



CHINA 33 MEDIA GROUP LIMITED  
中國三三傳媒集團有限公司

(incorporated in the Cayman Islands with limited liability)

Stock Code : 8087

# Annual Report 2015

旅伴

旅伴

东方养生  
宴集

Howard

Buffet

Graham Buffett  
巴菲特

Tom Cruise  
汤哥的谍战生涯

continued...  
电影续集

## 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## CORPORATE INFORMATION

### DIRECTORS

#### Executive Directors

Mr. Ruan Deqing (*Chairman*)  
Mr. Lin Pintong (retired on 8 May 2015)  
Mr. Han Wenqian (resigned as Chief Executive Officer on 15 December 2015)  
Ms. Yang Kan (resigned on 4 August 2015)  
Mr. Peng Lichun  
Mr. Ma Pun Fai (appointed on 25 August 2015)

#### Non-Executive Director

Mr. Wang Fuqing

#### Independent Non-Executive Directors

Ms. Tay Sheve Li  
Mr. Teng Tai (resigned on 25 August 2015)  
Ms. Yu Shun Yan Verda  
Mr. Yau Kit Yu (appointed on 24 November 2015)

### LEGAL ADVISERS

#### As to Hong Kong law:

Robertsons  
57/F, The Centre  
99 Queen's Road  
Central  
Hong Kong

#### As to PRC law:

Beijing Zhongtong Law Firm  
18th Floor, Tower A, Hanzun Building  
No. 29 Third Ring Road North  
Xicheng District  
Beijing  
China

### AUDITOR

Deloitte Touche Tohmatsu  
35/F One Pacific Place  
88 Queensway  
Hong Kong

### AUTHORISED REPRESENTATIVES

Mr. Ruan Deqing  
Mr. Siu Shing Tak

### COMPANY SECRETARY

Mr. Siu Shing Tak, *HKICPA, AICPA*

### COMPLIANCE OFFICER

Mr. Ruan Deqing

### AUDIT COMMITTEE MEMBERS

Ms. Tay Sheve Li (*Chairperson*)  
Mr. Teng Tai (resigned as member on 25 August 2015)  
Ms. Yu Shun Yan Verda  
Mr. Yau Kit Yu (appointed as member on 24 November 2015)

### REMUNERATION COMMITTEE MEMBERS

Ms. Tay Sheve Li (appointed as Chairperson on 25 August 2015)  
Mr. Teng Tai (resigned as Chairman on 25 August 2015)  
Mr. Ruan Deqing  
Ms. Yu Shun Yan Verda

# CORPORATE INFORMATION



## NOMINATION COMMITTEE MEMBERS

Ms. Yu Shun Yan Verda (*Chairperson*)  
Mr. Lin Pintong (resigned as member on 8 May 2015)  
Mr. Peng Lichun (appointed as member on 14 May 2015)  
Mr. Teng Tai (resigned as member on 25 August 2015)  
Mr. Tay Sheve Li (appointed as member on 25 August 2015)

## REGISTERED OFFICE

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

## HEAD OFFICE IN THE PRC

12th Floor, Block B  
Yonggui Centre  
41 Guangqumennei Main Street  
Dongcheng District  
Beijing  
China

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG REGISTERED UNDER PART XI OF THE COMPANIES ORDINANCE

Suite 2001  
Tower 1  
China Hong Kong City  
33 Canton Road  
Tsimshatsui  
Hong Kong

## PRINCIPAL BANKERS

China Construction Bank (Asia) Corporation Limited  
Industrial Bank Co., Ltd.  
Standard Chartered Bank (Hong Kong) Limited  
Industrial and Commercial Bank of China (Asia) Limited

## HONG KONG BRANCH SHARE REGISTRAR

Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

## WEBSITE ADDRESS

<http://www.china33media.com>

## STOCK CODE

8087



## CHAIRMAN'S STATEMENT



We are  
a channel media operator,  
focusing on  
**high-speed railway**  
in China

**Mr. Ruan Deqing**  
*Chairman*

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of China 33 Media Group Limited (the "Company"), I hereby present the audited annual results of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 December 2015 (the "Year").

### INDUSTRY REVIEW

In 2015, China's GDP growth declined to 6.9% attributable to the economic slowdown, and China experienced enormous pressure from economic downturn. However, on the other hand, China's high-speed railway operating kilometrage had reached 19,000 km by the end of 2015, ranking the first in the world and accounting for over 60% of the world's total high-speed railway kilometrage. The rapid passenger transportation network consisting of high-speed railways and other railways has basically covered all cities with the population of more than 500,000. By the end of the "12th five-year plan" period, the national railway operating kilometrage had reached 121,000 km; by 2020, it will reach 150,000 km, including 30,000 km for high-speed railways, and the rapid passenger transportation network of railways will cover more than 90% population nationwide. We believe that China's railway will still have tremendous development space in the future, which will be beneficial to operation of railway advertising business, and will provide positive impetus to the Group's sustainable growth in days later.

### FINANCIAL HIGHLIGHTS

During the Year, the Group's revenue decreased from approximately RMB115,631,000 to RMB92,209,000, representing a decrease of 20.3% as compared to last year, on the account that the Group early terminated all the advertising agency agreements with expiry dates after 2015 in mid-2015 with the local PRC railway authorities for the outdoor advertising spaces for billboards and LEDs at various railway stations, as well as cessation of distribution of loss making periodicals "上海鐵道" (Shanghai Railway) from September 2014 and "都市生活" (City Life) on trains which belongs to Wuhan Railway Bureau by late 2014. During the Year, the total comprehensive expense attributable to the owner of the Company was approximately RMB38,904,000, representing a decrease of approximately RMB21,090,000 or 35.2% from RMB59,994,000 as compared to last year.

## CHAIRMAN'S STATEMENT



The Group experienced many difficulties and challenges in 2015. On one hand, the advertising analysis of 2015 showed that the orders placed by various industries on advertising had different levels of shrinkage. Periodicals suffered from a significant reduction of advertising, resulting in a decrease in income. The print media as a whole is facing fierce challenges. On the other hand, the Group adjusted its business, to terminate those loss making advertising media. For instance, the periodicals “都市生活” (City Life) on trains which belongs to Wuhan Railway Bureau and “上海鐵道” (Shanghai Railway) has ceased operation. The Group also early terminated all the advertising agency agreements with expiry dates after 2015 in mid-2015 with the local PRC railway authorities for the outdoor advertising spaces at various railway stations in the PRC.

### BUSINESS REVIEW

Being as a dominant channel media provider for China's high-speed railway network, the Group covers printed media and outdoor media. The Group's competitive edges are reflected from its management and sales teams, which have extensive experiences in the advertising and media business, and are capable to apprehend and satisfy needs of different advertising customers and media industries. We will proactively capture opportunities arising in the market to drive the development of the Group's business along the rapid development of high-speed railway network in China.

In year 2015, besides the effort we put on the continuous operation of the print media, such as The Fellow Traveler, City Life, Ever Green, the group has been developing the advertising business through new media — we launched the on-site promotion activities at the railway stations and we carried out the series of traveling events named “Best trips are in the fast trains”. We integrated our existing resources and starting to utilize Internet media such as Weibo and WeChat to develop new advertising and media platform. We are also holding introduction and marketing events in high-end locations to improve the enterprise image. We believe our effort on the development of the new media will bring revenue to the group and further strengthen our business coverage.

### PROSPECTS

Looking ahead, the Group will endeavor to maintain the growth of our existing businesses and expand into diversified new businesses. With the commencement of more main railway routes, the Group will also increase the number of route-specific supplements of our printed media, which will be instrumental to the Group's sustainable growth in the development of advertising business on the railway network in China. Moreover, the Group will continue to establish sales offices in different cities in the PRC to expand our sales network, as well as to strengthen our sales and advertising teams. In late 2014, the Group obtained the Mastercard prepaid card license and is planning to launch the “33 prepaid card” in mid 2015. The Group believes that the prepaid card products will further strengthen our brand as it is targeted towards the same audience as our magazine, “Fellow Travelers”, who are generally active travelers abroad, and will create synergy amongst the two products.

To strengthen the Group's capability in content production, the Group entered into a joint venture agreement (the “Agreement”) with PBIL Productions Limited, and formed Motion Art Limited, in late 2015. The Group believes that this cooperation will provide us strength in contents production and enrich resources in its film business. A number of investment projects will be confirmed and rolled out progressively. Television drama series production and distribution is one of the favorite entertainments of the Chinese audience, the potential for development of the television drama market is huge. The Group will be dedicated to the production of high-quality films and television drama series, in late 2015, the group invested in the drama “9am-5pm” (朝9晚5) and is targeted to broadcast in 2017.



## CHAIRMAN'S STATEMENT

### ACKNOWLEDGEMENT

On behalf of the Board, I would like to thank the management and all the staff for their hard work and dedication to the Group, as well as the shareholders and customers for their support over the years. The management is confident in achieving better results in the future, creating added value for the Group, shareholders and all staff.

**Ruan Deqing**  
*Chairman*

Hong Kong, 23 March 2016

# MANAGEMENT DISCUSSION AND ANALYSIS



## FINANCIAL REVIEW

The Group's revenue for the Year amounted to approximately RMB92,209,000, including RMB89,309,000 from continuing operations and RMB2,900,000 from discontinued operation, representing a decrease of approximately RMB23,422,000 or 20.3% as compared to that of approximately RMB115,631,000 for last year, which include RMB114,630,000 from continuing operations and RMB1,001,000 from discontinued operations. The Group recorded a total comprehensive expense attributable to owners of the Company for the Year of approximately RMB38,904,000, representing a decrease of approximately 35.2% as compared to that of approximately RMB59,994,000 for last year.

## REVENUE BY SEGMENT

Analysis of revenue by segment from continuing operations is as follows:

	2015 RMB'000	2014 RMB'000	Change (%)	2015 % of total revenue	2014
Printed media advertising	80,673	89,839	(10.2)	90.3	78.4
Outdoor advertising	8,636	24,791	(65.2)	9.7	21.6
	89,309	114,630	(22.1)	100.0	100.0

### Printed Media Advertising

Revenue from printed media advertising was the main source of revenue for the Year, representing approximately 90.3% thereof. It is expected that printed media advertising would remain as the principal source of income for the Group in the future. Revenue from printed media advertising mainly represented the amount generated from the sales of the advertising space on the periodicals operated by the Group and was recognised upon the publication of the periodicals in which the respective advertisement was published. "旅伴" (Fellow Traveller) is a monthly nationwide periodicals distributed on all China Railway High-speed ("CRH") trains and selected regular trains in the PRC. Revenue from "旅伴" (Fellow Traveller) was the major source of revenue for the Year which contributed approximately 83.3% of the Group's total revenue from printed media advertising.

The decrease was mainly due to termination of distribution of periodical "都市生活" (City Life) on trains which belongs to Wuhan Railway Bureau and the cessation of periodical "上海鐵道" (Shanghai Railway) in late 2014.

### Outdoor Advertising

Revenue from outdoor advertising represented the advertising income generated from the sales of advertising spaces on the air traffic control towers at various airports, billboards and LEDs installed at certain selected train stations.

The significant drop in revenue from outdoor advertising was mainly contributed by early termination of advertising on billboards and LEDs installed at train stations which were loss making and no new contracts were entered for advertising on air traffic control towers.

# MANAGEMENT DISCUSSION AND ANALYSIS

## MONEY LENDING INTEREST INCOME FROM DISCONTINUED OPERATION

Revenue from money lending business represented interest income from provision of mortgage loans and short-term loans in Hong Kong. This was a new operating segment since late 2014. Revenue from money lending business was approximately RMB2,900,000 for the Year. Since the management of the Group decided to concentrate on the resources of the Group on the business of printed media advertising and new segment of film investment, on 16 September 2015, the Group disposed of the entire equity interest in 33 Consultants Services Limited which engaged in money lending business to two independent third parties. Accordingly, the Group's money lending operation is discontinued during the Year.

## SEGMENT RESULTS AND PROFIT/(LOSS) MARGIN OF SEGMENT

Analysis of segment results from continuing operations is as follows:

	Revenue		Cost		Segment results		Change	
	2015 RMB'000	2014 RMB'000	2015 RMB'000	2014 RMB'000	2015 RMB'000	2014 RMB'000	RMB'000	%
Printed media advertising	80,673	89,839	51,061	60,672	29,612	29,167	445	1.5
Outdoor advertising	8,636	24,791	17,591	36,178	(8,955)	(11,387)	2,432	21.4
Film investment	–	–	350	–	(350)	–	(350)	(100)
	89,309	114,630	69,002	96,850	20,307	17,780	2,527	14.2

During the Year, the segment results of printed media advertising recorded a segment profit of approximately RMB29,612,000, representing an increase of approximately 1.5% as compared to that of approximately RMB29,167,000 for last year. The increase in segment profit mainly due to cessation of periodical “上海鐵道” (Shanghai Railway) and “都市生活” (City Life) in trains under Wuhan Railway Bureau since late 2014 which was loss making. Segment results of outdoor advertising recorded a segment loss of approximately RMB8,955,000 for the Year, while it was approximately RMB11,387,000 for last year. The improvement in segment result was contributed by early termination of all the advertising agency agreements with expiry dates after 2015 in mid-2015 with the local PRC railway authorities for the outdoor advertising spaces at various railway stations in the PRC, thus the monthly fixed advertising agency fee payment was highly reduced. By late 2015, Group started to engage in a new operating segment, film investments in the PRC, as the film production has not yet started nor launched by year end, thus there was no profit sharing on box office of movies and distribution income of television drama in the PRC.

In overall, there was an increase in the segment results of approximately RMB2,527,000 to RMB20,307,000, representing an increase of approximately 14.2% from approximately RMB17,780,000 as compared to that of last year.

# MANAGEMENT DISCUSSION AND ANALYSIS



Analysis of profit/(loss) margin of segment from continuing operations is as follows:

	Profit/(loss) margin of segment	
	2015 %	2014 %
Printed media advertising	36.7	32.5
Outdoor advertising	(103.7)	(45.9)
Film Investment	(100.0)	—
Profit margin of all segments	22.7	15.5

Profit margin of printed media advertising segment increased from approximately 32.5% for last year to approximately 36.7% for the Year contributed by the cessation of distribution of loss making periodicals “上海鐵道” (Shanghai Railway) and “都市生活” (City Life) on trains which belongs to Wuhan Railway Bureau in late 2014.

