採納「國際財務報告準則第16號租賃」之影響於下文附註4披露。準則的其他修訂本及詮釋並未對本集團的會計政策產生任何影響，且毋須作出追溯調整。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

3 Significant accounting policies (Continued)

(b) Convertible bonds

The fair value of the liability portion of a convertible bond is determined using a market interest rate for a non-convertible bond with similar terms. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion, early redemption or maturity of the bonds. The remainder of the proceeds is allocated to the conversion option. This is recognised and included in shareholders' equity or derivative liability according to the conversion feature embedded. Any directly attributable transaction costs are allocated to the liability and equity or derivative liability component in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a convertible bond is measured at amortised cost using the effective interest method. The equity component of a convertible bond is not re-measured subsequent to initial recognition except on conversion or expiry.

簡明合併中期財務資料附註 (續)

3 重大會計政策 (續)

(b) 可換股債券

可換股債券負債部分的公允值按具有類似年期的非可換股債券的市場利率釐定。該金額按攤餘成本計量入賬為負債，直至債券轉換、提早贖回或到期時終止。剩餘的所得款項分配至換股權，並根據嵌入的換股權特徵，確認為及計入股東權益或衍生負債。任何直接應佔交易成本按其初始賬面值的比例分配至負債及權益或衍生負債組成部分。

於初步確認後，可換股債券的負債部分乃使用實際利率法按攤銷成本計量。可換股債券的權益部分毋須於初步確認後重新計量，惟於轉換或屆滿時除外。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

3 Significant accounting policies (Continued)

(c) Financial guarantees

Financial guarantees are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with the expected credit loss model under IFRS 9 Financial Instruments and the amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the principles of IFRS 15 Revenue from Contracts with Customers. The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Where guarantees in relation to loans or other payables of associates are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

簡明合併中期財務資料附註 (續)

3 重大會計政策 (續)

(c) 財務擔保

財務擔保於發出擔保時確認為金融負債。負債初步按公允值計量，其後按國際財務報告準則第9號金融工具項下之預期信貸虧損模式釐定的金額與首次確認的金額減根據國際財務報告準則第15號客戶合約收益原則確認的累計收入金額（如適用）兩者中之較高者計量。財務擔保公允值按債務工具下的合約負債與在無擔保下須作出的付款之間的現金流量差額的現值，或就承擔責任而須向第三方支付估計金額釐定。

倘按無償方式就聯營公司的貸款或其他應付款項作出擔保，則公允值按出資入賬，並確認為部分投資成本。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

3 Significant accounting policies (Continued)

(d) Restricted cash

Bank deposits which are restricted to use are classified as “restricted cash”. Restricted cash are excluded from cash and cash equivalents in the condensed consolidated statement of cash flows.

(e) New standards and amendments to standards have been issued but are not effective for the financial year beginning 1 January 2019 and have not been early adopted by the Group

Amendments to IFRS 3, “Definition of a Business”	1 January 2020
Amendments to IAS 1 and IAS 8, “Definition of Material”	1 January 2020
IFRS 17, “Insurance Contracts”	1 January 2021
Amendments to IFRS 10 and IAS 28, “Sale or Contribution of Assets between an Investor and its Associate or Joint Venture”	Note

Note: To be announced by International Accounting Standards Board

簡明合併中期財務資料附註 (續)

3 重大會計政策 (續)

(d) 受限制現金

用途受限的銀行存款分類為「受限制現金」。於簡明合併現金流量表內，現金及現金等值項目不包括受限制現金。

(e) 於二零一九年一月一日開始之財政年度已頒佈但尚未生效且未獲本集團提早採納之新準則及準則修訂本

國際財務報告準則 第3號的修訂本， 「業務的定義」	二零二零年 一月一日
國際會計準則第1號 及國際會計準則 第8號的修訂本， 「重大的定義」	二零二零年 一月一日
國際財務報告 準則第17號， 「保險合約」	二零二一年 一月一日
國際財務報告準則 第10號及國際會計 準則第28號的修訂 本，「投資者與其 聯營公司或合營 企業之間出售或 注入資產」	附註

附註：待國際會計準則理事會公佈

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

3 Significant accounting policies (Continued)

(e) *New standards and amendments to standards have been issued but are not effective for the financial year beginning 1 January 2019 and have not been early adopted by the Group (Continued)*

The directors of the Company will adopt the new standards and amendments to standards when they become effective. The directors of the Company are in the process of assessing the financial impact of the adoption of the above new standards and amendments to standards, none of these is expected to have a significant effect on the condensed consolidated interim financial information of the Group.

4 Changes in accounting policies

This note explains the impact of the adoption of IFRS 16 Leases on the Group's condensed consolidated interim financial information.

簡明合併中期財務資料附註 (續)

3 重大會計政策 (續)

(e) *於二零一九年一月一日開始之財政年度已頒佈但尚未生效且未獲本集團提早採納之新準則及準則修訂本 (續)*

本公司董事將於新準則及準則修訂本生效時採納。本公司董事正在評估上述新準則及準則修訂本的財務影響，預期其概不會對本集團之簡明合併中期財務資料產生重大影響。

4 會計政策變動

本附註闡釋採納國際財務報告準則第16號租賃對本集團簡明合併中期財務資料之影響。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

4 Changes in accounting policies

(Continued)

The Group has adopted IFRS 16 retrospectively from 1 January 2019 using the simplified transition approach, but has not restated comparatives for the 2018 reporting period, as permitted under the specific transitional provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening consolidated balance sheet on 1 January 2019.

(a) Adjustments recognised on adoption of IFRS 16

On adoption of IFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of IAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 January 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 January 2019 was 4.8%.

簡明合併中期財務資料附註 (續)

4 會計政策變動 (續)

本集團已自二零一九年一月一日起使用簡單過渡法追溯採納國際財務報告準則第16號，根據該準則中特定過渡條文，本集團並未重列二零一八年報告期的比較數字。因此，有關新租賃規則產生的重新分類及調整於二零一九年一月一日的期初合併資產負債表中確認。

(a) 採納國際財務報告準則第16號時確認之調整

於採納國際財務報告準則第16號後，本集團已就過往根據國際會計準則第17號租賃原則分類為「經營租賃」的租賃確認租賃負債。該等負債按餘下租賃付款的現值計量，並使用截至二零一九年一月一日的承租人增量借款利率貼現。於二零一九年一月一日應用於租賃負債的加權平均承租人增量借款利率範圍為4.8%。

**NOTES TO CONDENSED CONSOLIDATED
INTERIM FINANCIAL INFORMATION**

(Continued)

4 Changes in accounting policies

(Continued)

**(a) Adjustments recognised on adoption
of IFRS 16 (Continued)**

簡明合併中期財務資料附註 (續)

4 會計政策變動 (續)

**(a) 採納國際財務報告準則第16號
時確認之調整 (續)**

		RMB'000 人民幣千元
Operating lease commitments disclosed as at 31 December 2018	於二零一八年十二月三十一日披露之經營租賃承擔	9,102
Discounted using the lessee's incremental borrowing rate at the date of initial application	於初步應用日期使用承租人增量借款利率貼現	(439)
(Less): short-term leases recognised on a straight-line basis	(減): 按直線法確認之短期租賃	(392)
(Less): low-value leases recognised on a straight-line basis	(減): 按直線法確認之低價值租賃	(46)
Add: adjustments as a result of a different treatment of termination options	加: 因對終止選擇權進行不同處理作出之調整	6,251
Lease liabilities recognised as at 1 January 2019	於二零一九年一月一日確認之租賃負債	14,476
Of which are:	其中:	
Current lease liabilities	即期租賃負債	5,372
Non-current lease liabilities	非即期租賃負債	9,104
		14,476

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

4 Changes in accounting policies

(Continued)

(a) Adjustments recognised on adoption of IFRS 16 (Continued)

The recognised right-of-use assets are solely related to rented land and properties. The associated right-of-use assets were measured on a retrospective basis as if the new rules had always been applied. The right-of-use asset at 1 January 2019 has been adjusted for the amount of provision for an onerous lease recognised in the condensed consolidated balance sheet immediately before the adoption of IFRS 16 on 1 January 2019.

The change in accounting policy affected the following items in the condensed consolidated balance sheet on 1 January 2019:

- right-of-use assets – increase by RMB10,679,000
- lease liabilities – increase by RMB14,476,000
- other payable – decrease by RMB3,368,000

簡明合併中期財務資料附註 (續)

4 會計政策變動 (續)

(a) 採納國際財務報告準則第16號時確認之調整 (續)

已確認使用權資產僅與租賃土地及物業相關。相關使用權資產按追溯基準計量，猶如該等資產始終採用新準則。於二零一九年一月一日之使用權資產已就緊隨二零一九年一月一日採納國際財務報告準則第16號前於簡明合併資產負債表內確認之虧損性租賃撥備金額作出調整。

於二零一九年一月一日，會計政策變動影響下列簡明合併資產負債表內的項目：

- 使用權資產 – 增加人民幣10,679,000元
- 租賃負債 – 增加人民幣14,476,000元
- 其他應付款項 – 減少人民幣3,368,000元

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

4 Changes in accounting policies

(Continued)

(a) Adjustments recognised on adoption of IFRS 16 (Continued)

- exchange reserve – decrease by RMB28,000
- non-controlling interests – decrease by RMB114,000

The net impact on accumulated deficits on 1 January 2019 was an increase of RMB287,000.

Loss per share decreased by RMB0.0001 for the six months ended 30 June 2019 as a result of the adoption of IFRS 16.

