



**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

Third  
Quarterly  
Report  
**2014/15**  
第三季度報告

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

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

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

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

### 香港聯合交易所有限公司（「聯交所」）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 nine months ended 31 December 2014 increased by approximately 20.0% to approximately HK\$ 281.1 million (2013: approximately HK\$234.3 million).
- Loss attributable to owners of the Company for the nine months ended 31 December 2014 increased by approximately 11.6 times to approximately HK\$34.2 million (2013: approximately HK\$2.7 million).
- Basic loss per share for the nine months ended 31 December 2014 was approximately HK1.17 cents (2013: approximately HK0.16 cent).
- The Board does not recommend the payment of any dividend for the nine months ended 31 December 2014.

## 摘要

- 本集團截至二零一四年十二月三十一日止九個月的收益增加約20.0%至約281,100,000港元(二零一三年:約234,300,000港元)。
- 截至二零一四年十二月三十一日止九個月本公司擁有人應佔虧損增加約11.6倍至約34,200,000港元(二零一三年:約2,700,000港元)。
- 截至二零一四年十二月三十一日止九個月的每股基本虧損約為1.17港仙(二零一三年:約0.16港仙)。
- 董事會不建議就截至二零一四年十二月三十一日止九個月派發任何股息。

The board of Directors (the "Board") is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the "Group") for the three months and nine months ended 31 December 2014, together with the unaudited comparative figures for the corresponding periods in 2013, as follows:

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

For the three months and nine months ended 31 December 2014

董事會(「董事會」)欣然宣佈本公司及其附屬公司(統稱「本集團」)截至二零一四年十二月三十一日止三個月及九個月之未經審核簡明綜合業績連同二零一三年同期之未經審核比較數字如下:

### 簡明綜合損益及其他全面收益表(未經審核)

截至二零一四年十二月三十一日止三個月及九個月

	Notes 附註	Nine months ended 31 December 截至十二月三十一日 止九個月		Three months ended 31 December 截至十二月三十一日 止三個月	
		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	3	281,147	234,281	124,309	88,821
Cost of services		(274,028)	(216,424)	(124,229)	(81,514)
Gross profit		7,119	17,857	80	7,307
Other income	4	4,063	30,570	2	30,555
Other gains and losses	5	9,774	45,899	22	27,183
Amortisation expenses		(17,900)	(44,048)	(6,566)	(14,818)
Selling and distribution expenses		(657)	(43)	(657)	(43)
Administrative expenses		(24,840)	(20,975)	(8,303)	(5,958)
(Loss)/profit from operations	7	(22,441)	29,260	(15,422)	44,226
Finance costs		(15,197)	(32,025)	3,972	(10,682)
(Loss)/profit before income tax		(37,638)	(2,765)	(11,450)	33,544
Income tax	8	3,436	60	1,865	(2,312)
(Loss)/profit for the period		(34,202)	(2,705)	(9,585)	31,232
Other comprehensive income Items that may be classified subsequently to profit or loss:					
Exchange differences on translating foreign operations		182	-	95	-
Other comprehensive income for the period, net of income tax		182	-	95	-
Total comprehensive (loss)/income for the period		(34,020)	(2,705)	(9,490)	31,232
(Loss)/profit for the period attributable to owners of the Company		(34,202)	(2,705)	(9,585)	31,232
Total comprehensive (loss)/income for the period attributable to owners of the Company		(34,020)	(2,705)	(9,490)	31,232
(Loss)/earnings per share attributable to owners of the Company	10				
- Basic (HK cent(s))		(1.17)	(0.16)	(0.26)	1.86
- Diluted (HK cent(s))		(1.17)	(0.16)	(0.28)	0.86

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

## 簡明綜合權益變動表（未經審核）

For the nine months ended 31 December 2014 截至二零一四年十二月三十一日止九個月

		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	-	-	-	-	-	(34,202)	(34,202)
Other comprehensive income for the period, net of tax:	期內其他全面收入，扣除稅項：							
Items that may be classified subsequently to profit or loss:	其後可能分類至損益之項目：							
Exchange differences on translating foreign operations	換算境外業務之匯兌差額	-	-	-	182	-	-	182
Total comprehensive income/(loss) for the period	期內全面收入／（虧損）總額	-	-	-	182	-	(34,202)	(34,020)
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 31 December 2014 (unaudited)	於二零一四年十二月三十一日 （未經審核）	3,693	1,155,013	7,932	227	9,868	(1,265,609)	(88,876)
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	-	-	-	-	-	(2,705)	(2,705)
As at 31 December 2013 (unaudited)	於二零一三年十二月三十一日 （未經審核）	1,674	735,089	17,381	-	9,868	(802,820)	(38,808)

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 未經審核簡明綜合財務報表附註

For the nine months ended 31 December 2014 截至二零一四年十二月三十一日止九個月

### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 15 March 2010 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The registered office and principal place of business of the Company are located at the offices of Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and Rooms 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 third quarterly financial statements for the nine months ended 31 December 2014 (the "Quarterly Financial Statements") have been prepared to comply with the disclosure requirements of the GEM Listing Rules.

### 1. 一般資料

本公司於二零一零年三月十五日根據開曼群島公司法第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。

本公司之主要業務為投資控股·而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及於中國從事大型戶外顯示屏廣告業務。

### 2. 呈列基準及主要會計政策

吾等已編製截至二零一四年十二月三十一日止九個月之未經審核簡明綜合第三季度財務報表(「季度財務報表」)以遵守創業板上市規則之披露規定。

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

The accounting policies and method of the computation used in the preparation of the Quarterly Financial Statements are consistent with those used in the annual report for the year ended 31 March 2014. The Directors reviewed and assessed the classification of the Group's investments in joint arrangements in accordance with the requirements of Hong Kong Financial Reporting Standard 11 ("HKFRS 11") "Joint Arrangements". The Directors concluded that the Group's investments in jointly controlled entities under HKAS 31 during the three months and nine months ended 31 December 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 quarterly financial statements for the three months and nine months ended 31 December 2013 is as follows:

## 2. 呈列基準及主要會計政策 (續)

編製季度財務報表所用之會計政策及計算方式與截至二零一四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(「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，截至二零一三年十二月三十一日止三個月及九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十二月三十一日止三個月及九個月之未經審核簡明綜合季度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 nine months ended 31 December 2013 by line items presented in the unaudited condensed consolidated statement of profit or loss and other comprehensive income is as follows:

		Nine months ended 31 December 2013 截至 二零一三年 十二月三十一日 止九個月 (Unaudited) (未經審核) HK\$'000 千港元	Three months ended 31 December 2013 截至 二零一三年 十二月三十一日 止三個月 (Unaudited) (未經審核) HK\$'000 千港元
(Decrease)/increase in revenue	收益(減少)/增加	(247)	242
Increase/(decrease) in share of results of jointly controlled entities	分佔共同控制實體之 業績增加/(減少)	205	(203)
Decrease in administrative expenses	行政開支減少	1	1
Decrease/(increase) in income tax	所得稅減少/(增加)	41	(40)
Net change in (loss)/profit for the period	期內(虧損)/溢利變動淨額	<u>—</u>	<u>—</u>

There is no impact on (loss)/earnings per share.

