

# 中國新華電視控股有限公司 CNC HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立之有限公司)

Stock code 股份代號: 8356



INTERIM  
REPORT  
2014/15  
中期報告

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*This report, for which the directors (the “Directors”) of CNC Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this report misleading.*

### 香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

創業板乃為較於聯交所上市之其他公司帶有更高投資風險之公司提供上市之市場。有意投資者應瞭解投資於該等公司之潛在風險，並應經過審慎周詳考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他經驗豐富之投資者。

基於創業板上市公司之新興性質，在創業板買賣之證券可能會承受較於聯交所主板買賣之證券為高之市場波動風險，亦無法保證在創業板買賣之證券會有高流通量之市場。

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本報告載有根據聯交所創業板證券上市規則（「創業板上市規則」）而提供有關中國新華電視控股有限公司（「本公司」）之資料，本公司各董事（「董事」）願就本報告共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所知及所信，本報告所載資料在所有重大方面均屬準確、完整及並無誤導或欺詐成份，且本文或本報告並無遺漏任何其他事項致使當中任何聲明有所誤導。

## HIGHLIGHTS

- The Group's revenue for the six months ended 30 September 2014 increased by approximately 7.8% to approximately HK\$156.8 million (2013: approximately HK\$145.5 million).
- Loss attributable to owners of the Company for the six months ended 30 September 2014 decreased by approximately 27.5% to approximately HK\$24.6 million (2013: approximately HK\$33.9 million).
- Basic loss per Share for the six months ended 30 September 2014 was approximately HK0.97 cent (2013: approximately HK2.03 cents).
- The Board does not recommend the payment of any dividend for the six months ended 30 September 2014.

## 摘要

- 本集團截至二零一四年九月三十日止六個月的收益增加約7.8%至約156,800,000港元(二零一三年:約145,500,000港元)。
- 截至二零一四年九月三十日止六個月本公司擁有人應佔虧損減少約27.5%至約24,600,000港元(二零一三年:約33,900,000港元)。
- 截至二零一四年九月三十日止六個月的每股基本虧損為約0.97港仙(二零一三年:約2.03港仙)。
- 董事會不建議就截至二零一四年九月三十日止六個月派付任何股息。

The board of Directors (the "Board") is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the "Group") for the six months ended 30 September 2014, together with the unaudited comparative figures for the corresponding periods in 2013, as follows:

董事會（「董事會」）欣然宣佈本公司及其附屬公司（統稱「本集團」）截至二零一四年九月三十日止六個月之未經審核簡明綜合業績連同二零一三年同期之未經審核比較數字如下：

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

### 簡明綜合損益及其他全面收益表（未經審核）

For the three months and six months ended 30 September 2014

截至二零一四年九月三十日止三個月及六個月

		Notes 附註	Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月	
			2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元 (Restated) (經重列)	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元 (Restated) (經重列)
Revenue	收益	3	156,838	145,460	88,933	50,553
Cost of services	服務成本		(149,799)	(134,910)	(84,948)	(46,193)
Gross profit	毛利		7,039	10,550	3,985	4,360
Other income	其他收入	4	4,061	15	2,375	2
Other gains and losses	其他收益及虧損	5	9,752	18,716	9,289	14,614
Amortisation expenses	攤銷開支		(11,334)	(29,230)	(5,658)	(14,677)
Administrative expenses	行政開支		(16,537)	(15,017)	(9,185)	(7,451)
(Loss)/profit from operations	營運（虧損）／溢利	7	(7,019)	(14,966)	806	(3,152)
Finance costs	融資成本	9	(19,169)	(21,343)	(9,734)	(10,638)
Loss before income tax	除所得稅前虧損		(26,188)	(36,309)	(8,928)	(13,790)
Income tax	所得稅	10	1,571	2,372	604	(16)
Loss for the period	期內虧損		(24,617)	(33,937)	(8,324)	(13,806)
Other comprehensive income Items that may be classified subsequently to profit or loss:	其他全面收入 其後可分類至 損益之項目：					
Exchange differences on translating foreign operations	換算境外業務之 匯兌差額		87	-	83	-
Other comprehensive income for the period, net of income tax	期內其他全面收入， 扣除所得稅		87	-	83	-
Total comprehensive loss for the period	期內全面虧損總額		(24,530)	(33,937)	(8,241)	(13,806)
Loss for the period attributable to owners of the Company	本公司擁有人 應佔期內虧損		(24,617)	(33,937)	(8,324)	(13,806)
Total comprehensive loss for the period attributable to owners of the Company	本公司擁有人應佔期內 全面虧損總額		(24,530)	(33,937)	(8,241)	(13,806)
Loss per Share attributable to owners of the Company - Basic and diluted (HK cent(s))	本公司擁有人應佔 每股虧損 - 基本及攤薄（港仙）	12	(0.97)	(2.03)	(0.28)	(0.82)

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

At 30 September 2014 於二零一四年九月三十日

		Notes 附註	As at 30 September 2014 於二零一四年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2014 於二零一四年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	13	44,821	45,184
Goodwill	商譽		–	–
Intangible assets	無形資產	14	152,030	163,040
Available-for-sale financial assets	可供出售金融資產	15	–	400
			<u>196,851</u>	<u>208,624</u>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		37,357	14,955
Film rights	電影版權		120	–
Trade and other receivables	貿易及其他應收款項	16	96,053	77,804
Financial assets at fair value through profit or loss	透過損益按公平值入賬之 金融資產		–	10,485
Tax recoverable	可收回稅項		480	480
Bank deposits	銀行存款		20,000	–
Cash and cash equivalents	現金及現金等價物		44,766	20,609
			<u>198,776</u>	<u>124,333</u>
<b>Total assets</b>	<b>總資產</b>		<u>395,627</u>	<u>332,957</u>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	18	104,259	107,063
Finance lease payables	融資租賃應付款項	19	4,540	3,345
Bank overdrafts, unsecured	無抵押銀行透支		2,298	–
Employee benefits	僱員福利		2,295	2,095
Promissory note	承兌票據	20	–	44,609
Convertible notes	可換股票據	21	284,527	543,234
Current tax liabilities	當期稅項負債		7,388	7,087
			<u>405,307</u>	<u>707,433</u>
<b>Net current liabilities</b>	<b>流動負債淨值</b>		<u>(206,531)</u>	<u>(583,100)</u>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<u>(9,680)</u>	<u>(374,476)</u>

			<b>As at 30 September 2014</b>	<b>As at 31 March 2014</b>
			於二零一四年 九月三十日 <b>(Unaudited)</b> (未經審核)	於二零一四年 三月三十一日 <b>(Audited)</b> (經審核)
		<i>Notes</i> 附註	<b>HK\$'000</b> 千港元	<b>HK\$'000</b> 千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Finance lease payables	融資租賃應付款項	19	<b>5,443</b>	4,037
Promissory note	承兌票據	20	<b>36,709</b>	—
Deferred tax liabilities	遞延稅項負債		<b>27,554</b>	29,426
			<b>69,706</b>	33,463
<b>Total liabilities</b>	<b>總負債</b>		<b>475,013</b>	740,896
<b>Net liabilities</b>	<b>負債淨值</b>		<b>(79,386)</b>	(407,939)
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	22	<b>3,693</b>	1,980
Reserves	儲備		<b>(83,079)</b>	(409,919)
<b>Total equity</b>	<b>總權益</b>		<b>(79,386)</b>	(407,939)

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

## 簡明綜合權益變動表 (未經審核)

For the six months ended 30 September 2014 截至二零一四年九月三十日止六個月

		Share capital	Share premium*	Convertible notes equity reserves*	Foreign currency translation reserves*	Other reserves*	Accumulated losses*	Total equity
		股本	股份溢價*	可換股票據權益儲備*	外幣換算儲備*	其他儲備*	累計虧損*	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
As at 1 April 2014	於二零一四年四月一日	1,980	795,912	15,663	45	9,868	(1,231,407)	(407,939)
Loss for the period	期內虧損	-	-	-	-	-	(24,617)	(24,617)
Other comprehensive income for the period, net of tax: Items that may be classified subsequently to profit or loss:	期內其他全面收入，扣除稅項：其後可分類至損益的項目：							
Exchange differences on translating foreign operations	換算境外業務之匯兌差額	-	-	-	87	-	-	87
Total comprehensive income/(loss) for the period	期內全面收入／(虧損)總額	-	-	-	87	-	(24,617)	(24,530)
Issue of shares pursuant to the placing	根據配售發行股份	335	83,390	-	-	-	-	83,725
Share placement expenses	股份配售開支	-	(2,118)	-	-	-	-	(2,118)
Issue of shares pursuant to conversion of convertible notes	根據兌換可換股票據發行股份	1,378	277,829	(7,731)	-	-	-	271,476
As at 30 September 2014 (unaudited)	於二零一四年九月三十日 (未經審核)	3,693	1,155,013	7,932	132	9,868	(1,256,024)	(79,386)
As at 1 April 2013	於二零一三年四月一日	1,674	735,089	17,381	-	9,868	(800,115)	(36,103)
Loss and total comprehensive loss for the period	期內虧損及全面虧損總額	-	-	-	-	-	(33,937)	(33,937)
As at 30 September 2013 (unaudited)	於二零一三年九月三十日 (未經審核)	1,674	735,089	17,381	-	9,868	(834,052)	(70,040)

\* The aggregate amount of these balances of approximately HK\$83,079,000 in deficit (31 March 2014: approximately HK\$409,919,000 in deficit) is included as reserves in the condensed consolidated statement of financial position.

\* 該等款額合共虧絀約83,079,000港元(二零一四年三月三十一日：虧絀約409,919,000港元)已計入簡明綜合財務狀況表內作為儲備。

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

For the six months ended 30 September 2014 截至二零一四年九月三十日止六個月

		Six months ended 30 September 截至九月三十日 止六個月	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元 (Restated) (經重列)
<b>Net cash (used in)/generated from operating activities</b>	經營活動（所用）／產生之現金淨額	<b>(11,036)</b>	9,087
<b>Net cash used in investing activities</b>	投資活動所用之現金淨額	<b>(46,268)</b>	(25,364)
<b>Net cash generated from/(used in) financing activities</b>	融資活動產生／（所用）之現金淨額	<b>79,140</b>	(1,475)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／（減少）淨額	<b>21,836</b>	(17,752)
<b>Cash and cash equivalents at the beginning of the period</b>	期初現金及現金等價物	<b>20,609</b>	36,229
<b>Effects of foreign exchange rate changes</b>	匯率變動之影響	<b>23</b>	—
<b>Cash and cash equivalents at the end of the period</b>	期末現金及現金等價物	<b>42,468</b>	18,477
<b>Analysis of the balances of cash and cash equivalents</b>	現金及現金等價物結餘分析		
Cash and bank balances	現金及銀行結餘	<b>44,766</b>	18,477
Bank overdrafts	銀行透支	<b>(2,298)</b>	—
		<b>42,468</b>	18,477



# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 未經審核簡明綜合財務報表附註

For the six months ended 30 September 2014 截至二零一四年九月三十日止六個月

### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 15 March 2010 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The registered office and principal place of business of the Company are located at the offices of Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and Rooms 2601–2605, 26/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong respectively.

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

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

### 2. BASIS OF PRESENTATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements for the six months ended 30 September 2014 (the "Interim Financial Statements") have been prepared in accordance with the Hong Kong Accounting Standards ("HKAS") 34 "Interim Financial Reporting", other relevant Hong Kong Accounting Standards, Interpretations and the Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the disclosure requirements of the GEM Listing Rules.

### 1. 一般資料

本公司於二零一零年三月十五日根據開曼群島公司法第22章(一九六一年第3號法例·經綜合及修訂)於開曼群島註冊成立為獲豁免有限責任公司。本公司之註冊辦事處及主要營業地點分別為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands及香港灣仔港灣道26號華潤大廈26樓2601–2605室。

本公司普通股(「股份」)於二零一零年八月三十日以配售方式在聯交所創業板上市。

本公司的主要業務為投資控股。附屬公司在香港為公營部門提供水務工程服務·並於亞太區(不包括中華人民共和國(「中國」))從事電視播放業務以取得廣告及相關收益以及於中國從事大型戶外顯示屏廣告業務。

### 2. 編製基準及主要會計政策

截至二零一四年九月三十日止六個月之未經審核簡明綜合中期財務報表(「中期財務報表」)乃根據香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」、其他相關香港會計準則、詮釋及香港財務報告準則(「香港財務報告準則」)以及創業板上市規則之披露規定編製。



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

The accounting policies and method of the computation used in the preparation of the Interim Financial Statements are consistent with those used in the annual report for the year ended 31 March 2014. The Directors reviewed and assessed the classification of the Group's investments in joint arrangements in accordance with the requirements of HKFRS 11 "Joint Arrangements". The Directors concluded that the Group's investments in jointly controlled entities under HKAS 31 during the three months and six months ended 30 September 2013 and were accounted for using the equity method, should be classified as joint operations under HKFRS 11.

As a result of the adoption of HKFRS 11, the change in accounting of the Group's investments in joint operations has been applied in accordance with the relevant transitional provisions set out in HKFRS 11. Comparative amounts for 2013 have been restated to reflect the change in accounting for the Group's investments in joint operations.

The effect of the application of HKFRS 11 on the unaudited condensed consolidated interim financial statements for the three months and six months ended 30 September 2013 is as follows:

## 2. 編製基準及主要會計政策 (續)

編製中期財務報表所用之會計政策及計算方式與截至二零一四年三月三十一日止年度之年度報告所採納者一致。董事已根據香港財務報告準則第11號「合資安排」之規定審閱及評估本集團於合資安排之投資之分類。董事得出之結論為，截至二零一三年九月三十日止三個月及六個月本集團根據香港會計準則第31號於共同控制實體之投資（已使用權益法入賬）根據香港財務報告準則第11號應當分類為共同經營。

由於採納香港財務報告準則第11號，本集團於共同經營投資之會計處理之變動已根據香港財務報告準則第11號載列之相關過渡條文應用。二零一三年之比較金額已重列以反映本集團於共同經營投資之會計處理之變動。

應用香港財務報告準則第11號對本集團截至二零一三年九月三十日止三個月及六個月之未經審核簡明綜合中期財務報表之影響如下：

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

Impact on the results for the three months and six months ended 30 September 2013 by line items presented in the unaudited condensed consolidated statement of profit or loss and other comprehensive income is as follows:

		Six months ended 30 September 2013 截至 二零一三年 九月三十日 止六個月 (Unaudited) (未經審核) HK\$'000 千港元	Three months ended 30 September 2013 截至 二零一三年 九月三十日 止三個月 (Unaudited) (未經審核) HK\$'000 千港元
(Decrease)/increase in revenue	收益(減少)/增加	(489)	305
Decrease/(increase) in share of (loss)/profit of jointly controlled entities	分佔共同控制實體之(虧損)/溢利減少/(增加)	408	(255)
Decrease/(increase) in income tax	所得稅減少/(增加)	81	(50)
Net change in loss for the period	期內虧損變化淨額	—	—

There is no impact on loss per share.

## 2. 編製基準及主要會計政策 (續)

按未經審核簡明綜合損益及其他全面收益表所呈列項目對截至二零一三年九月三十日止三個月及六個月之業績之影響如下：

	Six months ended 30 September 2013 截至 二零一三年 九月三十日 止六個月 (Unaudited) (未經審核) HK\$'000 千港元	Three months ended 30 September 2013 截至 二零一三年 九月三十日 止三個月 (Unaudited) (未經審核) HK\$'000 千港元
(Decrease)/increase in revenue	(489)	305
Decrease/(increase) in share of (loss)/profit of jointly controlled entities	408	(255)
Decrease/(increase) in income tax	81	(50)
Net change in loss for the period	—	—

對每股虧損並無影響。

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

Impact on condensed consolidated statement of cash flows for the six months ended 30 September 2013 is as follows:

Increase in net cash inflow from operating activities	經營活動之現金流入淨額增加	494
Increase in net cash outflow from investing activities	投資活動之現金流出淨額增加	—
Increase in net cash inflow from financing activities	融資活動之現金流入淨額增加	—
		<hr/>
Net effect to cash and cash equivalents	對現金及現金等價物之影響淨額	<u>494</u>

The Group has adopted new or revised standards, amendments to standards and interpretation of Hong Kong Financial Reporting Standards which are effective for accounting period commencing on or after 1 April 2014. The adoption of such new or revised standards, amendments to standards and interpretation does not have material impact on the Interim Financial Statements and does not result in substantial changes to the Group's accounting policies.

The Interim Financial Statements have been prepared under the historical cost convention and are presented in Hong Kong dollars ("HK\$"), which is also the functional currency of the Company.