In applying IFRS 16 for the first time, the Group has used the following practical expedients permitted by the standard:

- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics
- reliance on previous assessments on whether leases are onerous

簡明合併中期財務資料附註 (續)

4 會計政策變動 (續)

(a) 採納國際財務報告準則第16號時確認之調整 (續)

- 匯兌儲備—減少人民幣28,000元
- 非控股權益—減少人民幣114,000元

對二零一九年一月一日累計虧絀之淨影響為增加人民幣287,000元。

因採納國際財務報告準則第16號，截至二零一九年六月三十日止六個月每股虧損減少人民幣0.0001元。

於首次應用國際財務報告準則第16號時，本集團已採用準則允許之以下實務權宜法：

- 對具有合理相似特徵的租賃組合採用單一貼現率
- 依賴過往對租賃是否屬虧損性的評估

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

4 Changes in accounting policies

(Continued)

(a) Adjustments recognised on adoption of IFRS 16 (Continued)

- the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application, and
- the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The Group has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the Group relied on its assessment made applying IAS 17 and IFRIC 4 Determining whether an Arrangement contains a Lease.

簡明合併中期財務資料附註 (續)

4 會計政策變動 (續)

(a) 採納國際財務報告準則第16號時確認之調整 (續)

- 於初步應用日期計量使用權資產時剔除初步直接成本；及
- 當合約包含延長或終止租約的選擇權時，以後見之明確定期。

本集團亦已選擇不重新評估在首次應用日期合約是否為或包含租賃。相反，對於在過渡日期之前訂立的合約，本集團依賴其採用國際會計準則第17號及國際財務報告詮釋委員會詮釋第4號確定安排是否包含租賃作出的評估。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

4 Changes in accounting policies

(Continued)

(b) The Group's leasing activities and how these are accounted for

The Group leases various land and properties as offices. Rental contracts are typically made for fixed periods of 1 to 41 years but may have termination options as described below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

Until the year ended 31 December 2018, the Group's leases were classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) were charged to profit or loss on a straight-line basis over the period of the lease.

簡明合併中期財務資料附註 (續)

4 會計政策變動 (續)

(b) 本集團的租賃活動及其會計處理方式

本集團租賃多幅土地及物業作辦公室用途。租賃合約的固定期限通常為1至41年，但可能有下文所述之終止選擇權。租賃條款按個別基準進行磋商，包含多項不同的條款及條件。租賃協議並無強加任何契諾，惟租賃資產不得就借款用途用作抵押。

直至二零一八年十二月三十一日，本集團的租賃分類為經營租賃。根據經營租賃支付的款項（扣除已收出租人的任何優惠）以直線法於租期內自損益扣除。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

4 Changes in accounting policies

(Continued)

(b) *The Group's leasing activities and how these are accounted for*

(Continued)

From 1 January 2019, leases are recognised as a right-of-use asset and the corresponding liabilities at the date at which the respective leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

簡明合併中期財務資料附註 (續)

4 會計政策變動 (續)

(b) *本集團的租賃活動及其會計處理方式 (續)*

自二零一九年一月一日起，租賃在各租賃資產可供本集團使用之日確認為使用權資產及相應負債。每筆租賃付款乃分配至負債及財務成本。財務成本於租期內自損益扣除，以計算出各期間負債結餘的固定週期利率。使用權資產乃以直線法按資產的可使用年期與租期兩者之中較短者折舊。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

4 Changes in accounting policies

(Continued)

(b) The Group's leasing activities and how these are accounted for

(Continued)

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate
- amounts expected to be payable by the lessee under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option

簡明合併中期財務資料附註 (續)

4 會計政策變動 (續)

(b) 本集團的租賃活動及其會計處理方式 (續)

租賃產生的資產及負債初步以現值基準計量。租賃負債包括以下租賃付款之現值淨額：

- 定額付款 (包括實質定額付款)，扣減任何應收租賃優惠
- 基於某項指數或比率的可變租賃付款
- 承租人預期根據剩餘價值擔保應付的金額
- 購買選擇權的行使價，惟承租人合理確定行使該選擇權；及
- 倘租期反映承租人行使終止選擇權時，有關終止租賃的罰款

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

4 Changes in accounting policies

(Continued)

(b) The Group's leasing activities and how these are accounted for

(Continued)

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

Termination options are included in a number of leases across the Group. These terms are used to maximise operational flexibility in terms of managing contracts. The termination options held are exercisable only by the Group and not by the respective lessor.

簡明合併中期財務資料附註 (續)

4 會計政策變動 (續)

(b) 本集團的租賃活動及其會計處理方式 (續)

租賃付款採用租賃所隱含的利率予以貼現。倘無法釐定該利率，則使用承租人的增量借款利率，即承租人在類似條款及條件的類似經濟環境中借入獲得類似價值資產所需資金所必須支付的利率。

與短期租賃及低價值資產租賃相關的付款以直線法於損益中確認為開支。短期租賃指租賃期為12個月或少於12個月的租賃。

本集團的多項租賃包括終止選擇權。該等條款乃用於就管理合約令經營靈活性最大化。所持終止選擇權僅可由本集團而非各出租人行使。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

5 Estimates

The preparation of condensed consolidated interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

In preparing this condensed consolidated interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that were applied to the consolidated financial statements for the year ended 31 December 2018.

6 Financial risk management and financial instruments

6.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group has not used any derivative financial instruments to hedge its risk exposure.

簡明合併中期財務資料附註 (續)

5 估計

管理層於編製簡明合併中期財務資料時需要作出判斷、估計及假設，而此等判斷、估計及假設會影響會計政策的應用以及資產負債及收支的已呈報金額。實際結果可能有別於此等估計。

於編製本簡明合併中期財務資料時，管理層就應用本集團會計政策作出的重大判斷及估計不確定性的主要來源與截至二零一八年十二月三十一日止年度的合併財務報表所應用者相同。

6 財務風險管理及金融工具

6.1 財務風險因素

本集團的業務承受多項財務風險：市場風險（包括外匯風險、現金流量利率風險及價格風險）、信貸風險及流動資金風險。本集團的整體風險管理計劃集中於金融市場的不可預測事項，並尋求盡量減低對本集團財務表現的潛在不利影響。本集團並無採用任何衍生金融工具對沖其所面對的風險。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

6 Financial risk management and financial instruments (Continued)

6.1 Financial risk factors (Continued)

The condensed consolidated interim financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2018.

There have been no changes in any risk management policies of the Group during the six months ended 30 June 2019.

Liquidity risk

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

簡明合併中期財務資料附註 (續)

6 財務風險管理及金融工具 (續)

6.1 財務風險因素 (續)

簡明合併中期財務資料不包括全年財務報表規定提供的所有財務風險管理資料及披露資料，並應與本集團於二零一八年十二月三十一日的全年財務報表一併閱覽。

於截至二零一九年六月三十日止六個月，本集團的任何風險管理政策並無變動。

流動資金風險

下表乃根據由結算日起至合約到期日止剩餘期間，將本集團的金融負債劃分為相關到期日組別的分析。表中披露的金額為合約未貼現現金流量。由於貼現的影響不大，故於12個月內到期的結餘相等於其賬面結餘。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

6 Financial risk management and financial instruments (Continued)

6.1 Financial risk factors (Continued)

Liquidity risk (Continued)

Specifically, for borrowings which contain a repayment on demand clause which can be exercised at the counterparty's discretion, the analysis shows the cash outflow based on the earliest period in which the entity can be required to pay.

簡明合併中期財務資料附註 (續)

6 財務風險管理及金融工具 (續)

6.1 財務風險因素 (續)

流動資金風險 (續)

具體而言，對於載有對手方可酌情行使的應要求償還條款的借款，以下分析所示現金流出乃以實體可能被要求付款的最早期限為基礎。

	Less than 1 year 一年以內 RMB'000 人民幣千元	Over 1 year 一年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 30 June 2019			
	於二零一九年 六月三十日		
Trade and other payables	23,299	55,000	78,299
Bank borrowings	6,332	-	6,332
Other borrowing	1,654	-	1,654
Lease liabilities	4,151	14,623	18,774
Convertible bonds	-	193,355	193,355
Amounts due to related parties	1,781	-	1,781
Financial guarantees (maximum amount guaranteed)	8,680	11,430	20,110
	45,897	274,408	320,305

**NOTES TO CONDENSED CONSOLIDATED
INTERIM FINANCIAL INFORMATION**

(Continued)

**6 Financial risk management and financial
instruments (Continued)**

6.1 Financial risk factors (Continued)

Liquidity risk (Continued)

At 30 June 2018	於二零一八年 六月三十日
Trade and other payables	貿易及其他應付款項
Bank borrowings	銀行借款
Loans from a related party	關聯方借款
Amounts due to related parties	應付關連人士款項
Promissory notes	承兌票據

簡明合併中期財務資料附註 (續)

6 財務風險管理及金融工具 (續)

6.1 財務風險因素 (續)

流動資金風險 (續)

Less than 1 year 一年以內 RMB'000 人民幣千元	Over 1 year 一年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
28,742	–	28,742
9,070	–	9,070
51,733	–	51,733
309	–	309
4,637	92,892	97,529
94,491	92,892	187,383

6.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

6.2 資本風險管理

在資本管理上，本集團的目標為保障本集團以持續經營基準繼續營運的能力，務求為股東提供回報及為其他持份者帶來利益，以及維持最有效的資本架構以減省資金成本。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

6 Financial risk management and financial instruments (Continued)

6.2 Capital risk management (Continued)

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total borrowings divided by total assets, as shown in the interim condensed consolidated balance sheet.

During the period, the Group's strategy, which was unchanged from 2018, was to maintain a gearing ratio below 40%. Gearing ratio as at 30 June 2019 is 29.8% (31 December 2018: 37.1%).