Loss margin of outdoor advertising segment significantly increased from approximately 45.9% last year to approximately 103.7% for the Year. The worsen in margin was because of one-off loss on disposal of other non-current assets recognised in 2015.

The new segment on film investment has not yet started production nor launched by year end, thus there was no profit sharing on box office of movies and distribution income of television drama.

The profit margin of segment as a whole increased from approximately 15.5% for last year to approximately 22.7% for the Year. This was mainly contributed by the higher profit margin from the printed media advertising segment, which has ceased distribution of loss making periodical “上海鐵道” (Shanghai Railway) since September 2014 and periodical “都市生活” (City Life) on trains which belongs to Wuhan Railway Bureau which was also loss making.

## Other Income

There was other income of approximately RMB2,517,000, among which RMB2,456,000 was from continuing operations and RMB61,000 was from discontinued operation for the Year. Compared to last year of RMB6,419,000, among which RMB6,408,000 was from continuing operations and RMB11,000 was from discontinued operations, the decrease was mainly due to reduction in non-current deposits paid which result in decrease in imputed interest income and there was also reduction in bank interest income.

## Cost of Sales

Cost of sales mainly consists of agency fee, printing cost, amortisation of installation and construction cost of billboards and LEDs installed in the train stations and direct labor cost. Cost of sales decreased from approximately RMB89,208,000 for last year among which RMB88,908,000 was from continuing operations and RMB300,000 was from discontinued operations, to RMB63,264,000 for the Year, among which RMB63,208,000 was from continuing operations and RMB56,000 was from discontinued operation, representing a decrease of approximately 29.1%. Sharp decrease in cost of sales was contributed by transfer of advertising rights on billboard and LEDs on train stations to independent third parties leading to reduction in agency fee. In addition, the billboard and LEDs were also transferred together with the agency rights, thus no more amortisation of installation and construction cost incurred.



## MANAGEMENT DISCUSSION AND ANALYSIS

### Selling and Distribution Expenses

Selling and distribution expenses mainly include salaries, bonuses, commissions to sales staff, travelling and related expenses, office expenses and others. It accounted for approximately 33.5% and 26.6% of the Group's total revenue from both continuing and discontinued operations for the years ended 31 December 2014 and 2015, respectively. The amount decreased by approximately 36.7% from approximately RMB38,750,000 for last year to approximately RMB24,539,000, which was solely derived from the continuing operations for both years. Such decrease was primarily attributable to the decrease in sales commission due to decrease in sales, and cost control policies applied resulting overall costs including entertainment and office expenses being lowered.

### Administrative Expenses

Administrative expenses mainly consists of salaries, rental expense and legal and professional fees. Administrative expenses decreased by approximately 7.0% from approximately RMB39,861,000 for last year, among which RMB39,029,000 was from continuing operations and RMB832,000 was from discontinued operations, to approximately RMB38,063,000 for the Year, among which RMB37,085,000 was from continuing operations and RMB978,000 was from discontinuing operation. The decrease in administrative expenses was due to cost control policies applied leading to lower entertainment expenses, but partly offset by higher rental expense and other administrative expenses incurred for prepaid card business in Hong Kong.

### Other Gains and Losses

Other gains and losses, net, increased by 21.4% from RMB10,602,000, which solely derived from continuing operations, to RMB12,866,000, among which RMB10,711,000 was from continuing operations and RMB2,155,000 was from discontinued operation due to impairment loss on loan receivables. The part from continuing operations mainly represented loss on disposal of other non-current assets due to the Group's termination of all the advertising agency agreements with expiry dates after 2015 with the local PRC railway authorities for the outdoor advertising spaces at various railway stations in the PRC and fair value change of held for trading investments.

### Income Tax Expense

The income tax expense of the Group for the Year was approximately RMB808,000 (2014: RMB3,423,000) at the effective tax rate of 1.83% (2014: 6.09%).

### Liquidity and Financial Resources

As at 31 December 2015, the Group's cash and cash equivalents, including bank balances and cash on hand, and short-term bank deposits with original maturities of more than three months, amounted to approximately RMB420,334,000 representing an increase of approximately RMB380,194,000, as compared to the position as at 31 December 2014. The significant increase was due to approximately RMB423 million (HK\$497 million) fund raised in October 2015 in connection with the open offer of 5,040,000,000 new shares to be issued by the Company at a subscription price of HK\$0.1 per new share on the basis of seven new shares for every existing shares (the "Open Offer").

As at 31 December 2015 the current ratio was approximately 11.63 (2014: 2.61) and the gearing ratio of the Group was approximately 2.75 (2014: 0.04) which was calculated based on the Group's net debt divided by the equity attributable to owners of the Company plus net debt. The Group satisfied its working capital needs principally from internally generated cash flow from operating activities and from the funds raised in the Open Offer.

### Pledge of Assets

As at 31 December 2015, the Group has approximately RMB15,613,000 (2014: RMB14,952,000) pledged bank deposits to secure banking facilities, denominated in RMB.

# MANAGEMENT DISCUSSION AND ANALYSIS



## Contingent Liabilities

As at 31 December 2015, the Group did not have any significant contingent liabilities (2014: Nil).

## Capital Commitments

As at 31 December 2015, save as disclosed in note 33 to the consolidated financial statements, the Group did not have any significant capital commitments.

## Total Comprehensive Expense Attributable to Owners of the Company and Net Loss Margin

Total comprehensive expense attributable to the owners of the Company for the Year amounted to approximately RMB38,904,000, representing a decrease of approximately 35.2%, as compared to approximately RMB59,944,000 for last year. Net loss margin of the Group was approximately 49.1% as compared to approximately 51.7% for last year.

## Capital Structure

During the Year, the Group had net assets of approximately RMB542,944,000 (2014: RMB147,287,000), comprising non-current assets of approximately RMB80,845,000 (2014: RMB64,343,000), and current assets of approximately RMB505,561,000 (2014: RMB134,360,000). The Group recorded a net current asset position of approximately RMB462,099,000 (2014: RMB82,944,000), which primarily consists of cash and bank equivalents and bank deposits amounted to approximately RMB435,947,000 (2014: RMB55,092,000), trade and bills receivables amounted to approximately RMB15,644,000 (2014: RMB16,543,000), prepayments, deposits and other receivables amounted to approximately RMB47,833,000 (2014: RMB29,558,000) and loan receivables reduced to zero with disposal of the subsidiary (2014: RMB33,167,000). Major current liabilities were trade payables and other payables and accruals amounted to approximately RMB21,667,000 (2014: RMB26,519,000) and approximately RMB17,370,000 (2014: RMB19,854,000), respectively. The Group has no bank borrowings.

## Foreign Exchange Risk

The Group mainly operates in the PRC with most of the transactions settled in Renminbi. Part of the Group's cash and bank deposits are denominated in Hong Kong Dollars and Renminbi. The Directors consider that the Group's risk in foreign exchange is insignificant. During the Year, the Group did not hedge any exposure in foreign currency risk.

## Human Resources

As at 31 December 2015, the Group employed a total of 289 employees (2014: 384 employees) situated in the PRC and Hong Kong. Such decrease was primarily attributable to the reduction in the number of staff in each subsidiaries as a result of cost control and cessation of LEDs and billboards outdoor advertising business from mid 2015 as well as termination of some periodicals. The Group's emolument policy is formulated based on industry practices and performance of individual employees. During the year under review, the total staff costs (including Directors' emoluments) from continuing and discontinued operations amounted to approximately RMB33,137,000 (2014: RMB41,957,000).

## Material Acquisition and Disposal

The Group disposed the entire equity interest in 33 Consultants Services Limited which engaged in money lending business during the year. The details of disposal are set out in note 30 to the consolidated financial statements.



# CORPORATE GOVERNANCE REPORT

## CORPORATE GOVERNANCE PRACTICES

Recognising the importance of a listed company's responsibilities to enhance its transparency and accountability, the Company is committed to maintain a high standard of corporate governance in the interests of its shareholders. The Company devotes to best practice on corporate governance and to comply, to the extent practicable, with the code provisions as set out in the Corporate Governance Code (the "Code") contained in Appendix 15 to the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules"). Save as disclosed below, the Directors consider that the Company has complied with the Code during the year ended 31 December 2015. The Company will continue to review its corporate governance practices in order to enhance its corporate governance standard, to comply with the increasingly tightened regulatory requirements and to meet the rising expectations of shareholders of the Company and investors.

## MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all the Directors, all the Directors confirmed that they have complied with the code of conduct and required standard of dealings concerning securities transactions by the directors during the year ended 31 December 2015.

## BOARD COMPOSITION

The Board comprises the following Directors:

### Executive Directors

Mr. Ruan Deqing (*Chairman*)

Mr. Lin Pintong (retired on 8 May 2015)

Mr. Han Wenqian (resigned as Chief Executive Officer on 15 December 2015)

Ms. Yang Kan (resigned on 4 August 2015)

Mr. Peng Lichun

Mr. Ma Pun Fai (appointed on 25 August 2015)

### Non-Executive Director

Mr. Wang Fuqing

### Independent Non-Executive Directors

Ms. Tay Sheve Li

Mr. Teng Tai (resigned on 25 August 2015)

Ms. Yu Shun Yan Verda

Mr. Yau Kit Yu (appointed on 24 November 2015)

# CORPORATE GOVERNANCE REPORT



The biographical details of the Directors and other senior management are disclosed in the section headed “Biographical Details of Directors and Senior Management” on pages 22 to 25 in this annual report. The composition of the Board is well balanced. Each of the Directors has relevant expertise and extensive corporate and strategic planning experiences that can contribute to the business of the Group. During year ended 31 December 2015, save as disclosed below, the Company has complied with Rules 5.05A and 5.05(1) of the GEM Listing Rules. Reference is made to the announcements of the Company dated 25 August 2015 and 24 November 2015 in relation to, among others, the resignation and appointment of independent non-executive Director of the Company. Following the resignation of Mr. Teng Tai as Independent Non-Executive Director with effect from 25 August 2015, the Board had two independent non-executive Directors only, as such (i) the number of which fell below the minimum number of three independent non-executive directors pursuant to Rule 5.05(1) of the GEM Listing Rules; and (ii) the number of which fell below the requirement that an issuer must appoint independent non-executive directors representing at least one-third of the board pursuant to Rule 5.05A of the GEM Listing Rules. To remedy such non-compliance, the Board has appointed Mr. Yau Kit Yu as an independent non-executive Director with effect from 24 November 2015, pursuant to which the number of independent non-executive Director of the Company has met the minimum number of independent non-executive directors as required under Rule 5.05(1) or Rule 5.05A of the GEM Listing Rules. All independent non-executive Directors also meet the guidelines for assessment of their independence pursuant to Rule 5.09 of the GEM Listing Rules. The Board has received an annual confirmation of independence from each of the Independent Non-Executive Directors. The Company considers all the Independent Non-Executive Directors to be independent.

## THE BOARD

The Board is responsible for the leadership and control of, and promoting the success of the Group. This is achieved by setting up corporate and strategic objectives and policies, and the monitoring and evaluating operating activities and financial performance of the Group.

All the Directors carry out their duties in good faith and in compliance with applicable laws and regulations, taking decisions objectively and acting in the interests of the Company and its shareholders at all times.

There is no relationship, including financial, business, family or other material/relevant relationship(s) among members of the Board and between the Chairman and the Chief Executive Officer (“CEO”) of the Company.

## RESPONSIBILITIES AND DELEGATION OF FUNCTIONS

The Company has formalised and adopted written terms on the division of functions reserved to the Board and those delegated to the management. The Board reserves for its decision on all major matters of the Group, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant financial and operational matters.

All Directors have full and timely access to all relevant information as well as the advice and services of the company secretary (the “Company Secretary”) and senior management of the Company, with a view to ensuring compliance with Board procedures and all applicable laws and regulations. Any Director may request independent professional advice in appropriate circumstances at the Company’s expense, upon reasonable request being made to the Board. The day-to-day management, administration and operations of the Company are delegated to the senior management of the Company. The Board has delegated a schedule of responsibilities to these officers for the implementation of Board’s decisions. The Board periodically reviews the delegated functions and work tasks. Prior to entering into any significant transactions, the aforesaid officers have to obtain the Board’s approval.



## CORPORATE GOVERNANCE REPORT

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to Paragraph A.2.1 of the Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing. To ensure a balance of power and authority, the Company fully supports the division of responsibility between the Chairman and the CEO. The roles of the Chairman and the CEO are segregated and performed by Mr. Ruan Deqing and management of the Group.

### APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

Each of Mr. Lin Pintong (who retired on 8 May 2015) and Mr. Ruan Deqing, all being the Executive Directors, has entered into a service contract and supplement service contract with the Company for an initial term of three years with effect from 17 December 2010 and 11 November 2013, respectively. Ms. Yang Kan (who resigned on 4 August 2015), being an Executive Director, has entered into a service contract with the Company for an initial term of three years with effect from 6 February 2015. All service contracts shall be automatically renewed and extended for successive terms of one year unless and until terminated by not less than three months' prior notice in writing served by either party on the other or by payment of three months' fixed salary in lieu of such notice at the end of the initial term or at any time thereafter. Mr. Peng Lichun and Mr. Ma Pun Fai being Executive Directors, has no fixed term of service with the Company and they will hold office until they retire by rotation from the Board and will be eligible for re-election at the annual general meeting in accordance with the provisions of the bye-law.

Mr. Wang Fuqing, being Non-Executive Director, has entered into an appointment letter with the Company for a term of one year commencing from 19 July 2013. Ms. Tay Sheve Li, being an Independent Non-Executive Director, has entered into an appointment letter with the Company for a term of one year commencing from 30 September 2013 and Mr. Teng Tai (who resigned on 25 August 2015), being Independent Non-Executive Director, has entered into an appointment letter with the Company for a term of one year commencing from 3 June 2014. The aforementioned appointment letter for each of the Non-Executive Directors and Independent Non-executive Directors is for a term of one year which shall be automatically renewed and extended for successive terms of one year and may be terminated after the initial term by either party by giving at least three months' written notice. The appointments are subject to the provisions of the articles of association with regard to vacation of office of directors, removal and retirement by rotation of directors. Ms. Yu Shun Yan Verda and Mr. Yau Kit Yu, being Independent Non-Executive Directors, has no fixed term of service with the Company and they will hold office until they retire by rotation from the Board and will be eligible for re-election at the annual general meeting in accordance with the provisions of the bye-law.