## 2. 編製基準及主要會計政策 (續)

對截至二零一三年九月三十日止六個月之簡明綜合現金流量表之影響如下：

Six months ended  
30 September  
2013  
截至二零一三年  
九月三十日  
止六個月  
(Unaudited)  
(未經審核)  
HK\$'000  
千港元

本集團已採納於二零一四年四月一日或之後開始的會計期間生效之香港財務報告準則之新訂或經修訂準則、準則修訂及詮釋。採納該等新訂或經修訂準則、準則修訂及詮釋不會對中期財務報表造成重大影響，且不會令本集團的會計政策出現重大變動。

中期財務報表乃根據歷史成本慣例編製，並以亦為本公司之功能貨幣港元（「港元」）呈列。

### 3. REVENUE

Revenue recognised during the three months and six months ended 30 September 2014 and 2013 were as follows:

<b>Revenue</b>	<b>收益</b>
Construction works	建築工程
Advertising income	廣告收入

### 3. 收益

截至二零一四年及二零一三年九月三十日止三個月及六個月確認的收益如下：

<b>Six months ended 30 September 截至九月三十日 止六個月</b>		<b>Three months ended 30 September 截至九月三十日 止三個月</b>	
<b>2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元</b>	<b>2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元 (Restated) (經重列)</b>	<b>2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元</b>	<b>2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元 (Restated) (經重列)</b>
<b>152,910</b>	140,123	<b>86,797</b>	47,519
<b>3,928</b>	5,337	<b>2,136</b>	3,034
<b>156,838</b>	145,460	<b>88,933</b>	50,553

### 4. OTHER INCOME

Other income recognised during the three months and six months ended 30 September 2014 and 2013 were as follows:

Interest income	利息收入
Waiver of the interests on convertible notes and promissory note	免除可換股票據及承兌票據之利息
Sundry income	雜項收入

### 4. 其他收入

截至二零一四年及二零一三年九月三十日止三個月及六個月確認的其他收入如下：

<b>Six months ended 30 September 截至九月三十日 止六個月</b>		<b>Three months ended 30 September 截至九月三十日 止三個月</b>	
<b>2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元</b>	<b>2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元 (Restated) (經重列)</b>	<b>2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元</b>	<b>2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元 (Restated) (經重列)</b>
<b>3</b>	14	<b>1</b>	2
<b>4,054</b>	-	<b>2,371</b>	-
<b>4</b>	1	<b>3</b>	-
<b>4,061</b>	15	<b>2,375</b>	2

## 5. OTHER GAINS AND LOSSES

Other gains and losses recognised during the three months and six months ended 30 September 2014 and 2013 were as follows:

## 5. 其他收益及虧損

截至二零一四年及二零一三年九月三十日止三個月及六個月確認的其他收益及虧損如下：

		Six months ended 30 September 截至九月三十日 止六個月		Three months ended 30 September 截至九月三十日 止三個月	
		2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元 (Restated) (經重列)	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元 (Restated) (經重列)
Exchange (loss)/gain, net	匯兌(虧損)/收益淨額	(64)	71	(67)	(9)
Gain arising on extension of promissory note	延長承兌票據產生之收益	8,708	-	8,708	-
Net gains on disposal of property, plant and equipment	出售物業、廠房及設備之收益淨額	924	8	447	-
Realised gain/(loss) arising on change in fair value of financial assets at fair value through profit or loss	透過損益按公平值入賬之金融資產之公平值變動產生之已變現收益/(虧損)	184	(1,596)	201	-
Unrealised gain arising on change in fair value of financial assets at fair value through profit or loss	透過損益按公平值入賬之金融資產之公平值變動產生之未變現收益	-	20,233	-	14,623
		<b>9,752</b>	<b>18,716</b>	<b>9,289</b>	<b>14,614</b>

## 6. SEGMENT INFORMATION

Information reported to the executive Directors, being the chief operating decision maker, for the purpose of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided are:

- (i) Provision of waterworks engineering services – provision of waterworks engineering services, road works and drainage services and site formation works for public sector in Hong Kong;
- (ii) Television broadcasting business – the business of broadcasting television programmes on television channels operated by television broadcasting companies in the Asia-Pacific region (excluding the PRC) in return for advertising and related revenue; and
- (iii) Large outdoor display screen advertisement business – the business of broadcasting advertisements on large outdoor display screens in the PRC.

Each of these operating segments is managed separately as each of the products and service lines requires different resources as well as marketing approaches.

### Segment revenue and results

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

## 6. 分部資料

向執行董事（即主要營運決策者）所呈報以供其分配資源及評估分部表現之資料集中於所交付或提供之貨品或服務種類為：

- (i) 提供水務工程服務—為香港公營部門提供水務工程服務、道路工程及渠務服務，亦從事地盤平整工程；
- (ii) 電視播放業務—在位於亞太區（不包括中國）之電視播放公司所經營之電視頻道進行電視節目播放以取得廣告及相關收益之業務；及
- (iii) 大型戶外顯示屏廣告業務—在位於中國之大型戶外顯示屏播放廣告業務。

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

### 分部收益及業績

本集團按可呈報分部劃分的收益及業績分析如下。

## 6. SEGMENT INFORMATION (Continued)

For the six months ended 30 September 2014

## 6. 分部資料 (續)

截至二零一四年九月三十日止六個月

		Provision of waterworks engineering services	Television broadcasting business	Large outdoor display screen advertisement business	Elimination	Total
		提供水務 工程服務	電視播放 業務	大型戶外 顯示屏 廣告業務	對銷	總計
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue from external customers	來自外部客戶之收益	152,910	3,620	308	-	156,838
Inter-segment sales	分部間銷售	-	788	-	(788)	-
Other income and gains	其他收入及收益	990	14	-	-	1,004
<b>Reportable segment revenue</b>	<b>可呈報分部收益</b>	<b>153,900</b>	<b>4,422</b>	<b>308</b>	<b>(788)</b>	<b>157,842</b>
<b>Reportable segment results</b>	<b>可呈報分部業績</b>	<b>3,870</b>	<b>(13,583)</b>	<b>(1,882)</b>		<b>(11,595)</b>
Unallocated corporate income	未分配企業收入					12,950
Unallocated expenses	未分配開支					(8,374)
Finance costs	融資成本					(19,169)
<b>Loss before income tax</b>	<b>除所得稅前虧損</b>					<b>(26,188)</b>





## 6. SEGMENT INFORMATION (Continued)

### Information about major customers

During the six months ended 30 September 2014, included in revenue arising from provision of waterworks engineering services of approximately HK\$152,910,000 (2013: approximately HK\$140,123,000) are revenue generated from four (2013: three) customers amounting to approximately HK\$152,910,000 (2013: approximately HK\$125,903,000). Each customer has individually accounted for over 10% of the Group's total revenue. No other single customer contributed 10% or more to the Group's revenue for the six months ended 30 September 2014 and 2013.

Revenue from major customers is as follows:

Customer A	客戶甲
Customer B	客戶乙
Customer C	客戶丙
Customer D	客戶丁
Customer E	客戶戊

## 6. 分部資料 (續)

### 有關主要客戶之資料

截至二零一四年九月三十日止六個月，提供水務工程服務所產生的收益約152,910,000港元（二零一三年：約140,123,000港元）中，包括由四名（二零一三年：三名）客戶帶來的收益約152,910,000港元（二零一三年：約125,903,000港元），各佔本集團總收益的10%以上。概無其他單一客戶於截至二零一四年及二零一三年九月三十日止六個月佔本集團收益10%或以上。

來自主要客戶之收益如下：

		Six months ended 30 September 截至九月三十日止六個月	
		2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元 (Restated) (經重列)
		84,224	25,833
		25,134	5,444
		21,988	75,654
		21,564	8,776
		—	24,416
		<b>152,910</b>	<b>140,123</b>

## 7. (LOSS) / PROFIT FROM OPERATIONS

(Loss) / profit from operations is arrived at after charging the following:

	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
Amortisation of intangible assets (included in amortisation expenses)	11,010	29,195
Amortisation of film rights (included in amortisation expenses)	324	35
Contract costs recognised as expense	143,071	130,837
Depreciation of property, plant and equipment	8,961	6,709
Staff costs (note 8)	39,704	31,698

	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
無形資產攤銷 (包括於攤銷開支中)	11,010	29,195
電影版權攤銷 (包括於攤銷開支中)	324	35
確認為開支之合約成本	143,071	130,837
物業、廠房及設備折舊	8,961	6,709
員工成本 (附註8)	39,704	31,698

## 7. 營運 (虧損) / 溢利

營運 (虧損) / 溢利乃經扣除以下各項後計算得出：

	Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月	
	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
Amortisation of intangible assets (included in amortisation expenses)	11,010	29,195	5,535	14,677
Amortisation of film rights (included in amortisation expenses)	324	35	123	-
Contract costs recognised as expense	143,071	130,837	81,554	44,404
Depreciation of property, plant and equipment	8,961	6,709	4,514	3,377
Staff costs (note 8)	39,704	31,698	24,939	15,943

## 8. STAFF COSTS

	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
Staff costs (including Directors' remuneration) comprise: Wages, salaries and other benefits	38,376	30,800
Contribution to defined contribution retirement plan	1,328	898
	39,704	31,698

	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
員工成本 (包括董事薪酬) 包括： 工資、薪金及其他福利	38,376	30,800
定額供款退休計劃供款	1,328	898
	39,704	31,698

## 8. 員工成本

	Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月	
	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
Staff costs (including Directors' remuneration) comprise: Wages, salaries and other benefits	38,376	30,800	24,171	15,622
Contribution to defined contribution retirement plan	1,328	898	768	321
	39,704	31,698	24,939	15,943

## 9. FINANCE COSTS

Interests on:	以下各項之利息：
Finance leases payables	融資租賃應付款項
Borrowings wholly repayable within five years	須於五年內悉數償還之借款
Promissory note	承兌票據
Convertible notes	可換股票據

## 9. 融資成本

Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月	
2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
166	107	87	50
122	5	50	–
1,294	1,255	655	633
17,587	19,976	8,942	9,955
<b>19,169</b>	<b>21,343</b>	<b>9,734</b>	<b>10,638</b>

## 10. INCOME TAX

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

## 10. 所得稅

未經審核簡明綜合損益及其他全面收益表之所得稅金額如下：

Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月	
2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元 (Restated) (經重列)	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元 (Restated) (經重列)
Current tax – Hong Kong profits tax	當期稅項 – 香港利得稅		
– current period	– 本期間	356	(68)
– over-provision in prior years	– 過往年度超額撥備	(55)	–
		301	(68)
Deferred tax	遞延稅項		
– current period	– 本期間	(1,872)	(2,304)
Income tax	所得稅	<b>(1,571)</b>	<b>(2,372)</b>
		<b>435</b>	(221)
		(55)	–
		380	(221)
		(984)	237
		<b>(604)</b>	<b>16</b>

## 10. INCOME TAX (Continued)

Hong Kong profits tax is calculated at 16.5% (2013: 16.5%) on the estimated assessable profits during each of the three months and six months ended 30 September 2014 and 2013.

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

No provision for Macau profits tax has been made as the subsidiary incorporated in Macau has no assessable profit arising in Macau during each of three months and six months ended 30 September 2014 and 2013.

No provision for PRC Enterprise Income tax has been made as the subsidiary incorporated in the PRC has no assessable profits arising in the PRC during each of three months and six months ended 30 September 2014 and 2013.

## 11. DIVIDENDS

The Board does not recommend the payment of any dividend for each of the three months and six months ended 30 September 2014 respectively (2013: nil).

## 10. 所得稅 (續)

香港利得稅按截至二零一四年及二零一三年九月三十日止三個月及六個月各期間之估計應課稅溢利之16.5% (二零一三年: 16.5%) 計算。

根據開曼群島及英屬處女群島 (「英屬處女群島」) 規則及法規, 本公司及其於英屬處女群島註冊成立之附屬公司毋須繳納開曼群島及英屬處女群島各自之任何所得稅。

截至二零一四年及二零一三年九月三十日止三個月及六個月各期間, 於澳門註冊成立之附屬公司並無於澳門產生應課稅溢利, 故並無就澳門利得稅計提撥備。

截至二零一四年及二零一三年九月三十日止三個月及六個月各期間, 於中國註冊成立之附屬公司並無於中國產生應課稅溢利, 故並無就中國企業所得稅計提撥備。

## 11. 股息

董事會不建議派付分別截至二零一四年九月三十日止三個月及六個月各期間 (二零一三年: 無) 之任何股息。

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

The calculations of basic loss per Share for the three months and six months ended 30 September 2014 is based on the unaudited consolidated loss of approximately HK\$8,324,000 and approximately HK\$24,617,000 attributable to owners of the Company for each of the three months and six months ended 30 September 2014 respectively (three months and six months ended 30 September 2013: approximately HK\$13,806,000 and approximately HK\$33,937,000 respectively) and the weighted average number of 2,973,186,771 Shares and 2,534,936,131 Shares in issue for the three months and six months ended 30 September 2014 respectively (weighted average number of Shares in issue for the three months and six months ended 30 September 2013: 1,674,735,664 Shares and 1,674,735,664 Shares respectively) as if they had been in issue throughout the periods.

Diluted loss per Share for the three months and six months ended 30 September 2014 and 2013 are not presented as the potential ordinary shares had an anti-dilutive effect on the basic loss per Share for the three months and six months ended 30 September 2014 and 2013.

## 13. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2014, the Group acquired items of property, plant and equipment with aggregate cost of approximately HK\$8,974,000 (six months ended 30 September 2013: approximately HK\$7,011,000). During the six months ended 30 September 2014, items of property, plant and equipment with carrying value of approximately HK\$377,000 were disposed of (six months ended 30 September 2013: approximately HK\$20,000).

## 12. 本公司擁有人應佔每股虧損

截至二零一四年九月三十日止三個月及六個月的每股基本虧損乃按截至二零一四年九月三十日止三個月及六個月本公司擁有人應佔未經審核綜合虧損分別約8,324,000港元及約24,617,000港元(截至二零一三年九月三十日止三個月及六個月:分別約13,806,000港元及約33,937,000港元)與截至二零一四年九月三十日止三個月及六個月已發行股份加權平均數分別為2,973,186,771股及2,534,936,131股(截至二零一三年九月三十日止三個月及六個月已發行股份加權平均數:分別為1,674,735,664股及1,674,735,664股)計算,猶如該等股份於整個有關期間均已發行。

由於潛在普通股對截至二零一四年及二零一三年九月三十日止三個月及六個月之每股基本虧損造成反攤薄影響,因此並無呈列截至二零一四年及二零一三年九月三十日止三個月及六個月之每股攤薄虧損。

## 13. 物業、廠房及設備

截至二零一四年九月三十日止六個月,本集團以成本合共約8,974,000港元購買物業、廠房及設備項目(截至二零一三年九月三十日止六個月:約7,011,000港元)。截至二零一四年九月三十日止六個月,已出售賬面值為約377,000港元的物業、廠房及設備項目(截至二零一三年九月三十日止六個月:約20,000港元)。

## 14. INTANGIBLE ASSETS

## 14. 無形資產

		As at 30 September 2014 於二零一四年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2014 於二零一四年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
<b>Cost</b>	<b>成本</b>		
At 1 April 2013, 31 March 2014, 1 April 2014 and 30 September 2014	於二零一三年四月一日、 二零一四年三月三十一日、 二零一四年四月一日及 二零一四年九月三十日	<b>567,000</b>	567,000
<b>Accumulated amortisation and impairment</b>	<b>累計攤銷及減值</b>		
At beginning of period/year	於期／年初	<b>403,960</b>	76,419
Amortisation expenses for the period/year	期／年內之攤銷開支	<b>11,010</b>	58,232
Impairment loss recognised for the period/year	期／年內確認之減值虧損	-	269,309
		<b>414,970</b>	403,960
<b>Net carrying amount at end of period/year</b>	<b>於期／年末之賬面淨值</b>	<b>152,030</b>	163,040

#### 14. INTANGIBLE ASSETS (Continued)

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

As at 31 March 2014, due to deteriorating performance and continuous losses suffered in television broadcasting business, the Directors determined that there was a need for an impairment on the intangible assets arising from the acquisition of television broadcasting business as the recoverable amount of television broadcasting cash-generating unit based on the valuation report by an independent valuer was calculated to be lower than their aggregate carrying amounts. The recoverable amount of television broadcasting cash-generating unit has been determined on the basis of value in use calculation and is based on certain key assumptions. During the year ended 31 March 2014, the impairment loss of intangible assets recognised was approximately HK\$269,309,000.

#### 15. AVAILABLE-FOR-SALE FINANCIAL ASSETS

Available-for-sale financial assets comprise:  
Unlisted equity securities in Hong Kong

Analysed for reporting purposes as:  
Non-current assets

可供出售金融資產包括：

於香港非上市股本證券

就呈報目的所作之分析：  
非流動資產

#### 14. 無形資產 (續)

無形資產指本集團所收購之電視播放權。電視播放權之可使用年期為十年。

於二零一四年三月三十一日，由於電視播放業務業績惡化並蒙受持續虧損，董事釐定需要就收購電視播放業務產生之無形資產作出減值，原因是根據獨立估值師之估值報告，計算出電視播放現金產生單位之可收回金額低於其總賬面值。電視播放現金產生單位之可收回金額乃依據使用價值計算釐定，並基於若干主要假設。截至二零一四年三月三十一日止年度，確認之無形資產之減值虧損為約269,309,000港元。

#### 15. 可供出售金融資產

As at 30 September 2014 於二零一四年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2014 於二零一四年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
—	400
—	400



## 15. AVAILABLE-FOR-SALE FINANCIAL ASSETS (Continued)

Unlisted equity securities represented the securities issued by a private entity incorporated in Hong Kong. The private entity is principally engaged in outdoor advertising in Hong Kong. They are measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that the Directors are of the opinion that their fair value cannot be measured reliably.

During the six months ended 30 September 2014, the unlisted equity securities were disposed to an independent third party at a consideration of HK\$400,000.