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

## 2. 呈列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十二月三十一日止三個月及九個月之業績之影響如下：

		Nine months ended 31 December 2013 截至 二零一三年 十二月三十一日 止九個月 (Unaudited) (未經審核) HK\$'000 千港元	Three months ended 31 December 2013 截至 二零一三年 十二月三十一日 止三個月 (Unaudited) (未經審核) HK\$'000 千港元
(Decrease)/increase in revenue	收益(減少)/增加	(247)	242
Increase/(decrease) in share of results of jointly controlled entities	分佔共同控制實體之 業績增加/(減少)	205	(203)
Decrease in administrative expenses	行政開支減少	1	1
Decrease/(increase) in income tax	所得稅減少/(增加)	41	(40)
Net change in (loss)/profit for the period	期內(虧損)/溢利變動淨額	<u>—</u>	<u>—</u>

概無對每股(虧損)/盈利造成任何影響。

本集團已採納於二零一四年四月一日或之後開始之會計期間生效之香港財務報告準則(「香港財務報告準則」)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季度財務報表造成重大影響，且不會令本集團之會計政策出現重大變動。



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

The Quarterly 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.

## 3. REVENUE

Revenue recognised during the three months and nine months ended 31 December 2014 and 2013 were as follows:

Revenue from construction works	建築工程所得之收益
Advertising income	廣告收入

## 2. 呈列基準及主要會計政策 (續)

季度財務報表乃根據歷史成本慣例編製，並以亦為本公司功能貨幣之港元（「港元」）呈列。

## 3. 收益

於截至二零一四年及二零一三年十二月三十一日止三個月及九個月確認之收益如下：

Nine months ended 31 December 截至十二月三十一日 止九個月		Three months ended 31 December 截至十二月三十一日 止三個月	
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)
272,239	221,176	119,329	81,053
8,908	13,105	4,980	7,768
<b>281,147</b>	<b>234,281</b>	<b>124,309</b>	<b>88,821</b>

#### 4. OTHER INCOME

Other income recognised during the three months and nine months ended 31 December 2014 and 2013 were as follows:

#### 4. 其他收入

於截至二零一四年及二零一三年十二月三十一日止三個月及九個月確認之其他收入如下：

		Nine months ended 31 December 截至十二月三十一日 止九個月		Three months ended 31 December 截至十二月三十一日 止三個月	
		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)
Interest income	利息收入	5	16	2	2
Waiver of interests on convertible notes and promissory note	免除可換股票據及 承兌票據之利息	4,054	30,404	-	30,404
Sundry income	雜項收入	4	150	-	149
		<b>4,063</b>	<b>30,570</b>	<b>2</b>	<b>30,555</b>

## 5. OTHER GAINS AND LOSSES

Other gains and losses recognised during the three months and nine months ended 31 December 2014 and 2013 were as follows:

## 5. 其他收益及虧損

於截至二零一四年及二零一三年十二月三十一日止三個月及九個月確認之其他收益及虧損如下：

	Nine months ended 31 December 截至十二月三十一日 止九個月		Three months ended 31 December 截至十二月三十一日 止三個月	
	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	(210)	116	(146)	45
Gain arising on extension of promissory note	8,708	-	-	-
Net gains on disposal of property, plant and equipment	1,092	8	168	-
Realised gain arising on change in fair value of financial assets at fair value through profit or loss	184	27,453	-	29,049
Unrealised gain/(loss) arising on change in fair value of financial assets at fair value through profit or loss	-	18,322	-	(1,911)
	<b>9,774</b>	<b>45,899</b>	<b>22</b>	<b>27,183</b>

## 6. SEGMENT INFORMATION

Information reported to the executive Directors, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. Our business segments include:

- (i) Provision of waterworks engineering services – Provision of waterworks engineering services, road works, 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 the 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。本集團之業務分部包括：

- (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之資源以及涉及不同之營運手法，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之收益及業績分析如下。

## 6. SEGMENT INFORMATION (Continued)

For the nine months ended 31 December 2014

## 6. 分部資料 (續)

截至二零一四年十二月三十一日止九個月

		Provision of waterworks engineering services	Television broadcasting business	Large outdoor display screen advertisement business	Elimination	Total
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Revenue from external customers	來自外部客戶之收益	272,239	8,236	672	-	281,147
Inter-segment sale	分部間銷售	-	788	-	(788)	-
Other income and gains	其他收入及收益	3	15	-	-	18
<b>Reportable segment revenue</b>	<b>可呈報分部收益</b>	<b>272,242</b>	<b>9,039</b>	<b>672</b>	<b>(788)</b>	<b>281,165</b>
<b>Reportable segment results</b>	<b>可呈報分部業績</b>	<b>(1,014)</b>	<b>(19,431)</b>	<b>(1,940)</b>	<b>-</b>	<b>(22,385)</b>
Unallocated corporate income	未分配企業收入					12,951
Unallocated expenses	未分配開支					(13,007)
Finance costs	融資成本					(15,197)
<b>Loss before income tax</b>	<b>除所得稅前虧損</b>					<b>(37,638)</b>

For the nine months ended 31 December 2013 (Restated)

截至二零一三年十二月三十一日止九個月  
(經重列)

		Provision of waterworks engineering services	Television broadcasting business	Large outdoor display screen advertisement business	Total
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Revenue from external customers	來自外部客戶之收益	221,176	11,105	2,000	234,281
Other income and gains	其他收入及收益	159	73	-	232
<b>Reportable segment revenue</b>	<b>可呈報分部收益</b>	<b>221,335</b>	<b>11,178</b>	<b>2,000</b>	<b>234,513</b>
<b>Reportable segment results</b>	<b>可呈報分部業績</b>	<b>5,319</b>	<b>(39,777)</b>	<b>880</b>	<b>(33,578)</b>
Unallocated corporate income	未分配企業收入				79,768
Unallocated expenses	未分配開支				(16,930)
Finance costs	融資成本				(32,025)
<b>Loss before income tax</b>	<b>除所得稅前虧損</b>				<b>(2,765)</b>

## 6. SEGMENT INFORMATION (Continued)

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales for the nine months ended 31 December 2013.