簡明合併中期財務資料附註 (續)

6 財務風險管理及金融工具 (續)

6.2 資本風險管理 (續)

為維持或調整資本架構，本集團或會調整派付予股東的股息額、發行新股或出售資產以削減債項。

本集團根據資產負債比率監察資本。該比率按中期簡明合併資產負債表所示的借款總額除以總資產計算。

本集團於期內的策略是將資產負債比率維持在40%以下，與二零一八年相同。於二零一九年六月三十日的資產負債比率為29.8%（二零一八年十二月三十一日：37.1%）。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

6 Financial risk management and financial instruments (Continued)

6.3 Fair value estimation

The carrying amounts of the following financial assets and financial liabilities at amortised cost approximate their fair values: cash and cash equivalents, restricted cash, trade receivables, contract assets, deposits and other receivables, amounts due from related parties, promissory notes, trade and other payables, amounts due to related parties, convertible bonds (liability portion), lease liabilities, financial guarantees, loans from a related party and borrowings.

As at 30 June 2019 and 31 December 2018, there are certain properties held for sale measured at fair value less cost to sell using direct market comparable approach and income approach which are approximate to their fair values. See Note 12 for disclosures relevant to properties held for sale.

As at 30 June 2019 and 31 December 2018, there is certain financial assets at fair value through profit or loss measured at value in use using the discounted cash flow method which are approximate to their fair value. Further details are disclosed in Note 10.

簡明合併中期財務資料附註 (續)

6 財務風險管理及金融工具 (續)

6.3 公允價值估計

以下按攤銷成本列賬之金融資產及金融負債的賬面金額與其公允值相若：現金及現金等值項目、受限制現金、貿易應收款項、合約資產、按金及其他應收款項、應收關連人士款項、承兌票據、貿易及其他應付款項、應付關連人士款項、可換股債券（負債部分）、租賃負債、財務擔保、關聯方借款及借款。

於二零一九年六月三十日及二零一八年十二月三十一日，若干持作出售物業採用直接市場比較法及收益法按公允價值減銷售成本計量，與其公允值相若。持作出售物業的相關披露見附註12。

於二零一九年六月三十日及二零一八年十二月三十一日，若干公允價值經損益表入賬的金融資產採用貼現現金流量法按使用價值計量，與其公允值相若。進一步詳情於附註10披露。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

7 Segment and revenue information

(a) Description of segments and principal activities

The Executive Directors have been identified as the chief operating decision maker (“CODM”). Management has determined the operating segments based on the information reviewed by the CODM for the purposes of allocating resources and assessing performance.

During the year, the Group adjusted its organisation structure into two business segments, namely (i) Publishing and advertising segment and (ii) Tourism and integrated developments segment. The comparative information has been restated accordingly.

The Executive Directors assess the performance of the operating segments based on a measure of earnings before interest, other income, other loss and income tax. This measurement basis excludes the effects of non-recurring expenditure from operating segments. Interest income and finance cost are not allocated to segments, as this type of activity is driven by the central treasury function, which manages the cash position of the Group. No analysis of segment assets and liabilities is regularly provided to the Executive Directors.

簡明合併中期財務資料附註（續）

7 分類及收益資料

(a) 分類及主要業務說明

執行董事被認定為首席營運決策人（「首席營運決策人」）。管理層已根據首席營運決策人為分配資源及評估表現而審閱的資料釐定經營分類。

年內，本集團將其組織架構調整為兩個業務分類，即(i)出版及廣告分類；及(ii)旅遊及整合發展分類。比較資料已作相應重述。

執行董事根據除利息、其他收入、其他虧損及所得稅前之盈利計量評估經營分類之表現。該計量基準剔除經營分類的非經常性開支影響。利息收入及財務成本未分配至該等分類，原因為該類活動由管理本集團現金狀況的中央財資部門進行。並未定期向執行董事提供有關分類資產及負債之分析。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

7 Segment and revenue information

(Continued)

(a) Description of segments and principal activities (Continued)

As the CODM considers most of the Group's consolidated revenue and results are attributable to the market in the PRC and the Group's consolidated assets are substantially located in the PRC, no geographical information is presented.

(b) Segment revenue and segment results

As at 30 June 2019, the Executive Directors considered the nature of the Group's business and determined that the Group has two reportable operating segments as follows:

- (i) Publishing and advertising segment, which mainly included provision of the advertising services, marketing and consulting services, and printing services.
- (ii) Tourism and integrated developments segment, which mainly included provision of tourism and integrated services through its media, resort and eco-tourism integrated development projects, including the Beijing Shihua Caves Niaoyulin Project and the Township Development Project.

簡明合併中期財務資料附註 (續)

7 分類及收益資料 (續)

(a) 分類及主要業務說明 (續)

首席營運決策人認為本集團大部分綜合收益及業績來自中國市場，且本集團綜合資產大致位於中國，故並無呈報地區資料。

(b) 分類收入及分類業績

於二零一九年六月三十日，執行董事考慮本集團的業務性質後，確定本集團擁有以下兩個呈報經營分類：

- (i) 出版及廣告分類，主要包括提供廣告服務、營銷及諮詢服務以及印刷服務。
- (ii) 旅遊及整合發展分類，主要包括透過其媒體、度假村及生態旅遊整合發展項目（包括北京石花洞鳥語林項目及小鎮開發項目）提供旅遊及整合服務。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

7 Segment and revenue information

(Continued)

(b) Segment revenue and segment results (Continued)

The table below shows the segment results and other segment items provided to the Executive Directors for the reportable segments for the six months ended 30 June 2019.

簡明合併中期財務資料附註 (續)

7 分類及收益資料 (續)

(b) 分類收入及分類業績 (續)

下表列示截至二零一九年六月三十日止六個月就呈報分類提供予執行董事之分類業績及其他分類項目。

		Publishing and advertising 出版及廣告 RMB'000 人民幣千元	Tourism and integrated developments 旅遊及整合發展 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue from external customers	來自外部客戶的 分類收益	15,508	1,420	16,928
Timing of revenue recognition for revenue	收益確認時間			
At a point in time	某個時點	14,264	324	14,588
Over time	隨時間	1,244	1,096	2,340
Share of losses of an associate	應佔聯營公司虧損	(252)	-	(252)
Segment results	分類業績	(14,513)	(10,900)	(25,413)
Other income	其他收入			354
Other loss	其他虧損			(177)
Finance costs – net	財務成本—淨額			(17,272)
Loss before income tax	除所得稅前虧損			(42,508)
Income tax credit	所得稅抵免			628
Loss for the period	期內虧損			(41,880)

**NOTES TO CONDENSED CONSOLIDATED
INTERIM FINANCIAL INFORMATION**

(Continued)

7 Segment and revenue information

(Continued)

(b) Segment revenue and segment results (Continued)

The table below shows the segment results and other segment items provided to the Executive Directors for the reportable segments for the six months ended 30 June 2018.

簡明合併中期財務資料附註 (續)

7 分類及收益資料 (續)

(b) 分類收入及分類業績 (續)

下表列示截至二零一八年六月三十日止六個月就呈報分類提供予執行董事之分類業績及其他分類項目。

		Publishing and advertising 出版及廣告 RMB'000 人民幣千元	Tourism and integrated developments 旅遊及整合發展 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue from external customers	來自外部客戶的分類收益	21,700	-	21,700
Timing of revenue recognition	收益確認時間			
At a point in time	某個時點	19,157	-	19,157
Over time	隨時間	2,543	-	2,543
Segment results	分類業績	(37,928)	(6,518)	(44,446)
Other income	其他收入			277
Other loss	其他虧損			(14,277)
Finance costs – net	財務成本 – 淨額			(1,375)
Loss before income tax	除所得稅前虧損			(59,821)
Income tax expense	所得稅開支			(677)
Loss for the period	期內虧損			(60,498)

The accounting policies of the reportable segments are the same as the Group's accounting policies.

呈報分類的會計政策與本集團的會計政策相同。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

7 Segment and revenue information

(Continued)

(b) Segment revenue and segment results (Continued)

Revenue from external customers are derived from the provision of advertising services to advertisers in the PRC, the provision of marketing and printing services and other businesses. An analysis of the revenue by category is as follows:

簡明合併中期財務資料附註 (續)

7 分類及收益資料 (續)

(b) 分類收入及分類業績 (續)

來自外部客戶的收益源自向中國廣告客戶提供廣告服務、提供營銷及印刷服務以及其他業務。按類別劃分的收益分析如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 RMB'000 人民幣千元 Unaudited 未經審核	2018 二零一八年 RMB'000 人民幣千元 Unaudited 未經審核
Advertising	廣告	1,685	2,683
Marketing services	營銷服務	11,632	16,618
Printing services	印刷服務	2,191	2,399
Others	其他	1,420	—
		16,928	21,700

NOTES TO CONDENSED CONSOLIDATED
INTERIM FINANCIAL INFORMATION

(Continued)

8 Property, plant and equipment

簡明合併中期財務資料附註 (續)