## 16. TRADE AND OTHER RECEIVABLES

## 15. 可供出售金融資產(續)

非上市股本證券指由一間在香港註冊成立之私營實體發行之證券。該私營實體主要在香港從事戶外廣告業務。於報告期末，該等非上市股本證券按成本減減值計量，乃由於公平值的合理估計範圍十分廣泛，故董事認為，其公平值不可合理地計量。

截至二零一四年九月三十日止六個月，非上市股本證券已以代價400,000港元出售予一名獨立第三方。

## 16. 貿易及其他應收款項

		As at 30 September 2014 於二零一四年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2014 於二零一四年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
Trade receivables (note (i) & (iii))	貿易應收款項(附註(i)及(iii))	4,585	40,234
Allowance for doubtful debts	壞賬撥備	—	(9,469)
		<b>4,585</b>	30,765
Retention receivables (note (ii) & (iii))	應收保留金(附註(ii)及(iii))	6,960	5,974
Other receivables and prepayments (note (iv))	其他應收款項及預付款 (附註(iv))	31,024	36,498
Amount due from a substantial shareholder (note (v))	應收一名主要股東款項 (附註(v))	91	91
Amounts due from customers for contract works (note 17)	合約工程應收客戶款項 (附註17)	48,930	—
Deposits	按金	4,463	4,476
		<b>96,053</b>	77,804

## 16. TRADE AND OTHER RECEIVABLES (Continued)

Notes:

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

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

Current or less than 1 month	即期或少於一個月
More than 1 month but less than 3 months	多於一個月但少於三個月
More than 3 months but less than 12 months	多於三個月但少於十二個月

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

## 16. 貿易及其他應收款項 (續)

附註：

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

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

<b>As at 30 September 2014 於二零一四年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	<b>As at 31 March 2014 於二零一四年 三月三十一日 (Audited) (經審核) HK\$'000 千港元</b>
<b>3,794</b>	30,742
<b>374</b>	-
<b>417</b>	23
<b>4,585</b>	30,765

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



## 16. TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

(i) (Continued)

Movements in the allowance for doubtful debts

Balance at the beginning of the period/year	期／年初之結餘
Impairment loss recognised on trade receivables	就貿易應收款項確認之減值虧損
Written off of doubtful debts	呆賬撇銷
Balance at the end of the period/year	期／年末之結餘

- (ii) Retention monies withheld by customers of contract works are released after the completion of maintenance period of the relevant contract or in accordance with the terms specified in the relevant contract.
- (iii) Trade and other receivables are short term and hence the Directors consider the carrying amounts of trade and other receivables approximate their fair values at the end of the reporting periods.
- (iv) It mainly consists of prepayment of insurance and advance payment to subcontractors.
- (v) Amount due from a substantial shareholder represents amount due from a substantial shareholder, 中國新華新聞電視網有限公司 ("CNC China"), which is unsecured, interest-free and receivable on demand.

## 16. 貿易及其他應收款項 (續)

附註：(續)

(i) (續)

呆賬撥備之變動

<b>As at 30 September 2014 於二零一四年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	<b>As at 31 March 2014 於二零一四年 三月三十一日 (Audited) (經審核) HK\$'000 千港元</b>
<b>9,469</b>	—
—	9,469
<b>(9,469)</b>	—
<b>—</b>	<b>9,469</b>

- (ii) 合約工程客戶之保留金於有關合約保養期結束後或根據有關合約指定條款獲解除。
- (iii) 貿易及其他應收款項為短期性質，因此董事認為貿易及其他應收款項之賬面值於報告期末與其公平值相若。
- (iv) 此項主要包括保險預付款及向分包商支付之墊款。
- (v) 應收一名主要股東之款項指應收主要股東中國新華新聞電視網有限公司（「中國新華新聞電視網（中國）」）之款項，該款項無抵押、免息且按要求償還。

**17. AMOUNTS DUE FROM CUSTOMERS FOR CONTRACT WORKS**      **17. 就合約工程應收客戶款項**

		<b>As at 30 September 2014 於二零一四年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	As at 31 March 2014 於二零一四年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
Contracts in progress at the end of the reporting period:	於報告期末進行中合約：		
Contract costs incurred to date plus recognised profits	迄今產生之合約成本加 已確認溢利	<b>1,127,809</b>	923,860
Less: recognised losses	減：已確認虧損	-	-
		<b>1,127,809</b>	923,860
Progress billings	進度款項	<b>(1,078,879)</b>	(923,860)
		<b>48,930</b>	-
Analysed for reporting purposes as: Amounts due from customers for contract works (note 16)	就呈報目的所作之分析： 合約工程應收客戶款項 (附註16)	<b>48,930</b>	-

## 18. TRADE AND OTHER PAYABLES

## 18. 貿易及其他應付款項

		As at 30 September 2014 於二零一四年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2014 於二零一四年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
Trade payables	貿易應付款項	43,263	36,401
Retention money payables	應付保留金	10,981	7,723
Amount due to a shareholder (note (i))	應付一名股東款項 (附註(i))	16,612	19,112
Amounts due to Directors (note (ii))	應付董事款項 (附註(ii))	2,758	12,858
Deferred revenue	遞延收入	1,889	3,857
Interest payables	應付利息	14,751	13,501
Amount due to a related party (note (iii))	應付一名關連人士款項 (附註(iii))	2,009	2,009
Other payables and accruals	其他應付款項及應計款項	11,996	11,602
		<b>104,259</b>	<b>107,063</b>

### Notes:

- (i) Amount due to a shareholder represents amount due to a major shareholder, China Xinhua News Network Co., Limited ("China Xinhua NNC"), which is unsecured, interest-free and repayable on demand.
- (ii) Amounts due to Directors are unsecured, interest-free and repayable on demand.
- (iii) Amount due to a related party represents amount due to 新華音像中心. 新華音像中心 and China Xinhua NNC have a common shareholder, Xinhua News Agency (新華社). The amount is unsecured, interest-free and repayable on demand.

### 附註:

- (i) 應付一名股東款項指應付一名主要股東中國新華新聞電視網有限公司(「中國新華新聞電視網」)之款項, 為無抵押、免息及按要求償還。
- (ii) 應付董事款項為無抵押、免息及按要求償還。
- (iii) 應付一名關連人士款項指應付新華音像中心之款項。新華音像中心與中國新華新聞電視網之共同股東為新華社。該款項為無抵押、免息及按要求償還。

## 18. TRADE AND OTHER PAYABLES (Continued)

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

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

## 18. 貿易及其他應付款項 (續)

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

<b>As at 30 September 2014 於二零一四年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	<b>As at 31 March 2014 於二零一四年 三月三十一日 (Audited) (經審核) HK\$'000 千港元</b>
<b>38,532</b>	20,883
<b>4,438</b>	10,943
<b>124</b>	4,086
<b>169</b>	489
<b>43,263</b>	<b>36,401</b>

## 19. FINANCE LEASE PAYABLES

The Group leases a number of its motor vehicles and machineries. Such assets are classified as finance leases as the rental period approximates the estimated useful economic lives of the assets concerned and often the Group has the right to purchase the assets outright at the end of the minimum lease term by paying a nominal amount. The lease terms ranged from one to three years.

## 19. 融資租賃應付款項

本集團租賃大量車輛及機器。由於租期與相關資產之估計可使用年期相若，且本集團通常有權於最短租期末透過支付名義金額購買全部資產，故該等資產分類為融資租賃。租賃期為一至三年。

## 19. FINANCE LEASE PAYABLES (Continued)

At the end of the reporting period, the total future lease payments are due as follows:

Not later than one year	不遲於一年
Later than one year and not later than five years	遲於一年但不遲於五年

## 19. 融資租賃應付款項 (續)

於報告期末，未來租賃付款總額到期情況如下：

As at 30 September 2014 於二零一四年九月三十日		
Minimum lease payments (Unaudited) (未經審核) HK\$'000 千港元	Interest (Unaudited) (未經審核) HK\$'000 千港元	Present value (Unaudited) (未經審核) HK\$'000 千港元
4,857	317	4,540
<u>5,621</u>	<u>178</u>	<u>5,443</u>
<b>10,478</b>	<b>495</b>	<b>9,983</b>

As at 31 March 2014  
於二零一四年三月三十一日

Not later than one year	不遲於一年
Later than one year and not later than five years	遲於一年但不遲於五年

Minimum lease payments (Audited) (經審核) HK\$'000 千港元	Interest (Audited) (經審核) HK\$'000 千港元	Present value (Audited) (經審核) HK\$'000 千港元
3,572	227	3,345
<u>4,186</u>	<u>149</u>	<u>4,037</u>
<b>7,758</b>	<b>376</b>	<b>7,382</b>



## 20. PROMISSORY NOTE

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

On 11 August 2014 (the “Renewal Date”), Profit Station has entered into an extension agreement with the noteholder of the Promissory Note pursuant to which the maturity date of the Promissory Note was extended from 11 August 2014 to 11 August 2017 and the extended Promissory Note will be non-interest bearing with effect from 11 August 2014 till 11 August 2017. Furthermore, the noteholder has agreed to waive the interest accrued on the Promissory Note amounting to approximately HK\$4,053,000 for the period from 11 August 2011 to 11 August 2014. Except the above-mentioned, other terms and conditions of the Promissory Note remains unchanged.

## 20. 承兌票據

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

於二零一四年八月十一日(「更新日期」)，Profit Station與承兌票據之票據持有人訂立一份延期契約，據此，承兌票據之到期日自二零一四年八月十一日延期至二零一七年八月十一日，而已延期之承兌票據將自二零一四年八月十一日至二零一七年八月十一日為不計息。而且，票據持有人同意豁免自二零一一年八月十一日至二零一四年八月十一日期間之承兌票據應計利息為約4,053,000港元。除以上所述者外，承兌票據之其他條款及條件保持不變。

## 20. PROMISSORY NOTE (Continued)

## 20. 承兌票據 (續)

		As at 30 September 2014 於二零一四年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2014 於二零一四年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
At the beginning of the reporting period/year	於報告期／年初	44,609	43,440
Interest charged at an effective interest rate of 5.744%	按實際利率5.744%收取之利息開支	917	2,520
Interest payable	應付利息	(486)	(1,351)
Gains arising on extension of Promissory Note	承兌票據延期產生之收益	(8,708)	-
Interest charged at an effective interest rate of 7.423%	按實際利率7.423%收取之利息開支	377	-
Balance at the end of the reporting period/year	於報告期／年末之結餘	<u>36,709</u>	<u>44,609</u>
Classified as:	分類為：		
Current liabilities	流動負債	-	44,609
Non-current liabilities	非流動負債	<u>36,709</u>	-
		<u>36,709</u>	<u>44,609</u>

## 20. PROMISSORY NOTE (Continued)

Interest expenses on the Promissory Note are calculated using the effective interest method by applying effective interest rate of 5.744% from 1 April 2014 to 11 August 2014.

Upon the extension, the fair value of the liability component of the extended Promissory Note was reassessed and calculated using an equivalent market interest rate for an equivalent instrument at the Renewal Date. The fair value of the liability component of the extended Promissory Note at the Renewal Date amounted to approximately HK\$36,332,000. The fair value is calculated using discounted cash flow method at a rate of 7.423%.

The fair value of the non-equity call option which was valued by Stirling Appraisals Limited, an independent professional valuer, using Black-Scholes option pricing model at the Renewal Date was assessed to be de minimis. The inputs into the model for the value of the non-equity call option were as follows:

Aggregate principal amount	HK\$45,040,000
Aggregate redemption amount	HK\$45,040,000
Expected option life	3 years
Risk-free rate	0.79%
Expected volatility	2.72%

The whole combined financial instrument, including liability component and non-equity call option was treated as a single compound embedded financial instrument. It was initially stated at fair value and was subsequently measured at amortised cost. The fair value of the extended Promissory Note at the Renewal Date amounted to approximately HK\$36,332,000. Interest expenses on the extended Promissory Note are calculated using the effective interest method by applying effective interest rate of 7.423%.

## 20. 承兌票據 (續)

承兌票據之利息開支自二零一四年四月一日至二零一四年八月十一日乃以實際利率法按實際利率5.744%計算。

於延期後，已延期之承兌票據之負債部份之公平值於更新日期乃以等價工具之等值市場利率重估及計算。已延期之承兌票據之負債部份之公平值於更新日期為約36,332,000港元。公平值乃採用折現現金流量法以7.423%利率計算。

非股本認購期權之公平值乃由獨立專業估值師中宇評估有限公司於更新日期利用布萊克-舒爾斯期權定價模型進行估值並被評估為微不足道。就非股本認購期權價值而輸入至模型的數據如下：

本金總額	45,040,000港元
贖回總額	45,040,000港元
預計期權年期	3年
無風險利率	0.79%
預計波幅	2.72%

整項金融工具（包括負債部份及非股本認購期權）被視為單一複合內嵌金融工具，初步以公平值列賬，隨後按攤銷成本計量。於更新日期，已延期之承兌票據的公平值為約36,332,000港元。已延期之承兌票據之利息開支乃以實際利率法按實際利率7.423%計算。

## 21. CONVERTIBLE NOTES

On 9 December 2011, the Company issued convertible notes (the "Convertible Notes") with the principal amount of approximately HK\$607,030,000, carried interest at the rate of 5% per annum as part of the consideration for the acquisition of Xinhua TV Asia-Pacific Operating Co., Limited ("Xinhua TV Asia-Pacific"). Each note entitles the holder to convert to ordinary shares at a conversion price of approximately HK\$0.196 per Share.

Conversion may occur at any time between 9 December 2011 and 9 December 2014. If the notes have not been converted, the Company will redeem the outstanding principal amount on 9 December 2014. Interest of 5% per annum will be paid annually until the notes are converted or redeemed.

The Convertible Notes contain two components, liability and equity component. The equity component is presented in equity heading "convertible notes equity reserves". The effective interest rate of the liability component is 6.64%.

## 21. 可換股票據

於二零一一年十二月九日，本公司發行本金額為約607,030,000港元，年息率為5%之可換股票據（「可換股票據」），作為收購新華電視亞太台運營有限公司（「新華電視亞太台」）之部分代價。每份票據賦予持有人權利按每股股份約0.196港元之兌換價兌換為普通股。

可換股票據可於二零一一年十二月九日至二零一四年十二月九日期間內隨時兌換為股份。倘票據尚未兌換，本公司將於二零一四年十二月九日贖回未行使本金額。該等票據可每年收取5%年息率之利息，直至其獲兌換或贖回。

可換股票據由兩個部分組成，分別為負債及權益部份。權益部份乃以「可換股票據權益儲備」項目呈列於權益中。負債部份之實際利率為6.64%。

## 21. CONVERTIBLE NOTES (Continued)

## 21. 可換股票據 (續)

		As at 30 September 2014 於二零一四年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2014 於二零一四年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
<b>Equity component</b>	<b>權益部份</b>		
At the beginning of the reporting period/year	於報告期／年初	15,663	17,381
Conversion of Convertible Notes	兌換可換股票據	<b>(7,731)</b>	(1,718)
Balance at the end of the reporting period/year	於報告期／年末之結餘	<b>7,932</b>	15,663
<b>Liability component</b>	<b>負債部份</b>		
At the beginning of the reporting period/year	於報告期／年初	543,234	592,787
Interest charged calculated at an effective interest rate of 6.64%	按實際利率6.64%計算之 利息開支	17,587	39,278
Interest payable	應付利息	<b>(4,818)</b>	(29,420)
Conversion of Convertible Notes	兌換可換股票據	<b>(271,476)</b>	(59,411)
Balance at the end of the reporting period/year	於報告期／年末之結餘	<b>284,527</b>	543,234

## 22. SHARE CAPITAL

## 22. 股本

		Number of Shares 股份數目	Nominal value 面值 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
As at 1 April 2014 (Audited) and 30 September 2014 (Unaudited)	於二零一四年四月一日（經審核）及 二零一四年九月三十日（未經審核）	500,000,000,000	500,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
As at 1 April 2014 (Audited)	於二零一四年四月一日（經審核）	1,980,858,112	1,980
Issue of Shares pursuant to the placing (note (i))	根據配售發行股份（附註(i)）	334,900,000	335
Issue of Shares pursuant to conversion of Convertible Notes (note (ii))	根據兌換可換股票據發行股份 （附註(ii)）	1,377,551,019	1,378
As at 30 September 2014 (Unaudited)	於二零一四年九月三十日（未經審核）	3,693,309,131	3,693

### Notes:

- (i) On 3 July 2014, the Company entered into a placing agreement with Gransing Securities Co., Limited pursuant to which the Company agreed to place a maximum of 334,900,000 new Shares to not less than six placees at a price of HK\$0.25 per placing Share. The placing of new Shares was completed on 17 July 2014 and 334,900,000 new Shares were allotted and issued to the placees. The Company raised gross proceeds of approximately HK\$83.7 million and the excess of the placing price over the nominal value of Shares was credited to share premium of the Company. Further details of the placing were set out in the announcements of the Company dated 3 July 2014, 4 July 2014 and 17 July 2014 respectively.

### 附註：

- (i) 於二零一四年七月三日，本公司與鼎成證券有限公司訂立一份配售協議，據此，本公司同意以每股配售股份0.25港元之價格配售最多334,900,000股新股份予不少於六名承配人。配售新股份已於二零一四年七月十七日完成，334,900,000股新股份已配發及發行予承配人。本公司籌集所得款項總額為約83,700,000港元，配售價超出股份面值之金額已計入本公司之股份溢價。配售協議之進一步詳情載於本公司日期分別為二零一四年七月三日、二零一四年七月四日及二零一四年七月十七日之公佈內。

## 22. SHARE CAPITAL (Continued)

Notes: (Continued)

- (ii) During the six months ended 30 September 2014, a total of 1,377,551,019 conversion Shares in respect of the Convertible Notes were allotted and issued with details as follow:
- (a) On 26 May 2014, APT Satellite TV Development Limited, the holder of Convertible Note, exercised its conversion rights to convert the principal amount of HK\$35,000,000 of the Convertible Notes into 178,571,429 Shares.
- (b) On 18 July 2014 and 27 August 2014, a holder of Convertible Note exercised its conversion rights to convert the principal amount of HK\$60,000,000 and HK\$47,560,000 of the Convertible Notes into 306,122,448 Shares and 242,653,061 Shares respectively.
- (c) On 27 August 2014, Proud Glory Investments Limited ("Proud Glory"), the holder of Convertible Note, exercised its conversion rights to convert the principal amount of HK\$27,440,000 of the Convertible Notes into 140,000,000 Shares.
- (d) On 26 May 2014 and 22 September 2014, China Xinhua NNC, the holder of Convertible Note, exercised its conversion rights to convert the principal amount of HK\$20,000,000 and HK\$80,000,000 of the Convertible Notes into 102,040,816 Shares and 408,163,265 Shares respectively.