Segment profit/(loss) represents the profit earned/loss incurred by each segment without allocation of interest income, finance costs, gain arising on extension of promissory note, realised gain arising on change in fair value of financial assets at fair value through profit or loss, unrealised gain arising on change in fair value of financial assets at fair value through profit or loss, waiver of interests on convertible notes and promissory note and income tax. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance.

## 7. (LOSS)/PROFIT FROM OPERATIONS

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

Amortisation of intangible assets (included in amortisation expenses)	無形資產攤銷 (包括於攤銷開支中)
Amortisation of film rights (included in amortisation expenses)	電影版權攤銷 (包括於攤銷開支中)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊

## 6. 分部資料 (續)

上文所呈報的分部收益指來自外部客戶之收益。截至二零一三年十二月三十一日止九個月並無分部間銷售。

分部溢利／(虧損)為各分部在未分配利息收入、融資成本、延長承兌票據產生之收益、透過損益按公平值入賬之金融資產公平值變動產生之已變現收益、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、免除可換股票據及承兌票據之利息及所得稅前所賺取的溢利／產生的虧損。此乃向主要營運決策者呈報以供其分配資源及評估分部表現之基準。

## 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：

Nine months ended 31 December 截至十二月三十一日 止九個月		Three months ended 31 December 截至十二月三十一日 止三個月	
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
16,545	43,873	5,535	14,678
1,355	175	1,031	140
<b>13,645</b>	<b>10,889</b>	<b>4,684</b>	<b>4,180</b>

## 8. INCOME TAX

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

		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	– 當期	369	4,822	13	4,890
– over-provision in prior years	– 過往年度超額撥備	(55)	–	–	–
		<b>314</b>	4,822	<b>13</b>	4,890
Deferred tax	遞延稅項				
– current period	– 當期	(3,750)	(4,882)	(1,878)	(2,578)
Income tax	所得稅	<b>(3,436)</b>	(60)	<b>(1,865)</b>	2,312

Hong Kong profits tax is calculated at 16.5% (2013: 16.5%) on the estimated assessable profits arising in Hong Kong during each of the three months and nine months ended 31 December 2014 and 2013.

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

## 8. 所得稅

未經審核簡明綜合損益及其他全面收益表之所得稅金額如下：

		Nine months ended 31 December 截至十二月三十一日 止九個月	Three months ended 31 December 截至十二月三十一日 止三個月
		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	– 當期	369	4,822
– over-provision in prior years	– 過往年度超額撥備	(55)	–
		<b>314</b>	4,822
Deferred tax	遞延稅項		
– current period	– 當期	(3,750)	(4,882)
Income tax	所得稅	<b>(3,436)</b>	(60)

香港利得稅按截至二零一四年及二零一三年十二月三十一日止三個月及九個月各期間於香港產生之估計應課稅溢利之16.5% (二零一三年: 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。

## 8. INCOME TAX (Continued)

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 the three months and nine months ended 31 December 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 the three months and nine months ended 31 December 2014 and 2013.

## 9. DIVIDENDS

The Board does not recommend the payment of any dividend for each of the three months and nine months ended 31 December 2014 respectively (2013: Nil).

## 10. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculations of basic loss per Share for the three months and nine months ended 31 December 2014 are based on the unaudited consolidated loss of approximately HK\$9,585,000 and approximately HK\$34,202,000 attributable to owners of the Company for each of the three months and nine months ended 31 December 2014 respectively (unaudited consolidated results for the three months and nine months ended 31 December 2013: profit of approximately HK\$31,232,000 and loss of approximately HK\$2,705,000 respectively) and the weighted average number of 3,693,309,131 Shares and 2,922,464,554 Shares in issue for the three months and nine months ended 31 December 2014 (weighted average number of Shares in issue for the three months and nine months ended 31 December 2013: 1,674,735,664 and 1,674,735,664 respectively) as if they had been in issue throughout the periods.

## 8. 所得稅 (續)

截至二零一四年及二零一三年十二月三十一日止三個月及九個月各期間，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十二月三十一日止三個月及九個月各期間，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。

## 9. 股息

董事會不建議派付分別截至二零一四年十二月三十一日止三個月及九個月各期間之任何股息（二零一三年：無）。

## 10. 本公司擁有人應佔每股（虧損）／盈利

截至二零一四年十二月三十一日止三個月及九個月的每股基本虧損，按截至二零一四年十二月三十一日止三個月及九個月各期間本公司擁有人應佔未經審核綜合虧損約9,585,000港元及約34,202,000港元（截至二零一三年十二月三十一日止三個月及九個月未經審核綜合業績分別為：溢利約31,232,000港元及虧損約2,705,000港元）與截至二零一四年十二月三十一日止三個月及九個月已發行股份加權平均數分別為3,693,309,131股及2,922,464,554股（截至二零一三年十二月三十一日止三個月及九個月已發行股份加權平均數：分別為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。



## 10. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY (Continued)

The calculation of diluted loss per Share for the three months ended 31 December 2014 are based on approximately HK\$14,380,000, being the unaudited consolidated loss attributable to owners of the Company of approximately HK\$9,585,000 as used in the calculation of basic loss per Share plus over-provision of effective interest expenses on convertible notes of approximately HK\$4,795,000. The weighted average number of Shares used in the calculation of diluted loss per Share was 5,106,728,570 Shares, calculated based on the weighted average number of 3,693,309,131 Shares in issue during three months ended 31 December 2014 as used in the calculation of the basic loss per Share plus the weighted average number of 1,413,419,439 Shares deemed to be issued at no consideration as if all the Company's outstanding convertible notes had been exercised.