8 物業、廠房及設備

		Land and buildings	Construction in progress	Leasehold improvement	Machinery	Fixture, furniture and equipment	Motor vehicles	Exhibition animals	Total
		土地及樓宇	在建工程	租賃物業裝修	機器	裝置、傢私 及設備	汽車	展覽動物	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 31 December 2018	於二零一八年 十二月三十一日								
Cost	成本	49,565	7,597	10,071	32,123	9,675	6,970	4,293	120,294
Accumulated depreciation	累計折舊	(908)	-	(6,515)	(28,591)	(6,318)	(5,634)	(143)	(48,109)
Accumulated impairment losses	累計減值虧損	-	-	(1,227)	(3,532)	-	-	-	(4,759)
Net carrying amount	賬面淨額	48,657	7,597	2,329	-	3,357	1,336	4,150	67,426
Six months ended 30 June 2019	截至二零一九年六月三十日 止六個月								
Opening net carrying amount	期初賬面淨額	48,657	7,597	2,329	-	3,357	1,336	4,150	67,426
Additions	添置	-	10,538	761	-	824	187	-	12,310
Disposals	出售	-	-	(605)	-	-	-	-	(605)
Transfer	轉讓	-	(2,578)	2,578	-	-	-	-	-
Depreciation (Note 21)	折舊(附註21)	(749)	-	(548)	-	(381)	(187)	(429)	(2,294)
Currency translation differences	貨幣換算差額	-	-	(44)	-	(11)	(3)	-	(58)
Closing net carrying amount	期末賬面淨額	47,908	15,557	4,471	-	3,789	1,333	3,721	76,779
At 30 June 2019	於二零一九年六月三十日								
Cost	成本	49,565	15,557	11,955	32,123	10,499	7,157	4,293	131,149
Accumulated depreciation	累計折舊	(1,657)	-	(6,257)	(28,591)	(6,710)	(5,824)	(572)	(49,611)
Accumulated impairment losses	累計減值虧損	-	-	(1,227)	(3,532)	-	-	-	(4,759)
Net carrying amount	賬面淨額	47,908	15,557	4,471	-	3,789	1,333	3,721	76,779

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

9 Intangible assets

簡明合併中期財務資料附註 (續)

9 無形資產

	Computer software	Non-compet agreement	Goodwill	Customer relationships	Trademark	Web site	Right to a land lease	Township operation right	Total
	電腦軟件	不競爭協議	商譽	客戶關係	商標	網站	土地租賃權	小鎮項目經營權	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 31 December 2018	於二零一八年十二月三十一日								
Cost	3,139	11,500	78,631	14,500	9,400	8,476	193,439	28,000	347,085
Accumulated amortisation	(2,672)	(11,500)	-	(14,500)	(7,135)	(8,476)	(3,171)	(471)	(47,925)
Accumulated impairment losses	(410)	-	(12,573)	-	(2,265)	-	-	-	(15,248)
Net carrying amount	57	-	66,058	-	-	-	190,268	27,529	283,912
Six months ended 30 June 2019	截至二零一九年六月三十日								
Opening net carrying amount	57	-	66,058	-	-	-	190,268	27,529	283,912
Acquisition of a subsidiary	-	-	3,955	-	-	-	-	-	3,955
Amortisation (Note 21)	(3)	-	-	-	-	-	(2,378)	(353)	(2,734)
Closing net carrying amount	54	-	70,013	-	-	-	187,890	27,176	285,133
At 30 June 2019	於二零一九年六月三十日								
Cost	3,139	11,500	82,586	14,500	9,400	8,476	193,439	28,000	351,040
Accumulated amortisation	(2,675)	(11,500)	-	(14,500)	(7,135)	(8,476)	(5,549)	(824)	(50,659)
Accumulated impairment losses	(410)	-	(12,573)	-	(2,265)	-	-	-	(15,248)
Net carrying amount	54	-	70,013	-	-	-	187,890	27,176	285,133

**NOTES TO CONDENSED CONSOLIDATED
INTERIM FINANCIAL INFORMATION**

(Continued)

**10 Financial assets at fair value through
profit or loss**

簡明合併中期財務資料附註 (續)

10 公允值經損益表入賬的金融資產

Investment in a network drama

一項網絡劇收益權的投資

As at 30 June 2019	As at 31 December 2018
於二零一九年 六月三十日	於二零一八年 十二月三十一日
RMB'000	RMB'000
人民幣千元	人民幣千元
Unaudited	Audited
未經審核	經審核
5,996	6,173

On 8 May 2018, the Group acquired an investment in a network drama through the acquisition of subsidiaries. Pursuant to the investment agreement on 22 May 2017, a wholly-owned subsidiary of Supreme Glory Limited acquired 20% of the income right in a network drama for a consideration of RMB6,000,000.

於二零一八年五月八日，本集團透過收購附屬公司取得網絡劇投資。根據日期為二零一七年五月二十二日之投資協議，卓耀有限公司的全資附屬公司收購一部網絡劇收益權的20%，代價為人民幣6,000,000元。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

10 Financial assets at fair value through profit or loss (Continued)

The fair value estimation of the investment was based on the cash flows discounted using a rate based on the market interest rate and risk premium specific to the investment. Significant unobservable inputs involved in the fair value measurement included the expected timing of settlement and discount rate, which are within level 3 of the fair value hierarchy. There were no transfers between levels 1, 2 and 3 for recurring fair value measurements during the six months ended 30 June 2019.

For the six months ended 30 June 2019, a fair value loss of RMB177,000 relating to the financial assets at fair value through profit or loss was recognised in the interim condensed consolidated statement of comprehensive income (six months ended 30 June 2018: RMB14,277,000).

簡明合併中期財務資料附註 (續)

10 公允值經損益表入賬的金融資產 (續)

該投資的公允值乃按以市場利率及該投資的特定風險溢價計算的利率折現的現金流量估計。公允值計量涉及的重大不可觀察輸入數據包括預期收回時期及折現率，屬於公允值架構等級的第三級。截至二零一九年六月三十日止六個月，經常性公允值計量之任何第一級、第二級及第三級之間並無轉撥。

截至二零一九年六月三十日止六個月，有關公允值經損益表入賬的金融資產的公允值虧損人民幣177,000元於中期簡明合併全面收益表內確認（截至二零一八年六月三十日止六個月：人民幣14,277,000元）。

**NOTES TO CONDENSED CONSOLIDATED
INTERIM FINANCIAL INFORMATION**

(Continued)

**11 Prepayments, deposits and other
receivables**

簡明合併中期財務資料附註 (續)

11 預付款項、按金及其他應收款項

		As at 30 June 2019 於二零一九年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	As at 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
Non-current portion	非流動部分		
Rental deposits	租金按金	430	428
Prepayment for township development (note (i))	小鎮項目開發的預付款項 (附註(i))	22,000	22,000
Prepayment for property, plant and equipment	物業、廠房及設備預付款項	34,041	11,761
Prepayment for acquisition of a subsidiary	收購一間附屬公司預付款項	-	3,000
Deposits for marketing and promotion contracts (note (ii))	營銷及市場推廣合約按金 (附註(ii))	55,000	-
Other deposits	其他按金	-	500
		111,471	37,689
Current portion	流動部分		
Prepayments	預付款項	572	772
Rental deposit	租金按金	500	4,120
Deposits and other receivables	按金及其他應收款項	7,425	4,701
		8,497	9,593
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

11 Prepayments, deposits and other receivables (Continued)

The carrying amount of the Group's prepayments, deposits and other receivables are denominated in the following currencies:

RMB	人民幣
HK\$	港元

Note:

- (i) **Payment for township development**
Pursuant to the framework agreement entered into by the Group with Yongtai Government on 15 September 2017, Yongtai Government agreed to form a long-term strategic cooperation with the Group regarding the development and operation of the Township Project. Under the framework agreement, the Group shall pay a deposit of RMB50,000,000 to Yongtai Government, which was intended to be utilised for participating in open tender auctions to be organised by the Yongtai Government for land use rights, assets, grant of lease and/or operation rights circulation within the project site.

簡明合併中期財務資料附註 (續)

11 預付款項、按金及其他應收款項 (續)

本集團預付款項、按金及其他應收款項之賬面值以下列貨幣計值：

As at 30 June 2019 於二零一九年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	As at 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
119,538	43,405
430	3,877
119,968	47,282

附註：

(i) 小鎮項目開發的預付款項

根據本集團與永泰政府於二零一七年九月十五日訂立之框架協議，永泰政府同意就開發及經營小鎮項目與本集團訂立長期策略性合作關係。根據框架協議，本集團將向永泰政府支付按金人民幣50,000,000元，擬用於參與永泰政府將舉辦的項目選址內的土地使用權、資產、租賃授予及／或經營權流轉的公開招標拍賣。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

11 Prepayments, deposits and other receivables (Continued)

Note: (Continued)

(i) Prepayment for township development (Continued)

During the year ended 31 December 2018, the Group entered into an operation right agreement with the Yongtai Government for the acquisition of a 40-years' exclusive operation right to develop, construct, manage and operate commercial activities such as tourism, sightseeing, resort, culture, sports and entertainment in the operation site at a consideration of RMB28,000,000. The consideration of RMB28,000,000 was deducted from the RMB50,000,000 refundable deposit placed by the Group with Yongtai Government under the framework agreement. The prepayment of RMB28,000,000 had been utilised upon completion of the acquisition on 19 April 2018.

As at 30 June 2019 and 31 December 2018, the remaining amount of RMB22,000,000 is intended to be utilised for township development and is classified as a prepayment for township development.