The excess of the conversion price over the nominal value of Shares was credited to share premium of the Company.

## 22. 股本 (續)

附註：(續)

- (ii) 於截至二零一四年九月三十日止六個月，配發及發行總額為1,377,551,019股有關可換股票據之兌換股份之詳情如下：
- (a) 於二零一四年五月二十六日，可換股票據持有人亞太衛視發展有限公司行使其兌換權，以可換股票據本金金額為35,000,000港元兌換為178,571,429股股份。
- (b) 於二零一四年七月十八日及二零一四年八月二十七日，一名可換股票據持有人行使其兌換權，以可換股票據本金金額為60,000,000港元及47,560,000港元分別兌換為306,122,448股股份及242,653,061股股份。
- (c) 於二零一四年八月二十七日，可換股票據持有人傲榮投資有限公司（「傲榮」）行使其兌換權，以可換股票據本金金額為27,440,000港元兌換為140,000,000股股份。
- (d) 於二零一四年五月二十六日及二零一四年九月二十二日，可換股票據持有人中國新華新聞電視網行使其兌換權，以可換股票據本金金額為20,000,000港元及80,000,000港元分別兌換為102,040,816股股份及408,163,265股股份。

兌換價超出股份面值之金額已計入本公司之股份溢價。

## 23. OPERATING LEASE COMMITMENTS

### The Group as leasee

Minimum lease payments paid under operating leases during the period

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

Within one year  
In the second to fifth years inclusive  
Over five years

期內根據經營租賃已付之最低租賃款

一年內  
第二年至第五年內  
(包括首尾兩年)  
超過五年

## 23. 經營租賃承擔

### 本集團作為承租人

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

2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
<b>9,503</b>	<b>7,218</b>

於報告期末，本集團根據不可撤銷經營租賃承擔之未來最低租賃款之到期情況如下：

As at 30 September 2014 於二零一四年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2014 於二零一四年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
<b>18,702</b>	16,361
<b>32,608</b>	33,548
<b>7,208</b>	9,333
<b>58,518</b>	59,242



## 23. OPERATING LEASE COMMITMENTS (Continued)

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

## 24. CAPITAL COMMITMENTS

Commitments for the acquisition of property, plant and equipment

收購物業、廠房及設備之承擔

## 23. 經營租賃承擔 (續)

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

## 24. 資本承擔

<b>As at 30 September 2014 於二零一四年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	<b>As at 31 March 2014 於二零一四年 三月三十一日 (Audited) (經審核) HK\$'000 千港元</b>
—	3,480

## 25. RELATED PARTY TRANSACTIONS

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

## 25. 關連方交易

於報告期間，本集團訂立以下關連方交易：

Related party relationship 關連方關係	Type of transaction 交易類型	Transaction amount 交易額			
		Six months ended 30 September 截至九月三十日 止六個月		Three months ended 30 September 截至九月三十日 止三個月	
		2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
A company that Mr. Chia Kar Hin, Eric John ("Mr. Chia"), an executive Director, had material interest 執行董事謝嘉軒先生(「謝先生」)擁有重大權益之公司	Service fee for announcement posting agreement 刊登公佈協議之服務費	5	5	3	3
	Company secretarial fees paid 已付公司秘書費用	32	27	17	17
A company that Mr. Wong Chung Yip, Kenneth, an independent non-executive Director is a common director 獨立非執行董事王忠業先生為共同董事之公司	Legal and professional fee paid 已付法律及專業費用	35	–	35	–
China Xinhua NNC 中國新華新聞電視網	Annual fee for television broadcasting right (note (i)) 電視播放權年費(附註(i))	500	500	250	250
	Advertising income (note (ii)) 廣告收入(附註(ii))	–	4,679	–	2,352
	Accrued interests on Convertible Notes (note (iii)) 可換股票據之應計利息(附註(iii))	6,945	9,953	2,245	5,004

## 25. RELATED PARTY TRANSACTIONS (Continued)

## 25. 關連方交易 (續)

Related party relationship 關連方關係	Type of transaction 交易類型	Transaction amount 交易額			
		Six months ended 30 September 截至九月三十日 止六個月	Three months ended 30 September 截至九月三十日 止三個月		
		2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
CNC China 中國新華新聞電視網(中國)	Advertising income (note (iv)) 廣告收入(附註(iv))	1,321	608	656	608
A company that Xinhua News Agency had material interest 新華社擁有重大權益之公司	Production fee paid 已付生產費用	198	-	198	-
A company that Dr. Lee Yuk Lun ("Dr. Lee") had material interests 李銜麟博士(「李博士」) 擁有重大權益之公司	Accrued interests on Convertible Notes (note (iii)) 可換股票據之應計利息 (附註(iii))	-	4,387	-	2,205
	Reversal of waiver of interests on Convertible Notes due to conversion of Convertible Notes (note (v)) 由於兌換可換股票據撥回 豁免可換股票據之利息 (附註(v))	-	-	(1,683)	-

## 25. RELATED PARTY TRANSACTIONS (Continued)

### Notes:

- (i) Pursuant to the agreement signed between the Group and China Xinhua NNC on 5 September 2011, China Xinhua NNC granted the television broadcasting right to Xinhua TV Asia-Pacific for the period from 1 September 2011 to 31 August 2021 on an exclusive basis with an annual fee of HK\$1,000,000 payable by Xinhua TV Asia-Pacific to China Xinhua NNC prior to 31 December 2016, and HK\$3,000,000 payable by Xinhua TV Asia-Pacific to China Xinhua NNC with effect from 1 January 2017.
- (ii) Pursuant to the advertisement broadcasting contract (the "Advertisement Broadcasting Contract") signed between the Group and China Xinhua NNC on 24 August 2012, China Xinhua NNC has agreed to pay the Group, in cash, 50% of any amount that CNC China receives as the economic entitlement of CNC China under the advertisement operation cooperation contract (the "Advertisement Operation Cooperation Contract") dated 23 May 2011 entered into between CNC China and AVIC Culture Co., Limited ("AVIC Culture") relating to the grant of the exclusive right by CNC China to AVIC Culture for the promotion and operation of 58% of the advertising resources of the China Xinhua News Network Channel and China Xinhua News Network World Channel (collectively the "CNC Channels"), which are developed and currently maintained by China Xinhua NNC ("Partial Advertisement Operation Right"), for the period from 25 May 2011 to 25 August 2016, being a guaranteed fixed fee of RMB90 million plus 40% of the part of advertising revenue derived from the Partial Advertisement Operation Right in excess of RMB90 million during the term of the Advertisement Operation Cooperation Contract. On 21 May 2014, AVIC Culture and CNC China have mutually agreed in writing to terminate the Advertisement Operation Cooperation Contract. As such, AVIC Culture will not settle the remaining amount of advertising fee due to CNC China which would then be paid to China Xinhua NNC and the Group. Accordingly, CNC China, China Xinhua NNC and the Group have mutually agreed to terminate the agreement concluded by CNC China and China Xinhua NNC and the Advertisement Broadcasting Contract concluded by the Group and China Xinhua NNC respectively on the same day. Details of the termination were set out in the announcement of the Company dated 28 May 2014.

## 25. 關連方交易 (續)

### 附註：

- (i) 根據本集團與中國新華新聞電視網於二零一一年九月五日簽訂之協議，中國新華新聞電視網向新華電視亞太台授予獨家電視播放權，獨家電視播放權期限自二零一一年九月一日起至二零二一年八月三十一日止。於二零一六年十二月三十一日前，新華電視亞太台應付中國新華新聞電視網之年費為1,000,000港元，而自二零一七年一月一日起，新華電視亞太台應付中國新華新聞電視網之年費則為3,000,000港元。
- (ii) 根據本集團與中國新華新聞電視網於二零一二年八月二十四日簽訂之廣告播放合約（「廣告播放合約」），中國新華新聞電視網已同意以現金向本集團支付根據中國新華新聞電視網（中國）與中航文化股份有限公司（「中航文化」）於二零一一年五月二十三日訂立之廣告經營合作協議（「廣告經營合作協議」）（內容有關中國新華新聞電視網（中國）授予中航文化之獨家經營權（「部分廣告經營權」），以就由中國新華新聞電視網發展並於目前保持的中國新華新聞電視中文台及中國新華電視英語台（統稱「CNC頻道」）58%的廣告資源進行推廣和經營，期限由二零一一年五月二十五日起至二零一六年八月二十五日）項下中國新華新聞電視網（中國）接收作為中國新華新聞電視網（中國）經濟利益之任何款額之50%，包括保底固定收費人民幣90,000,000元，另加於廣告經營合作協議期限內就部分廣告經營權項下所獲得之廣告收入超出人民幣90,000,000元之部分收取40%。於二零一四年五月二十一日，中航文化與中國新華新聞電視網（中國）以書面形式共同協定，終止廣告經營合作協議。有鑑於此，中航文化將不再支付最終支付給中國新華新聞電視網及本集團之購買中國新華新聞電視網（中國）之廣告時段款項之餘款。因此，中國新華新聞電視網（中國）、中國新華新聞電視網及本集團經共同協定，分別於同日終止中國新華新聞電視網（中國）及中國新華新聞電視網達成之協議以及由本集團及中國新華新聞電視網達成之廣告播放合約。終止詳情載於本公司日期為二零一四年五月二十八日之公佈。

## 25. RELATED PARTY TRANSACTIONS (Continued)

Notes: (Continued)

- (iii) During the six months ended 30 September 2014, the Convertible Notes interests payable to China Xinhua NNC was amounted to approximately HK\$6,945,000 (six months ended 30 September 2013: approximately HK\$9,953,000). During the six months ended 30 September 2014, the Group did not have any Convertible Notes interests payable to Proud Glory, a company that Dr. Lee had material interests (six months ended 30 September 2013: approximately HK\$4,387,000).
- (iv) On 22 July 2013, the Company and CNC China entered into the channel resources usage framework agreement (the "CRU Framework Agreement"), pursuant to which the Company will and will procure its subsidiaries to provide advertising resources on the television channels controlled by the Company to CNC China and its associates for the advertisement businesses of independent third party clients undertook by them. As consideration, CNC China will pay the Group certain percentage of the advertisement broadcasting fees (after deducting applicable PRC taxes) for using such advertising resources based on the terms and conditions of each agreement. The CRU Framework Agreement will have a term of 3 years ending on 31 March 2016.
- (v) During the six months ended 30 September 2014, Proud Glory has fully exercised its conversion rights to convert the principal amount of HK\$27,440,000 of the Convertible Notes into 140,000,000 Shares and the waiver of interests on Convertible Notes from 1 April 2014 to 30 June 2014 has been written back accordingly.

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

A company which is wholly and beneficially owned by one of the Directors has provided corporate guarantee to the Group's bank borrowings as at the end of the reporting period.

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

## 25. 關連方交易 (續)

附註：(續)

- (iii) 截至二零一四年九月三十日止六個月，應付中國新華新聞電視網之可換股票據利息款額為約6,945,000港元（截至二零一三年九月三十日止六個月：約9,953,000港元）。截至二零一四年九月三十日止六個月，本集團並無任何可換股票據利息應付予傲榮（李博士擁有重大權益之公司）（截至二零一三年九月三十日止六個月：約4,387,000港元）。
- (iv) 於二零一三年七月二十二日，本公司與中國新華新聞電視網（中國）訂立頻道資源佔用框架協議（「頻道資源佔用框架協議」），據此，本公司將並將促使其附屬公司向中國新華新聞電視網（中國）及其聯營公司就彼等承接之獨立第三方客戶之廣告業務提供由本公司控制之電視頻道之廣告資源。作為代價，中國新華新聞電視網（中國）將根據各協議之條款及條件就佔用有關廣告資源向本集團支付若干比例之廣告播放費（經扣除適用之中國稅項後）。頻道資源佔用框架協議期限為三年，將於截至二零一六年三月三十一日到期。
- (v) 於截至二零一四年九月三十日止六個月，傲榮已悉數行使其兌換權，以本金額為27,440,000港元之可換股票據兌換為140,000,000股股份，而自二零一四年四月一日至二零一四年六月三十日期間免除之可換股票據之利息已相應撥回。

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

一家由其中一名董事全資及實益擁有之公司已就本集團於報告期末之銀行借貸提供企業擔保。

董事認為，上述關連方交易乃按正常商業條款於本集團一般日常業務過程中進行。

## 26. FAIR VALUE OF FINANCIAL INSTRUMENTS

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

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

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

## 26. 金融工具之公平值

金融資產及金融負債之公平值乃按以下準則釐定：

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

董事認為，於中期財務報表中確認之金融資產及金融負債之賬面值與其公平值相若。

## 26. FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

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

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

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

## 26. 金融工具之公平值 (續)

### 於簡明綜合財務狀況表中確認之公平值計量

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

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

As at 31 March 2014 (Audited)  
於二零一四年三月三十一日（經審核）

	Level 1 第一級別 HK\$'000 千港元	Level 2 第二級別 HK\$'000 千港元	Level 3 第三級別 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Available-for-sale financial assets Unlisted equity securities (note)			400	400
Financial assets at fair value through profit or loss	10,485	-	-	10,485
可供出售金融資產 非上市股本證券（附註）			400	400
透過損益按公平值入賬之 金融資產	10,485	-	-	10,485

## 26. FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

### Note:

The unlisted equity securities were recognised at cost less impairment at the end of each reporting period.

As at 30 September 2014, the Group did not have any financial assets/liabilities which were required to be measured at fair value in the Interim Financial Statements.

## 27. COMPARATIVES

As further explained in note 2 to the Interim Financial Statements, due to the adoption of revised HKFRSs during the current period, the accounting treatment and presentation of certain items and balances in the Interim Financial Statements have been revised to comply with the new requirements. Accordingly, certain prior year adjustments have been made, certain comparative amounts have been reclassified and restated to conform with the current year's presentation and accounting treatment.

## 26. 金融工具之公平值 (續)

### 附註：

於各報告期末，非上市股本證券按成本減減值確認。

於二零一四年九月三十日，本集團並無任何須於中期財務報表內以公平值計量之金融資產／負債。

## 27. 比較數字

如中期財務報表附註2所進一步詳述，由於本期間採納經修訂香港財務報告準則，若干項目之會計處理及呈列方式以及中期財務報表之結餘已獲修訂以符合新規定。因此，已作出若干過往年度調整，若干比較金額已獲重新分類及重列以符合本年度之呈列方式及會計處理。



## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

### BUSINESS REVIEW

The Group is principally engaged in the provision of waterworks engineering services for the public sector in Hong Kong, television broadcasting business in the Asia-Pacific region (excluding the PRC) in return for advertising and related revenue and large outdoor display screen advertising business in PRC. During the six months ended 30 September 2014 (the "Period"), the Group continued to focus on rendering waterworks engineering services to the public sector in Hong Kong and develop its television broadcasting business and large outdoor display screen advertising business.

#### Provision of waterworks and civil services

During the Period, the Group has been undertaking two main contracts and six subcontracts. Among the eight contracts, five are related to provision of waterworks engineering services and the remaining contracts are related to provision of drainage services. Details of the contracts undertaken are set out below:

### 業務回顧

本集團主要為香港公營部門提供水務工程服務、於亞太區（不包括中國）進行電視播放業務以取得廣告及相關收益以及於中國進行大型戶外顯示屏廣告業務。截至二零一四年九月三十日止六個月（「本期間」），本集團繼續專注於在香港向公營部門提供水務工程服務，並開展其電視播放業務及大型戶外顯示屏廣告業務。

#### 提供水務工程及土木工程服務

於本期間內，本集團一直進行兩項主合約及六項分包合約。該八項合約中，其中五項與提供水務工程服務有關，其餘合約則與提供渠務服務有關。所承接合約之詳情載列如下：

	<b>Contract number</b> 合約編號	<b>Particulars of contract</b> 合約詳情
Main contracts	8/WSD/11	Construction of Pak Shek Kok Fresh Water Service Reservoir Extension
主合約	8/WSD/11	白石角食水配水庫之擴建工程
	3/WSD/13	Mainlying near She Shan Tsuen, Tai Po
	3/WSD/13	大埔區山村附近管敷設工程

	<b>Contract number</b> 合約編號	<b>Particulars of contract</b> 合約詳情
Subcontracts	18/WSD/08	Replacement and rehabilitation of water mains stage 3 – mains on Hong Kong Island South and outlying islands
分包合約	18/WSD/08	更換及修復水管工程第3階段－港島南及離島水管工程
	8/WSD/10	Replacement and rehabilitation of water mains, stage 4 phase 1 – mains in Tuen Mun, Yuen Long, North District and Tai Po
	8/WSD/10	更換及修復水管工程第4階段第1期－屯門、元朗、北區及大埔水管工程
	DC/2012/04	Sewerage in Kau Lung Hang San Wai, Kau Lung Hang Lo Wai and Tai Hang
	DC/2012/04	九龍坑新圍、九龍坑老圍及泰亨污水收集系統
	DC/2012/07	Lam Tsuen Valley Sewerage – village sewerage, stage 2, phase 1
	DC/2012/07	林村谷污水收集系統－第2階段第1期
	DC/2012/08	Lam Tsuen Valley Sewerage – village sewerage, stage 2, phase 2
	DC/2012/08	林村谷污水收集系統－第2階段第2期
	5/WSD/13	Replacement and rehabilitation of water mains, stage 4 phase 1 and stage 4 phase 2 – mains in northern and eastern New Territories
5/WSD/13	更換及修復水管工程第4階段第1期及第4階段第2期－新界北部及東部水管工程	

During the Period, the two contracts with contracts numbered 5/WSD/13 and DC/2012/07 were the main contributors to the Group's revenue, which generated approximately HK\$84.7 million and approximately HK\$28.8 million, constituting approximately 54.0% and approximately 18.4% of the Group's total revenue respectively.