The Directors are subject to retirement by rotation in accordance with the Company's articles of association. According to the Company's articles of association, one-third of the Directors are required to retire from office at each annual general meeting, provided that every director shall be subject to retirement by rotation at least once every three years. The Directors to retire every year shall be those who have been longest in office since their last re-election or appointment.

### BOARD DIVERSITY POLICY

The Company adopted a board diversity policy (the "Board Diversity Policy") on 12 August 2013 in compliance with Paragraph A.5.6 of the Code. A summary of the Board Diversity Policy, together with the measurable objectives set for implementing this Board Diversity Policy, and the progress made towards achieving those objectives are disclosed as below.

# CORPORATE GOVERNANCE REPORT

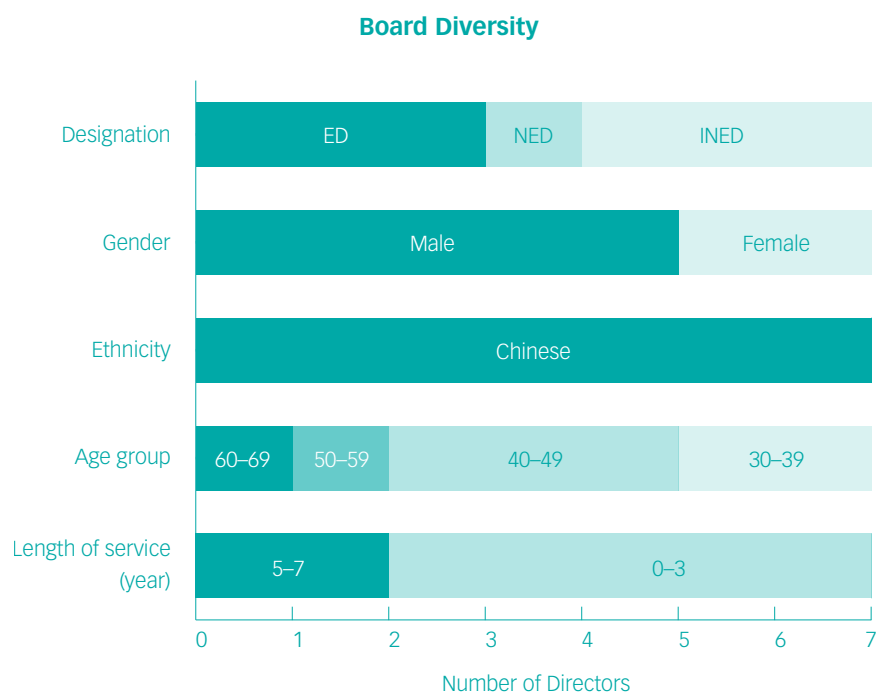


## Summary of the Board Diversity Policy

The Company recognised and embraced the benefits of having a diverse Board to enhance the quality of its performance. The Board Diversity Policy aims at setting out the approach to achieve diversity of the Board. In determining the Board's composition, difference in the skills, regional and industry experience, background, race, gender and other qualities of Directors will be taken into account. All Board appointments will be based on merit, and candidates will be considered against objective criteria, having due regards to the benefits of diversity of the Board.

## Measurable objectives

For the purpose of implementing the Board Diversity Policy, the Board has adopted and the Company has achieved a range of measurable objectives set out below, including but not limited to gender, ethnicity, age and length of services. As at the date of this report, the Board's composition under major diversified perspectives was summarised as follows:



INED: Independent Non-Executive Director

NED: Non-Executive Director

ED: Executive Director

## Implementation and monitoring

The Nomination Committee of the Board has reviewed the Board Diversity Policy to ensure its effectiveness and considered that the Group achieved the Board Diversity Policy since its adoption on 12 August 2013. The Nomination Committee will review the Board's composition under diversified perspectives, and monitor the implementation of the Board Diversity Policy annually.



# CORPORATE GOVERNANCE REPORT

## BOARD MEETING, GENERAL MEETING AND PROCEDURES

For the year ended 31 December 2015, the Board convened a total of eighteen Board meetings. The following is the Directors' attendance record of the board meetings held by the Board and the general meeting of the Company:

	Number of attendance/ number of Board meeting	Number of attendance/ number of general meeting
Mr. Lin Pintong (retired on 8 May 2015)	4/6	0/0
Mr. Ruan Deqing	16/18	0/2
Ms. Yang Kan (resigned on 4 August 2015)	7/9	0/1
Mr. Peng Lichun (appointed on 5 March 2015)	15/16	2/2
Mr. Ma Pun Fai (appointed on 25 August 2015)	7/7	0/1
Mr. Wang Fuqing	10/17	0/2
Ms. Tay Sheve Li	17/18	1/2
Ms. Yu Shun Yan Verda (appointed on 5 March 2015)	16/16	1/2
Mr. Teng Tai (resigned on 25 August 2015)	8/10	0/0
Mr. Yau Kit Yu (appointed on 24 November 2015)	1/1	0/0

Board members were provided with complete, adequate and timely information to allow them to fulfill their duties properly.

Schedules for annual Board meeting and draft agenda of each Board meeting are sent to all Directors in advance. Notice of at least 14 days is given for a regular Board meeting. For other Board and committee meetings, reasonable notice is generally given. Board papers together with all appropriate, complete and reliable information are dispatched to all Directors at least three days before each regular Board meeting to ensure that the Directors have sufficient time to review the related documents and be adequately prepared for the meeting.

The Company Secretary is responsible to keep minutes of all Board meetings and committee meetings. Draft minutes are normally circulated to all Directors for comments within a reasonable time after each meeting and the final versions are open to Director for inspection. The Company's articles of association contains provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

## CONTINUOUS PROFESSIONAL DEVELOPMENT

All Directors have been given relevant guideline materials regarding the duties and responsibilities of being a Director, the relevant laws and regulations applicable to the Directors, duty of disclosure of interest and business of the Group and such induction materials will also be provided to newly appointed Directors shortly upon their appointment as Directors of the Company. All Directors have been updated with the latest developments regarding the GEM Listing Rules and other applicable regulatory requirement to ensure compliance and enhance their awareness of good corporate governance practices. Continuing briefings and professional development to Directors will be arranged whenever necessary.

# CORPORATE GOVERNANCE REPORT



For the financial year ended 31 December 2015, all Directors had participated in continuous professional development in the following manner in compliance with Paragraph A.6.5 of the Code:

	Type of trainings
Mr. Lin Pintong	A, C
Mr. Ruan Deqing	A, C
Ms. Yang Kan	A, C
Mr. Peng Lichun	A, C
Mr. Ma Pun Fai	A, C
Mr. Wang Fuqing	C
Ms. Tay Sheve Li	B, C
Mr. Teng Tai	C
Ms. Yu Shun Yan Verda	A, C
Mr. Yau Kit Yu	A, C

- A: attending internal briefing session in relation to corporate governance  
 B: attending seminars/courses/conference to develop professional skills and knowledge  
 C: reading materials in relation to regulatory update

## BOARD COMMITTEES

As at 31 December 2015, the Board has established three board committees, namely the audit committee (the "Audit Committee"), remuneration committee (the "Remuneration Committee") and nomination committee (the "Nomination Committee"), with written terms of reference which are available for viewing on the website of the Stock Exchange and the Company to assist them in the efficient implementation of their functions. Specific responsibilities have been delegated to the above committees.

## AUDIT COMMITTEE

The Company established the Audit Committee on 17 December 2010 with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and the Code. The primary duties of the Audit Committee are mainly to review the material investment, capital operation and material financial system of the Company; to review the accounting policy, financial position and financial reporting procedures of the Company; to communicate with external audit firms; to assess the performance of internal financial and audit personnel; to assess the internal control of the Company; and to perform the corporate governance functions under Paragraph D.3.1 of the Code.

As at 31 December 2015, the Audit Committee has three members comprising Ms. Tay Sheve Li (Chairperson), Ms. Yu Shun Yan Verda and Mr. Yau Kit Yu. During the year ended 31 December 2015, the Audit Committee had held four meetings to review the final results of the Group for 2014, the 2014 annual report of the Company, the 2015 interim results and report of the Company and the quarterly results and report for the periods ended 31 March 2015 and 30 September 2015, the Group's internal controls for the year and corporate governance of the Group. The Group's final results for the year ended 31 December 2015 had been reviewed by the Audit Committee before submission to the Board for approval. Members of the Audit Committee were of the opinion that the preparation of such results complied with the applicable accounting standards, the GEM Listing Rules and that adequate disclosure have been made.



## CORPORATE GOVERNANCE REPORT

The attendance of each member of the Audit Committee is set out in the following table:

	Number of attendance/ number of meeting
Ms. Tay Sheve Li ( <i>Chairperson</i> )	4/4
Mr. Teng Tai (resigned as member on 25 August 2015)	3/3
Ms. Yu Shun Yan Verda (appointed as member on 5 March 2015)	4/4
Mr. Yau Kit Yu (appointed as member on 24 November 2015)	0/0

### REMUNERATION COMMITTEE

The Company established the Remuneration Committee on 17 December 2010 with written terms of reference in compliance with the Code. The primary duties of the Remuneration Committee include mainly: (i) reviewing the terms of the remuneration package of each director and member of senior management, and making recommendations to the Board regarding any adjustment thereof; and (ii) reviewing and evaluating the performance of individual executive directors for determining the amount of bonus (if any) payable to them. No director shall participate in any discussion about his or her own remuneration.

As at 31 December 2015, the Remuneration Committee has three members comprising Ms. Tay Sheve Li (*Chairperson*), Mr. Ruan Deqing and Ms. Yu Shun Yan Verda. The remuneration of the directors was determined with reference to their respective experience, responsibilities with the Group and general market conditions. During the year ended 31 December 2015, five meetings of the Remuneration Committee were held to review the remuneration package of the directors and senior management of the Group.

The attendance of each member of the Remuneration Committee is set out in the following table:

	Number of attendance/ number of meeting
Mr. Teng Tai ( <i>Chairman</i> ) (resigned on 25 August 2015)	4/4
Ms. Tay Sheve Li ( <i>Chairperson</i> ) (appointed on 25 August 2015)	1/1
Mr. Ruan Deqing	5/5
Ms. Yu Shun Yan Verda (appointed as member on 5 March 2015)	3/3

# CORPORATE GOVERNANCE REPORT



## NOMINATION COMMITTEE

The Company established the Nomination Committee on 17 December 2010 with written terms of reference in compliance with the Code. The written terms of reference of the Nomination Committee which have been revised on 12 August 2013 to incorporate duty of the Nomination Committee to promote diversity of the Board as required in new code provision of the Code with effect from 1 September 2013 has been posted on the GEM website and the Company's website. The primary duties of the Nomination Committee include the review of the structure, size and composition (including the skills, knowledge and experience) of the Board on at least annually and to make recommendations on any proposed change to the Board to complement the Company's corporate strategy, identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, assess the independence of independent non-executive Directors and make recommendation to the Board on the policy concerning the diversity of Board members. In reviewing and recommending the appointment of new directors, the Nomination Committee would seek to identify the competencies required to enable the Board to fulfill its responsibilities. The resume or document of the nominee or candidate will be given to the Nomination Committee for consideration. The Nomination Committee has adopted a process for selection and appointment of new directors which provides the procedure for identification of potential candidates, evaluation of the suitability of the candidate based on his qualifications, skills, knowledge, business and related experience, commitment, ability to contribute to the Board and such qualities and attributes that may be required by the Board.

The Nomination Committee has three members comprising Ms. Yu Shun Yan Verda (Chairperson), Ms. Tay Sheve Li and Mr. Peng Lichun. During the year ended 31 December 2015, six meetings of the Nomination Committee were held to review the structure, composition of the Board and the succession plan for the Board. Please refer to the paragraph headed "Board Diversity Policy" of this corporate governance report for details of the board diversity policy adopted by the Board and the progress on achieving the measurable objectives to implement the board diversity policy.

The attendance of each member of the Nomination Committee is set out in the following table:

	Number of attendance/ number of meeting
Ms. Yu Shun Yan Verda ( <i>Chairperson</i> )	4/4
Mr. Lin Pintong (retired as member on 8 May 2015)	2/2
Mr. Teng Tai (resigned as member on 25 August 2015)	4/4
Mr. Peng Lichun (appointed as member on 14 May 2015)	3/3
Ms. Tay Sheve Li (appointed as member on 25 August 2015)	2/2



# CORPORATE GOVERNANCE REPORT

## DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Board acknowledges its responsibility to prepare the Company's financial statements for each financial year and to ensure that the financial statements are prepared in accordance with statutory requirements and applicable accounting standards. The statement by the auditor of the Company about their responsibilities for the financial statements is set out in the independent auditor's report contained in this annual report. The Board also ensures the timely publication of the financial statements. The Directors, having made appropriate enquiries, confirm that they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

## INDEPENDENT AUDITOR'S REMUNERATION

The amount of fees charged by the auditor generally depends on the scope and volume of the auditor's work. During the year ended 31 December 2015, the remuneration paid or payable to the auditor of the Company in respect of the statutory audit services was approximately RMB1,175,000. Non-audit services provided by the auditor of the Company during the year includes services rendered in connection with the assurance report on continuing connected transactions and assurance reports on the compilation of the unaudited pro forma financial information for inclusion in circular dated 14 August 2015 and prospectus dated 14 September 2015 issued in connection with the Open Offer. The remuneration paid to the auditor of the Company in respect of the non-audit services was approximately RMB272,000.

## INTERNAL CONTROL

The Board is responsible for maintaining an adequate internal control system to safeguard shareholder investments and Company assets. The internal control system of the Group aims to facilitate effective and efficient operations, to ensure reliability of financial reporting and compliance with applicable laws and regulations, to identify and manage potential risks and to safeguard assets of the Group. The senior management of the Group shall review and evaluate the control process and monitor any risk factors on a regular basis and report to the Audit Committee on any findings and measures to address the variances and identified risks.

The Board has conducted review of its internal control system to ensure an effective and adequate internal control system in place. The Directors consider that the Company has implemented a series of procedures for safeguarding the Company's assets against unauthorized use or misappropriation, maintaining accounting records properly and ensuring the reliability of financial information.

## COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company has established a range of communication channels between itself and its shareholders, and investors. These include answering questions through annual general meeting, publication of annual, interim and quarterly reports, notices, announcements and circulars, the Company's website at [www.china33media.com](http://www.china33media.com) and meetings with investors and analysts.