簡明合併中期財務資料附註 (續)

11 預付款項、按金及其他應收款項 (續)

附註：(續)

(i) 小鎮項目開發的預付款項 (續)

截至二零一八年十二月三十一日止年度，本集團與永泰政府訂立一項經營權協議，內容有關收購40年獨家經營權，以於經營選址內進行包括旅遊、觀光、度假村、文化、體育及娛樂在內的開發、建設、管理及商業運營活動，代價為人民幣28,000,000元。代價人民幣28,000,000元應自本集團根據框架協議向永泰政府已支付的可退還按金人民幣50,000,000元中扣除。預付款項人民幣28,000,000元於收購事項在二零一八年四月十九日完成後動用。

於二零一九年六月三十日及二零一八年十二月三十一日，餘下金額人民幣22,000,000元擬用於小鎮項目開發，並歸類為小鎮開發項目的預付款項。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

11 Prepayments, deposits and other receivables (Continued)

Note: (Continued)

(ii) Deposits for marketing and promotion contracts

As at 30 June 2019, deposits for marketing and promotion contracts represent cash paid by the Group to a property developer in the PRC in relation to exclusive marketing and promotion services agreements between the Group and the property developer. Pursuant to the agreements, the Group has obtained rights as the sole marketing and promotion services provider for two real estate development projects owned by the property developer for terms of 3 years over the selling period of the real estate development projects. These deposits will, amongst other terms and conditions, be repayable to the Group after the Group met the sales target as stated in the agreements.

簡明合併中期財務資料附註 (續)

11 預付款項、按金及其他應收款項 (續)

附註：(續)

(II) 營銷及市場推廣合約的按金

於二零一九年六月三十日，營銷及市場推廣合約的按金指本集團就本集團與物業開發商訂立之獨家營銷及市場推廣服務協議向中國一名物業開發商支付的現金。根據該等協議，本集團就物業開發商所擁有的兩個房地產開發項目獲得作為房地產開發項目銷售期間的唯一營銷及市場推廣服務提供商的權利，為期三年。於本集團達到該等協議所列明的銷售目標後，該等按金將（以及根據其他條款及條件）償還予本集團。

**NOTES TO CONDENSED CONSOLIDATED
INTERIM FINANCIAL INFORMATION**

(Continued)

12 Properties held for sale

The Group's properties held for sale includes the following:

Properties held for sale

持作出售物業

簡明合併中期財務資料附註 (續)

12 持作出售物業

本集團的持作出售物業包括以下各項：

As at 30 June 2019	As at 31 December 2018
於二零一九年 六月三十日	於二零一八年 十二月三十一日
RMB'000	RMB'000
人民幣千元	人民幣千元
Unaudited	Audited
未經審核	經審核
24,622	24,622

**NOTES TO CONDENSED CONSOLIDATED
INTERIM FINANCIAL INFORMATION**

(Continued)

13 Trade receivables – net

簡明合併中期財務資料附註 (續)

13 貿易應收款項－淨額

		As at 30 June 2019 於二零一九年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	As at 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
Trade receivables	貿易應收款項	10,505	10,331
Less: provision for impairment of trade receivables	減：貿易應收款項減值撥備	(3,618)	(2,473)
Trade receivables – net	貿易應收款項－淨額	6,887	7,858

The payment terms with customers are mainly cash on delivery and on credit. The credit periods range from 30 days to 365 days after end of the month in which the relevant sales occurred.

客戶主要按貨到付現及以記賬方式付款。信貸期介乎作出相關銷售當月結束後30日至365日不等。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

13 Trade receivables – net (Continued)

Aging analysis of the Group's trade receivables based on invoice date is as follows:

1 – 30 days	1至30日
31 – 60 days	31至60日
61 – 90 days	61至90日
91 – 180 days	91至180日
181 – 365 days	181至365日
Over 1 year	一年以上
Less: provision for impairment of trade receivables	減：貿易應收款項減值撥備
Trade receivables – net	貿易應收款項－淨額

The carrying amounts of the Group's trade receivables are denominated in RMB.

簡明合併中期財務資料附註 (續)

13 貿易應收款項－淨額 (續)

本集團的貿易應收款項根據發票日期的賬齡分析如下：

As at 30 June 2019 於二零一九年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	As at 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
1,962	3,942
156	780
716	470
516	954
3,416	1,800
3,739	2,385
10,505	10,331
(3,618)	(2,473)
6,887	7,858

本集團貿易應收款項的賬面值以人民幣計值。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

13 Trade receivables – net (Continued)

As at 30 June 2019, trade receivables of RMB3,618,000 (31 December 2018: RMB2,473,000) were impaired and provided for. For the six months ended 30 June 2019, the amounts of net provision charged to the interim condensed consolidated statement of comprehensive income was RMB1,145,000 (30 June 2018: net reversal of provision credited to the interim condensed consolidated statement of comprehensive income was RMB1,551,000).

For the six months ended 30 June 2019, there is no trade receivables was directly written-off to the interim condensed consolidated statement of comprehensive income (30 June 2018: RMB11,983,000).

簡明合併中期財務資料附註 (續)

13 貿易應收款項－淨額 (續)

於二零一九年六月三十日，貿易應收款項人民幣3,618,000元（二零一八年十二月三十一日：人民幣2,473,000元）已減值及計提撥備。截至二零一九年六月三十日止六個月，於中期簡明合併全面收益表扣除的撥備淨額為人民幣1,145,000元（二零一八年六月三十日：計入中期簡明合併全面收益表扣除的撥備撥回淨額為人民幣1,551,000元）。

截至二零一九年六月三十日止六個月，概無（二零一八年六月三十日：人民幣11,983,000元）貿易應收款項直接於中期簡明合併全面收益表撇銷。

**NOTES TO CONDENSED CONSOLIDATED
INTERIM FINANCIAL INFORMATION**

(Continued)

13 Trade receivables – net (Continued)

Movements on the Group's provision for impairment of trade receivables are as follows:

簡明合併中期財務資料附註 (續)

13 貿易應收款項－淨額 (續)

本集團貿易應收款項減值撥備的變動如下：

		Six months ended 30 June 2019 截至 二零一九年 六月三十日止 六個月 RMB'000 人民幣千元 Unaudited 未經審核	Six months ended 30 June 2018 截至 二零一八年 六月三十日止 六個月 RMB'000 人民幣千元 Unaudited 未經審核
At 1 January	於一月一日	2,473	13,958
Provision for impairment of trade receivables (Note 21)	貿易應收款項減值撥備 (附註21)	1,145	-
Reversal of provision for impairment of trade receivables (Note 21)	貿易應收款項減值撥備撥回 (附註21)	-	(1,551)
Receivables written off	應收款項撇銷	-	(10,545)
At 30 June	於六月三十日	3,618	1,862

**NOTES TO CONDENSED CONSOLIDATED
INTERIM FINANCIAL INFORMATION**

(Continued)

**14 Trade, other payables and accrued
expenses**

簡明合併中期財務資料附註 (續)

**14 貿易應付款項、其他應付款項及應
計開支**

		Six months ended 30 June 2019 截至 二零一九年 六月三十日止 六個月 RMB'000 人民幣千元 Unaudited 未經審核	Six months ended 30 June 2018 截至 二零一八年 六月三十日止 六個月 RMB'000 人民幣千元 Audited 經審核
Trade payables	貿易應付款項	4,558	4,597
Other payables and accrued expenses:	其他應付款項及應計開支：		
Accrued utility expenses and other liabilities	應計公共設施開支及其他負債	6,064	3,026
Accrued salaries and welfare	應計薪金及福利	6,210	7,436
Value added tax and other taxes payable	增值稅及其他應付稅項	3,075	3,886
Other payables	其他應付款項	66,360	9,830
Deposits from customers	來自客戶的按金	1,317	1,317
Contract liabilities	合約負債	5,896	5,649
Provision for an onerous operating lease	虧損性經營租賃撥備	-	2,902
		88,925	34,046
Less: Non-current portion	減：非即期部分		
Other payables	其他應付款項	(55,000)	-
		33,922	34,046
		38,480	38,643

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

14 Trade, other payables and accrued expenses (Continued)

The aging analysis of the trade payables based on the invoice date was as follows:

1 – 30 days	1至30日
31 – 90 days	31至90日
Over 90 days	90日以上

The carrying amounts of the Group's trade payables are all denominated in RMB.

簡明合併中期財務資料附註 (續)

14 貿易應付款項、其他應付款項及應計開支 (續)

貿易應付款項根據發票日期的賬齡分析如下：

As at 30 June 2019 於二零一九年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	As at 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
484	641
390	406
3,684	3,550
4,558	4,597

本集團貿易應付款項的賬面值全部以人民幣計值。

**NOTES TO CONDENSED CONSOLIDATED
INTERIM FINANCIAL INFORMATION**

(Continued)

15 Borrowings

簡明合併中期財務資料附註 (續)

15 借款

		As at 30 June 2019 於二零一九年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	As at 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
Secured bank borrowings – current (Note (i))	有抵押銀行借款 – 即期 (附註(i))	5,758	6,877
Other borrowing – current (Note (ii))	其他借款 – 即期 (附註(ii))	1,565	1,500
		7,323	8,377

**NOTES TO CONDENSED CONSOLIDATED
INTERIM FINANCIAL INFORMATION**

(Continued)

15 Borrowings *(Continued)*

The maturity of the above borrowings based on scheduled repayment dates set out in the loan agreements and excluding the repayment on demand clause is as follows:

Note (i):

Within 1 year	一年內
Between 1 and 2 years	一至兩年
Between 2 and 5 years	兩至五年

簡明合併中期財務資料附註 (續)

15 借款 (續)

按照貸款協議所載預定還款日期，並撇除應要求償還條款，上述借款的到期日如下：

附註(i)：

As at 30 June 2019	As at 31 December 2018
於二零一九年 六月三十日	於二零一八年 十二月三十一日
RMB'000	RMB'000
人民幣千元	人民幣千元
Unaudited	Audited
未經審核	經審核
2,229	2,229
2,230	2,230
1,299	2,418
5,758	6,877

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

15 Borrowings (Continued)

Note (i): (Continued)

As at 30 June 2019, the mortgage loans were classified as current liabilities due to the related loan agreements containing a repayment on demand clause which gives the bank unconditional right to call the loans at any time.