於本期間內，合約編號5/WSD/13及DC/2012/07之兩項合約是本集團之主要收益來源，分別產生約84,700,000港元及約28,800,000港元，佔本集團總收益約54.0%及約18.4%。

## Television broadcasting business

The Group's news coverage and television programmes place itself in a unique position among the television broadcasters worldwide. Currently, it is broadcasting the television programmes relating to information contents from Xinhua News Agency in Hong Kong, Macau, Thailand, New Zealand, Mongolia, Malaysia, Laos and Australia. The Group has developed a broadcasting network of television channels with relatively extensive scale. The Group maintained good relationship with those television service providers that are currently working with and in the meantime, actively sought for cooperation opportunities with strategic partners in order to give customers a unique viewing experience and expand in the worldwide coverage of the CNC Channels.

During the Period, the Company has granted the licence of television programme "Hong Kong, Hong Kong" to Asia Television Limited in respect of broadcasting "Hong Kong, Hong Kong" on its channels in Hong Kong and Central and South America from 30 June 2014 to 29 May 2015. Also, the television programme "ICAC" has currently been broadcasted through mainland television providers and internet television service providers with good response. With the great success of television programmes "Hong Kong, Hong Kong" and "ICAC", the Company is producing a documentary television feature programme "Macau, Macau" for the purpose of marking the 15th anniversary of the transfer of sovereignty over Macau to the PRC. The production of the television feature programme is expected to be completed at the end of year 2014. The Company is in the negotiations with advertising agents, television services providers and internet television service providers regarding the broadcast of "Macau, Macau". In the future, the Group will continue to produce information contents according to different social themes.

## 電視播放業務

本集團之新聞報導及電視節目使其於全球電視廣播商中獨樹一幟。現時，本集團正於香港、澳門、泰國、新西蘭、蒙古、馬來西亞、老撾及澳洲播放有關來自新華社之資訊內容之電視節目。本集團已發展出規模相對龐大之電視頻道播放網絡。本集團與現時合作之電視服務供應商維持良好合作關係，同時積極尋求與戰略夥伴合作之機會以給予客戶獨一無二之觀賞體驗，並擴大CNC頻道之全球覆蓋範圍。

於本期間內，本公司已就自二零一四年六月三十日至二零一五年五月二十九日於香港及中南美之亞洲電視有限公司之頻道播放電視節目《香港、香港》向亞洲電視有限公司授出《香港、香港》之授權。同時，電視節目《廉政公署》現時已透過內地電視供應商及網絡電視服務供應商播放並得到好評。由於電視節目《香港、香港》及《廉政公署》取得巨大成功，本公司正製作電視紀錄片《澳門、澳門》，以紀念澳門主權移交中國十五週年。電視專題節目之製作預期將於二零一四年底完成。本公司現時就播放《澳門、澳門》與廣告代理、電視服務供應商及網絡電視服務供應商磋商。未來，本集團將繼續根據不同社會主題製作資訊內容。

## Large outdoor display screen advertisement business

Over the past years, the Group took initiatives to tap into the PRC market by developing the large outdoor display screen advertisement business. During the year ended 31 March 2014, the Group has constructed and installed LED displays in Sichuan Chengdu, Jiangsu Xuyi and Jiangsu Kunshan and set up the networked LED control platform in which the LED displays can be managed and connected through a centralized network. To further expand this business segment, during the Period, the Group has entered into a cooperation agreement with an independent party to form a joint operation arrangement in respect of construction and operation of LED display in Yangzhou jointly. The construction of LED display in Yangzhou has been completed and the LED display has started its operation during the Period. This joint operation mode allows the Group to share both construction and operation costs with each other and at the same time enjoy the advertising revenue derived from the joint operation. As a result, the Group can increase the effectiveness on cost-saving and obtain higher profit growth. In addition to the joint operation agreement, the Group has entered into an advertising agreement with an advertising agent pursuant to which the Group grants the right to the advertising agent for operating certain portion of the advertising air time of the LED display in Yangzhou in return for a fixed amount of advertising revenue. The Directors consider that it is a more effective way to boost the Group's advertising income.

Despite the challenging business environment, the Group has actively seized business opportunities and sought for expansion of business during the adversities. Going forward, the Group will continue to negotiate with potential customers, including but not limited to commercial real estate developers, PRC government authorities and other potential partners for cooperation in order to balance the risk and return of this competitive segment.

Aimed at maximising profit and return for the Group and the shareholders of the Company, the Group is exploring new business opportunity to broaden its source of income and expand the business operations.

## 大型戶外顯示屏廣告業務

過去數年來，本集團透過發展大型戶外顯示屏廣告業務，積極部署進軍中國市場。截至二零一四年三月三十一日止年度，本集團已於四川成都、江蘇盱眙以及江蘇昆山建設並安裝LED顯示屏，並已建立網絡化之LED控制平台，藉此可透過集中式網絡管理及連接LED顯示屏。為進一步擴展本業務分部，於本期間內，本集團已與獨立第三方訂立合作協議以就於揚州共同建造及經營LED顯示屏訂立合營安排。於揚州建造LED顯示屏已完成及LED顯示屏已於本期間內開始營運。此合營模式可令本集團與對方分擔建造及經營成本，同時亦可享有合營產生之廣告收入。因此，本集團可提高節約成本之成效並獲得更高之利潤增長。除合營協議外，本集團亦與廣告代理訂立廣告協議，據此，本集團向廣告代理授權，經營揚州LED顯示屏之若干部分廣告播放時間，以取得固定金額之廣告收入。董事認為此乃促進本集團廣告收入增長更為有效之方法。

儘管營商環境充滿挑戰，本集團已於不利市況中積極把握商機並尋求擴展業務。展望未來，本集團將繼續與潛在客戶，包括但不限於商業地產開發商、中國政府機構及其他潛在合作夥伴，磋商以開展合作，平衡此競爭分部之風險及回報。

為盡量提高本集團及本公司股東之溢利和回報，本集團正開拓新商機以擴闊其收入來源和擴充其業務營運。

## FINANCIAL REVIEW

### Revenue

For the Period, the Group reported a revenue of approximately HK\$156.8 million (2013: approximately HK\$145.5 million), representing an increase of approximately 7.8% as compared with that for the same period of the previous year. The revenue derived from provision of waterworks engineering services and television broadcasting business as well as large outdoor display screen advertisement business constituted approximately 97.5% and approximately 2.5% of the Group's total revenue respectively. The increase in revenue was mainly due to increase in works from replacement and rehabilitation of water mains, stage 4 phase 1 and stage 4 phase 2 – mains in northern and eastern New Territories. The Group derived aggregate advertising revenue of approximately HK\$3.9 million (2013: approximately HK\$5.3 million) from television broadcasting business and large outdoor display screen advertisement business.

During the Period, the revenue of the Group was primarily generated from the undertaking of waterworks contracts in the capacity of a subcontractor. The subcontracting revenue amounted to approximately HK\$106.2 million (2013: approximately HK\$125.9 million), representing approximately 67.7% of the total revenue for the Period (2013: approximately 86.5%). On the other hand, the aggregate revenue generated from the undertaking of waterworks contracts in the capacity of a main contractor and jointly controlled operator amounted to approximately HK\$46.7 million (2013: approximately HK\$14.2 million), representing approximately 29.8% (2013: approximately 9.8%) of the total revenue for the Period.

## 財務回顧

### 收益

於本期間內，本集團錄得收益約156,800,000港元（二零一三年：約145,500,000港元），較去年同期增加約7.8%。提供水務工程服務及電視播放業務連同大型戶外顯示屏廣告業務產生之收益分別佔本集團總收益約97.5%及約2.5%。收益增加主要由於更換及修復水管工程第4階段第1期及第4階段第2期—新界北部及東部水管工程增加所致。本集團自電視播放業務及大型戶外顯示屏廣告業務產生廣告收益總額約3,900,000港元（二零一三年：約5,300,000港元）。

於本期間內，本集團收益主要來自以分包商身份承接之水務工程合約。分包收益為約106,200,000港元（二零一三年：約125,900,000港元），佔本期間總收益約67.7%（二零一三年：約86.5%）。另一方面，以主承建商及共同控制營運商身份承接水務工程合約獲得約46,700,000港元（二零一三年：約14,200,000港元）之總收益，佔本期間總收益約29.8%（二零一三年：約9.8%）。

## Cost of services

The Group's cost of services increased by approximately 11.0% to approximately HK\$149.8 million for Period (2013: approximately HK\$134.9 million) as compared with that for the same period of the previous year. The Group's cost of services mainly includes costs of construction services, costs of television broadcasting business and direct costs attributable to large outdoor display screen advertisement business. Costs of construction services mainly comprise raw materials, direct labour and subcontracting fee for services provided by the subcontractors. Costs of television broadcasting business mainly comprise transmission costs and broadcasting fee. Transmission costs comprise satellite transmission fee and carriage fee payable to satellite operators while broadcasting fee comprises annual fee payable to media broadcasting providers and China Xinhua NNC. Direct costs attributable to large outdoor display screen advertisement business mainly comprise depreciation charges of LED display screens and control room.

## Gross profit

The gross profit of the Group for the Period decreased by approximately 33.3% to approximately HK\$7.0 million (2013: approximately HK\$10.6 million) as compared with that for the same period of the previous year. The gross profit margin of the Group decreased to approximately 4.5% for the Period (2013: approximately 7.3%). The decrease in gross profit and gross profit margin was largely due to large portion of revenue and gross margin derived from certain waterworks engineering projects recognised at the early stage in the prior years.

## Other income

The Group's other income for the Period amounted to approximately HK\$4.1 million (2013: approximately HK\$15,000). The increase in other income was mainly due to the waiver of Promissory Note interests from a noteholder during the Period.

## 服務成本

本集團於本期間之服務成本為約149,800,000港元(二零一三年:約134,900,000港元),較去年同期增加約11.0%。本集團之服務成本主要包括建築服務成本、電視廣播業務成本以及大型戶外顯示屏廣告業務應佔之直接成本。建築服務成本主要包括原材料、直接勞工及分包商提供服務之分包費用。電視播放業務成本主要包括傳送成本及播放費用。傳送成本包括衛星傳送費用及應付衛星營運商之傳輸費用,而播放費用則包括應付予媒體播放供應商及中國新華新聞電視網之年費。大型戶外顯示屏廣告業務應佔之直接成本主要包括LED顯示屏及控制室之折舊費用。

## 毛利

本集團於本期間之毛利為約7,000,000港元(二零一三年:約10,600,000港元),較去年同期減少約33.3%。本集團於本期間之毛利率減少至約4.5%(二零一三年:約7.3%)。毛利及毛利率之減少主要由於若干水務工程項目產生之大部份收益及毛利已於過往年度之初期階段確認所致。

## 其他收入

本集團於本期間之其他收入為約4,100,000港元(二零一三年:約15,000港元)。其他收入增加主要由於一位票據持有人於本期間內免除承兌票據利息所致。

## Other gains and losses

The Group's other gains and losses for the Period decreased by approximately 47.9% to approximately HK\$9.8 million (2013: approximately HK\$18.7 million) as compared with that for the same period of the previous year. The decrease in other gains and losses was mainly due to the decrease in net fair value changes on financial assets at fair value through profit or loss recognised during the Period.

## Amortisation expenses

The Group's amortisation expenses for the Period decreased by approximately 61.2% to approximately HK\$11.3 million (2013: approximately HK\$29.2 million) as compared with that for the same period of the previous year. The amortisation expenses mainly consisted of amortisation charges of television broadcasting right and film rights for the television broadcasting business. The decrease in amortisation expenses was mainly due to the impairment loss of television broadcasting right recognised for the year ended 31 March 2014 and thus caused a significant reduction in carrying amount of television broadcasting right.

## Administrative expenses

The Group's administrative expenses for the Period increased by approximately 10.1% to approximately HK\$16.5 million (2013: approximately HK\$15.0 million) as compared with that for the same period of the previous year. The administrative expenses mainly consisted of legal and professional fees, staff costs (including Directors' remuneration), depreciation expenses and rental expenses.

## Finance costs

The Group's finance costs for the Period decreased by approximately 10.2% to approximately HK\$19.2 million (2013: approximately HK\$21.3 million) as compared with that for the same period of the previous year. The finance costs mainly consisted of interest expenses for the Promissory Note and Convertible Notes. The decrease in finance costs was mainly due to decrease in interest expenses of Convertible Notes which was resulted from the exercise of conversion rights of Convertible Notes by certain Convertible Note holders.

## 其他收益及虧損

本集團於本期間之其他收益及虧損為約9,800,000港元(二零一三年:約18,700,000港元),較去年同期減少約47.9%。其他收益及虧損減少主要由於本期間內確認之透過損益按公平值入賬之金融資產之公平值變動淨額減少所致。

## 攤銷開支

本集團於本期間之攤銷開支為約11,300,000港元(二零一三年:約29,200,000港元),較去年同期減少約61.2%。攤銷開支主要包括電視播放業務之電視播放權及電影版權之攤銷支出。攤銷開支減少主要由於截至二零一四年三月三十一日止年度確認電視播放權之減值虧損及因此導致電視播放權之賬面值大幅下跌所致。

## 行政開支

本集團於本期間之行政開支為約16,500,000港元(二零一三年:約15,000,000元),較去年同期增加約10.1%。行政開支主要包括法律和專業費用、員工成本(包括董事薪酬)、折舊開支以及租金開支。

## 融資成本

本集團於本期間之融資成本為約19,200,000港元(二零一三年:約21,300,000港元),較去年同期減少約10.2%。融資成本主要包括承兌票據及可換股票據之利息開支。融資成本減少主要由於若干可換股票據持有人行使可換股票據兌換權而導致可換股票據之利息開支減少所致。

## Net Loss

The net loss attributable to owners of the Company for the Period decreased by approximately 27.5% to approximately HK\$24.6 million (2013: approximately HK\$33.9 million) as compared with that for the same period of the previous year. The decrease in net loss was mainly resulted from decrease in amortisation expenses for the Period.

## Loss per Share

The basic loss per Share was approximately HK0.97 cent (2013: approximately HK2.03 cents).

## PROSPECTS

During the Period, the respective established brandnames of the Group are given full play in our vigorously developed three main businesses, namely provision of waterworks engineering services, television broadcasting business and large outdoor display screen advertisement business. The Group has committed to study and accurately grasp the market trends. In addition to television and LED platforms, the Group has been growing its advertising base through mobile and other platforms and diversified its business to video broadcasting business in the Greater China region while the provision of waterworks engineering services will continue to contribute stable revenue to the Group. In order to continue expanding our network in a manner that is attractive to potential advertising clients, the Group has to continue to enter into new advertising media platforms and establish additional networks that provide effective channels for advertisers. The Directors are optimistic towards its core businesses and will seize the business opportunities to achieve long-term sustainable growth for the benefits of the Group and its shareholders as a whole.

## 淨虧損

於本期間本公司擁有人應佔淨虧損為約24,600,000港元(二零一三年:約33,900,000港元),較去年同期減少約27.5%。淨虧損之減少主要因本期間之攤銷開支減少所致。

## 每股虧損

每股基本虧損為約0.97港仙(二零一三年:約2.03港仙)。

## 前景

於本期間,本集團充份發揮各個良好品牌優勢,大力發展三項主要業務,即提供水務工程服務、電視播放業務及大型戶外顯示屏廣告業務。本集團一直致力研究及準確把握市場趨勢。除電視及LED平台外,本集團亦正透過流動及其他平台擴展其廣告基礎,並擴展其業務至大中華地區之視頻播放業務,而提供水務工程服務將為本集團帶來持續穩定收益。為以吸引潛在廣告客戶之方式持續拓展我們的業務網絡,本集團不斷訂立新廣告媒體平台並建立其他可向廣告商提供有效渠道之網絡。董事對其核心業務持樂觀態度,並將基於本集團及其股東之整體利益把握業務機會以實現長期可持續增長。



## Provision of waterworks and engineering services

The Group's waterworks engineering services remains the major source of revenue of the Group. The performance of the Group's waterworks engineering business was comparable with that for the previous year. In the coming years, it is believed that the replacement and rehabilitation programme of water mains (the "R&R Programme") launched by Water Supplies Department of the Hong Kong government ("WSD") will continue to open up numerous waterworks opportunities to the Group. According to WSD, Stage 4 Phase 1 of the R&R Programme had commenced in March 2011 and will be completed in 2015. About 500 kilometres of water mains will be replaced and rehabilitated at this stage. Stage 4 Phase 2 of the R&R Programme had commenced in January 2012 and will be completed in 2015. About 350 kilometres of water mains will be replaced and rehabilitated at this stage.

Despite the economy of Hong Kong and intensity competition in this industry combining with tight labor market, increase in rent, staff cost and cost of raw materials, the outlook for the construction industry in Hong Kong remains optimistic. Nevertheless, the Group has still achieved profitable segment result. Not only will the R&R Programme launched by WSD continue to open up numerous waterworks opportunities to the Group, the infrastructure and development projects being currently implemented or to be implemented by the Government of Hong Kong, roads and drainage works and site formation works will also create tremendous business opportunities to the Group in the future. We believe that the Group is able to take up more contracts and capture more potential business opportunities.

Going forward, the Group will continue to improve its quality of service and enhance management capabilities and competitiveness to bid for more rewarding contracts in Hong Kong and to further scale up the Group's business. The Group will continue to seek improvement in cost-savings, Group's efficiency and profitability and identify opportunities for joint ventures or strategic alliances in a bid to drive its strategy of vertical as well as horizontal expansion.