The calculation of diluted earnings per Share for the three months ended 31 December 2013 was based on approximately HK\$41,225,000, being the unaudited consolidated profit attributable to owners of the Company of approximately HK\$31,232,000 as used in the calculation of basic earnings per Share plus effective interest expenses on convertible notes of approximately HK\$9,993,000. The weighted average number of Shares used in the calculation of diluted earnings per Share was 4,771,828,572 Shares, calculated based on the weighted average number of 1,674,735,664 Shares in issue during three months ended 31 December 2013 as used in the calculation of the basic earnings per Share plus the weighted average number of 3,097,092,908 Shares deemed to be issued at no consideration as if all the Company's convertible notes had been exercised.

The diluted loss per Share for the nine months ended 31 December 2014 and 31 December 2013 are not presented as the potential ordinary Shares had an anti-dilutive effect on the basic loss per Share for the periods.

## 10. 本公司擁有人應佔每股(虧損)/盈利(續)

截至二零一四年十二月三十一日止三個月的每股攤薄虧損，按約14,380,000港元(即用於計算每股基本虧損時本公司擁有人應佔未經審核綜合虧損約9,585,000港元加可換股票據之實際利息開支超額撥備約4,795,000港元)計算。用於計算每股攤薄虧損之加權平均股數為5,106,728,570股股份，按用於計算每股基本虧損時截至二零一四年十二月三十一日止三個月已發行股份加權平均數3,693,309,131股加猶如本公司之全部尚未行使可換股票據已獲行使而視為無償發行之加權平均股數1,413,419,439股計算。

截至二零一三年十二月三十一日止三個月的每股攤薄盈利，按約41,225,000港元(即用於計算每股基本盈利時本公司擁有人應佔未經審核綜合溢利約31,232,000港元加可換股票據之實際利息開支約9,993,000港元)計算。用於計算每股攤薄盈利之加權平均股數為4,771,828,572股股份，按用於計算每股基本盈利時截至二零一三年十二月三十一日止三個月已發行股份加權平均數1,674,735,664股加猶如本公司之全部可換股票據已獲行使而視為無償發行之加權平均股數3,097,092,908股計算。

由於潛在普通股對相關期間每股基本虧損造成反攤薄影響，故並無呈列截至二零一四年十二月三十一日及二零一三年十二月三十一日止九個月之每股攤薄虧損。

## 11. SHARE CAPITAL

## 11. 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 31 December 2014 (Unaudited)	於二零一四年四月一日（經審核）及 二零一四年十二月三十一日 （未經審核）	500,000,000,000	500,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
As at 1 April 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 1)	根據配售發行股份（附註1）	334,900,000	335
Issue of Shares pursuant to conversion of convertible notes (note 2)	根據兌換可換股票據發行股份（附註2）	1,377,551,019	1,378
As at 31 December 2014 (Unaudited)	於二零一四年十二月三十一日 （未經審核）	3,693,309,131	3,693

### Notes:

- (1) 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 places 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 places. 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：

- (1) 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，而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，而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。

## 11. SHARE CAPITAL (Continued)

Notes: (Continued)

- (2) During the nine months ended 31 December 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 notes, 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, Murtsa Capital Management Limited, the holder of convertible notes, 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 notes, 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 News Network Co., Limited ("China Xinhua NNC"), the holder of convertible notes, 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.

## 11. 股本 (續)

附註：(續)

- (2) 於截至二零一四年十二月三十一日止九個月，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，可換股票據持有人 Murtsa Capital Management Limited 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有限公司（「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。

## 12. EVENTS AFTER THE REPORTING PERIOD

1. On 28 October 2014, the Company and a wholly-owned subsidiary of the Company (the “Purchaser”) entered into a sale and purchase agreement with several independent third parties pursuant to which (i) the Purchaser will acquire 65% of the issued share capital of the target company (the “Target Company”), a company incorporated in the BVI with limited liability, which will become the indirect holding company of Divitone Technology Co., Ltd (深圳市數視通科技股份有限公司) (the “PRC Target Company”) upon completion of the reorganisation; (ii) the Purchaser will then hold 44% of the enlarged registered capital of Hebei Grand Sky TV Co., Limited (河北冀廣天空電視股份有限公司) (the “JV Company”), a company in which the PRC Target Company held 49% interests before the reorganisation; and (iii) another subsidiary of the Company will directly hold 10% of the enlarged registered capital of the JV Company. As a result, each of the Target Company, the PRC Target Company and the JV Company will become non-wholly owned subsidiaries of the Company. The consideration is Renminbi (“RMB”)136,500,000, which will be satisfied by the issue and allotment of the ordinary shares of the Company at HK\$0.38 each. The acquisition has not yet completed as at date of this report. Further details of the acquisition were set out in the Company’s announcement dated 3 November 2014.
2. On 8 December 2014, the Group entered into a sale and purchase agreement with an independent third party pursuant to which a wholly-owned subsidiary of the Company will acquire 60% of the issued share capital of Xinhua Afanti Asset Management Limited (formerly known as Afanti Asset Management Limited) at the consideration of HK\$1,000,000. The acquisition has not yet completed as at date of this report and the acquisition is subject to approval of Securities and Futures Commission.

## 12. 報告期後事項

1. 於二零一四年十月二十八日，本公司及本公司之一間全資附屬公司（「買方」）與若干獨立第三方訂立買賣協議，據此，(i)買方將收購目標公司（「目標公司」，一間於英屬處女群島註冊成立之有限公司，並將於重組完成後成為深圳市數視通科技股份有限公司（「中國目標公司」）之間接控股公司）已發行股本之65%；(ii)買方繼而將持有河北冀廣天空電視股份有限公司（「合營公司」，一間於重組前由中國目標公司持有49%權益之公司）經擴大註冊資本之44%；及(iii)本公司之另一附屬公司將直接持有合營公司經擴大註冊資本之10%。因此，目標公司、中國目標公司及合營公司各自將成為本公司之非全資附屬公司。代價為人民幣（「人民幣」）136,500,000元，將按每股0.38港元發行及配發本公司普通股結付。該收購於本報告日期尚未完成。收購事項之進一步詳情載於本公司日期為二零一四年十一月三日之公佈。
2. 於二零一四年十二月八日，本集團與一名獨立第三方訂立買賣協議，據此，本公司之一間全資附屬公司將以代價1,000,000港元收購新華智盛資產管理有限公司（前稱為智盛資本管理有限公司）已發行股本之60%。該收購於本報告日期尚未完成及待證券及期貨事務監察委員會批准後，該收購方可作實。

## 12. EVENTS AFTER THE REPORTING PERIOD (Continued)

- On 9 December 2014, the Company entered into a supplemental deed with China Xinhua NNC, pursuant to which the maturity date of the outstanding convertible notes will be extended for 3 years to 9 December 2017 and the interest rate of the outstanding convertible notes will be amended from 5% per annum to 3% per annum for the extended period, being 9 December 2014 to 9 December 2017. The amendments of terms and conditions are approved by the shareholders of the Company at the extraordinary general meeting on 21 January 2015 and by the Stock Exchange on 22 January 2015. Further details of the amendments of terms and conditions were set out in the Company's announcements dated 10 December 2014 and 21 January 2015 and the Company's circular dated 6 January 2015.