The mortgage loans are secured by the ownership rights of the properties and the personal guarantee of Zheng Bai Ling and Zhang Hui, a key management and the spouse of a key management of a subsidiary of the Group.

Note (ii):

As at 30 June 2019 and 31 December 2018, the balance is unsecured, carries an interest rate at 6% per annum with a term of 2 years, and is repayable on demand. The balance is denominated in RMB.

簡明合併中期財務資料附註 (續)

15 借款 (續)

附註(i) : (續)

於二零一九年六月三十日，由於該等按揭貸款的相關貸款協議載有應要求償還條款，賦予銀行無條件權利隨時追收貸款，故該等按揭貸款分類為流動負債。

按揭貸款以該物業的所有權以及本集團一家附屬公司的主要管理人員鄭柏齡和主要管理人員的配偶張輝提供的個人擔保作抵押。

附註(ii) :

於二零一九年六月三十日及二零一八年十二月三十一日，結餘為無抵押，按年利率6厘計息，為期兩年，須按要求償還。結餘以人民幣計值。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

16 Promissory notes

On 8 May 2018, promissory notes with principal amount of HK\$100,000,000 was issued by the Company, which carries interest at 5.5% per annum and repayable on the third anniversary of the date of issue, to the sellers of Supreme Glory Limited to satisfy part of the consideration for the acquisition. The fair value of the promissory notes amounted to approximately HK\$88,740,000 (equivalent to approximately RMB71,982,000) on 8 May 2018 and was estimated by discounted cash flow model. The fair value estimates are based on discounted rate of 9.1% to 10.2% (depending on the time to the expected coupon or principal payment) with reference to yield-to-maturity of similar bonds in the market which is a level 3 fair value measurement in the fair value hierarchy. The promissory notes has been early redeemed upon the issuance of the convertible bond on 23 April 2019 (Note 17).

簡明合併中期財務資料附註 (續)

16 承兌票據

於二零一八年五月八日，本公司發行本金額為100,000,000港元之承兌票據，其按5.5厘的年利率計息，並須於發行日期起計三週年屆滿時向卓耀有限公司賣方償付，以支付收購事項之部分代價。承兌票據於二零一八年五月八日之公允值約為88,740,000港元（相等於約人民幣71,982,000元）及按折現現金流模式予以估計。公允值估計乃基於9.1%至10.2%（視乎支付預期息率或本金的時間）的折現率，並參考市場上類似債券之到期收益率，其屬於公允值架構等級的第三級公允值計量。承兌票據已於二零一九年四月二十三日發行可換股債券後獲提早贖回（附註17）。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

16 Promissory notes (Continued)

The carrying amounts of the promissory notes are as follows:

Promissory notes

承兌票據

簡明合併中期財務資料附註 (續)

16 承兌票據 (續)

承兌票據的賬面值如下：

As at 30 June 2019 於二零一九年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	As at 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
-	81,552

17 Convertible bonds

On 24 January 2019, the Company entered into the convertible bond subscription agreement with TopBig International Development Limited (the "Subscriber"), a company wholly-owned by Mr. Chen Zhi, an Executive Director and a shareholder of the Company, pursuant to which the Company conditionally agreed to issue, and the Subscriber conditionally agreed to subscribe for, 3% per annum convertible bonds (the "Convertible Bonds") in the aggregate principal amount of HK\$250,000,000 (equivalent to RMB215,750,000).

17 可換股債券

於二零一九年一月二十四日，本公司與昇平國際發展有限公司（「認購人」）（由本公司執行董事及股東陳志先生全資擁有之公司）訂立可換股債券認購協議，據此，本公司有條件同意發行而認購人有條件同意認購本金總額為250,000,000港元（相當於人民幣215,750,000元）的按年利率3厘計息的可換股債券（「可換股債券」）。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

17 Convertible bonds (Continued)

The initial conversion price of the Convertible Bonds is HK\$0.24 per conversion share. The Convertible Bonds matures at the day falling on the third anniversary of the date of issue of the Convertible Bonds and the conversion period covers the period commencing on the date of issue of the Convertible Bonds and ending on the maturity date.

On 23 April 2019, the Convertible Bonds were issued. The initial value of the liability component was calculated using a market interest rate for an equivalent non-convertible bond of the Company.

簡明合併中期財務資料附註 (續)

17 可換股債券 (續)

可換股債券之初步換股價為每股換股股份0.24港元。可換股債券到期日為發行可換股債券之日起計滿三週年當日，而可換股期間涵蓋發行可換股債券當日起至到期日止期間。

可換股債券於二零一九年四月二十三日發行。負債部分的初始價值採用本公司等同非可換股債券的市場利率計算得出。

**NOTES TO CONDENSED CONSOLIDATED
INTERIM FINANCIAL INFORMATION**

(Continued)

17 Convertible bonds (Continued)

The Convertible Bonds are presented as follows:

簡明合併中期財務資料附註 (續)

17 可換股債券 (續)

可換股債券呈列如下：

		Six months ended 30 June 2019 截至 二零一九年 六月三十日止 六個月 RMB'000 人民幣千元 Unaudited 未經審核	Six months ended 30 June 2018 截至 二零一八年 六月三十日止 六個月 RMB'000 人民幣千元 Unaudited 未經審核
Face value of the Convertible Bonds on the issue date	可換股債券於發行日期的面值	215,750	-
Less: Transactions costs	減：交易成本	(4,095)	-
Less: Equity component	減：權益部分	(42,003)	-
Liability component on initial recognition	初始確認的負債部分	169,652	-
Interest accrued (note (a))	應計利息 (附註(a))	3,265	-
Conversion during the period (note (b))	期內轉換 (附註(b))	(30,494)	-
Non-current liability	非流動負債	142,423	-

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

17 Convertible bonds (Continued)

Notes:

- (a) Interest expense is calculated by applying the effective interest rate of 11.5% per annum to the liability component.
- (b) The Subscriber partially converted the Convertible Bonds in the aggregate principal amount of RMB38,441,000 during the six months ended 30 June 2019 (Note 19).

18 Deferred income tax liabilities

The analysis of deferred income tax liabilities in respect of accelerated tax depreciation are as follows:

At 1 January	於一月一日
Acquisition of subsidiaries	收購附屬公司
Recognised in the consolidated statement of comprehensive income (Note 23)	於合併全面收益表內確認 (附註23)
At 30 June	於六月三十日

簡明合併中期財務資料附註 (續)

17 可換股債券 (續)

附註：

- (a) 利息開支乃透過對負債部分採用11.5厘的實際年利率計算得出。
- (b) 截至二零一九年六月三十日止六個月，認購人部分轉換本金總額為人民幣38,441,000元的可換股債券(附註19)。

18 遞延所得稅負債

有關加速稅項折舊之遞延所得稅負債分析如下：

Six months ended 30 June 2019	Six months ended 30 June 2018
截至二零一九年六月三十日止六個月	截至二零一八年六月三十日止六個月
RMB'000	RMB'000
人民幣千元	人民幣千元
Unaudited	Unaudited
未經審核	未經審核
51,723	120
-	52,571
(633)	(276)
51,090	52,415

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

19 Share capital and share premium

簡明合併中期財務資料附註 (續)

19 股本及股份溢價

		Number of ordinary shares	Nominal value of ordinary shares	Equivalent nominal value of ordinary shares	Share premium	Total
		普通股數目	普通股面值 HK\$ 港元	普通股 等值面值 RMB'000 人民幣千元	股份溢價 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Authorised:	法定：					
Ordinary shares of HK\$0.1 each at 31 December 2018, 1 January 2019 (Note (a))	於二零一八年十二月三十一日及 二零一九年一月一日每股面值 0.1港元的普通股(附註(a))	10,000,000,000	0.1			
Capital Reorganisation (Note (b))	股本重組(附註(b))	90,000,000,000	(0.09)			
Ordinary shares of HK\$0.01 each at 30 June 2019	於二零一九年六月三十日每股 面值0.01港元的普通股	100,000,000,000	0.01			
Issued:	已發行：					
Ordinary shares at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及 二零一九年一月一日的普通股	2,287,996,121	228,799,612	191,994	851,682	1,043,676
Cancellation of share premium account (Note (b))	註銷股份溢價賬(附註(b))	-	-	-	(851,682)	(851,682)
Capital Reorganisation (Note (b))	股本重組(附註(b))	(1,715,997,091)	(223,079,622)	(187,194)	-	(187,194)
Issuance of shares upon conversion of convertible bonds	於轉換可換股債券時發行股份	185,600,000	1,856,000	1,602	36,376	37,978
At 30 June 2019	於二零一九年六月三十日	757,599,030	7,575,990	6,402	36,376	42,778

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

19 Share capital and share premium

(Continued)

Notes:

- (a) Prior to 19 April 2018, the Company had an authorised share capital of HK\$200 million divided into 2,000,000,000 shares of HK\$0.1 each. The Company's shareholders approved the increase in the authorised share capital of the Company from HK\$200,000,000 divided into 2,000,000,000 shares to HK\$1,000,000,000 divided into 10,000,000,000 shares by creation of additional 8,000,000,000 shares through an extraordinary general meeting on 19 April 2018.
- (b) On 1 February 2019, the Board of Directors proposed the cancellation of share premium account and to implement a capital reorganisation ("Capital Reorganisation") which involves:
- (i) the share consolidation of every four issued and unissued existing shares of HK\$0.10 each into one consolidated share of HK\$0.40 each;

簡明合併中期財務資料附註 (續)

19 股本及股份溢價 (續)

附註：

- (a) 於二零一八年四月十九日前，本公司之法定股本為200,000,000港元，分為2,000,000,000股每股面值0.1港元的股份。本公司股東批准其法定股本自200,000,000港元（分為2,000,000,000股股份）增至1,000,000,000港元（分為10,000,000,000股股份），方式為透過二零一八年四月十九日的股東特別大會增發8,000,000,000股股份。
- (b) 於二零一九年二月一日，董事會建議註銷股份溢價賬及進行股本重組（「股本重組」），當中涉及：
- (i) 股份合併，以每四股每股面值0.10港元的已發行及未發行現有股份合併為一股每股面值0.40港元的合併股份；

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

19 Share capital and share premium

(Continued)

Notes: (Continued)

(b) (Continued)

- (ii) the capital reduction such that the nominal value of each issued consolidated share be reduced from HK\$0.40 to HK\$0.01; and
- (iii) the share subdivision of each unissued consolidated share of HK\$0.40 each into forty new shares of HK\$0.01 each.