## 提供水務工程服務

本集團之水務工程服務仍然是本集團收益之主要來源。本集團水務工程業務之表現與去年相若。未來數年，相信香港政府水務署（「水務署」）推行之更換及修復水管計劃（「更換及修復計劃」）將持續為本集團提供眾多水務工程機會。按水務署之計劃，更換及修復計劃第4階段第1期已於二零一一年三月展開，並將於二零一五年完成，該階段將更換及修復約500公里之水管。更換及修復計劃第4階段第2期已於二零一二年一月展開，並將於二零一五年完成，該階段將更換及修復約350公里之水管。

儘管香港經濟及該行業競爭激烈，加上勞動力市場緊張、租金、員工成本及原材料成本增加，惟香港工程業之前景維持樂觀。然而，本集團仍實現盈利分部業績。除水務署推出之更換及修復計劃將持續為本集團提供眾多水務工程機會之外，香港政府目前正實施或將實施之基建及發展項目、道路及渠務工程以及地盤平整工程亦將於未來為本集團創造龐大業務機會。我們相信，本集團有能力承接更多合約及把握更多潛在業務機會。

展望未來，本集團將不斷提升服務質素、強化管理實力及競爭力，在香港競投更多有利可圖之工程合約，進一步擴展本集團業務。本集團將繼續尋求改善成本減省、集團之效率及盈利能力，並物色成為合營公司或策略聯盟之機會，力求推進其策略之縱橫擴展。

## Television broadcasting business

Television broadcasting business is now operating in a highly competitive and rapidly changing environment although the Group is positioned to capture the opportunities with relatively low initial entry barrier by drawing on the brand name of and backup from Xinhua News Agency. Also, the rapid growth of the media technologies has posed great challenges to the traditional television broadcasting business. In view of the significant loss incurred in this segment for the year ended 31 March 2014, the immediate task of the Group is to achieve a turnaround in its profitability of this business segment. In face of the difficult operation environment, the Group will offer different valuable services continuously in response to market needs. With an aim to explore development opportunities and increase coverage of CNC Channels, the Group continued to strengthen and rejuvenate its marketing and sales team internally. Also, the Group will continue to produce information contents according to different social themes. Apart from continuing to serve viewers' needs for quality and informative programmes, such as Hong Kong Voice Express, the Group is actively developing new contents, including the production of crowd pleasing materials that cater to the tastes of the main stream audience.

## Large outdoor display screen advertisement business

Upon completion of construction and installation of LED displays in Sichuan Chengdu, Jiangsu Xuyi, Jiangsu Kunshan and Yangzhou, the Group aims at constructing more LED displays in other PRC cities, such as Nanjing and preliminary site reconnaissance work has been completed. With the view of fierce industry competition, the Group will continue to adopt the strategy of forming joint operation arrangement with potential partners in respect of construction and operation of LED displays. Meanwhile, the Group will look for new business opportunities from time to time, including but not limited to negotiating with potential commercial real estate developers, PRC government authorities and other potential partners to strengthen its market position and boost up the development of this business segment.

## 電視播放業務

儘管本集團憑藉新華社之品牌名稱及支持以相對較低之初步入行門檻捕捉機會，但電視播放業務仍處於一個高度競爭及瞬息萬變之環境下營運。此外，媒體技術之迅速發展已對傳統電視廣播業務帶來巨大挑戰。鑑於截至二零一四年三月三十一日止年度此分部產生之重大虧損，本集團之首要任務乃於此業務分部之盈利能力方面實現扭虧為盈。在面臨艱難之營商環境下，本集團將應市場需求繼續提供各種有價值之服務。為開拓商機及擴大CNC頻道之覆蓋範圍，本集團繼續強化及提升其內部市場推廣及銷售團隊。另外，本集團將繼續根據不同之社會主題製作資訊內容。除繼續滿足觀眾對品質及資訊節目（如香港傳真）之需求外，本集團正積極發展新內容，包括製作迎合主流聽眾品味之大眾喜聞樂見素材。

## 大型戶外顯示屏廣告業務

於四川成都、江蘇盱眙、江蘇昆山及揚州完成建造及安裝LED顯示屏後，本集團銳意於中國其他城市（如南京）建造更多LED顯示屏，而前期工地勘察工作已經完成。考慮到激烈的行業競爭，本集團將繼續採取就建造及經營LED顯示屏與潛在合作夥伴訂立合營安排之策略。與此同時，本集團將不時尋求新商機，包括但不限於與潛在商業地產發展商、中國政府機構及其他潛在合作夥伴磋商，增強其於中國之市場地位，並加快此業務分部之發展。

## Video broadcasting business

Due to the rapid growth of media technology, the Group has been pursuing a strategy designed to develop its media business and thereby generate further business growth. On 27 December 2013, the Group entered into a licence agreement (the “Licence Agreement”) with The Associated Press (the “AP”), pursuant to which the Group and AP will work together to create and launch a Greater China market video service for the mobile platforms of three China national telecommunication operators. The Group, in close working consultation with AP, would license selected Sports News Television sports news video, AP technology news video, AP horizons video and AP archive video, and distribute such videos via the video platforms of the telecommunication operators to the mobile phone users in the PRC, Hong Kong and Macau. Such videos cover selected matches from NBA, NHL, PGA, soccer, tennis, etc. During the Period, the management team of the Group has been invited by AP in New York to hold discussions on mobile project opportunities in the PRC.

In order to develop this business segment and tap into the Greater China market, the Group has currently conducted studies on the business structure, including but not limited to the income stream, marketing strategy and other costs incurred. Added to this, the Group is currently negotiating with mobile video service providers in the PRC so as to qualify as a cooperation partner and content provider of these mobile video service providers. In such case, the Group would broadcast locally produced programmes, video contents broadcasted in and extracted from the CNC Channels and videos that the Group has licence to broadcast, either with charges or free of charge, via the mobile video service providers. The Directors believed that it is another key source of income in the future.

## 視頻播放業務

由於媒體技術之迅速增長，本集團一直在積極部署發展其媒體業務，藉以帶來進一步業務增長。於二零一三年十二月二十七日，本集團與美國聯合通訊社（「美聯社」）訂立授權協議（「授權協議」），據此，本集團與美聯社將在中國三大國有手機運營平台上共同合作，創立並推出一個針對大中華市場的視頻服務。通過與美聯社密切溝通，本集團將從美聯社獲得授權的體育新聞視頻、科技視頻、人文視頻、歷史視頻服務中選取內容，製作成本公司可通過上述提及之手機運營平台向中國、香港及澳門之移動手機使用者傳播該等視頻服務。該等視頻涵蓋從NBA、NHL、PGA、足球、網球等選取的比賽視頻。於本期間內，本集團管理層團隊受紐約美聯社邀請就於中國之流動視頻項目商機展開討論。

為發展該業務分部並進入大中華市場，本集團目前已進行業務結構之研究，包括但不限於收入流、營銷策略及產生之其他費用。另外，本集團現正與中國之流動視頻服務提供商磋商以合資格成為該等流動視頻服務提供商之合作夥伴及內容提供商。於此情況下，本集團將透過流動視頻服務提供商以收費或免費形式播放自行製作之節目、於CNC頻道播放及摘錄之視頻內容及本集團有許可權播放之視頻。董事相信，此乃未來之另一主要收入來源。

Despite the ever-changing economic environment, the Group continues to maximize its profit by utilizing existing resources efficiently and maximizing synergic effects between business segments. The Group will continue to strive for diversifying its business, strengthening the development of existing business, reinforcing internal controls and implementing stringent control over the costs in order to achieve stable profit growth of the Group and in turn, maximise the shareholders' returns. The diversification strategy of the Group has the potential to lead the Group to a new horizon. It is believed that the business layout will enable the Group to utilize its core competitive edges, thus providing continuous growth potential for the Group and broadening the revenue sources of the Group.

## CAPITAL STRUCTURE

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

On 3 July 2014, the Company entered into a placing agreement with Gransing Securities Co., Limited to place an aggregate of 334,900,000 Shares to not less than six placees at a price of HK\$0.25 per placing Share. The placing was completed on 17 July 2014 and raised gross proceeds of approximately HK\$83.7 million. The proceeds from the placing was used to finance the Group's development, payment of registered capital of a subsidiary incorporated in the PRC, repayment of unsecured and non-interest bearing advances from certain Directors and general working capital of the Company.

Total equity attributable to equity holders of the Company amounted to approximately HK\$79.4 million in deficit as at 30 September 2014 (31 March 2014: approximately HK\$407.9 million). The decrease in deficit was mainly resulted from fund raising activities from placing and conversion of Convertible Notes from noteholders.

## LIQUIDITY AND FINANCIAL RESOURCES

During the Period, the Group generally financed its operations through internally generated cash flows and net proceeds from placing exercise.

儘管經濟環境變幻莫測，本集團仍持續透過利用現有資源有效將其溢利最大化並將業務分部間之協同效應最大化。本集團將繼續致力將業務多元化、加強現有業務的發展、強化內部控制並嚴格控制成本以實現本集團之溢利穩定增長，從而為股東帶來最高回報。本集團的多元化策略定會引領本集團邁入一個新境界。相信業務佈局將可令本集團運用其核心競爭優勢，從而為本集團帶來持續增長潛力及擴闊本集團之收入來源。

## 資本架構

股份於二零一零年八月三十日在聯交所創業板上市。本集團股本僅包括普通股。

於二零一四年七月三日，本公司與鼎成證券有限公司訂立配售協議以按每股配售股份0.25港元之價格向不少於六名承配人配售合共334,900,000股股份。配售已於二零一四年七月十七日完成及籌集所得款項總額約83,700,000港元。配售之所得款項已用於撥付本集團之發展、繳付一家於中國成立之附屬公司的註冊資本、償還無抵押及免息之若干董事款項及本公司的一般營運資金。

於二零一四年九月三十日，本公司權益持有人應佔權益總額虧絀約79,400,000港元（二零一四年三月三十一日：約407,900,000港元）。虧絀減少主要由於配售之集資活動及票據持有人轉換可換股票據所致。

## 流動資金及財務資源

於本期間內，本集團一般透過內部產生的現金流量及配售活動的所得款項淨額為其經營提供資金。

As at 30 September 2014, the Group had net current liabilities of approximately HK\$206.5 million (31 March 2014: approximately HK\$583.1 million), including cash balance of approximately HK\$44.8 million (31 March 2014: approximately HK\$20.6 million) and bank deposits of approximately HK\$20.0 million (31 March 2014: Nil). The current ratio, being the ratio of current assets to current liabilities, was approximately 0.49 as at 30 September 2014 (31 March 2014: approximately 0.18). The decrease in net current liabilities and increase in current ratio were primarily due to fund raising activities from placing, conversion of Convertible Notes from noteholders and the extension of the Promissory Note.

## GEARING RATIO

The gearing ratio, which is based on the amount of total borrowing and Promissory Note and Convertible Notes and finance lease payables and advance received from customers divided by total assets, was approximately 84.3% as at 30 September 2014 (31 March 2014: approximately 178.8%). The decrease in gearing ratio was resulted from the decrease in total liabilities due to exercise of conversion rights of Convertible Notes by certain noteholders and increase in total assets.

## FOREIGN EXCHANGE EXPOSURE

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

## CAPITAL COMMITMENT

As at 30 September 2014, the Group did not have any outstanding commitment (31 March 2014: approximately HK\$3.5 million) in respect of acquisition of property, plant and equipment. Save as aforesaid, the Group did not have any significant capital commitments.

於二零一四年九月三十日，本集團的流動負債淨值為約206,500,000港元（二零一四年三月三十一日：約583,100,000港元），包括現金結餘約44,800,000港元（二零一四年三月三十一日：約20,600,000港元）及銀行存款約20,000,000港元（二零一四年三月三十一日：無）。於二零一四年九月三十日，流動比率（流動資產與流動負債的比率）為約0.49（二零一四年三月三十一日：約0.18）。流動負債淨值減少及流動比率上升主要是由於配售集資活動、票據持有人兌換可換股票據及延長承兌票據所致。

## 資產負債比率

資產負債比率乃按借貸及承兌票據及可換股票據及融資租賃應付款項及已收取客戶墊款之總額除以總資產計算，於二零一四年九月三十日為約84.3%（二零一四年三月三十一日：約178.8%）。資產負債比率下降是由於若干票據持有人行使可換股票據之兌換權而致負債總額減少及資產總值增加所致。

## 外匯風險

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

## 資本承擔

於二零一四年九月三十日，本集團並無就收購物業、廠房及設備擁有任何未償還之承擔（二零一四年三月三十一日：約3,500,000港元）。除前述者外，本集團並無任何重大資本承擔。

## CHARGES ON THE GROUP'S ASSETS

The Group's machineries and motor vehicles with net book value as at 30 September 2014 amounted to approximately HK\$1.1 million (31 March 2014: approximately HK\$1.4 million) and approximately HK\$11.4 million (31 March 2014: approximately HK\$8.6 million) was held under finance lease. As at 30 September 2014, the Group pledged its motor vehicles with net book value of approximately HK\$1.2 million (31 March 2014: machineries and motor vehicles with net book values of approximately HK\$78,000 and approximately HK\$1.8 million respectively) as securities for its performance of obligation as a sub-contractor of the Replacement and Rehabilitation of water mains, stage 4, phrase 1 – Mains in Tuen Mun, Yuen Long, North District and Tai Po.

## CONTINGENT LIABILITIES

As at 30 September 2014, the Group did not have any material contingent liabilities (31 March 2014: Nil).

## DIVIDENDS

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

## INFORMATION ON EMPLOYEES

As at 30 September 2014, the Group had 288 full-time employees in Hong Kong and over 90% of them are direct labour. Total staff costs (including Directors' remuneration) for the Period amounted to approximately HK\$39.7 million (2013: approximately HK\$31.7 million), representing an increase of approximately 25.3% over that for the previous year. The increase was mainly due to the increase in the number of staff to support the expansion of the Group's business.

## 本集團資產質押

本集團於二零一四年九月三十日根據融資租賃持有賬面淨值為約1,100,000港元(二零一四年三月三十一日:約1,400,000港元)及約11,400,000港元(二零一四年三月三十一日:約8,600,000港元)之機器及車輛。於二零一四年九月三十日,本集團抵押其賬面淨值約1,200,000港元之車輛(二零一四年三月三十一日:賬面淨值分別約78,000港元及約1,800,000港元之機器及車輛),以作為履行更換及修復工程第4階段第1期屯門、元朗、北區及大埔水管工程之分包商責任。

## 或然負債

於二零一四年九月三十日,本集團並無任何重大或然負債(二零一四年三月三十一日:無)。

## 股息

董事會不建議就本期間派付任何股息。

## 僱員資料

於二零一四年九月三十日,本集團在香港有288名全職員工,其中逾90%為直接勞工。本期間之總員工成本(包括董事薪酬)為約39,700,000港元(二零一三年:約31,700,000港元),較去年增加約25.3%。總員工成本增加主要是由於為支持本集團業務擴充而增加人手所致。

## INFORMATION ON EMPLOYEES (Continued)

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

## SIGNIFICANT INVESTMENT HELD

During the Period, the Group has disposed of 17% equity interest in the share capital of China New Media (HK) Company Limited to an independent third party at a consideration of HK\$400,000.

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

## FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at 30 September 2014, the Group did not have other plans for material investments and capital assets.

## MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

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

## SHARE OPTION SCHEME

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

## 僱員資料 (續)

薪酬乃經參考個別僱員之工作性質、表現、資歷及經驗以及本集團業績及市場趨勢而釐定。本集團每年進行員工表現評估及評估結果用作薪金檢討及晉升決定。本集團認同員工培訓之重要性及因此定期為其員工提供內部及外部培訓以提升彼等之技能及知識。

## 所持重大投資

於本期間內，本集團已向一名獨立第三方出售中國新媒體（香港）有限公司股本中之17%股本權益，代價為400,000港元。

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

## 重大投資及資本資產的未來計劃

於二零一四年九月三十日，本集團並無就重大投資及資本資產制定其他計劃。

## 重大收購及出售附屬公司及聯屬公司

於本期間內，本集團並無任何重大收購及出售附屬公司及聯屬公司。

## 購股權計劃

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

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 September 2014, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (Cap. 571, Laws of Hong Kong) ("SFO")) which have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO); or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

### LONG POSITION IN THE SHARES:

## 董事及行政總裁於本公司及其相聯法團的股份、相關股份或債權證的權益及淡倉

於二零一四年九月三十日，董事及本公司行政總裁於本公司或其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的有關條文彼等被當作或視作擁有的權益及淡倉）；或根據證券及期貨條例第352條須記錄於該條所述登記冊的權益及淡倉；或根據創業板上市規則第5.46條所述董事進行交易的規定標準須知會本公司及聯交所的權益及淡倉如下：

### 於股份之好倉：

Name	Capacity/Nature of interest	Number of Shares held	Percentage of aggregate interests to total issued share capital 總權益佔全部已發行股本的百分比
姓名	身份／權益性質	所持股份數目	百分比
Dr. Lee (Note a) 李博士 (附註a)	Interest in controlled corporation 於受控制法團權益	140,000,000	3.79%
Mr. Kan Kwok Cheung ("Mr. Kan") (Note b) 簡國祥先生 (「簡先生」) (附註b)	Interest in controlled corporation 於受控制法團權益	220,590,000	5.97%
Mr. Chia 謝先生	Beneficial owner 實益擁有人	5,500,000	0.15%



## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (Continued)

Notes:

- (a) Dr. Lee is the sole beneficial owner of Proud Glory, which was interested in 140,000,000 Shares. Under the SFO, Dr. Lee is deemed to be interested in all the Shares held by Proud Glory.
- (b) Mr. Kan is the sole beneficial owner of Shunleetat (BVI) Limited ("Shunleetat"), which was interested in 220,590,000 Shares. Under the SFO, Mr. Kan is deemed to be interested in all the Shares held by Shunleetat.

Saved as disclosed above, as at 30 September 2014, none of the Directors and chief executive of the Company had any other interests or short positions in any Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules.