## 13. COMPARATIVES

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

## 12. 報告期後事項 (續)

- 於二零一四年十二月九日，本公司與中國新華新聞電視網訂立補充契據，據此，尚未行使可換股票據之到期日將延長三年至二零一七年十二月九日，而尚未行使可換股票據之利率將於延長期間（即二零一四年十二月九日至二零一七年十二月九日）由每年5%修訂為每年3%。條款及條件之修訂於二零一五年一月二十一日於股東特別大會上由本公司股東批准並於二零一五年一月二十二日由聯交所批准。條款及條件之修訂之進一步詳情載於本公司日期為二零一四年十二月十日及二零一五年一月二十一日之公佈及本公司日期為二零一五年一月六日之通函。

## 13. 比較數字

如季度財務報表附註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季度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，且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 advertisement business in the PRC. During the nine months ended 31 December 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 advertisement business.

#### Provision of waterworks engineering 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 is related to provision of drainage services. Details of the contracts undertaken are set out below:

	<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	白石角食水配水庫的擴建工程
	3/WSD/13	Mainlying near She Shan Tsuen, Tai Po
	3/WSD/13	大埔區山村附近敷設水管

### 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。截至二零一四年十二月三十一日止九個月（「本期間」），本集團繼續專注於在香港為公營部門提供水務工程服務，並進一步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。於該八項合約中，其中五項與提供水務工程服務有關，其餘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
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 sewage, stage 2, phase 1
	DC/2012/07	林村谷污水收集系統－第2階段第1期
	DC/2012/08	Lam Tsuen Valley Sewerage – village sewage, stage 2, phase 2
	DC/2012/08	林村谷污水收集系統－第2階段第2期
	5/WSD/13	Replacement and rehabilitation of water mains, stage 4 phase 1 and stage 4 phase 2 – mains in Northern and Eastern New Territories
	5/WSD/13	更換及修復水管工程第4階段第1期及第4階段 第2期－新界北部及東部水管工程

During the Period, the two contracts with contracts numbered 5/WSD/13 and 8/WSD/10 were the main contributors to the Group's revenue, which generated approximately HK\$123.1 million and approximately HK\$36.7 million of the Group's total revenue respectively.

於本期間內，合約編號為5/WSD/13及8/WSD/10之兩項合約是本集團的主要收益來源，於本集團之總收益中分別產生收益約123,100,000港元及約36,700,000港元。

## 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 China Xinhua News Network Channel and China Xinhua News Network World Channel (collectively the "CNC Channels").

The production of documentary television feature programme of the Company "Macau, Macau" for the purpose of marking the 15th anniversary of the transfer of sovereignty over Macau to the PRC has been completed during the Period. The documentary television feature programme "Macau, Macau" debuted on 1 December 2014 at a special premiere held at The Venetia Macao and was broadcasted on the CNC Channels in over 70 countries from 18 December 2014 with good response. The production of documentary television feature programme "Macau, Macau" was supported by the subsidy from Macau Government Tourist Office. In addition to CNC Channels, the Company has granted the licence of certain television feature programmes, such as "Hong Kong, Hong Kong" and "Macau Macau", to Asia Television Limited in respect of broadcasting these television feature programmes on its channels in Hong Kong and Central and South America so as to boost up the audience rating.

In addition to the good response from audience, the television feature programme "ICAC" has been awarded the third honor of the television documentary films in the 27th China TV Golden Eagle Award (第二十七屆中國電視金鷹獎) of the China TV Golden Eagle Award Organising Committee (中國電視金鷹獎組織委員會). It affirmed the production quality and success of the self-produced features of the Company. In the future, with the great success of television feature programmes, 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，並擴大中國新華電視中文台及中國新華電視英語台（統稱「CNC頻道」）之全球覆蓋範圍。

本公司製作之電視紀錄片《澳門、澳門》以紀念澳門主權移交中國十五週年已於本期間內完成。該電視紀錄片《澳門、澳門》於二零一四年十二月一日在澳門威尼斯人舉行之特別首映禮上首播，及自二零一四年十二月十八日起於超過70個國家在CNC頻道上播放並獲得好評。該電視紀錄片《澳門、澳門》由澳門特別行政區政府旅遊局資助製作。除CNC頻道外，本公司已就於香港及中南美之亞洲電視有限公司頻道播放若干電視專題節目，例如《香港、香港》及《澳門、澳門》，向亞洲電視有限公司授出該等電視專題節目之授權，以提升收視率。

除得到觀眾好評外，電視專題節目《廉政公署》已在中國電視金鷹獎組織委員會第二十七屆中國電視金鷹獎中榮獲電視紀錄片三等獎，肯定了本公司自行製作節目之質素與成功。未來，隨著電視專題節目取得巨大成功，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. The Group has constructed and installed LED displays in Sichuan Chengdu, Jiangsu Xuyi, Jiangsu Kunshan and Yuangzhou and set up the networked LED control platform in which the LED displays can be managed and connected through a centralized network. In order to increase the effectiveness on cost-saving and obtain higher profit growth, the Group has formed a joint operation arrangement in respect of construction and operation of LED display in Yangzhou jointly during the Period. As such, it 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. 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 the business segment 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。本集團已於四川成都、江蘇盱眙、江蘇昆山及揚州建設並安裝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。為提高節約成本之成效並獲得更高之利潤增長，本集團已於本期間內就於揚州共同建造及經營LED顯示屏訂立合營安排。因此，其可令本集團與對方分擔建造及經營成本，同時亦可享受合營產生之廣告收入。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分部。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 revenue of approximately HK\$281.1 million (2013: approximately HK\$234.3 million), representing an increase of approximately 20.0% 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 96.8% and 3.2% 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. During the Period, the Group derived advertising revenue of approximately HK\$8.2 million (2013: approximately HK\$11.1 million) from television broadcasting business and approximately HK\$0.7 million (2013: approximately 2.0 million) from 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\$198.5 million (2013: approximately HK\$194.9 million), representing approximately 70.6% (2013: approximately 83.2%) of the total revenue for the Period. On the other hand, the aggregated revenue generated from the undertaking of waterworks contracts in the capacity of a main contractor and jointly controlled operator amounted to approximately HK\$73.7 million (2013: approximately HK\$26.2 million), representing approximately 26.2% (2013: approximately 11.2%) 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281,100,000港元（二零一三年：約234,300,000港元），較去年同期增加約20.0%。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96.8%及3.2%。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。於本期間內，本集團自電視播放業務及大型戶外顯示屏廣告業務分別產生廣告收益約8,200,000港元（二零一三年：約11,100,000港元）及約700,000港元（二零一三年：約2,000,000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198,500,000港元（二零一三年：約194,900,000港元），佔本期間總收益約70.6%（二零一三年：約83.2%）。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合共約73,700,000港元（二零一三年：約26,200,000港元）之收益，佔本期間總收益約26.2%（二零一三年：約11.2%）。