## SHAREHOLDERS' RIGHT

As one of the measures to safeguard shareholder's interest and rights, separate resolutions can be proposed at shareholders' meetings on each substantial issue, including the election of individual directors, for shareholders' consideration and voting. All resolutions put forward at shareholders' meeting will be voted by poll pursuant to the GEM Listing Rules and the poll voting results will be posted on the GEM website and the Company's website after the relevant shareholders' meeting.

# CORPORATE GOVERNANCE REPORT



## Procedures for shareholders to convene an extraordinary general meeting

Pursuant to article 64 of the articles of association of the Company, an extraordinary general meeting of the Company ("EGM") may be convened by the Board on requisition of one or more shareholders (the "Requisitionist(s)") holding at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meeting (the "Requisition"). Such Requisition shall be made in writing to the Directors or the Company Secretary and sent to the Company's principal place of business in Hong Kong (details of which are set out in the section headed "Corporate Information" of this annual report). For the purpose of requiring an EGM to be called by the Directors, such Requisition must state the object of business to be transacted at the meeting and must be signed by the Requisitionists. The EGM shall be held within two months after the deposition of such Requisition. If the Board fails to proceed to convene such EGM within 21 days of the deposit of such Requisition, the Requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the Requisitionist(s) as a result of the failure of the Board shall be reimbursed to the Requisitionist(s) by the Company.

## Procedures for raising enquiries

Shareholders should direct their questions about their shareholdings, share transfer, registration and payment of dividend to the Company's Hong Kong share registrar (details of which are set out in the section headed "Corporate Information" of this annual report).

For putting forward any enquiries to the Board, shareholders may send written enquiries to the Company. Shareholders may send their enquiries or requests in respect of their rights to the Company's principal place of business in Hong Kong (details of which are set out in the section headed "Corporate Information" of this annual report).

Shareholders are reminded to lodge their questions together with their detailed contact information for the prompt response from the Company if it deems appropriate.

## Procedures and contact details for putting forward proposals at shareholders' meetings

To put forward proposals at a general meeting of the Company, shareholder should lodge a written notice of his/her/its proposal (the "Proposal") with his/her/its detailed contact information to the Company's principal place of business in Hong Kong (details of which are set out in the section headed "Corporate Information" of this annual report).

The identity of such shareholder and his/her/its request will be verified with the Company's Hong Kong share registrar and upon confirmation by the Hong Kong share registrar that the request is proper and in order and made by a shareholder of the Company, the Board will determine in its sole discretion whether the Proposal may be included in the agenda for the general meeting to be set out in the notice of meeting.

The notice period to be given to all the shareholders of the Company for consideration of the Proposal raised by such shareholder concerned at the general meeting varies according to the nature of the Proposal as follows:

- (1) Notice of not less than 21 clear days and not less than 20 clear business days in writing if the Proposal requires approval in an annual general meeting;
- (2) Notice of not less than 21 clear days and not less than 10 clear business days in writing if the Proposal requires approval by way of a special resolution in an extraordinary general meeting; and
- (3) Notice of not less than 14 clear days and not less than 10 clear business days in writing if the Proposal requires approval in an extraordinary general meeting other than by way of a special resolution of the Company.



## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### DIRECTORS

#### Executive Directors

**Mr. Ruan Deqing (阮德清)**, aged 51, is the Chairman and an Executive Director and is responsible for the operating and financial matters of the Group. He also acts as the compliance officer of the Group. Mr. Ruan was appointed as a Director on 5 May 2010. Mr. Ruan graduated from the Zhengzhou Institute of Railway Mechanics (鄭州鐵路機械學校) in 1986 and obtained an Adult Education Diploma in Advertising from the Xiamen University (廈門大學) in July 2000. Mr. Ruan has more than ten years of experience in the advertising industry. Prior to co-founding the Group with Mr. Lin Pintong, Mr. Ruan worked as a technician of the locomotive depot in Fuzhou of Nanchang Railway Bureau (南昌鐵路局福州機務處) during the period from 1986 to 1997. During the period from 1997 to 1999, Mr. Ruan worked at Fujian Huashui Advertising and Decorating Company Limited (福建華稅廣告裝潢有限公司). Mr. Ruan was the general manager of Fujian Annual Ring Advertisement Co., Ltd. (福州年輪廣告有限公司) during the period from 1999 to 2002. From August 2002 to April 2010, Mr. Ruan was the general manager of Fujian Ao Shen Media Advertising Co., Ltd. (福建省奧神傳媒廣告有限責任公司). In the three years preceding the date of this annual report, Mr. Ruan did not hold any directorship in other listed public companies in Hong Kong or overseas. Mr. Ruan is currently a director of Lizhong Limited and Joint Loyal Limited, which have an interest in such number of shares of the Company under Divisions 2 and 3 of Part XV of Securities and Futures Ordinance as disclosed in the section headed "Substantial shareholders' and other persons' interests and short positions in shares and underlying shares of the Company" in this annual report.

**Mr. Lin Pintong (林品通)**, aged 50, was an Executive Director of the Company. He is responsible for the overall business operations of the Group and formulation of business development strategies. Mr. Lin was appointed as a Director on 5 May 2010 and retired on 8 May 2015. Mr. Lin graduated from the Fujian Agriculture and Forestry University (福建農林大學) (then known as Fujian Agriculture University (福建農學院)) with a bachelor's degree in agricultural mechanics in 1985. Mr. Lin was a teacher at Chengguan Middle School in Shou'ning County (壽寧縣城關中學) of Fujian Province during the period from August 1985 to August 1989, and a staff member of Economic Institution Reform Committee of Shou'ning County (壽寧縣經濟體制改革委員會) during the period from September 1989 to December 1989. Mr. Lin has 18 years of experience in the advertising and media industry and has an in-depth knowledge on the media/advertising industry in China. Prior to co-founding the Group with Mr. Ruan, Mr. Lin worked as a journalist for Mindong Newspaper Office (閩東報社) during the period from 1990 to 1992 and for Hong Kong Commercial Daily (香港商報) from 1992 to 1999. From 1999 to 2002, Mr. Lin was the Chairman of Fujian Annual Ring Advertisement Co., Ltd. (福州年輪廣告有限公司). Since 2002, Mr. Lin has participated in the management of Fujian Ao Shen Media Advertising Co. Ltd. (福建省奧神傳媒廣告有限責任公司) ("Fujian Aoshen") and Beijing Lvban Media Advertising Co., Ltd. (北京旅伴傳媒廣告有限公司) ("Beijing Lvban"). In the three years preceding the date of this annual report, Mr. Lin did not hold any directorship in other listed public companies in Hong Kong or overseas. Mr. Lin is currently a director of Lizhong Limited and Broad Win Limited, which have an interest in such number of shares of the Company under Divisions 2 and 3 of Part XV of Securities and Futures Ordinance as disclosed in the section headed "Substantial shareholders' and other persons' interests and short positions in shares and underlying shares of the Company" in this annual report.

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT



**Ms. Yang Kan (楊侃)**, aged 39, was an Executive Director appointed on 6 February 2015 and resigned on 4 August 2015. Ms. Yang was graduated from the Huazhong University of Science and Technology, the People's Republic of China with a bachelor's degree in international economic and trade. She has over 10 years of experience in economics and business promotion. From 2003 to 2012, she worked in China Eastern Airlines as manager and was responsible for human resources management and corporate image promotions during which she gained extensive knowledge in corporate operations management. In the three years preceding the date of this annual report, Ms. Yang did not hold any directorship in other listed public companies in Hong Kong or overseas.

**Mr. Peng Lichun (彭立春)**, aged 34, is an Executive Director appointed on 5 March 2015. Mr. Peng has over 12 years of working experience in financial industry and has solid experience in corporate fund raising and management in Hong Kong and the People's Republic of China (the "PRC"). Mr. Peng obtained a professional certificate of economic management and computer management from Xiangtan University (湘潭大學), PRC in 2002. He is currently a director in a wealth management company in Shenzhen which focusing securities investment and wealth management in the PRC. In the three years preceding the date of this annual report, Mr. Peng did not hold any directorship in other listed public companies in Hong Kong or overseas.

**Mr. Ma Pun Fai (馬彬輝)**, aged 47, is an Executive Director appointed on 25 August 2015. Mr. Ma has over 20 years' experience in administration and management. He is currently a managing director in a local electronics company. Mr. Ma had been working in the entertainment and advertising industry over six years, and was responsible for administrative and managerial work in several domestic and foreign enterprises. In the three years preceding the date of this annual report, Mr. Ma did not hold any directorship in other listed public companies in Hong Kong or overseas.

### Non-Executive Director

**Mr. Wang Fuqing (王福清)**, aged 48, was appointed as a Non-Executive Director on 17 December 2010 and re-designated as Executive Director on 1 June 2012. On 19 July 2013, he was re-designated as a Non-Executive Director (details of which are set out in the announcement of the Company dated 19 July 2013). Mr. Wang obtained a bachelor's degree in agricultural economics and administration and a master degree in agricultural economics and administration in 1987 and 1992 respectively, from the Fujian Agriculture and Forestry University (福建農林大學) (then known as Fujian Agriculture University (福建農學院)). Mr. Wang worked at Fujian Agriculture General Development Co., Ltd. (福建省農業綜合開發公司) during the period from 1992 to 1994. Mr. Wang has nearly ten years of experience in the securities and brokerage industry. He worked at the investment banking department of Fujian Industrial Securities Co., Ltd. (福建興業證券公司) from 1994 to 1995 and worked for China Merchants Securities Co., Ltd. (招商證券股份有限公司) in China during the period from 1995 to 2004. During the period from 2004 to 2006, Mr. Wang was the Executive Director of Shenzhen Mindray Bio-medical Electronics Co., Ltd. (深圳邁瑞生物醫療電子股份有限公司) and was responsible for overseeing the capital market activities of the company. Since 2006, Mr. Wang is the general manager of Shenzhen Hui Jie Investment Company Ltd. (深圳市匯傑投資有限公司) and a director of Make Sense Group Limited. In the three years preceding the date of this annual report, Mr. Wang did not hold any directorship in other listed public companies in Hong Kong or overseas. Mr. Wang is currently a director of Make Sense Group Limited, which has an interest in such number of shares of the Company under Divisions 2 and 3 of Part XV of Securities and Futures Ordinance as disclosed in the section headed "Substantial shareholders' and other persons' interests and short positions in shares and underlying shares of the Company" in this annual report.



## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### Independent Non-Executive Directors

**Ms. Tay Sheve Li (鄭雪莉)**, aged 43, is an Independent Non-Executive Director appointed on 30 September 2013. Ms. Tay graduated from the University of Strathclyde, United Kingdom, in July 1994 with a bachelor's degree in arts majoring in accounting and finance and received her master's degree in applied finance from University of Western Sydney in September 2004. Since 2002, Ms. Tay has been a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a fellow member of Association of Chartered Certified Accountants. Ms. Tay has over 15 years of experience in accounting and auditing experience. From November 1997 to September 2007, she worked at Ernst & Young as a senior manager in audit assurance. From October 2007 to September 2010, Ms. Tay worked at Ernst & Young as a senior manager in the finance department. From October 2010 to June 2011, Ms. Tay was the president of finance and capital management department in Centron Telecom International Holding Ltd., a company listed on the Main Board of the Stock Exchange (stock code: 1155). From November 2011 to January 2014, Ms. Tay was an independent non-executive director of National United Resources Holdings Limited (formerly known as China Outdoor Media Group Limited), a company listed on the Main Board of the Stock Exchange (stock code: 254). Ms. Tay is currently an independent non-executive director of Grand Concord International Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 844). Ms. Tay is the Independent Non-Executive Director who has the qualifications and experience (as mentioned above) to meet the requirements under Rule 5.05(2) of the GEM Listing Rules. Save as disclosed herein, in the three years preceding the date of this annual report, Ms. Tay did not hold any directorship in other listed public companies in Hong Kong or overseas.

**Mr. Teng Tai (滕泰)**, aged 41, was an Independent Non-Executive Director appointed on 3 June 2014 and resigned on 25 August 2015. Mr. Teng graduated from Lanzhou University with a bachelor degree in economics in 1995. He received his master degree in economics from Fudan University in 1998. In 2003, he obtained his doctorate degree in economics from 上海社科院世界經濟研究所 (World Economics Institute of Shanghai Academy of Social Sciences). Mr. Teng has over 16 years of experience in economics and assets management. From July 1998 to June 2002, he worked as analyst and head of industry research department and institutional investors department of Haitong Securities. From July 2002 to April 2005, he worked as the general manager of assets management department and head of fund investment department of SooChow Securities. From April 2005 to May 2010, he worked as the chief economist, head of research institute and general manager of China Galaxy Securities. From May 2010 to June 2012, he worked as the vice-president and chief economist of Minsheng Securities. Starting from July 2012, he is the chairman of the board of directors of Winbro Asset Management Co., Ltd. and the head of Winbro Economic Research Institute. Starting from 2003, Mr. Teng has made various economics-related publications. In the three years preceding the date of this annual report, Mr. Teng did not hold any directorship in other listed public companies in Hong Kong or overseas.

**Ms. Yu Shun Yan Verda (余舜茵)**, aged 34, is an Independent Non-Executive Director appointed on 5 March 2015. Ms. Yu graduated from The Hong Kong Institute of Education with a bachelor's degree in Education in 2004. She has over 7 years of experience in business promotion, corporate communication and relationship management in different business sectors including public relation company and financial institutes. She is currently working in a public relation company as a marketing director and had worked in financial institutes for almost 7 years. In the three years preceding the date of this annual report, Ms. Yu did not hold any directorship in other listed public companies in Hong Kong or overseas.

**Mr. Yau Kit Yu (邱潔如)**, aged 62, is an Independent Non-Executive Director appointed on 24 November 2015. Mr. Yau has over 30 years of experience in the trading and marketing industries. He started his career in sales activities in 1978, and has since 2000 served in various companies selling agricultural products as marketing directors, mainly responsible for the overall management of sales and marketing. In the three years preceding the date of this annual report, Mr. Yau did not hold any directorship in other listed public companies in Hong Kong or overseas.