## 董事及行政總裁於本公司及其相聯法團的股份、相關股份或債權證的權益及淡倉 (續)

附註：

- (a) 李博士為傲榮的唯一實益擁有人，而傲榮擁有140,000,000股股份之權益。根據證券及期貨條例，李博士被視為擁有傲榮所持全部股份之權益。
- (b) 簡先生為Shunleetat (BVI) Limited (「Shunleetat」)的唯一實益擁有人，而Shunleetat擁有220,590,000股股份的權益。根據證券及期貨條例，簡先生被視為擁有Shunleetat所持全部股份的權益。

除上文所披露者外，於二零一四年九月三十日，概無董事及本公司行政總裁於本公司或其相聯法團（定義見證券及期貨條例第XV部）的任何股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所的任何其他權益或淡倉（包括根據證券及期貨條例的有關條文彼等被當作或視作擁有的權益或淡倉）；或根據證券及期貨條例第352條須記錄於該條所述登記冊的權益或淡倉；或根據創業板上市規則第5.46條所述董事進行交易的規定標準須知會本公司及聯交所的權益或淡倉。

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

So far as was known to the Directors, as at 30 September 2014, the following persons/entities (other than the Directors or chief executive of the Company) had, or are deemed to have, interests or short positions in the Shares, underlying Shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who/which were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group or who/which were recorded in the register required to be kept by the Company under Section 336 of the SFO with details as follows:

### Long position in the Shares:

Name	Number of Shares held			Number of underlying Shares under Convertible Notes (Note a)		Total interests	Percentage of aggregate interests to total issued share capital 總權益佔全部已發行股本之百分比
	Beneficial owner	Interest in controlled corporation	Spouse interest	Beneficial owner	Interest in controlled corporation		
名稱	實益擁有人	於受控制法團之權益	配偶權益	實益擁有人	於受控制法團之權益	總權益	
China Xinhua NNC	1,086,580,561 (Note b)	-	-	1,413,419,439 (Note b)	-	2,500,000,000	67.69%
中國新華新聞電視網	1,086,580,561 (附註b)	-	-	1,413,419,439 (附註b)	-	2,500,000,000	67.69%
CNC China	-	1,086,580,561 (Note b)	-	-	1,413,419,439 (Note b)	2,500,000,000	67.69%
中國新華新聞電視網(中國)	-	1,086,580,561 (附註b)	-	-	1,413,419,439 (附註b)	2,500,000,000	67.69%

## 主要股東及其他人士於本公司股份及相關股份的權益及淡倉

就董事所知，於二零一四年九月三十日，下列人士／實體（董事或本公司行政總裁除外）擁有或被視作擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露的本公司股份、相關股份或債權證的權益或淡倉，或直接或間接擁有可於任何情況下在本集團任何成員公司的股東大會上投票的任何類別股本面值5%或以上的權益或淡倉，或擁有記錄於本公司根據證券及期貨條例第336條所存置之登記冊之權益或淡倉，詳情如下：

### 於股份之好倉：

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

主要股東及其他人士於本公司股份及相關股份的權益及淡倉 (續)

**Long position in the Shares:** (Continued)

於股份之好倉：(續)

Name	Number of Shares held			Number of underlying Shares under Convertible Notes (Note a)			Percentage of aggregate interests to total issued share capital
	Beneficial owner	Interest in controlled corporation	Spouse interest	Beneficial owner	Interest in controlled corporation	Total interests	
名稱	實益擁有人	於受控制法團之權益	配偶權益	實益擁有人	於受控制法團之權益	總權益	總權益佔全部已發行股本之百分比
Ms. Lam Shun Kiu, Rosita	-	-	220,590,000	-	-	220,590,000	5.97%
林舜嬌女士	-	-	220,590,000 (Note c)	-	-	220,590,000	5.97%
Shunleetat	220,590,000 (Note c)	-	-	-	-	220,590,000	5.97%
Shunleetat	220,590,000 (附註 c)	-	-	-	-	220,590,000	5.97%
Murtsa Capital Management Limited	360,517,141 (Note d)	-	-	-	-	360,517,141	9.76%
Murtsa Capital Management Limited	360,517,141 (附註 d)	-	-	-	-	360,517,141	9.76%
HEC Development Limited	-	360,517,141 (Note d)	-	-	-	360,517,141	9.76%
HEC Development Limited	-	360,517,141 (附註 d)	-	-	-	360,517,141	9.76%
HEC Capital Limited	-	360,517,141 (Note d)	-	-	-	360,517,141	9.76%
HEC Capital Limited	-	360,517,141 (附註 d)	-	-	-	360,517,141	9.76%

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

### Long position in the Shares: (Continued)

#### Notes:

- (a) Details of the Convertible Notes were set out in the circular of the Company dated 19 November 2011.
- (b) China Xinhua NNC is wholly and beneficially owned by CNC China. Accordingly, CNC China is deemed to be interested in the 1,086,580,561 Shares and 1,413,419,439 underlying Shares held by China Xinhua NNC under the SFO.
- (c) Shunleetat is wholly and beneficially owned by Mr. Kan. Accordingly, Mr. Kan is deemed to be interested in the 220,590,000 Shares held by Shunleetat under the SFO. Ms. Lam Shun Kiu, Rosita is the spouse of Mr. Kan and is deemed to be interested in 220,590,000 Shares held by Shunleetat under the SFO.
- (d) HEC Development Limited and HEC Capital Limited are controlling shareholders, either directly or indirectly, of Murtsa Capital Management Limited. Accordingly, HEC Development Limited and HEC Capital Limited are deemed to be interested in the 360,517,141 Shares held by Murtsa Capital Management Limited under the SFO.

Saved as disclosed above, as at 30 September 2014, the Directors were not aware of any other person/entity (other than the Directors or chief executive as disclosed in the paragraph headed "Directors' and chief executive's interests and short positions in the Shares, underlying Shares or debentures of the Company and its associated corporations" above) who/which had, or is deemed to have, interests or short positions in the Shares, underlying Shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who/which were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group or who/which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

## 主要股東及其他人士於本公司股份及相關股份的權益及淡倉 (續)

### 於股份之好倉：(續)

#### 附註：

- (a) 可換股票據的詳情載於本公司日期為二零一一年十一月十九日的通函內。
- (b) 中國新華新聞電視網由中國新華新聞電視網(中國)全資及實益擁有。因此，根據證券及期貨條例，中國新華新聞電視網(中國)被視為擁有中國新華新聞電視網所持有的1,086,580,561股股份及1,413,419,439股相關股份的權益。
- (c) Shunleetat由簡先生全資及實益擁有。因此，根據證券及期貨條例，簡先生被視為擁有Shunleetat所持有的220,590,000股股份的權益。林舜嬌女士為簡先生之配偶，根據證券及期貨條例被視為擁有Shunleetat所持有的220,590,000股股份的權益。
- (d) HEC Development Limited及HEC Capital Limited為Murtsa Capital Management Limited之直接或間接的控股股東。因此，根據證券及期貨條例，HEC Development Limited及HEC Capital Limited被視為於Murtsa Capital Management Limited持有之360,517,141股股份中擁有權益。

除上文所披露者外，於二零一四年九月三十日，就董事所知，概無任何其他人士／實體（並非上文「董事及行政總裁於本公司及其相聯法團的股份、相關股份或債權證的權益及淡倉」一段所披露之董事或行政總裁）擁有或被視為擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露的本公司股份、相關股份或債權證的權益或淡倉，或直接或間接擁有可於任何情況下在本集團任何成員公司的股東大會上投票的任何類別股本面值5%或以上的權益或淡倉，或擁有記錄於本公司根據證券及期貨條例第336條所存置之登記冊之權益或淡倉。

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this report, none of the Directors and their respective associates including spouses and children under 18 years of age was granted by the Company or its subsidiaries any right to acquire shares or debentures of the Company or any other body corporate, or had exercised any such right during the Period.

## PURCHASE, SALE OR REDEMPTION OF THE SHARES

During the Period, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Shares.

## CONNECTED TRANSACTIONS

During the Period, the Group entered into following continuing connected transactions:

### Television Broadcasting Right Agreement

On 5 September 2011, Xinhua TV Asia-Pacific entered into a television broadcasting right agreement (the "Television Broadcasting Right Agreement") with China Xinhua NNC, pursuant to which China Xinhua NNC granted the television broadcasting right in respect of broadcasting information contents from Xinhua News Agency under the CNC Channels on television channels in the Asia-Pacific region (excluding the PRC) to the Group for an annual fee of HK\$1.0 million prior to 31 December 2016 and HK\$3.0 million with effective from 1 January 2017. The Television Broadcasting Right Agreement has a term of 120 months from 1 September 2011 to 31 August 2021. Since China Xinhua NNC is a substantial shareholder of the Company, and therefore a connected person of the Company within the meaning of the GEM Listing Rules, the transactions contemplated under the Television Broadcasting Right Agreement constitute continuing connected transactions for the Company pursuant to Chapter 20 of the GEM Listing Rules.

## 董事購買股份或債權證的權利

除本報告所披露者外，於本期間內，概無董事及彼等各自的聯繫人（包括配偶及未滿18歲的子女）獲本公司或其附屬公司授出任何權利以購買本公司或任何其他法人團體的股份或債權證，亦無行使任何有關權利。

## 購買、出售或贖回股份

於本期間內，本公司或其任何附屬公司概無購買、出售或贖回任何股份。

## 關連交易

於本期間內，本集團訂立以下持續關連交易：

### 電視播放權協議

於二零一一年九月五日，新華電視亞太台與中國新華新聞電視網訂立一份電視播放權協議（「電視播放權協議」），據此，中國新華新聞電視網向本集團授出於亞太地區（不包括中國）之電視頻道播放新華社之CNC頻道下之資訊內容之電視播放權，於二零一六年十二月三十一日之前之年費為1,000,000港元及自二零一七年一月一日起之年費為3,000,000港元。電視播放權協議為期120個月，自二零一一年九月一日起至二零二一年八月三十一日止。由於中國新華新聞電視網為本公司之主要股東，故為本公司之關連人士（定義見創業板上市規則）。因此，根據創業板上市規則第20章，根據電視播放權協議項下擬進行之交易構成本公司之持續關連交易。

## CONNECTED TRANSACTIONS (Continued)

### Advertisement Broadcasting Contract

On 23 May 2011, CNC China and AVIC Culture entered into the Advertisement Operation Cooperation Contract, pursuant to which CNC China granted the Partial Advertisement Operation Right to AVIC Culture for the period from 25 May 2011 to 25 August 2016. As consideration, CNC China is entitled to the Payment under the Partial Advertisement Operation Right.

On 24 August 2012, CNC China and China Xinhua NNC entered into an agreement (the "CNC Agreement"), pursuant to which CNC China will pay any amount that CNC China receives from AVIC Culture as the Payment under the Partial Advertisement Operation Right (on an after-tax basis and after deducting any reasonable fees) to China Xinhua NNC to reflect the fact that the commercial advertisements operated by AVIC Culture under the Partial Advertisement Operation Right will eventually be broadcasted through the television broadcasting network developed and maintained by China Xinhua NNC.

To support the operation of the Company, on 24 August 2012, China Xinhua NNC entered into the Advertisement Broadcasting Contract with Xinhua TV Asia-Pacific in respect of the advertising airtime allocated to China Xinhua NNC exclusively for the commercial advertisements operated by AVIC Culture. Pursuant to the Advertisement Broadcasting Contract, China Xinhua NNC has agreed to pay Xinhua TV Asia-Pacific, in cash, 50% of any amount that CNC China received as the Payment under the Partial Advertisement Operation Right (on an after-tax basis and after deducting any reasonable fees).

Since China Xinhua NNC is a substantial shareholder and a connected person of the Company within the meaning of the GEM Listing Rules, the transactions contemplated under the Advertisement Broadcasting Contract constitute continuing connected transactions for the Company pursuant to Chapter 20 of the GEM Listing Rules.

## 關連交易 (續)

### 廣告播放合約

於二零一一年五月二十三日，中國新華新聞電視網（中國）與中航文化訂立廣告經營合作協議，據此，中國新華新聞電視網（中國）向中航文化授出部分廣告經營權，期限由二零一一年五月二十五日至二零一六年八月二十五日。作為代價，中國新華新聞電視網（中國）有權收取部分廣告經營權項下之付款。

於二零一二年八月二十四日，中國新華新聞電視網（中國）與中國新華新聞電視網訂立一份協議（「CNC協議」），據此，中國新華新聞電視網（中國）將其自中航文化收到的部分廣告經營權項下之付款的任何款額（按稅後計算且扣除任何合理的費用）支付給中國新華新聞電視網，以反映中航文化在部分廣告經營權項下經營之商業廣告最終將通過中國新華新聞電視網發展並經營的電視廣播網絡播放。

為支持本公司之運營，中國新華新聞電視網與新華電視亞太台就向中國新華新聞電視網分配廣告時段以獨家用於播放中航文化經營之商業廣告而於二零一二年八月二十四日訂立廣告播放合約。根據廣告播放合約，中國新華新聞電視網同意將中國新華新聞電視網（中國）收到的部分廣告經營權項下之付款的任何款額的50%（按稅後計算且扣除任何合理的費用）以現金支付予新華電視亞太台。

由於中國新華新聞電視網為本公司主要股東及關連人士（定義見創業板上市規則），因此根據創業板上市規則第20章，廣告播放合約項下擬進行的交易構成本公司之持續關連交易。

## CONNECTED TRANSACTIONS (Continued)

### Advertisement Broadcasting Contract (Continued)

On 21 May 2014, AVIC Culture and CNC China have mutually agreed in writing to terminate the Advertisement Operation Cooperation Contract (the "AVIC Termination"). As such, AVIC Culture will not settle the remaining amount of advertising fee due to CNC China which would then be paid to China Xinhua NNC and the Group due to the termination of the initial public offering application of AVIC Culture as announced by China Securities Regulatory Commission in April 2014. Accordingly, CNC China, China Xinhua NNC and the Group have mutually agreed to terminate the CNC Agreement and the Advertisement Broadcasting Contract (collectively the "CNC Terminations") on the same day. The Board confirms that none of AVIC Culture, CNC China, China Xinhua NNC and the Group has to pay the other party any penalty and/or compensation as a result of the AVIC Termination and the CNC Terminations and none of CNC China, China Xinhua NNC and the Group has to return any of the instalment payment previously received as part of the Payment under the Partial Advertisement Operation Right.

As a result of the AVIC Termination and the CNC Terminations, the outstanding accounts receivable due from China Xinhua NNC in respect of advertisement operation cooperation with AVIC Culture of approximately HK\$9.4 million was assessed to be irrecoverable. In view of this, the Company has written off the aforesaid accounts receivable of approximately HK\$9.4 million for which the Company has made a full provision as at 31 March 2014. In addition, the Group will reduce both the revenue from China Xinhua NNC in respect of the advertisement operation cooperation with AVIC Culture and the profit of the Group for an estimated amount of approximately HK\$9.3 million per year in the subsequent years from 1 April 2014 till 25 August 2016. Apart from the above-mentioned financial impact, the AVIC Termination and the CNC Terminations will not cause any material adverse impact on the existing business or operation of the Group.

## 關連交易 (續)

### 廣告播放合約 (續)

於二零一四年五月二十一日，中航文化與中國新華新聞電視網（中國）以書面共同協定，終止廣告經營合作協議（「中航文化終止」）。有鑑於此，因中國證券監督管理委員會於二零一四年四月宣佈終止中航文化之首次公開發售，中航文化將不再支付餘下尚欠因購買中國新華新聞電視網（中國）之廣告時段款項，而該筆款項繼而將支付予中國新華新聞電視網及本集團。因此，中國新華新聞電視網（中國）、中國新華新聞電視網及本集團於同日經共同協定，終止CNC協議及廣告播放合約（統稱「CNC終止」）。董事會確認，中航文化、中國新華新聞電視網（中國）、中國新華新聞電視網及本集團均毋須因中航文化終止及CNC終止而向另一方支付任何罰款及／或賠償，及中國新華新聞電視網（中國）、中國新華新聞電視網及本集團亦均毋須退回任何之前已收取之作為部分廣告經營權項下之付款。

由於中航文化終止及CNC終止，就與中航文化之廣告經營合作事項而應收中國新華新聞電視網之未償還賬款約9,400,000港元被評估為不可收回。有鑑於此，本公司已撇銷前述應收賬款約9,400,000港元（本公司已於二零一四年三月三十一日就其作出全額撥備）。此外，本集團於二零一四年四月一日至二零一六年八月二十五日期間之每年度將減少就中航文化廣告經營合作事項下來自中國新華新聞電視網獲取之收益以及本集團之溢利估計金額約9,300,000港元。除上述提及之財務影響外，中航文化終止及CNC終止將不會對本集團之現有業務或營運造成任何重大不利影響。

## CONNECTED TRANSACTIONS (Continued)

### CRU Framework Agreement

On 19 December 2012, CNC China and the Ministry of Commerce of the PRC (“MOFCOM”) Department of Foreign Investment Administration (商務部外國投資管理司) entered into an advertisement broadcasting agreement (the “MOFCOM Advertisement Broadcasting Agreement”) in relation to the provision of advertising resources of the television channels controlled by CNC China to broadcast advertisements of the MOFCOM Department of Foreign Investment Administration.

On 25 December 2012, Sichuan Branch of Xinhua News Agency and Yibin Wuliangye Liquor Sales Co., Ltd entered into an advertisement broadcasting agreement (the “Wuliangye Advertisement Broadcasting Agreement”) in relation to the provision of advertising resources of the television channels controlled by CNC China to broadcast advertisements of Yibin Wuliangye Liquor Sales Co., Ltd. On 22 July 2013, CNC China and Sichuan Branch of Xinhua News Agency entered into an advertisement broadcasting authorisation agreement (the “Wuliangye Advertisement Broadcasting Authorisation Agreement”) in relation to the provision of advertising resources of the television channels controlled by CNC China to broadcast advertisements of Yibin Wuliangye Liquor Sales Co., Ltd.