## Cost of services

The Group's cost of services for the Period increased by approximately 26.6% to approximately HK\$274.0 million for the Period (2013: approximately HK\$216.4 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 60.1% to approximately HK\$7.1 million (2013: approximately HK\$17.9 million) as compared with that for the same period of the previous year. The gross profit margin of the Group was approximately 2.5% (2013: approximately 7.6%) for the Period. 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 decreased by approximately 86.7% to approximately HK\$4.1 million (2013: approximately HK\$30.6 million) as compared with that for the same period of the previous year. The other income was mainly consisted of the waiver of interests on promissory note from the noteholder during the Period. The decrease in other income was mainly due to the recognition of one-off item, i.e., waiver of interests on convertible notes of approximately HK\$30.4 million from certain noteholders, in the nine months ended 31 December 2013.

## 服務成本

本集團於本期間之服務成本為約274,000,000港元(二零一三年:約216,400,000港元),較去年同期增加約26.6%。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7,100,000港元(二零一三年:約17,900,000港元),較去年同期減少約60.1%。本集團於本期間之毛利率為約2.5%(二零一三年:約7.6%)。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30,600,000港元),較去年同期減少約86.7%。其他收入主要包括票據持有人於本期間內免除承兌票據之利息。其他收入減少主要由於截至二零一三年十二月三十一日止九個月確認之一次性項目(即若干票據持有人免除可換股票據利息約30,400,000港元)所致。

### Other gains and losses

The Group's other gains and losses for the Period decreased by approximately 78.7% to approximately HK\$9.8 million (2013: approximately HK\$45.9 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 59.4% to approximately HK\$17.9 million (2013: approximately HK\$44.0 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.

### Selling and distribution expenses

The Group's selling and distribution expenses for the Period increased by approximately 14.3 times to approximately HK\$0.7 million (2013: approximately HK\$43,000) as compared with that for the same period of the previous year. The selling and distribution expenses mainly consisted of advertising expenses for the television broadcasting business. The increase in selling and distribution expenses was mainly due to the increase in marketing effort in promotion of television feature programme "Macau Macau" during the Period.

### Administrative expenses

The Group's administrative expenses for the Period increased by approximately 18.4% to approximately HK\$24.8 million (2013: approximately HK\$21.0 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.

### 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45,900,000港元),較去年同期減少約78.7%。其他收益及虧損減少乃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17,900,000港元(二零一三年:約44,000,000港元),較去年同期減少約59.4%。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。攤銷開支減少乃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。

### 銷售及分銷開支

本集團於本期間之銷售及分銷開支為約700,000港元(二零一三年:約43,000港元),較去年同期增加約14.3倍。銷售及分銷開支主要包括電視播放業務之廣告費。銷售及分銷開支增加乃主要由於於本期間內宣傳電視專題節目《澳門·澳門》之營銷投入增加所致。

### 行政開支

本集團於本期間之行政開支為約24,800,000港元(二零一三年:約21,000,000元),較去年同期增加約18.4%。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。

## Finance costs

The Group's finance costs for the Period decreased by approximately 52.5% to approximately HK\$15.2 million (2013: approximately HK\$32.0 million) as compared with that for the same period of the previous year. The finance costs mainly consist of interest expenses for the promissory note and convertible notes. The decrease in finance costs was mainly due to over-provision of interest expenses of convertible notes which were resulted from the exercise of conversion rights of convertible notes by certain noteholders.

## Net Loss

The net loss attributable to owners of the Company for the Period increased by approximately 11.6 times to approximately HK\$34.2 million (2013: approximately HK\$2.7 million) as compared with that for the same period of the previous year. The increase in net loss was mainly resulted from decrease in gross profit, other income and other gains and losses for the Period.

## Loss per Share

The basic loss per Share for the Period was approximately HK1.17 cents (2013: approximately HK0.16 cent).

## 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 Group will continue to streamline and strengthen its existing businesses and operations to meet the challenges ahead. 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.

## 融資成本

本集團於本期間之融資成本為約15,200,000港元(二零一三年:約32,000,000港元),較去年同期減少約52.5%。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票據持有人行使其可換股票據兌換權而導致可換股票據之利息開支超額撥備所致。

## 淨虧損

於本期間之本公司擁有人應佔淨虧損為約34,200,000港元(二零一三年:約2,700,000港元),較去年同期增加約11.6倍。淨虧損之增加乃主要由於本期間之毛利、其他收入以及其他收益及虧損減少所致。

## 每股虧損

於本期間之每股基本虧損為約1.17港仙(二零一三年:約0.16港仙)。

## 前景

於本期間,本集團充分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。本集團將持續精簡及加強其現有業務及營運以應付未來之挑戰。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 engineering services

The Group's waterworks engineering services remains the major source of revenue of the Group. 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.

Due to 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 Hong Kong economy is expected to continue its moderate growth, particularly for the construction industry. During the Period, the Group has incurred a slightly loss in this segment result due to the combined effect of increasing labour and other costs and also the recognition of a large portion of revenue and gross profit of certain projects in the early stage in the prior years. Taking into account the construction industry in Hong Kong, the Group still remains prudently optimistic about the business outlook on this segment. 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 for bidding 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。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。

由於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，香港經濟預期會持續溫和增長，尤其是工程業。於本期間內，本集團於該分部業績已產生輕微虧損，此乃由於勞動力及其他成本不斷上漲以及若干項目之收益及毛利之大部分已於過往年度之初期階段確認之綜合影響所致。考慮到香港工程業，本集團對此分部之業務前景仍保持審慎樂觀。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節省、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. 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 the CNC Channels, the Group continued to strengthen and rejuvenate its marketing and sales team internally. Besides, we have established valuable relationships with our existing customers and service providers in a view to providing better services to customers with low costs which in turn to improve its profitability. 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 enlarging its market share, improving its market image and developing new contents, including the production of crowd pleasing materials that cater to the tastes of the main stream audience. The Company is now preparing to produce a documentary television feature programme regarding the background and history of The University of Macau which is estimated to be completed in year 2015.