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT



## SENIOR MANAGEMENT

**Mr. Siu Shing Tak (蕭承德)**, aged 32, joined the Company in May 2013. He is currently the Chief Financial Officer and Company Secretary of the Company. Mr. Siu graduated from Walter A. Haas School of Business of the University of California, Berkeley, with a Bachelor degree in Science in Business Administration. He is a certified public accountant of American Institute of Certified Public Accountant and Hong Kong Institute of Certified Public Accountant. He has over ten years of experience in accounting, auditing and internal control. Before joining the Group as the group investor director and internal control director in May 2013, he held various senior management positions in United States and Hong Kong listed companies, in which he was responsible for the internal audit and daily financial operation and assist in their transactions and compliance with the applicable rules and regulations. He also worked in PriceWaterhouseCoopers in both United States and Hong Kong offices during which he engaged in auditing work of listed companies and initial public offering projects.

**Mr. Lau Kwok Ki (劉國基)**, aged 56, is appointed as the Chief Operating Officer of 33 Financial Services Limited and is responsible for developing and managing payment product business. Mr. Lau holds a Diploma in Management Studies at Hong Kong Polytechnic University in 1989 and Professional Diploma in Quality Project and Service Management at ABRS Centre for Professional Development in 2009. Mr. Lau is a full member of the Hong Kong Computer Society. With over 30 years Information Technology, Cards and Bank Operations experiences including 25 years in managerial role, Mr. Lau was the Director of Technologies, Director of Management Services and Director of Interactive and Business Systems, Asia Pacific of American Express International Incorporation as well as American Express Bank Limited. Mr. Lau has extensive depth of experience in regional project management; business systems development; data center management; bank and cards operations. Mr. Lau later joined China Yinsheng Finance (Holding) Limited as Vice President-Operations to lead the Operations team to overall manage the launch and on-going support of the China UnionPay Prepaid Cards. Mr. Lau also helped China Yinsheng Finance to successfully apply for the MasterCard Credit and Prepaid Card licenses.



## REPORT OF THE DIRECTORS

The Directors are pleased to present their report and the audited consolidated financial statements for the year ended 31 December 2015.

### RAISING OF FUNDS AND USE OF PROCEEDS

Pursuant to Open Offer completed on 8 October 2015, the Company has raised HK\$497 million (RMB423 million), net of commission and related expenses, which are intended to be applied in the following manner:

- (a) approximately HK\$293 million, representing 59% of the net proceeds from the Open Offer for the investments in movie industry through the New JV Company;
- (b) approximately HK\$154 million, representing approximately 31% of the net proceeds from the Open Offer for investment opportunities in the movie industry when opportunities arise;
- (c) remaining balance of approximately HK\$50 million, representing 10.0% of the net proceeds from the Open Offer for the general working capital for the existing businesses of the Group.

Upon receipt of the proceeds, the actual use of the proceeds by the Company was as follow: (i) RMB30.3 million as prepayment for 2 film investments; and (ii) the remaining balance of approximately RMB392.7 million being held as bank balance.

### PRINCIPAL ACTIVITIES

The principal business activity of the Company is investment holding. The principal activities and other particulars of the Company's principal subsidiaries are set out in note 37 to the consolidated financial statements.

### RESULTS AND DIVIDENDS

The Group's loss for the year ended 31 December 2015 and the state of affairs of the Company and the Group at that date are set out in the consolidated financial statements on pages 42 to 117 of this annual report.

The Directors do not recommend the payment of any dividend for the year ended 31 December 2015 (2014: Nil).

### CLOSURE OF THE REGISTER OF MEMBER

The register of members of the Company will be closed from 5 May 2016 to 6 May 2016, both dates inclusive, during which period no transfer of shares (the "Shares") of the Company could be registered for determination of entitlement of shareholders of the Company to the attendance at the forthcoming annual general meeting of the Company.

### FIVE YEAR FINANCIAL SUMMARY

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the past five financial years, as extracted from the audited consolidated financial statements, is set out on page 118 of this annual report. This summary does not form part of the audited financial statements.

# REPORT OF THE DIRECTORS



## PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group are set out in note 15 to the consolidated financial statements.

## SHARE CAPITAL

Details of movements in the Company's share capital during the year are set out in note 27 to the consolidated financial statements.

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

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

During the year ended 31 December 2015, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in pages 112 and 46 respectively.

## DISTRIBUTABLE RESERVES

As at 31 December 2015, the Company's reserves available for distribution, calculated in accordance with the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to approximately RMB421,269,000 (2014: RMB65,363,000).

## MAJOR CUSTOMERS AND SUPPLIERS

Sales to the Group's five largest customers accounted for approximately 16.8% (2014: 12.1%) of the total sales for the year and sales to the largest customer included therein amounted to approximately 5.7% (2014: 2.9%) of the total sales for the year. Services supplied from the Group's five largest suppliers accounted for approximately 50.6% (2014: 42.1%) of the total cost of sales for the year and service supplied from the Group's largest supplier included therein amounted to approximately 20.8% (2014: 14.5%) of the total cost of sales for the year. None of the Directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers and suppliers.

## SHARE OPTION SCHEME

Particulars of the share option scheme adopted by the Group are set out in note 28 to the consolidated financial statements.



# REPORT OF THE DIRECTORS

## DIRECTORS

The directors during the year and up to the date of this report were:

### Executive Directors

Mr. Ruan Deqing (*Chairman*)

Mr. Lin Pintong (retired on 8 May 2015)

Mr. Han Wenqian (resigned as Chief Executive Officer on 15 December 2015)

Ms. Yang Kan (resigned on 4 August 2015)

Mr. Peng Lichun

Mr. Ma Pun Fai (appointed on 25 August 2015)

### Non-Executive Director

Mr. Wang Fuqing

### Independent Non-Executive Directors

Ms. Tay Sheve Li

Mr. Teng Tai (resigned on 25 August 2015)

Ms. Yu Shun Yan Verda

Mr. Yau Kit Yu (appointed on 24 November 2015)

Pursuant to Article 105(A) of the Company's article of association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation and shall be eligible for re-election. Every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

By virtue of Article 105(A) of the articles of the association of the Company, Mr. Peng Lichun, Mr. Wang Fuqing and Ms. Yu Shun Yan Verda will retire at the forthcoming annual general meeting, Mr. Peng Lichun, Mr. Wang Fuqing and Ms. Yu Shun Yan Verda, being eligible, will offer themselves for re-election at the annual general meeting.

By virtue of Article 109 of the articles of association of the Company, any person appointed by the Directors to fill a casual vacancy or as additional Director shall hold office until the next following general meeting of the Company and shall then be eligible for re-election at the meeting. Mr. Ma Pun Fai who was appointed by the board of Director of the Company as Executive Director pursuant to board resolutions with effect from 25 August 2015, will retire at the forth coming annual general meeting. Mr. Ma Pun Fai, being eligible, will offer himself for re-election at the annual general meeting. Mr. Yan Kit Yu, who was appointed by the board of Directors of the Company as Independent Non-executive Director pursuant to board resolution with effect from 24 November 2015 will retire at the forthcoming annual general meeting. Mr. Yau Kit Yu, being eligible, will offer himself for re-election at the annual general meeting.

# REPORT OF THE DIRECTORS



## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of Directors and senior management of the Group are disclosed in the section headed "Biographical Details of Directors and Senior Management" on pages 22 to 25 of this annual report.

## DIRECTORS' SERVICE AGREEMENTS

Each of Mr. Lin Pintong (who retired on 28 May 2015) and Mr. Ruan Deqing, all being the Executive Directors, has entered into a service contract and supplement service contract with the Company for an initial term of three years with effect from 17 December 2010 and 11 November 2013, respectively. Ms. Yang Kan (who resigned on 4 August 2015), being an Executive Director, has entered into a service contract with the Company for an initial term of three years with effect from 6 February 2015. All service contracts shall be automatically renewed and extended for successive terms of one year unless and until terminated by not less than three months' prior notice in writing served by either party on the other or by payment of three months' fixed salary in lieu of such notice at the end of the initial term or at any time thereafter. Mr. Peng Lichun and Mr. Ma Pun Fai, being Executive Directors, has no fixed term of service with the Company and they will hold office until they retire by rotation from the Board and will be eligible for re-election at the annual general meeting in accordance with the provisions of the bye-law.

Mr. Wang Fuqing, being Non-Executive Director, has entered into an appointment letter with the Company for a term of one year commencing from 19 July 2013. Ms. Tay Sheve Li, being an Independent Non-Executive Director, has entered into an appointment letter with the Company for a term of one year commencing from 30 September 2013. Mr. Teng Tai (who resigned on 25 August 2015), being Independent Non- Executive Director, has entered into an appointment letter with the Company for a term of one year commencing from 3 June 2014. The aforementioned appointment letters for non-executive director and independent non-executive Directors is for a term of one year which shall be automatically renewed and extended for successive terms of one year and may be terminated after the initial term by either party by giving at least three months' written notice. The appointments are subject to the provisions of the articles of association with regard to vacation of office of directors, removal and retirement by rotation of directors. Ms. Yu Shun Yan Verda and Mr. Yau Kit Yu, being Independent Non-Executive Directors, has no fixed term of service with the Company and they will hold office until they retire by rotation from the Board and will be eligible for re-election at the annual general meeting in accordance with the provisions of the bye-law.

Apart from the foregoing, no director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

## DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in note 10 to the financial statements of this annual report, none of the Directors had material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2015, the Directors were not aware of any business or interest of each of the Directors, controlling shareholders and their respective associates (as defined in the GEM Listing Rules) that competes or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.



## REPORT OF THE DIRECTORS

### NON-COMPETE UNDERTAKING

On 17 December 2010, Mr. Lin Pintong, Mr. Ruan Deqing, Lizhong Limited, Broad Win Limited and Joint Loyal Limited (collectively, the “Controlling Shareholders”), have given an irrevocable non-compete undertaking (the “Non-compete Undertaking”) in favour of the Group pursuant to which each of them irrevocably, unconditionally, jointly and severally undertaken, among other matters, not to, directly or indirectly, carry on, invest in or be engaged in any business which would or might compete with the business of the Group. Details of the Non-compete Undertaking have been set out in the section headed “Relationship with our Controlling Shareholders” of the prospectus of the Company dated 22 February 2011.

The Non-compete Undertaking has become effective from the Listing Date.

The Company has received the confirmation from the Controlling Shareholders in respect of their compliance with the terms of the Non-compete Undertaking from the Listing Date to the date of this report.

The Independent Non-Executive Directors had reviewed and confirmed that the Controlling Shareholders have complied with the Non-compete Undertaking and the Non-compete Undertaking has been enforced by the Company in accordance with its terms from the Listing Date to the date of this report.

### DIRECTORS’ AND CHIEF EXECUTIVES’ INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 31 December 2015, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meanings of Part XV of the Securities and Futures Ordinance (the “SFO”)) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange, pursuant to the required standard of dealings by directors of listed issuer referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

#### Long positions in the ordinary Shares of the Company

Name of director	Nature of interest	Number of Shares held	Approximate percentage of shareholding (%)
Mr. Ruan Deqing	Interest of a controlled corporation	1,036,800,000 ordinary Shares (Note 1)	18.00
Mr. Wang Fuqing	Interest of a controlled corporation	141,768,000 ordinary Shares (Note 2)	2.46
	Beneficial owner	1,194,000 ordinary Shares	0.02

# REPORT OF THE DIRECTORS



## Notes:

- (1) These Shares are registered in the name of Lizhong Limited ("Lizhong"), 48.73% of the entire issued share capital of which is owned by Joint Loyal Limited ("Joint Loyal"). The entire issued share capital of Joint Loyal is owned by Mr. Ruan Deqing ("Mr. Ruan"), an executive director. Mr. Ruan is deemed to be interested in all the Shares in which Joint Loyal is interested by virtue of the SFO. Mr. Ruan is the sole director of Joint Loyal.
- (2) These Shares are registered in the name of Make Sense Group Limited ("Make Sense"), the entire issued share capital of which is owned by Mr. Wang Fuqing ("Mr. Wang"), an non-executive director. Mr. Wang is deemed to be interested in all the Shares in which Make Sense is interested by virtue of the SFO. Mr. Wang is the sole director of Make Sense.

Save as disclosed above, as at 31 December 2015, none of the Directors and chief executive of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO.

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

So far as is known to the Directors, as at 31 December 2015, the following persons (not being a Director or chief executive of the Company) had, or were deemed to have interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

### Long positions in Shares and underlying Shares of the Company

Name of shareholder	Nature of interest	Number of Shares held	Approximate percentage of shareholding (%)
Mr. Lin Pintong ( <i>Note 1</i> )	Interest of a controlled corporation	1,036,800,000	18.00
Lizhong ( <i>Note 1</i> )	Beneficial owner	1,036,800,000	18.00
Broad Win ( <i>Note 1</i> )	Interest of a controlled corporation	1,036,800,000	18.00
Ms. Pan Xiaoying ( <i>Note 2</i> )	Interest of spouse	1,036,800,000	18.00
Joint Loyal ( <i>Note 1</i> )	Interest of a controlled corporation	1,036,800,000	18.00
Ms. Liu Sibin ( <i>Note 3</i> )	Interest of spouse	1,036,800,000	18.00
Ms. Zhu Yan ( <i>Note 4</i> )	Interest of spouse	142,962,000	2.48
Make Sense	Beneficial owner	141,768,000	2.46
New Express Investment Limited ( <i>Note 5</i> )	Beneficial owner	403,622,000	7.01
China Investment and Finance Group Limited ( <i>Note 5</i> )	Interest of a controlled corporation	403,622,000	7.01



## REPORT OF THE DIRECTORS

### Notes:

- (1) These Shares are registered in the name of and beneficially owned by Lizhong, 48.73% and 48.73% of the entire issued share capital of Lizhong is owned by Broad Win Limited ("Broad Win") and Joint Loyal respectively. The entire issued share capital of Broad Win and Joint Loyal is owned by Mr. Lin Pintong ("Mr. Lin") and Mr. Ruan respectively. Under the SFO, each of Mr. Lin, Mr. Ruan, Broad Win and Joint Loyal is deemed to be interested in all the Shares held by Lizhong. The directors of Lizhong are Mr. Lin, Mr. Ruan and Mr. Han Wenqian.
- (2) Ms. Pan Xiaoying ("Ms. Pan") is the spouse of Mr. Lin. Therefore, Ms. Pan is deemed, or taken to be, interested in the Shares which Mr. Lin is deemed, or taken to be interested in for the purposes of the SFO.
- (3) Ms. Liu Sibin ("Ms. Liu") is the spouse of Mr. Ruan. Therefore, Ms. Liu is deemed, or taken to be, interested in the Shares which Mr. Ruan is deemed, or taken to be interested in for the purposes of the SFO.
- (4) Among these Shares, Make Sense is the beneficial owner of 141,768,000 Shares and Mr. Wang is the beneficial owner of 1,194,000 Shares. The entire issued share capital of Make Sense is owned by Mr. Wang. Ms. Zhu Yan ("Ms. Zhu") is the spouse of Mr. Wang. Therefore, Ms. Zhu is deemed, or taken to be, interested in all Shares which Mr. Wang is deemed, or taken to be interested in for the purposes of the SFO.
- (5) These Shares were registered in the name of and beneficially owned by New Express Investment Limited ("New Express Investment"). The entire issued share capital of New Express Investment was owned by China Investment and Finance Group Limited ("China Investment"). China Investment is deemed to be interested in all the Shares in which New Express Investment was interested by virtue of the SFO.