The effective date of the Capital Reorganisation was 10 April 2019 after fulfilment of all precedent conditions. The credits arising from cancellation of share premium account and any credit arising as a result of the cancellation of any fraction in the issued share capital of the Company arising from the share consolidation are designated as the contributed surplus. Upon the cancellation of share premium account and the Capital Reorganisation become effective, the contributed surplus has been applied by the Board to set off against the accumulated deficits of the Company in full.

簡明合併中期財務資料附註 (續)

19 股本及股份溢價 (續)

附註：(續)

(b) (續)

- (ii) 股本削減，以致每股已發行合併股份的面值由0.40港元削減至0.01港元；及
- (iii) 股份分拆，以每股面值0.40港元的未發行合併股份分拆為四十股每股面值0.01港元的新股份。

於達成所有先決條件後，股本重組的生效日期為二零一九年四月十日。註銷股份溢價賬的進賬額及因註銷本公司已發行股本內可能因股份合併產生的任何碎股產生的進賬額指定為實繳盈餘。於註銷股份溢價賬及股本重組生效後，董事會已應用實繳盈餘來悉數抵銷本公司的累積虧絀。

**NOTES TO CONDENSED CONSOLIDATED
INTERIM FINANCIAL INFORMATION**

(Continued)

21 Expenses by nature

Loss before income tax is stated after charging/(crediting) the following:

簡明合併中期財務資料附註 (續)

21 按性質劃分的開支

除所得稅前虧損經扣除／(計入)以下項目後入賬：

		Six months ended 30 June 2019 截至二零一九年 六月三十日 止六個月 RMB'000 人民幣千元 Unaudited 未經審核	Six months ended 30 June 2018 截至二零一八年 六月三十日 止六個月 RMB'000 人民幣千元 Unaudited 未經審核
Cost of newspaper advertising	報紙廣告成本		
– Media costs	– 媒體成本	1,208	1,359
Cost of printing services:	印刷服務成本：		
– Raw material	– 原材料	1,563	1,373
– Other costs	– 其他成本	558	226
Depreciation of property, plant and equipment (Note 8)	物業、廠房及設備折舊 (附註8)	2,294	2,386
Depreciation of right-of-use assets	使用權資產折舊	1,324	–
Amortisation (Note 9)	攤銷(附註9)	2,734	1,153
Auditor's remuneration	核數師酬金	1,253	1,666
Operating lease charges in respect of land and building	有關土地及樓宇的 經營租賃收費	764	6,603
Provision for impairment of property, plant and equipment	物業、廠房及設備減值撥備	–	1,227
Provision for an onerous operating lease	虧損性經營租賃撥備	–	8,958
Net provision for/(reversal of) impairment of trade receivables (Note 13)	貿易應收款項減值撥備／ (撥回)淨額(附註13)	1,145	(1,551)
Net (reversal of)/provision for impairment of contract assets	合約資產減值(撥回)／ 撥備淨額	(7)	23
Write-off of trade receivables	貿易應收款項撇銷	–	1,439
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的 虧損	158	–
Net foreign exchange (gain)/loss	外匯(收益)／虧損淨額	(2,503)	4,537
Employee benefit expenses (including directors' emoluments)	僱員福利開支 (包括董事酬金)	23,354	19,620
Business tax	營業稅	246	269

**NOTES TO CONDENSED CONSOLIDATED
INTERIM FINANCIAL INFORMATION**

(Continued)

22 Finance costs – net

簡明合併中期財務資料附註 (續)

22 財務成本－淨額

		Six months ended 30 June 2019 截至二零一九年 六月三十日 止六個月 RMB'000 人民幣千元 Unaudited 未經審核	Six months ended 30 June 2018 截至二零一八年 六月三十日 止六個月 RMB'000 人民幣千元 Unaudited 未經審核
Finance income:	財務收入：		
– Interest income on short-term bank deposits	– 短期銀行存款的利息收入	42	68
Total finance income	財務收入總額	42	68
Finance costs:	財務成本：		
– Interest expense on convertible bonds	– 可換股債券的利息開支	(3,265)	–
– Interest expense on lease liabilities	– 租賃負債的利息開支	(326)	–
– Interest expense on promissory notes	– 承兌票據的利息開支	(2,522)	(1,133)
– Interest expense on loans from a related party	– 關聯方貸款的利息開支	(1,297)	(310)
– Interest expense on short term borrowings	– 短期借款的利息開支	(247)	(254)
– Loss on early redemption of promissory notes	– 提早贖回承兌票據的虧損	(9,657)	–
Less: amounts capitalised on qualifying assets	減：就合資格資產撥充資本的金額	–	254
Total finance costs	財務成本總額	(17,314)	(1,443)
Finance costs – net	財務成本－淨額	(17,272)	(1,375)

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

23 Income tax credit/(expenses)

Current income tax:	即期所得稅：
Mainland China enterprise income tax	中國大陸企業所得稅
– Current tax	– 即期稅項
Deferred income tax (Note 18)	遞延所得稅（附註18）

簡明合併中期財務資料附註（續）

23 所得稅抵免／（開支）

Six months ended 30 June 2019 截至二零一九年 六月三十日 止六個月 RMB'000 人民幣千元 Unaudited 未經審核	Six months ended 30 June 2018 截至二零一八年 六月三十日 止六個月 RMB'000 人民幣千元 Unaudited 未經審核
(5)	(953)
633	276
628	(677)

24 Loss per share

(a) Basic

Basic loss per share for the periods ended 30 June 2019 and 2018 is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue, including bonus element, during the period.

24 每股虧損

(a) 基本

截至二零一九年及二零一八年六月三十日止期間的每股基本虧損乃按本公司擁有人應佔虧損除以期內已發行普通股加權平均數（包括紅利元素）計算。

**NOTES TO CONDENSED CONSOLIDATED
INTERIM FINANCIAL INFORMATION**

(Continued)

24 Loss per share (Continued)

(a) Basic (Continued)

簡明合併中期財務資料附註 (續)

24 每股虧損 (續)

(a) 基本 (續)

		Six months ended 30 June 2019 截至二零一九年 六月三十日 止六個月 Unaudited 未經審核	Six months ended 30 June 2018 截至二零一八年 六月三十日 止六個月 Unaudited 未經審核
Loss attributable to owners of the Company (RMB'000)	本公司擁有人應佔虧損 (人民幣千元)	(40,626)	(61,408)
Weighted average number of shares in issue, including bonus element (thousands)	已發行股份加權平均數 (包括紅利元素) (千股)	613,243	466,928
Basic loss per share (RMB per share)	每股基本虧損 (每股人民幣)	(0.0662)	(0.1315)

The Capital Reorganisation has been effective on 10 April 2019 (Note 19(b)) after fulfilment of all precedent conditions. Upon completion of the Capital Reorganisation (including the four-to-one share consolidation), the weighted average number of shares in issue has been adjusted for the effect of share consolidation. The calculation of basic and diluted loss per share for all periods presented has also been adjusted retrospectively.

於達成所有先決條件後，股本重組於二零一九年四月十日生效（附註19(b)）。於股本重組（包括每四股合併為一股之股份合併）完成後，已發行股份加權平均數已作調整，以反映股份合併。所呈列之所有期間之每股基本及攤薄虧損計算亦已作追溯調整。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

24 Loss per share (Continued)

(b) Diluted

Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has no dilutive potential ordinary shares during the period ended 30 June 2019 (2018: same).

The effect of the exercise of convertible bonds was not included in the calculation of diluted loss per share as they are anti-dilutive during the period ended 30 June 2019.

25 Dividend

No dividend has been declared by the Company since its incorporation.

簡明合併中期財務資料附註 (續)

24 每股虧損 (續)

(b) 攤薄

每股攤薄虧損乃按調整發行在外普通股的加權平均數以假設所有具潛在攤薄影響的普通股獲兌換計算。截至二零一九年六月三十日止期間，本公司並無具潛在攤薄影響的普通股（二零一八年：相同）。

由於可換股債券於截至二零一九年六月三十日止期間具有反攤薄影響，故計算每股攤薄虧損時並無計入可換股債券的行使影響。

25 股息

本公司自註冊成立以來概無宣派任何股息。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

26 Commitments

(a) Operating lease commitments – as a lessee

The Group leases various land and properties under non-cancellable operating lease agreements. The operating lease commitment as at 30 June 2019 presented below represents the future aggregate minimum lease payments for the leases with lease terms less than one year and low value leases. The remaining leases have been recorded as lease liabilities as at 30 June 2019 under newly adopted accounting standard IFRS 16 (Note 4). The operating lease commitment as at 31 December 2018 presented below represents the future aggregate minimum lease payments under all non-cancellable operating leases.