## 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 so as to increase the attractiveness to the potential advertising customers. With the view of fierce industry competition, the Group will continue to adopt the strategy of forming joint operation arrangement or other effective co-operation arrangements with potential partners in respect of construction and operation of LED displays so as to increase the cost-effectiveness of this segment. 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

現時電視播放業務正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。為開拓發展商機及擴大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。此外，本集團已與現有客戶及服務供應商建立寶貴關係，旨在以低廉之成本為客戶提供更佳服務，從而提升其盈利能力。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，本集團正積極擴大其市場份額、提升其市場形象及發展新內容，包括製作迎合主流聽眾品味之大眾喜聞樂見素材。本公司現時將以澳門大學之背景及歷史為主題製作一部電視紀錄片，其預期將於二零一五年完成。

## 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建造更多LED顯示屏，以增加對潛在廣告客戶之吸引力。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或其他有效合作安排之策略以增加此分部之成本效益。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. 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, by leveraging on the video contents of the Group, the Company has entered into a cooperation agreement (the "Video Cooperation Agreement") with China Mobile Limited (the "China Mobile") in October 2014 pursuant to which the Group becomes a cooperation partner and content provider of certain mobile video platforms of the China Mobile, namely 和視頻 and 和視界 (collectively the "Mobile Video Platforms"). As a result, the Group can broadcast locally produced programmes, video contents broadcasted in and extracted from CNC Channels and videos that the Group has licensed to broadcast, either with charges or free of charge, via the Mobile Video Platforms of China Mobile with effect from October 2014. The Directors believed that it is another source of income in the future.

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 is now developing a diversified business strategy such that its different business segments cater the taste of different groups of customers, including 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. This allows to adapt and react to sudden changes in demand and to realise its full business potential markets, thereby diversifying the sources of risk for the Group. 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

## 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。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，憑藉本集團之視頻內容，本公司已於二零一四年十月與中國移動有限公司（「中國移動」）訂立合作協議（「視頻合作協議」），據此，本集團成為中國移動流動視頻服務下之若干流動視頻平台（即和視頻及和視界）（統稱「流動視頻平台」）之合作夥伴及內容提供商。因此，本集團可自二零一四年十月起透過中國移動之流動視頻平台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許可播放之視頻。董事相信，此乃未來之另一收入來源。

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地將其溢利最大化並將業務分部間之協同效應最大化。本集團現時正制定多元化業務策略，以致其不同業務分部可迎合不同客戶群之品味，包括將業務多元化、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。此舉使本集團能適應及應對需求突變，並發揮其於市場之業務潛能，從而分散本集團之風險來源。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。本集團繼續不時檢討其現有業務，並力求改善本集團之業務營運及財務狀況。為提高股東價值，本集團亦積極探索潛在投資機會。董事認為不



broadening the revenue sources of the Group. The Group has continued to review its existing businesses from time to time and has striven to improve the business operation and financial position of the Group. The Group is also actively exploring potential investment opportunities in order to enhance shareholder value. The Directors consider that it is beneficial for the Group to seek suitable investment opportunities from time to time to diversify its existing business portfolio into businesses with growth potential, that expand its geographical reach, broaden its source of income and further improve the financial position of the Group.

## **DIVIDENDS**

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

## **SHARE OPTION SCHEME**

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

時尋求適合投資機會，將其現有業務組合分散至具增長潛力、可拓展地域範圍、擴闊收入來源並進一步改善本集團之財務狀況之業務對本集團有益。

## **股息**

董事會不建議就本期間派付任何股息。

## **購股權計劃**

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

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

As at 31 December 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 Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO")) which have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO); or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

### Long position in the Shares:

## 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

於二零一四年十二月三十一日，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	
Dr. Lee Yuk Lun, JP ("Dr. Lee") (Note a) 李銻麟博士，太平紳士（「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 Kar Hin, Eric John ("Mr. Chia") 謝嘉軒先生（「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 31 December 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，於二零一四年十二月三十一日，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

## 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

So far as was known to the Directors, as at 31 December 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:

就董事所知，於二零一四年十二月三十一日，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：

### Long position in the Shares:

### 於股份之好倉：

Name 名稱	Number of Shares held 所持股份數目			Number of underlying Shares under convertible notes (Note a) 可換股票據項下之相關股份數目 (附註a)			Percentage of aggregate interests to total issued share capital 總權益佔全部已發行股本之百分比
	Beneficial owner 實益擁有人	Interest in controlled corporation 於受控制法團之權益	Spouse interest 配偶權益	Beneficial owner 實益擁有人	Interest in controlled corporation 於受控制法團之權益	Total interests 總權益	
China Xinhua NNC 中國新華新聞電視網	1,086,580,561 (Note b) (附註b)	-	-	1,413,419,439 (Note b) (附註b)	-	2,500,000,000	67.69%
中國新華新聞電視網有限公司 ("CNC China")	-	1,086,580,561 (Note b) (附註b)	-	-	1,413,419,439 (Note b) (附註b)	2,500,000,000	67.69%
中國新華新聞電視網有限公司 ("中國新華新聞電視網(中國)")	-	1,086,580,561 (附註b)	-	-	1,413,419,439 (附註b)	2,500,000,000	67.69%
Ms. Lam Shun Kiu, Rosita 林舜嬌女士	-	-	220,590,000 (Note c) (附註c)	-	-	220,590,000	5.97%
Shunleetat	220,590,000 (Note c) (附註c)	-	-	-	-	220,590,000	5.97%
Shunleetat	220,590,000 (附註c)	-	-	-	-	220,590,000	5.97%

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

### Notes:

- (a) Details of the convertible notes were set out in the circulars of the Company dated 19 November 2011 and 6 January 2015.
- (b) China Xinhua NNC is wholly and beneficially owned by CNC China. Accordingly, CNC China is deemed to be interested in 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 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.