Save as disclosed above, as at 31 December 2015, the Directors are not aware of any other persons (other than Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

## CORPORATE GOVERNANCE

The Company is committed to maintaining the highest standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 12 to 21 of this annual report.

## EMOLUMENT POLICY

The Remuneration Committee is responsible for making recommendations to the Board on Company's policy and structure for all Directors and senior management remuneration, having regard to market competitiveness, individual performance and achievement. The Company has adopted a share option scheme as an incentive to directors and eligible participants, details of the scheme is set out in note 28 to the consolidated financial statements.

The remuneration of the senior management of the Group by band for the year ended 31 December 2015 is set out below:

Remuneration bands	Number of senior management
RMB500,001 to RMB1,000,000	1
RMB1,000,001 to RMB1,500,000	1

Further details of the Directors' remuneration and the five highest paid employees are set out in note 10 to the financial statements respectively.

# REPORT OF THE DIRECTORS



## RELATED PARTY TRANSACTIONS

Details of related party transactions of the Group during the year ended 31 December 2015 are set out in note 35 to the consolidated financial statements. Those related party transactions constitute continuing connected transactions exempted from the reporting, announcement and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules. The Company confirmed that it has complied with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

## CONTINUING CONNECTED TRANSACTIONS

During the year under review, certain transactions entered into by the Group with the Connected Persons (as defined below) constituted non-exempt continuing connected transactions of the Company under the GEM Listing Rules.

Mr. Lin Pintong ("Mr. Lin") and Mr. Ruan Deqing ("Mr. Ruan") were controlling shareholders of the Company, while Mr. Ruan is also a Director of the Company. Fujian Ao Shen Media Advertising Co. Ltd and Beijing Datusu Media Advertising Co., Ltd, (collectively the "Contracting Entities", each a "Contracting Entity") were owned as to 50% and 50% by Mr. Lin and Mr. Ruan and are associates of Mr. Lin and Mr. Ruan. By virtue of the GEM Listing Rules, Mr. Lin, Mr. Ruan and the Contracting Entities (collectively, the "Connected Persons") were regarded as connected persons of the Company.

For reason as disclosed in the section headed "Connected transactions" in the prospectus of the Company dated 22 February 2011, a series of contracts (the "Structure Agreements") were entered into by, among others, Aoshen Technology Service (Fuzhou) Co., Ltd. ("Aoshen Technology"), Hongkong Ao Shen Investment Co., Limited ("Aoshen Hong Kong"), Mr. Lin, Mr. Ruan and the Contracting Entities on 17 December 2010 which include:

- (1) framework agreements (the "Framework Agreements") dated 17 December 2010 entered into between (i) Aoshen Technology; (ii) the Contracting Entities; and (iii) Mr. Lin and Mr. Ruan, whereby the Contracting Entities have undertaken, among others, not to enter into any material business transaction without the prior written consent of Aoshen Technology. The Contracting Entities shall appoint individuals as nominated by Aoshen Technology to be their directors and key management as and when Aoshen Technology sees fit. Furthermore, Aoshen Technology or its nominees is entitled to exercise their rights as if they were the shareholder of the Contracting Entities. Any dividend distributable reserve and/or other assets (including residual assets upon dissolution of the Contracting Entities) derived from the equity interests in the Contracting Entities shall also be paid to Aoshen Technology or to such other entities or otherwise deal with in such other manner as Aoshen Technology may direct. Each of the Framework Agreements has become effective when it was executed on 17 December 2010 and will remain effective for a perpetual term unless and until terminated by Aoshen Technology by the giving of a 30-day advance notice in writing; or pursuant to the terms under other agreements entered into by the relevant parties; and it will be automatically terminated upon dissolution of the relevant Contracting Entity;



## REPORT OF THE DIRECTORS

- (2) exclusivity agreements (the “Exclusivity Agreements”) dated 17 December 2010 entered into between Aoshen Technology and the Contracting Entities whereby the Contracting Entities have engaged Aoshen Technology on an exclusive basis to provide consultation services in the management of assets, operation and liabilities, sales and marketing and other supporting services. In consideration of the provision of the aforementioned services by Aoshen Technology, the Contracting Entities have agreed to pay to Aoshen Technology (or such other entities as Aoshen Technology may direct) fees on an annual basis in arrears. Fees payable to Aoshen Technology by the Contracting Entities will be equivalent to the total revenue less all the related costs, expenses and taxes of the respective Contracting Entities, as audited by certified public accountants of the PRC. Each of the Exclusivity Agreements has become effective when it was executed on 17 December 2010 and will remain effective for a perpetual term unless and until terminated by Aoshen Technology by the giving of a 30-day advance notice in writing; and it will be automatically terminated upon dissolution of the relevant Contracting Entity;
- (3) equity pledge agreements dated 17 December 2010 entered into between Aoshen Technology, Mr. Lin and Mr. Ruan, whereby Mr. Lin and Mr. Ruan have pledged their entire interests in each of the Contracting Entities to secure the payment of consultations services fees to Aoshen Technology under the Exclusivity Agreements. Aoshen Technology is entitled to exercise its rights to sell the pledged equity interests on occurrence of any non-payment of such fees. None of the equity interests in the Contracting Entities can be pledged or transferred unless otherwise with prior consent from Aoshen Technology. Furthermore, Aoshen Technology is entitled to all dividends derived from the pledged equity interests in the Contracting Entities. Each of the equity pledge agreements has become effective when it was executed on 17 December 2010 until all payments in each of the Exclusivity Agreements are settled by the relevant Contracting Entity, as well as upon which the relevant Contracting Entity is no longer responsible for the performance under the Exclusivity Agreements; and they will be automatically terminated upon dissolution of the relevant Contracting Entity;
- (4) option agreements dated 17 December 2010 entered into between Aoshen Hong Kong, each of Mr. Lin and Mr. Ruan and each of the Contracting Entities whereby Aoshen Hong Kong has been granted options to acquire the entire equity interest in the Contracting Entities at nil consideration or the minimum amount as permitted by the applicable PRC laws. Subject to compliance with the PRC laws, such options may be exercised at any time and in any manner at the sole discretion of Aoshen Hong Kong. Prior to the exercise of such options, the respective registered capital or assets, business or revenues of the Contracting Entities shall not be reduced or disposed of unless with the prior consent from Aoshen Hong Kong or Aoshen Technology. Subject to the compliance with applicable laws and the constitutional documents of each of the Contracting Entities, any dividends, distributable reserve and/or other assets (including residual assets upon dissolution of the Contracting Entities) shall also be assigned or transferred to Aoshen Hong Kong, its subsidiaries in the PRC or to such other entities or otherwise deal with in such other manner as Aoshen Hong Kong may direct as soon as practicable but in any event no later than three days upon such receipt. Each of the option agreements has become effective when it was executed on 17 December 2010 and will only expire on the date on which all the equity interests in the Contracting Entities are transferred to Aoshen Hong Kong and/or its nominees, and the registrations of such equity transfers in the relevant Administration of Industry and Commerce in the PRC are completed; and it will be automatically terminated upon dissolution of the relevant Contracting Entity; and

## REPORT OF THE DIRECTORS



- (5) power of attorney dated 17 December 2010 entered into between Aoshen Technology, Mr. Lin and Mr. Ruan in respect of each of the Contracting Entities whereby the Group is authorised to exercise its rights in the Contracting Entities as if it were the ultimate beneficial owner of the Contracting Entities. Each of the power of attorney has become effective when it was executed on 17 December 2010 and will remain effective during the term of the Framework Agreements.

The purpose of the Structure Agreements is to provide the Group with effective control over the financial and operational policies of the Contracting Entities, Fuzhou Haidu Commercial Travel Media Co., Ltd, Beijing Zhong Shi Da Ye Advertising Media Co., Ltd and Beijing Luwang Culture Media Company Limited (collectively the “Operating Entities”), to obtain the economic benefits from the Operating Entities and acquire the equity interests in the Contracting Entities as and when permitted under the applicable PRC laws and to allow the Company to consolidate the assets, liabilities, equity, income and expenses of the Operating Entities into the Group’s consolidated financial statements as if they were the Group’s subsidiaries, and the economic benefit of their business flows to the Group.

### BUSINESS ACTIVITIES OF THE CONTRACTING ENTITIES AND THEIR SIGNIFICANCE TO THE GROUP

The Contracting Entities, namely Fujian Ao Shen and Beijing Datisu, were the two operating companies established in the PRC for the purpose of implementing the Contractual Arrangements and were owned as to 50% and 50% by Mr. Lin and Mr. Ruan. As at 31 December 2015 and up to the date of this annual report, Fujian Ao Shen and Beijing Datisu were principally engaged in the daily operation and distribution of the printed media business of the Group, namely, “旅伴” (Fellow Traveller) (a monthly nationwide periodicals distributed on all CRH trains and selected regular trains in the PRC) and “都市生活” (City Life), a periodical publication distributed on passenger trains and/or CRH trains in the PRC.

Pursuant to the prevailing laws and regulations in China, enterprises with foreign ownership are prohibited from engaging in the business of publication and general distribution of books, periodicals and newspapers in China. Therefore the Group entered into cooperation agreements with our publishing partners in the PRC through the Contracting Entities for the operation and distribution of our printed media, namely, “旅伴” (Fellow Traveller) and “都市生活” (City Life), and the revenue from printed media advertising contributed approximately 72.9% of the total revenue of the Group for the year ended 31 December 2015. Accordingly, the Board considers that the Contracting Entities and the Contractual Arrangements are very significant to the printed media advertising business of the Group.



## REPORT OF THE DIRECTORS

The table below sets out the revenue and loss for the year of the Contracting Entities for the year ended 31 December 2015 and the total assets and total liabilities of the Contracting Entities, including intercompany balances, as at 31 December 2015:

	For the year ended 31 December 2015 RMB million	Percentage of contribution to the Group (%)
Revenue	4.292	4.65
Loss for the year	4.971	10.99

	As at 31 December 2015 RMB million	Percentage of contribution to the Group (note) (%)
Total assets	57.774	9.85
Total liabilities	39.461	90.79

*Note:* The total assets and total liabilities of the Group (i.e. the denominator in calculation of the percentage) include a significant amount of intercompany balances of the Group of approximately RMB41.272 million and RMB36.467 million, respectively. Assuming such intercompany balances of the Group are excluded from the total assets and total liabilities of the Group in calculation of the percentage, the total assets of the Contracting Entities account for approximately 2.81% of the total assets of the Group as at 31 December 2015 whereas the total liabilities of the Contracting Entities account for approximately 6.89% of the total liabilities of the Group as at 31 December 2015.

### RISKS RELATING TO THE CONTRACTUAL ARRANGEMENTS AND ACTIONS TAKEN BY THE COMPANY TO MITIGATE THE RISKS

#### There is no assurance that the Contractual Arrangements are in compliance with future PRC laws and regulations

Although the PRC legal advisers of the Company confirms that the Structure Agreements constitute valid and binding contractual arrangements between the parties thereto and are in compliance with the prevailing and applicable laws or regulations in China, there is no assurance that there will be no future laws and regulations promulgated by the PRC government that would limit the implementation of the arrangements under the Structure Agreements.

If the Structure Agreements are considered to be in breach of the applicable laws and regulations in China in the future, the Group could be subject to penalty imposed by the PRC government or that the arrangements under the Structure Agreements would need to discontinue or be subject to such other conditions or requirements that the Group may not be able to comply with.

## REPORT OF THE DIRECTORS



Moreover, if the ownership structure, contractual arrangements and businesses under the Contractual Arrangements are found to be in violation of any existing or future laws or regulations in China, the PRC government would have discretion in dealing with such violations, including:

- revoking the business licence of Aoshen Technology, which business and operations are essential to the operation of the Group's business;
- levying fines;
- confiscating the income of Aoshen Technology;
- discontinuing or restricting the Group's operations;
- imposing conditions or requirements with which the Group's operations may not be able to comply with;
- requiring the Group to restructure its relevant ownership structure, operations or contractual arrangements; and
- taking other regulatory or enforcement actions that could be harmful to the Group's business.

If the PRC government takes any of the above mentioned measures against the Group, the Group may have to cease its business and the Group's operating results could be adversely affected.

### **The Company relies on the Contractual Arrangements to control and obtain economic benefits from the Operating Entities, which may not be as effective in providing operational control as direct ownership**

As the Company obtains the revenue generated by the Operating Entities from the arrangements under the Structure Agreements, if Mr. Lin, Mr. Ruan and/or the Contracting Entities breach their obligations under the Structure Agreements or if the Contracting Entities loses effective control over the Operating Entities for any reason, there might be cessation of the Structure Agreements.

Cessation of the arrangements under the Structure Agreements could result in the Operating Entities ceasing to contribute revenue to the Group until alternative arrangements are found. There might be disruption or discontinuance of the Group's operations if alternative arrangements cannot be found or if any new arrangements cannot be put into effect in a timely manner. Any of these incidents could have a material adverse effect on the Group's business, operating results and financial condition.



## REPORT OF THE DIRECTORS

### **Actions taken by the Company to mitigate the risks**

In light of the risks set out above, the Company would seek legal advice from its PRC legal advisers regarding the legality, validity and enforceability of Contractual Arrangements every year so as to identify and mitigate the adverse impact brought by the Contractual Arrangements in a timely manner as a result of the future PRC laws and regulations.

In addition, it is the intention of the Group to unwind the Contractual Arrangements when foreign investment in the business of publication and general distribution of books, periodicals and newspapers in China is no longer restricted in the PRC. However, as at the date of this announcement, such restrictions remain subsisted in the PRC and therefore the Contractual Arrangements are still subsisting as at the date of this announcement.