To support the operation of the Company, on 22 July 2014, the Company and CNC China entered into the CRU Framework Agreement, pursuant to which the Company will and will procure its subsidiaries to provide advertising resources on the television channels controlled by the Company to CNC China and its associates for the advertisement businesses of independent third party clients undertaken by them. As consideration, CNC China and its associates will pay advertisement broadcasting fees to the Company and its subsidiaries. The CRU Framework Agreement will have a term of 3 years ending on 31 March 2016.

## 關連交易 (續)

### 頻道資源佔用框架協議

於二零一二年十二月十九日，中國新華新聞電視網(中國)與中國商務部(「商務部」)外國投資管理司訂立廣告播放協議(「商務部廣告播放協議」)，內容有關就播放商務部外國投資管理司之廣告提供由中國新華新聞電視網(中國)控制之電視頻道之廣告資源。

於二零一二年十二月二十五日，新華社四川分社與宜賓五糧液酒類銷售有限責任公司訂立廣告播放協議(「五糧液廣告播放協議」)，內容有關就播放宜賓五糧液酒類銷售有限責任公司之廣告提供由中國新華新聞電視網(中國)控制之電視頻道之廣告資源。於二零一三年七月二十二日，中國新華新聞電視網(中國)與新華社四川分社訂立廣告播放授權協議(「五糧液廣告播放授權協議」)，內容有關就播放宜賓五糧液酒類銷售有限責任公司之廣告提供由中國新華新聞電視網(中國)控制之電視頻道之廣告資源。

為支持本公司之運營，於二零一四年七月二十二日，本公司與中國新華新聞電視網(中國)訂立頻道資源佔用框架協議，據此，本公司將並將促使其附屬公司向中國新華新聞電視網(中國)及其聯營公司就彼等承接之獨立第三方客戶之廣告業務提供由本公司控制之電視頻道之廣告資源。作為代價，中國新華新聞電視網(中國)及其聯營公司將向本公司及其附屬公司支付廣告播放費。頻道資源佔用框架協議將於二零一六年三月三十一日終止，為期三年。



## CONNECTED TRANSACTIONS (Continued)

### CRU Framework Agreement (Continued)

In order to implement the CRU Framework Agreement, on 22 July 2013, Xinhua TV Asia-Pacific entered into a channel resources usage agreement (the "MOFCOM CRU Agreement") with CNC China, pursuant to which Xinhua TV Asia-Pacific agreed to provide advertising resources on its television channels for broadcasting advertisements of the MOFCOM Department of Foreign Investment Administration. On the same day, Xinhua TV Asia-Pacific entered into a channel resources usage agreement (the "Wuliangye CRU Agreement") with CNC China pursuant to which Xinhua TV Asia-Pacific agreed to provide advertising resources on its television channels for broadcasting advertisements of Yibin Wuliangye Liquor Sales Co., Ltd. Both MOFCOM CRU Agreement and Wuliangye CRU Agreement became effective on 22 July 2013 and will end on 31 March 2016.

As consideration for using such advertising resources, CNC China will pay the Group 50% of the advertisement broadcasting fees (after deducting applicable PRC taxes) it receives from the MOFCOM Department of Foreign Investment Administration under the MOFCOM Advertisement Broadcasting Agreement (including those received before the effectiveness of the MOFCOM CRU Agreement); and 50% of the advertisement broadcasting fees (after deducting applicable PRC taxes) it receives from Sichuan Branch of Xinhua News Agency under the Wuliangye Advertisement Broadcasting Authorisation Agreement (including those received before the effectiveness of the Wuliangye CRU Agreement). Such advertisement broadcasting fees that CNC China are entitled to equal to 30% of the advertisement broadcasting fees that Sichuan Branch of Xinhua News Agency receives from Yibin Wuliangye Liquor Sales Co., Ltd. under the Wuliangye Advertisement Broadcasting Agreement (including those received before the effectiveness of the Wuliangye Advertisement Broadcasting Authorisation Agreement).

Since CNC China is a substantial shareholder and a connected person of the Company within the meaning of the GEM Listing Rules, the transactions contemplated under the CRU Framework Agreement constitute continuing connected transactions for the Company pursuant to Chapter 20 of the GEM Listing Rules.

## 關連交易 (續)

### 頻道資源佔用框架協議 (續)

為實施頻道資源佔用框架協議，於二零一三年七月二十二日，新華電視亞太台與中國新華新聞電視網（中國）訂立商務部頻道資源佔用協議（「商務部頻道資源佔用協議」），據此，新華電視亞太台同意提供其電視頻道之廣告資源，以用於播放商務部外國投資管理司的廣告。同日，新華電視亞太台與中國新華新聞電視網（中國）訂立頻道資源佔用協議（「五糧液頻道資源佔用協議」），據此，新華電視亞太台同意提供其電視頻道之廣告資源，用於播放宜賓五糧液酒類銷售有限責任公司的廣告。商務部頻道資源佔用協議及五糧液頻道資源佔用協議均於二零一三年七月二十二日起生效並將於二零一六年三月三十一日終止。

作為佔用該等廣告資源之代價，中國新華新聞電視網（中國）將向本集團支付其根據商務部廣告播放協議自商務部外國投資管理司收取之廣告播放費（經扣除適用之中國稅項後）（包括於商務部頻道資源佔用協議生效前已收取之費用）之50%；及其根據五糧液廣告播放授權協議自新華社四川分社收取之廣告播放費（經扣除適用之中國稅項後）（包括於五糧液頻道資源佔用協議生效前已收取之費用）之50%。中國新華新聞電視網（中國）可獲得之有關廣告播放費等於新華社四川分社根據五糧液廣告播放協議自宜賓五糧液酒類銷售有限責任公司收取之廣告播放費（包括於五糧液廣告播放授權協議生效前已收取之費用）之30%。

由於中國新華新聞電視網（中國）為本公司主要股東及關連人士（定義見創業板上市規則），故根據創業板上市規則第20章，頻道資源佔用框架協議項下擬進行的交易構成本公司之持續關連交易。

## CONNECTED TRANSACTIONS (Continued)

### Announcement Posting Agreement

On 11 June 2014 and 30 June 2013, the Company entered into agreements (the "Announcement Posting Agreements") with Hong Kong Listco Limited ("HKLC") pursuant to which HKLC will provide the Company with the service of dissemination of announcements including hosting and posting of announcements, press releases or other documents as required by the GEM Listing Rules on the website(s) of the Group at a monthly service fee of HK\$750 for a term of one year commencing from 1 July 2014 and 1 July 2013 respectively. HKLC is a company incorporated in Hong Kong and is wholly and beneficially owned by Mr. Chia. The Company considers it more cost effective to engage a professional firm to take up this report posting obligation after listing.

### GEM Listing Rules Implications

Pursuant to Rule 20.41 of the GEM Listing Rules, the transactions contemplated under the Television Broadcasting Right Agreement are subject to the applicable reporting, annual review and disclosure requirements under Chapter 20 of the GEM Listing Rules. The Company will comply with the applicable reporting, disclosure and independent shareholders' approval requirements, as the case may be, under Chapter 20 of the GEM Listing Rules upon any variation or renewal of the Television Broadcasting Right Agreement.

Also pursuant to Rule 20.41 of the GEM Listing Rules, the transactions contemplated under the Advertisement Broadcasting Contract are subject to the applicable reporting, announcement and annual review requirements but exempt from independent shareholders' approval requirement under Chapter 20 of the GEM Listing Rules because the highest applicable percentage ratio of the annual caps, calculated on an annual basis, is more than 0.1% but less than 5%. The Company will comply with the applicable reporting, disclosure and independent shareholders' approval requirements, as the case may be, under Chapter 20 of the GEM Listing Rules upon any variation or renewal of the Advertisement Broadcasting Contract.

## 關連交易 (續)

### 刊登公佈協議

於二零一四年六月十一日及二零一三年六月三十日，本公司與公司資訊網有限公司（「公司資訊網」）訂立協議（「刊登公佈協議」），據此，公司資訊網將向本公司提供公佈發佈服務，包括於本集團網站上安排及刊登公佈、媒體報道或創業板上市規則規定之其他文件，每月服務費為750港元，分別自二零一四年七月一日及二零一三年七月一日起計為期一年。公司資訊網為一間於香港註冊成立之公司，由謝先生全資實益擁有。本公司認為於上市後委聘一間專業公司承擔公佈刊登之責任更具成本效益。

### 創業板上市規則的涵義

根據創業板上市規則第20.41條，根據電視播放權協議項下擬進行之交易須受到創業板上市規則第20章項下適用的申報、年度審閱及披露規定規管。於電視播放權協議作出任何修改或更新後，本公司將遵守創業板上市規則第20章項下適用的申報、披露及獨立股東批准之規定（視乎情況而定）。

此外，根據創業板上市規則第20.41條，由於按年計算之年度上限之最高適用百分比率超過0.1%但低於5%，因此根據廣告播放合約擬進行之交易須受到創業板上市規則第20章項下適用的申報、公告及年度審閱規定規管，但豁免須取得獨立股東批准之規定。於廣告播放合約作出任何修改或更新後，本公司將遵守創業板上市規則第20章項下適用的申報、披露及獨立股東批准之規定（視乎情況而定）。

## CONNECTED TRANSACTIONS (Continued)

### GEM Listing Rules Implications (Continued)

Also pursuant to Rule 20.41 of the GEM Listing Rules, the transactions contemplated under the CRU Framework Agreement are subject to the applicable reporting, announcement and annual review requirements but exempt from independent shareholders' approval requirement under Chapter 20 of the GEM Listing Rules because the highest applicable percentage ratio of the annual caps (including the proposed annual caps of the transactions under Advertisement Broadcasting Contract as mentioned above), calculated on an annual basis, is more than 0.1% but less than 5%. The Company will comply with the applicable reporting, disclosure and independent shareholders' approval requirements, as the case may be, under Chapter 20 of the GEM Listing Rules upon any variation or renewal of the CRU Framework Agreement.

As the annual service fee payable under the Announcement Posting Agreements referred to above are both less than HK\$1.0 million and none of the percentage ratios, on an annual basis, equals or exceeds 5%, and the Announcement Posting Agreements were entered into in the ordinary and usual course of business of the Group, the transactions under the aforesaid agreements are exempt continuing connected transactions of the Company pursuant to Rule 20.33(3)(c) of the GEM Listing Rules, which are exempt from reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

Save as disclosed above, none of the Directors, controlling shareholders and their respective associates has any other conflict of interests with the Group during the Period.

## CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms which are the same as the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company periodically issues notices to its Directors reminding them of the general prohibition on dealing in the Company's listed securities during the blackout periods before the publication of announcements of financial results. The Company has confirmed, having made specific enquiry of the Directors, that all the Directors have complied with the required standards of dealings throughout the Period under review. The Company was not aware of any non-compliance in this respect during the Period.

## 關連交易 (續)

### 創業板上市規則的涵義 (續)

此外，根據創業板上市規則第20.41條，由於按年計算之年度上限（包括上述廣告播放合約項下之交易的建議年度上限）之最高適用百分比率超過0.1%但低於5%，因此根據頻道資源佔用框架協議擬進行之交易須受到創業板上市規則第20章項下適用的申報、公告及年度審閱規定規管，但豁免要取得獨立股東批准之規定。於頻道資源佔用框架協議作出任何修改或更新後，本公司將遵守創業板上市規則第20章項下適用的申報、披露及獨立股東批准之規定（視乎情況而定）。

由於上文所述根據刊登公佈協議應付之年度服務費均低於1,000,000港元且概無年度百分比率等於或超過5%，以及刊登公佈協議乃於本集團日常及一般業務過程中訂立，根據創業板上市規則第20.33(3)(c)條，上述協議項下之交易為本公司之獲豁免持續關連交易，獲豁免遵守創業板上市規則第20章之申報、年度審閱、公告及獨立股東批准之規定。

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

## 董事進行證券交易之行為守則

本公司按與創業板上市規則第5.48至5.67條所載交易必守標準相同的條款採納董事進行證券交易之行為守則。本公司定期向董事發出通知，提醒彼等於刊發財務業績公佈前之禁制期內買賣本公司上市證券之一般禁制規定。經本公司向全體董事作出特別查詢後確認，全體董事於回顧期間一直遵守交易必守標準。據本公司所知，於本期間內並無任何違規事宜。

## CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standards of corporate governance to safeguard the interests of the shareholders and enhance the performance of the Group. The Company has applied the principles and code provisions in the Code on Corporate Governance Practices (the “Code”) as set out in Appendix 15 to the GEM Listing Rules. In the opinion of the Board, the Company has complied with the Code during the Period, except paragraph A.6.7 of the Code. This report further illustrates in detail as to how the Code was applied, inclusive of the considered reasons for any deviation throughout the Period.

Paragraph A.6.7 of the Code requires that independent non-executive directors and non-executive directors shall attend general meetings and develop a balanced understanding of the views of shareholders. The then executive Director, namely Mr. Wu Jin Cai, two executive Directors, namely Dr. Lee Yuk Lun and Mr. Kan Kwok Cheung, a non-executive Director, namely Mr. Li Yong Sheng, the then non-executive Director, namely Ms. Liang Hui and two independent non-executive Directors, namely Mr. Jin Hai Tao and Mr. Chu Siu Lun, Ivan did not attend the annual general meeting of the Company held on 31 July 2014 due to overseas commitment and pre-arranged business engagements. Other Board members, the chairmen of the relevant Board committees and the external auditor of the Company also attended the annual general meeting to inter-face with, and answer questions from the shareholders of the Company.

## AUDIT COMMITTEE

The audit committee of the Company (the “Audit Committee”) was established on 11 August 2010 with terms of reference in compliance with paragraph C.3.3 of the Code. The primary duties of the Audit Committee include, among other things, reviewing and supervising the financial reporting process and internal control systems, as well as the overall risk management of the Group, reviewing the financial statements and the quarterly, interim and annual reports of the Group, and reviewing the terms of engagement and scope of audit work of the external auditors.

## 企業管治守則

本公司一直致力維持高水平之企業管治，務求保障股東利益及提高本集團之表現。本公司已應用創業板上市規則附錄15所載之企業管治守則（「守則」）之原則及守則條文。董事會認為，除守則第A.6.7段外，本公司於本期間內一直遵守守則。本報告進一步詳細說明如何運用守則，包括已於整個期間內任何偏差所考慮之原因。

守則第A.6.7段規定，獨立非執行董事及非執行董事應出席股東大會，對股東之意見有持平之了解。當時執行董事吳錦才先生、兩位執行董事李銻麟博士及簡國祥先生、一位非執行董事李永升先生、當時非執行董事梁慧女士及兩位獨立非執行董事靳海濤先生及朱兆麟先生因海外事務及預先事務安排未有出席本公司於二零一四年七月三十一日舉行之股東週年大會。其他董事會成員、相關董事委員會主席及本公司外聘核數師亦有出席股東週年大會以正面回答本公司股東提問。

## 審核委員會

本公司於二零一零年八月十一日成立審核委員會（「審核委員會」），其職權範圍符合守則第C.3.3條所載規定。審核委員會的主要職責為（其中包括）審閱及監督本集團的財務申報程序、內部監控制度及整體風險管理，審閱本集團的財務報表及季度報告、中期報告及年報，以及審閱外部核數師的聘用條款及審核工作範圍。

The Audit Committee consisted of five members, four of them are independent non-executive Directors and one of them is non-executive Director. As at 30 September 2014, the members of the Audit Committee were Mr. Wong Chung Yip, Kenneth, Mr. Li Yong Sheng, Mr. Jin Hai Tao, Mr. Hau Chi Kit, and Mr. Chu Siu Lun, Ivan. Mr. Wong Chung Yip, Kenneth was the chairman of the Audit Committee.

The Audit Committee had reviewed the unaudited condensed consolidated results of the Group for the Period and is of the opinion that the preparation of such results complied with the applicable accounting standards and that adequate disclosures have been made.

審核委員會由五名成員組成，其中四名為獨立非執行董事而其中一名為非執行董事。於二零一四年九月三十日，審核委員會的成員包括王忠業先生、李永升先生、靳海濤先生、侯志傑先生及朱兆麟先生。王忠業先生為審核委員會主席。

審核委員會已審閱本集團於本期間之未經審核簡明綜合業績，並認為該等業績的編製符合適用會計準則並已作出充分披露。

By Order of the Board  
**CNC Holdings Limited**  
**Zhang Hao**

*Chairman and Executive Director*

承董事會命  
**中國新華電視控股有限公司**  
主席兼執行董事  
**張浩**

Hong Kong, 27 October 2014

香港，二零一四年十月二十七日

*As at the date of this report, the Board comprises the following Directors:*

於本報告日期，董事會由下列董事組成：

*Executive Directors:*

Mr. Zhang Hao  
Mr. Zou Chen Dong  
Dr. Lee Yuk Lun  
Mr. Kan Kwok Cheung  
Mr. Chia Kar Hin, Eric John

*執行董事：*

張浩先生  
鄒陳東先生  
李鏊麟博士  
簡國祥先生  
謝嘉軒先生

*Non-executive Director:*

Mr. Li Yong Sheng

*非執行董事：*

李永升先生

*Independent non-executive Directors:*

Mr. Jin Hai Tao  
Mr. Wong Chung Yip, Kenneth  
Mr. Hau Chi Kit  
Mr. Chu Siu Lun, Ivan

*獨立非執行董事：*

靳海濤先生  
王忠業先生  
侯志傑先生  
朱兆麟先生



中國新華電視控股有限公司  
CNC HOLDINGS LIMITED