Saved as disclosed above, as at 31 December 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.

## 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.

## 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)

### 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及二零一五年一月六日的通函內。
- (b) 中國新華新聞電視網由中國新華新聞電視網(中國)全資及實益擁有。因此，根據證券及期貨條例，中國新華新聞電視網(中國)被視為擁有中國新華新聞電視網所持有的1,086,580,561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。

除上文所披露者外，於二零一四年十二月三十一日，就董事所知，概無任何其他人士／實體（並非上文「董事及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。

## 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。

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

### Advertisement Broadcasting Contract

On 23 May 2011, CNC China and AVIC Culture Co., Ltd. (中航文化股份有限公司) (“AVIC Culture”) entered into an advertisement operation cooperation contract (the “Advertisement Operation Cooperation Contract”), pursuant to which CNC China granted the exclusive right to AVIC Culture for the promotion and operation of 58% of the advertising resources of the CNC Channels (the “Partial Advertisement Operation Right”) for the period from 25 May 2011 to 25 August 2016. As consideration, CNC China is entitled to a guaranteed fixed fee of RMB 90 million plus 40% of 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 (the “Payment under the Partial Advertisement Operation Right”).

## 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，新華電視亞太台運營有限公司（「新華電視亞太台」）與中國新華新聞電視網訂立一份電視播放權協議（「電視播放權協議」），據此，中國新華新聞電視網向本集團授出於亞太地區（不包括中國）之電視頻道播放新華社之CNC頻道下之資訊內容之電視播放權，於二零一六年十二月三十一日前之年費為1,000,000港元及自二零一七年一月一日起之年費為3,000,000港元。電視播放權協議為期120個月，自二零一一年九月一日起至二零二一年八月三十一日止。由於中國新華新聞電視網為本公司之主要股東，故為本公司之關連人士（定義見創業板上市規則）。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。

### 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）與中航文化股份有限公司（「中航文化」）訂立一份廣告經營合作協議（「廣告經營合作協議」），據此，中國新華新聞電視網（中國）向中航文化授出獨家權，以就CNC頻道的58%廣告資源（「部份廣告經營權」）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。作為代價，中國新華新聞電視網（中國）有權收取保底固定收費人民幣90,000,000元，另加於廣告經營合作合約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%（「部分廣告經營權項下之付款」）。

## CONNECTED TRANSACTIONS (Continued)

### Advertisement Broadcasting Contract (Continued)

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 an advertisement broadcasting contract (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.

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.

## 關連交易 (續)

### 廣告播放合約 (續)

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，於二零一二年八月二十四日，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訂立一份廣告播放合約（「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。

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，終止廣告經營合作合約（「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已收取之作為部分廣告經營權項下之付款。

## CONNECTED TRANSACTIONS (Continued)

### Advertisement Broadcasting Contract (Continued)

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.

### 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.

## 關連交易 (續)

### 廣告播放合約 (續)

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應收賬款約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自中國新華新聞電視網獲取之收益以及溢利估計金額約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。

### 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。



## CONNECTED TRANSACTIONS (Continued)

### CRU Framework Agreement (Continued)

To support the operation of the Company, on 22 July 2013, the Company and CNC China entered into a 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 business 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.

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).

## 關連交易 (續)

### 頻道資源佔用框架協議 (續)

為支持本公司之營運，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)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期限為三年，將於截至二零一六年三月三十一日到期。

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%。

## CONNECTED TRANSACTIONS (Continued)

### CRU Framework Agreement (Continued)

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.

### 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)

### 頻道資源佔用框架協議 (續)

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。

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

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

### CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms which are the same as the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company periodically issues notices to its Directors reminding them of the general prohibition on dealing in the Company's listed securities during the blackout periods before the publication of announcements of financial results. The Company has confirmed, having made specific enquiry of the Directors, that all the Directors have complied with the required standards of dealings throughout the Period. 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，全體董事於本期間內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, JP and Mr. Kan Kwok Cheung, a non-executive Director, namely Dr. Li Yong Sheng, the then non-executive Director, namely Ms. Liang Hui, an independent non-executive Director, namely Mr. Jin Hai Tao and the then independent non-executive Director, namely 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，太平紳士及簡國祥先生、一位非執行董事李永升博士、當時非執行董事梁慧女士、一位獨立非執行董事靳海濤先生及當時獨立非執行董事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。

As at 31 December 2014, the Audit Committee consisted of five members, four of them are independent non-executive Directors and one of them is a non-executive Director and the members of the Audit Committee are Mr. Wong Chung Yip, Kenneth, Dr. Li Yong Sheng, Mr. Jin Hai Tao, Mr. Hau Chi Kit and Mr. Chu Sui Lun, Ivan. As at date of this report, the Audit Committee consisted of four members, three of them are independent non-executive Directors and one of them is a non-executive Director and the members of the Audit Committee are Mr. Wong Chung Yip, Kenneth, Dr. Li Yong Sheng, Mr. Jin Hai Tao and Mr. Hau Chi Kit. Mr. Wong Chung Yip, Kenneth is the chairman of the Audit Committee.

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

By Order of the Board  
**CNC Holdings Limited**  
**Li Yuet Tai**  
*Company Secretary*

Hong Kong, 6 February 2015

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

*Executive Directors:*

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

*Non-executive Director:*

Dr. Li Yong Sheng

*Independent non-executive Directors:*

Mr. Jin Hai Tao  
Mr. Wong Chung Yip, Kenneth  
Mr. Hau Chi Kit

於二零一四年十二月三十一日，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，及審核委員會的成員包括王忠業先生、李永升博士、靳海濤先生、侯志傑先生及朱兆麟先生。於本報告日期，審核委員會由四名成員組成，其中三名為獨立非執行董事而其中一名為非執行董事，及審核委員會的成員包括王忠業先生、李永升博士、靳海濤先生及侯志傑先生。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內之未經審核簡明綜合業績，並認為該等業績的編製符合適用會計準則並已作出充分披露。

承董事會命  
**中國新華電視控股有限公司**  
公司秘書  
李月弟

香港，二零一五年二月六日

於本報告日期，董事會由下列董事組成：

*執行董事：*

張浩先生  
鄒陳東先生  
李鏐麟博士，太平紳士  
簡國祥先生  
謝嘉軒先生

*非執行董事：*

李永升博士

*獨立非執行董事：*

靳海濤先生  
王忠業先生  
侯志傑先生



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