### **Confirmation of Independent Non-Executive Directors:**

The Independent Non-Executive Directors have reviewed the above continuing connected transactions and confirmed that these transactions have been entered into:

- (1) in the ordinary and usual course of business of the Company;
- (2) either on normal commercial terms or on terms no less favourable to the Company than terms available to or from (as appropriate) independent third parties;
- (3) in accordance with the terms of the Structure Agreements that are fair and reasonable and in the interests of the shareholders of the Company as a whole and have been operated so that the revenue generated by the Contracting Entities has been substantially retained by Aoshen Technology; and
- (4) no dividends or other distributions have been made by the Contracting Entities to the holders of their respective equity interests which are not otherwise subsequently assigned or transferred to the Group.

### **Assurance Engagement on Continuing Connected Transactions:**

The Company auditor, was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 *Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* and with reference to Practice Note 740 *Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules* issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his assurance report containing his findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 20.54 of the GEM Listing Rules. A copy of the assurance report has been provided by the Company to the Hong Kong Stock Exchange.

# REPORT OF THE DIRECTORS



## PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained sufficient public float as at the latest practicable date prior to the issue of this annual report as required under the GEM Listing Rules.

## EVENT AFTER THE REPORTING PERIOD

Details of event after the reporting period are set out in note 39 to the consolidated financial statements.

## AUDITOR

Deloitte Touche Tohmatsu will retire, and being eligible, offer themselves for re-appointment at the forthcoming annual general meeting. A resolution for their re-appointment as auditor of the Company will be proposed at the forthcoming annual general meeting.

On Behalf of the Board

**Ruan Deqing**

*Chairman*

Hong Kong, 23 March 2016



## INDEPENDENT AUDITOR'S REPORT

# Deloitte.

# 德勤

**To The Members of China 33 Media Group Limited**

*(incorporated in the Cayman Islands with limited liability)*

We have audited the consolidated financial statements of China 33 Media Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 42 to 117, which comprise the consolidated statement of financial position as at 31 December 2015, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

# INDEPENDENT AUDITOR'S REPORT



## OPINION

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2015, and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Deloitte Touche Tohmatsu**

*Certified Public Accountants*

Hong Kong

23 March 2016

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2015

	Notes	2015 RMB'000	2014 RMB'000
<b>Continuing operations</b>			
Revenue	6	89,309	114,630
Cost of sales		(63,208)	(88,908)
Gross profit		26,101	25,722
Other income	7	2,456	6,408
Other gains and losses, net	8	(10,711)	(10,602)
Selling and distribution expenses		(24,539)	(38,750)
Administrative expenses		(37,085)	(39,029)
Share of results of associates		2	30
Share of results of a joint venture		(421)	16
Loss before taxation	9	(44,197)	(56,205)
Taxation	11	(808)	(3,423)
Loss for the year from continuing operations		(45,005)	(59,628)
<b>Discontinued operations</b>			
Loss for the year from discontinued operations	13	(247)	(120)
Loss for the year		(45,252)	(59,748)
Other comprehensive income (expense) for the year			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		6,278	(871)
Total comprehensive expense for the year		(38,974)	(60,619)
Loss for the year attributable to owners of the Company:			
— from continuing operations		(44,935)	(59,003)
— from discontinued operations		(247)	(120)
		(45,182)	(59,123)
Loss for the year attributable to non-controlling interests			
from continuing operations		(70)	(625)
		(45,252)	(59,748)

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2015

	Notes	2015 RMB'000	2014 RMB'000
Total comprehensive expense for the year attributable to:			
Owners of the Company		(38,904)	(59,994)
Non-controlling interests		(70)	(625)
		(38,974)	(60,619)
		RMB cents	RMB cents (restated)
Basic loss per share	14		
From continuing and discontinued operations		2.18	6.80
From continuing operations		2.17	6.78

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2015

	Notes	2015 RMB'000	2014 RMB'000
<b>Non-current assets</b>			
Property, plant and equipment	15	20,168	11,468
Intangible assets	16	–	–
Other non-current assets	17	–	7,510
Interest in a joint venture	18	1,145	1,566
Interests in associates	19	6,241	6,239
Available-for-sale investments	20	–	–
Prepayments and deposits	22	49,591	25,671
Loans receivables	21	–	8,810
Trade receivables	22	3,700	3,079
		<b>80,845</b>	64,343
<b>Current assets</b>			
Loans receivables	21	–	33,167
Trade and bills receivables	22	15,644	16,543
Prepayments, deposits and other receivables	22	47,833	29,558
Held for trading investments	20	6,137	–
Pledged bank deposits	23	15,613	14,952
Short-term bank deposits	23	–	10,350
Cash and cash equivalents	23	420,334	29,790
		<b>505,561</b>	134,360
<b>Current liabilities</b>			
Trade payables	24	21,667	26,519
Other payables and accruals	24	17,370	19,854
Amount due to an associate	25	3,000	3,000
Tax payable		1,425	2,043
		<b>43,462</b>	51,416
<b>Net current assets</b>		<b>462,099</b>	82,944
<b>Net assets</b>		<b>542,944</b>	147,287

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2015

	Notes	2015 RMB'000	2014 RMB'000
<b>Capital and reserves</b>			
Share capital	27	36,721	3,957
Reserves		500,576	137,943
<b>Equity attributable to owners of the Company</b>		<b>537,297</b>	141,900
<b>Non-controlling interests</b>		<b>5,647</b>	5,387
<b>Total equity</b>		<b>542,944</b>	147,287

The consolidated financial statements on pages 42 to 117 were approved and authorised for issue by the Board of Directors on 23 March 2016 and are signed on its behalf by:

**Ruan Deqing**  
DIRECTOR

**Ma Pun Fai**  
DIRECTOR

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2015

	Attributable to owners of the Company							Non-controlling interests		Total
	Share capital RMB'000	Share premium RMB'000	Capital reserve RMB'000 (Note i)	Statutory reserve RMB'000 (Note ii)	Share redemption reserve RMB'000	Exchange reserve RMB'000	Accumulated losses RMB'000	Total RMB'000	RMB'000	RMB'000
At 1 January 2014	3,957	224,984	26,239	12,980	19	(5,678)	(60,607)	201,894	3,712	205,606
Loss for the year	-	-	-	-	-	-	(59,123)	(59,123)	(625)	(59,748)
Exchange differences on translation of foreign operations	-	-	-	-	-	(871)	-	(871)	-	(871)
Total comprehensive expense for the year	-	-	-	-	-	(871)	(59,123)	(59,994)	(625)	(60,619)
Transfer to statutory reserve	-	-	-	194	-	-	(194)	-	-	-
Waiver of payable by a non-controlling shareholder of a subsidiary	-	-	-	-	-	-	-	-	2,300	2,300
At 31 December 2014	3,957	224,984	26,239	13,174	19	(6,549)	(119,924)	141,900	5,387	147,287
Loss for the year	-	-	-	-	-	-	(45,182)	(45,182)	(70)	(45,252)
Exchange differences on translation of foreign operations	-	-	-	-	-	6,278	-	6,278	-	6,278
Total comprehensive income (expense) for the year	-	-	-	-	-	6,278	(45,182)	(38,904)	(70)	(38,974)
Deemed contribution from non-controlling interest	-	-	-	-	-	-	-	-	330	330
Issue of subscription shares	743	20,358	-	-	-	-	-	21,101	-	21,101
Issue of shares by rights issue	32,021	382,200	-	-	-	-	-	414,221	-	414,221
Transaction costs attributable to issue of shares	-	(1,021)	-	-	-	-	-	(1,021)	-	(1,021)
At 31 December 2015	36,721	626,521	26,239	13,174	19	(271)	(165,106)	537,297	5,647	542,944

## Notes:

(i) The capital reserve represents the aggregate of:

- (1) the amount of fair value of the identifiable net assets of Fujian Ao Shen Media Advertising Co., Ltd ("Fujian Ao Shen"), Beijing Datisu Media Advertising Co. Ltd ("Beijing Datisu"), Beijing Lvban Media Advertising Co., Ltd, Shanghai Lvban Culture Transmission Co. Ltd, Jinan Lvban Advertising Co. Ltd and Guangzhou Lvban Advertising Co., Ltd of RMB23,797,000 acquired by the Group from Mr. Lin Pintong ("Mr. Lin") and Mr. Ruan Deqing ("Mr. Ruan"), executive directors and controlling shareholders of the Group, on 30 June 2008 at nil consideration; and
- (2) the fair value of share options of Lizhong Limited ("Lizhong"), the immediate holding company of the Company, granted by Lizhong to employees of the Group amounting to RMB2,442,000 was recognised as share-based payment expense from year 2007 to year 2011 for the services provided by the employees to the Group.

(ii) As stipulated by the relevant regulations in the People's Republic of China (the "PRC"), the Company's subsidiaries established and operating in the PRC are required to appropriate 10% of their profit after tax as determined in accordance with the PRC accounting rules and regulations, to the statutory reserve until the reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before distribution of a dividend to equity owners. The statutory reserve can be used to make good previous years' losses, if any, and may be converted into paid-up capital by issuing additional capital to the owners in proportion to the owners' existing equity holdings, provided that the balance after such conversion is not less than 25% of the registered capital.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2015



	2015 RMB'000	2014 RMB'000
<b>OPERATING ACTIVITIES</b>		
Loss before taxation		
— continuing operations	(44,197)	(56,205)
— discontinued operations	(247)	(120)
Adjustments for:		
Depreciation of property, plant and equipment	2,455	1,290
Bank interest income	(626)	(1,740)
Loss (gain) on disposal of property, plant and equipment	186	(20)
Loss on disposal of an associate	—	131
Loss on disposal of other non-current assets	5,668	—
Loss on disposal of a subsidiary	19	—
Loss on capital contribution to a subsidiary	330	—
Amortisation of intangible assets	—	384
Amortisation of other non-current assets	642	6,224
Allowance for bad and doubtful debts, net	501	866
Impairment loss of non-current deposits	—	8,984
Impairment loss of available-for-sale investments	—	439
Impairment loss of other non-current assets	—	6,236
Impairment loss on loans receivables	2,155	—
Impairment loss on other receivables	640	—
Share of results of a joint venture	421	(16)
Share of results of associates	(2)	(30)
Loss on fair value changes of held for trading investments	2,211	—
Imputed interest income on non-current deposits, net	(723)	(2,674)
Operating cash flows before movements in working capital	(30,567)	(36,251)
Decrease (increase) in loans receivables	27,354	(41,977)
(Increase) decrease in trade and bills receivables	(573)	16,260
(Increase) decrease in prepayments, deposits and other receivables	(30,659)	18,590
Decrease in trade payables	(3,652)	(3,077)
Decrease in other payables and accruals	(4,088)	(10,169)
Purchase of held for trading investments	(10,823)	—
Proceeds from disposal of held for trading investments	2,744	—
Cash used in operations	(50,264)	(56,624)
PRC tax paid	(1,432)	(3,296)
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(51,696)</b>	<b>(59,920)</b>



# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2015

	Notes	2015 RMB'000	2014 RMB'000
<b>INVESTING ACTIVITIES</b>			
Bank interest received		626	1,740
Deposits paid for acquisition of property, plant and equipment		(750)	(3,736)
Proceeds from disposal of property, plant and equipment		116	130
Additions to other non-current assets		–	(719)
Purchase of property, plant and equipment		(7,589)	(1,683)
Repayment from a former subsidiary		1,070	–
Net cash outflow on disposal of a subsidiary	30	(5,394)	–
Settlement of consideration receivable from disposal of a subsidiary in previous year		–	943
Proceeds from disposal of an associate		–	3,349
Withdrawal (placement) of pledged bank deposits		10,350	(14,952)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		<b>(1,571)</b>	<b>(14,928)</b>
<b>FINANCING ACTIVITIES</b>			
Proceeds from issue of subscription shares		21,101	–
Proceeds from rights issue		414,221	–
Expense on issue of shares		(1,021)	–
Advanced from an associate		–	50
<b>NET CASH FROM FINANCING ACTIVITIES</b>		<b>434,301</b>	<b>50</b>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>		<b>381,034</b>	<b>(74,798)</b>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>		<b>29,790</b>	<b>105,459</b>
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>		<b>9,510</b>	<b>(871)</b>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	23	<b>420,334</b>	<b>29,790</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 1. GENERAL

China 33 Media Group Limited (“the Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and its shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its immediate holding company is Lizhong (incorporated in the Cayman Islands). Lizhong is jointly controlled and owned as to 48.73% and 48.73% by Joint Loyal Limited and Broad Win Limited, companies incorporated in the Cayman Islands and are wholly-owned by Mr. Ruan and Mr. Lin respectively, the ultimate controlling parties of the Company. The registered office address of the Company is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the principal place of business of the Company is Suite 2001, Tower 1, China Hong Kong City, 33 Canton Road, Tsimshatsui, Kowloon, Hong Kong.

The consolidated financial statements are presented in Renminbi (“RMB”) which is different from the functional currency of the Company, Hong Kong dollars (“HK\$”), as the directors of the Company consider that RMB is the most appropriate presentation currency in view of the convenience of the consolidated financial statements users.

The Company is an investment holding company. The principal activities of its subsidiaries, a joint venture and associates are set out in notes 37, 18 and 19 respectively.

## 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

In the current year, the Group has applied the following amendments to IFRSs issued by the International Accounting Standards Board (“IASB”).

Amendments to IAS 19	Defined benefit plans: Employee contributions
Amendments to IFRSs	Annual improvement to IFRSs 2010–2012 cycle
Amendments to IFRSs	Annual improvement to IFRSs 2011–2013 cycle

The application of these amendments to IFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

The Group has not early applied the following new and revised IFRSs that have been issued but are not yet effective:

IFRS 9	Financial instruments <sup>3</sup>
IFRS 14	Regulatory deferral accounts <sup>6</sup>
IFRS 15	Revenue from contracts with customers <sup>3</sup>
IFRS 16	Leases <sup>4</sup>
Amendments to IFRS 10, IFRS 12 and IAS 28	Investment entities: Applying the consolidation exception <sup>1</sup>
Amendments to IFRS 10 and IAS 28	Sale or contribution of assets between an investor and its associate or joint venture <sup>5</sup>
Amendments to IFRS 11	Accounting for acquisitions of interests in joint operations <sup>1</sup>
Amendments to IAS 1	Disclosure initiative <sup>1</sup>
Amendments to IAS 7	Disclosure initiative <sup>2</sup>
Amendments to IAS 12	Recognition of deferred tax assets for unrealised losses <sup>2</sup>
Amendments to IAS 16 and IAS 38	Clarification of acceptable methods of depreciation and amortisation <sup>1</sup>
Amendments to IAS 16 and IAS 41	Agriculture: Bearer plants <sup>1</sup>
Amendments to IAS 27	Equity method in separate financial statements <sup>1</sup>
Amendments to IFRSs	Annual improvements to IFRSs 2012–2014 cycle <sup>1</sup>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (continued)

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2016.
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2017.
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2018.
- <sup>4</sup> Effective for annual periods beginning on or after 1 January 2019.
- <sup>5</sup> Effective for annual periods beginning on or after a date to be determined.
- <sup>6</sup> Effective for first annual IFRS financial statements beginning on or after 1 January 2016.