簡明合併中期財務資料附註 (續)

26 承擔

(a) 經營租賃承擔—作為承租人

本集團根據不可撤銷經營租賃協議，租賃各類土地及物業。下文所示二零一九年六月三十日之經營租賃承擔指租賃期低於一年及低價值資產的租賃之日後最低租賃付款總額。根據新近採納的會計準則國際財務報告準則第16號，餘下租賃已於二零一九年六月三十日入賬列作租賃負債（附註4）。下文所示二零一八年十二月三十一日之經營租賃承擔指所有不可撤銷經營租賃項下之日後最低租賃付款總額。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

26 Commitments (Continued)

(a) Operating lease commitments – as a lessee (Continued)

Not later than 1 year	一年以下
Later than 1 year and not later than 5 years	一年以上及五年以下

Provision for an onerous operating lease of RMB2,902,000 (Note 14) as at 31 December 2018 is made for the abovementioned operating lease commitments. Provision for the onerous operating lease contract has been adjusted to set-off the carrying amount of right-of-use asset upon adoption of IFRS 16 on 1 January 2019.

簡明合併中期財務資料附註 (續)

26 承擔 (續)

(a) 經營租賃承擔 – 作為承租人 (續)

As at 30 June 2019 於二零一九年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	As at 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
48	5,232
-	3,870
48	9,102

於二零一八年十二月三十一日，本集團就上述經營租賃承擔作出虧損性經營租賃撥備人民幣2,902,000元（附註14）。虧損性經營租賃合約撥備已作調整，以抵銷於二零一九年一月一日採納國際財務報告準則第16號時使用權資產之賬面值。

**NOTES TO CONDENSED CONSOLIDATED
INTERIM FINANCIAL INFORMATION**

(Continued)

26 Commitments *(Continued)*

(b) Operating lease commitments – as a lessor

The future aggregate minimum lease receipts under non-cancellable operating leases are as follows:

Not later than 1 year	一年以下
Later than 1 year and not later than 5 years	一年以上及五年以下

簡明合併中期財務資料附註 (續)

26 承擔 (續)

(b) 經營租賃承擔—作為出租人

不可撤銷經營租賃的日後最低租賃收款總額如下：

As at 30 June 2019 於二零一九年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	As at 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
2,000	2,000
5,000	6,000
7,000	8,000

**NOTES TO CONDENSED CONSOLIDATED
INTERIM FINANCIAL INFORMATION**

(Continued)

26 Commitments *(Continued)*

(c) Capital commitments

Significant capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

Property, plant and equipment 物業、廠房及設備

簡明合併中期財務資料附註 (續)

26 承擔 (續)

(c) 資本承擔

於報告期末已訂約但未確認為負債之重大資本開支如下：

As at 30 June 2019 於二零一九年 六月三十日 <i>RMB'000</i> 人民幣千元 Unaudited 未經審核	As at 31 December 2018 於二零一八年 十二月三十一日 <i>RMB'000</i> 人民幣千元 Audited 經審核
4,424	7,930

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

27 Related-party transactions

For the purposes of this condensed consolidated interim financial information, parties are considered to be related to the Group if the party has the ability, directly or indirectly, to exercise significant influence over the Group in making financial and operating decisions, or vice versa. Related parties may be individuals (being members of key management personnel, significant shareholders and/or their close family members) or other entities and include entities which are under the significant influence of related parties of the Group where those parties are individuals. Parties are also considered to be related if they are subject to common control.

In the opinion of the directors of the Company, the related party transactions were carried out in the normal course of business and at terms mutually negotiated between the Group and the respective related parties.

簡明合併中期財務資料附註 (續)

27 關連人士交易

就本簡明合併中期財務資料而言，倘某人士有能力在本集團作出財務及經營決策時直接或間接對本集團施加重大影響（反之亦然），該人士即被認為與本集團有關連。關連人士可以為個人（即主要管理人員、主要股東及／或彼等的近親）或其他實體。倘本集團的關連人士為個人，則關連人士亦包括受到關連人士重大影響的實體。倘有關實體受到共同控制，亦被認為是關連人士。

本公司董事認為，該等關連人士交易乃於日常業務過程中按照本集團與各關連人士相互磋商的條款進行。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

27 Related-party transactions (Continued)

(a) Transactions with related parties:

In addition to those disclosed elsewhere in the financial statements, the following transactions were undertaken by the Group with related parties during the period ended 30 June 2019:

Continuing transactions:	持續交易：
Key management compensation	主要管理人員薪酬
Rental expenses to a related party	向關聯方的租金開支

The transactions with related parties were conducted in accordance with commercial terms mutually agreed between the Group and the respective related parties.

簡明合併中期財務資料附註 (續)

27 關連人士交易 (續)

(a) 與關連人士的交易：

除財務報表其他地方披露者外，本集團於截至二零一九年六月三十日止期間與關連人士進行以下交易：

Six months ended 30 June 2019 截至二零一九年 六月三十日 止六個月 RMB'000 人民幣千元 Unaudited 未經審核	Six months ended 30 June 2018 截至二零一八年 六月三十日 止六個月 RMB'000 人民幣千元 Unaudited 未經審核
4,436	4,232
233	269
4,669	4,501

與關連人士進行的交易乃根據本集團與各關連人士共同協定之商業條款進行。

**NOTES TO CONDENSED CONSOLIDATED
INTERIM FINANCIAL INFORMATION**

(Continued)

27 Related-party transactions (Continued)

(b) Balances with related parties

簡明合併中期財務資料附註 (續)

27 關連人士交易 (續)

(b) 與關連人士存有的結餘

		As at 30 June 2019 於二零一九年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	As at 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
Amounts due from related parties – non-trade	應收關連人士款項 – 非貿易		
– Non-controlling shareholder of a subsidiary of the Group	– 本集團附屬公司的非控股股東	–	470
– Key management of the Group	– 本集團主要管理人員	1,280	300
– Directors of the Group	– 本集團董事	–	50
		1,280	820
Amounts due to related parties – non-trade:	應付關連人士款項 – 非貿易:		
– Directors of the Company	– 本公司董事	9	272
– Spouse of a director of the Company	– 本公司董事之配偶	115	229
– A non-controlling shareholder of a subsidiary of the Group	– 本集團附屬公司的非控股股東	1,530	–
– Related companies of the Group	– 本集團關連公司	127	127
		1,781	628
Convertible bonds issued to a related party	向關聯方發行可換股債券		
– A company controlled by a director of the Company	– 一間由本公司董事控制之公司	142,423	–
Loans from a related party	關聯方借款		
– A company controlled by a director of the Company	– 一間由本公司董事控制之公司	–	87,132
		144,204	87,760

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

27 Related-party transactions (Continued)

(b) Balances with related parties

(Continued)

Note:

- (i) As at 30 June 2019 and 31 December 2018, the balances with related parties are unsecured, interest-free, denominated in RMB and repayable on demand.
- (ii) As at 31 December 2018, loans from a related party is unsecured, carries interest at 5.0% per annum, denominated in HKD and repayable in two years from the date of drawdown. The loans has been fully repaid on 23 April 2019 upon issuance of the Convertible Bonds.

28 Contingent liabilities

The Group follows the guidance of IAS 37 “Provisions, Contingent Liabilities and Contingent Assets” to determine when should contingent liabilities be recognised, which requires significant judgement.

簡明合併中期財務資料附註 (續)

27 關連人士交易 (續)

(b) 與關連人士存有的結餘 (續)

附註：

- (i) 於二零一九年六月三十日及二零一八年十二月三十一日，與關連人士存有的結餘為無抵押、免息、以人民幣計值及須應要求償還。
- (ii) 於二零一八年十二月三十一日，關聯方借款為無抵押、以港元計值並按年利率5.0厘計息及自提取日期起計兩年內償還。借款已於二零一九年四月二十三日發行可換股債券後獲悉數償還。

28 或有負債

本集團遵照國際會計準則第37號「撥備、或有負債及或有資產」的指引釐定應何時確認或有負債，而確認時須作出重大判斷。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

(Continued)

28 Contingent liabilities (Continued)

A contingent liability will be disclosed when a possible obligation has arisen, but its existence has to be confirmed by future events outside the Group's control, or when it is not possible to calculate the amount. Realisation of any contingent liabilities not currently recognised or disclosed could have a material impact on the Group's financial position.

The Group reviews for any significant outstanding litigations in order to assess the need for provisions. Among the factors considered are the nature of the litigation, legal processes and potential level of damages, the opinions and views of the legal counsel, and the management's intentions to respond to the litigations. To the extent the estimates and judgements do not reflect the actual outcome, this could materially affect the results for the year and the financial position.

As at 30 June 2019 and 31 December 2018, the Group had no material contingent liabilities.

簡明合併中期財務資料附註 (續)

28 或有負債 (續)

當有可能產生義務，惟其存在與否須透過非本集團所能控制的未來事件確定，或當不可能計算義務所涉金額，即會披露或有負債。任何目前未有確認或披露的或有負債一旦實現，均可能對本集團的財務狀況造成重大影響。

本集團會審閱任何重大的待決訴訟，以評估是否有需要計提撥備。所考慮的因素包括訴訟的性質、損害賠償的法律程序及潛在水平、法律顧問的意見及見解以及管理層對回應訴訟的意向。倘估計及判斷不能反映實際結果，則可能嚴重影響年內業績及財務狀況。

於二零一九年六月三十日及二零一八年十二月三十一日，本集團並無重大或有負債。



SHI  FANG

SHIFANG HOLDING LIMITED

十方控股有限公司