### IFRS 9 “Financial Instruments”

IFRS 9 issued in 2009 introduced new requirements for the classification and measurement of financial assets. IFRS 9 was subsequently amended in 2010 to include requirements for the classification and measurement of financial liabilities and for derecognition, and further amended in 2013 to include the new requirements for general hedge accounting. Another revised version of IFRS 9 was issued in 2014 mainly to include a) impairment requirements for financial assets and b) limited amendments to the classification and measurement requirements by introducing a ‘fair value through other comprehensive income’ (“FVTOCI”) measurement category for certain simple debt instruments.

Key requirements of IFRS 9 are described below:

- All recognised financial assets that are within the scope of International Accounting Standard (“IAS”) 39 “Financial Instruments: Recognition and Measurement” are subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at FVTOCI. All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. In addition, under IFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.
- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, IFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities’ credit risk are not subsequently reclassified to profit or loss. Under IAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.
- In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under IAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (continued)

### IFRS 9 “Financial Instruments” (Continued)

Except for the potential early recognition of credit losses based on the expected loss model in relation to the Group’s financial assets measured at amortised cost, the directors of the Company anticipate that the application of IFRS 9 in the future will not have other material impact on the Group’s financial instruments based on the analysis of the Group’s financial assets and liabilities as at 31 December 2015.

### IFRS 15 “Revenue from Contracts with Customers”

IFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. IFRS 15 will supersede the current revenue recognition guidance including IAS 18 “Revenue”, IAS 11 “Construction Contracts” and the related Interpretations when it becomes effective.

The core principle of IFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under IFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when ‘control’ of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in IFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by IFRS 15.

The directors of the Company anticipate that the application of IFRS 15 in the future may have a material impact on the amounts reported and disclosures made in the Group’s consolidated financial statements. However, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

### IFRS 16 “Leases”

IFRS 16 issued in January 2016 specifies how to recognise, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognise assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16’s approach to lessor accounting substantially unchanged from its predecessor, IAS 17.

The directors of the Company anticipate that the application of IFRS 16 in the future may have impact on the amounts reported and disclosures made in the Group’s consolidated financial statements. However, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

The directors of the Company anticipate that the application of the other new and revised IFRSs will have no material impact on the consolidated financial statements.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with IFRSs issued by the IASB. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange ("Listing Rules") and by the Hong Kong Companies Ordinance ("CO").

The disclosure requirements set out in the Listing Rules regarding annual accounts have been amended with reference to the provisions of the new Hong Kong Companies Ordinance (Cap. 622) regarding preparation of accounts and directors' reports and to streamline with IFRSs. Accordingly the presentation and disclosure of information in the consolidated financial statements for the financial year ended 31 December 2015 have been changed to comply with these new requirements. Comparative information in respect of the financial year ended 31 December 2014 are presented or disclosed in the consolidated financial statements based on the new requirements. Information previously required to be disclosed under the predecessor CO or Listing Rules but not under the new CO or amended Listing Rules are not disclosed in these consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. Fair value under IFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2, leasing transactions that are within the scope of IAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- has exposure, or rights, to variable returns from its involvement with the investee; and
- has the ability to use its power over the investee to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of the subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All inter-group transactions, balances, income and expenses are eliminated in full on consolidation.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another IFRS.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Changes in the Group's ownership interests in existing subsidiaries

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IAS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

### Investments in associates and joint venture

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates and joint venture are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint venture used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, investments in associates and joint venture are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates and joint venture. When the Group's share of losses of an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

The requirements of IAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 "Impairment of Assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with its associate or joint venture, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the normal course of business, net of discounts and sales related taxes.

Revenue from printed media and audio advertising is recognised based on the terms of the relevant agreements when the advertisements at various channels such as magazines and audio broadcasting are published or broadcasted.

Revenue from outdoor advertising is recognised on a time proportion basis over the terms of the relevant agreements when the advertisements at airport control towers, trains and railway stations are published.

When goods are sold or services are rendered in exchange for dissimilar goods or services, the exchange is regarded as a transaction which generates revenue. The revenue is measured at the fair value of the goods or services received adjusted by the amount of any cash or cash equivalents transferred. When the fair value of the goods or services received cannot be measured reliably, revenue is measured at the fair value of the goods or services given up, adjusted by the amount of any cash or cash equivalents transferred.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants where primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss on a systematic and rational basis in the period in which they become receivable.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

### The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

### Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before taxation as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising from investments in subsidiaries, and interests in associates and a joint venture, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Taxation (continued)

The carrying amount of a deferred tax asset is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss.

### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. RMB) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (the exchange reserve).

### Retirement benefit costs

Payments to state-managed retirement benefit schemes and Mandatory Provident Fund Scheme ("MPF Scheme") are charged as an expense when employees have rendered service entitling them to the contributions.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Property, plant and equipment

Property, plant and equipment are stated at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the profit or loss.

### Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are identified and recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. Alternatively, intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the asset is derecognised.

### Other non-current assets

Other non-current assets are carried at cost less accumulated amortisation and any accumulated impairment losses.

Amortisation for other non-current assets is provided on a straight-line basis over their respective estimated useful lives, i.e. the term of the expected duration of outdoor advertising activities to be carried out by the Group. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Gains or losses arising from derecognition of other non-current assets are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the asset is derecognised.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Impairment losses on tangible and intangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately.

### Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

### Financial assets

The Group's financial assets are classified as loans and receivables, available-for-sale financial assets and financial assets at fair value through profit or loss ("FVTPL"). The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Financial instruments (continued)

#### Financial assets (continued)

##### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition. Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL, of which interest income is included in net gains or losses.

##### *Financial assets at FVTPL*

Financial assets are classified as at FVTPL when the financial asset is (i) contingent consideration that may be paid by an acquirer as part of a business combination to which IFRS 3 applies, (ii) held for trading, or (iii) it is designated as at FVTPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets and is included in other gains and losses, net. Fair value is determined in the manner described in note 5.

##### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including loans receivables, trade and bills receivables, refundable deposits and other receivables, pledged bank deposits, short-term bank deposits and cash and cash equivalents) are carried at amortised cost using the effective interest method, less any identified impairment losses (see the accounting policy in respect of impairment of financial assets below.)

##### *Available-for-sale financial assets*

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments.

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity investments are measured at cost less any identified impairment losses at the end of each reporting period (see the accounting policy in respect of impairment loss on financial assets below).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Financial instruments (continued)

#### Impairment of financial assets

Financial assets, other than those at FVTPL are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition, the estimated future cash flows have been affected.

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its costs is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of loans and receivables, such as loans receivables and trade and bills receivables, amounts that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments and observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised costs, the amount of impairment loss is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, including available-for-sale equity investments, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of loans and receivables is reduced by the impairment loss directly for all loans and receivables with the exception of trade and bills receivables where the carrying amount is reduced through the use of an allowance account. When a debtor is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Financial instruments (continued)

#### Financial liabilities and equity instruments

Debts and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

#### *Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

#### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Interest expense is recognised on an effective interest basis.

#### *Financial liabilities*

Financial liabilities including trade payables, other payables and accruals and amount due to an associate are subsequently measured at amortised cost, using the effective interest method.

#### **Derecognition**

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Equity-settled share-based payment transactions

#### Share options granted to employees

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share option reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share option reserve.

At the time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated profits.

## 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

### Critical accounting judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Note 37 describes that Fujian Ao Shen and Beijing Datisu (collectively the "Contracting Entities", each a "Contracting Entity") are subsidiaries of the Group although the Group does not have any equity interest in the registered capital of the Contracting Entities, each of which were established and owned as to 50% and 50% by Mr. Lin and Mr. Ruan, controlling shareholders of the Group, while Mr. Ruan is also an executive director of the Company. The directors assessed whether or not the Group has control over the Contracting Entities based on whether the Group has the practical ability to direct the relevant activities of the Contracting Entities unilaterally. In making their judgment, the directors considered the Contractual Arrangements (see the details of the Contractual Arrangements below).

### Control over the Contracting Entities

On 17 December 2010, Hong Kong Ao Shen Investment Co., Ltd ("Hong Kong Ao Shen", a wholly-owned subsidiary of the Company), Ao Shen Technology Service (Fuzhou) Co., Ltd ("Ao Shen Technology", a wholly-owned subsidiary of Hong Kong Ao Shen), each of the Contracting Entities and their respective equity participants, Mr. Lin and Mr. Ruan, entered into a series of agreements (the "Contractual Arrangements") with the following key provisions:

### Framework agreements

The framework agreements (the "Framework Agreements") dated 17 December 2010 entered into between (i) Ao Shen Technology; (ii) the Contracting Entities; and (iii) Mr. Lin and Mr. Ruan, whereby the Contracting Entities have undertaken, among others, not to enter into any material business transaction without the prior written consent of Ao Shen Technology. The Contracting Entities shall appoint individuals as nominated by Ao Shen Technology to be their directors and key management as and when Ao Shen Technology sees fit. Furthermore, Ao Shen Technology or its nominees is entitled to exercise their rights as if they were the shareholder of the Contracting Entities. Any dividend distributable reserve and/or other assets (including residual assets upon dissolution of the Contracting Entities) derived from the equity interests in the Contracting Entities shall also be paid to Ao Shen Technology or to such other entities or otherwise deal with in such other manner as Ao Shen Technology may direct. Each of the Framework Agreements has become effective when it was executed on 17 December 2010 and will remain effective for a perpetual term unless and until terminated by Ao Shen Technology by the giving of a 30-day advance notice in writing; or pursuant to the terms under other agreements entered into by the relevant parties; and it will be automatically terminated upon dissolution of the relevant Contracting Entity.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

### Option agreements

Hong Kong Ao Shen, each of Mr. Lin and Mr. Ruan and each of the Contracting Entities entered into exclusive option agreements (the "Option Agreements") whereby Hong Kong Ao Shen has been granted options to acquire the entire equity interest in the Contracting Entities at nil consideration or the minimum amount as permitted by the applicable PRC laws. Subject to compliance with the PRC laws, such options may be exercised at any time and in any manner at the sole discretion of Hong Kong Ao Shen. Pursuant to the Option Agreements, each of the Contracting Entities and/or Mr. Lin and Mr. Ruan has given undertakings that it shall perform certain acts or refrain from performing certain other acts unless with the prior written consent of Ao Shen Technology, including but not limited to the below matters:

- (a) that each of the Contracting Entities shall not alter its constitutional documents or its registered capital unless with the prior consent from Ao Shen Technology;
- (b) that any of the Contracting Entities and/or Mr. Lin and Mr. Ruan shall not incur any indebtedness or guarantee (other than those incurred in the ordinary course of business and disclosed to and approved by Ao Shen Technology in advance);
- (c) that each of the Contracting Entities shall not provide any loan or guarantee to any third parties;
- (d) that each of the Contracting Entities shall not dispose of or create encumbrances over any part of its assets, business or revenue and that Mr. Lin and Mr. Ruan shall not dispose of or create encumbrances over the equity interest held by them in each of the Contracting Entities, except the security created under the Equity Pledge Agreement (as defined below);
- (e) that each of the Contracting Entities shall not enter into any material contracts over RMB1,000,000 other than those in its ordinary course of business;
- (f) that each of the Contracting Entities shall not distribute any dividend (including any undistributed attributable profit payable to the entity's shareholders prior to the Option Agreements becoming effective) to its shareholders and that Mr. Lin and Mr. Ruan undertake that such undistributed profit shall be retained in each of the Contracting Entities as its capital and/or reserved fund and shall give up and assign or transfer to Ao Shen Technology any dividend declared and distributed thereafter and payable to them by virtue of their holding of the equity interest in each of the Contracting Entities;
- (g) that each of the Contracting Entities shall not make investment or engage in any merger or acquisition transactions; and
- (h) that at the request of Ao Shen Technology, Mr. Lin and Mr. Ruan shall appoint such persons nominated by Ao Shen Technology to act as the directors, supervisors and senior management members of each of the Contracting Entities.

Each of the Option Agreements has become effective when it was executed on 17 December 2010 and will only expire on the date on which all the equity interests in the Contracting Entities are transferred to Hong Kong Ao Shen and/or its nominees, and the registrations of such equity transfers in the relevant Administration of Industry and Commerce in the PRC are completed; and it will be automatically terminated upon dissolution of the relevant Contracting Entity.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

### Power of attorney

Ao Shen Technology and Mr. Lin and Mr. Ruan entered into power of attorney (the “Power of Attorney”) pursuant to which Mr. Lin and Mr. Ruan have unconditionally and irrevocably undertaken to authorise such person(s) as designated by Ao Shen Technology (being PRC citizens) to exercise the shareholders’ rights in relation to appointment of proxy and exercise of voting rights in each of the Contracting Entities under the articles of associate of the Contracting Entities and the applicable PRC laws. Such shareholders’ rights include but are not limited to (i) calling and attending the shareholders’ meetings of the Contracting Entities; (ii) exercising the voting rights on all matters requiring the consideration and approval of shareholders and those pursuant to articles of association of the Contracting Entities.

Before Ao Shen Technology acquires the equity interests from Mr. Lin and Mr. Ruan in each of the Contracting Entities contemplated under the Option Agreements, Ao Shen Technology can exercise the voting rights of shareholders of the Contracting Entities as if Ao Shen Technology and hence the Group was the ultimate beneficial owner of the Contracting Entities by virtue of the Power of Attorney.

The term of the Power of Attorney commenced on 17 December 2010 and will remain effective during the term of the Framework Agreements.

### Exclusivity agreements

Ao Shen Technology and each of the Contracting Entities entered into exclusivity agreements (the “Exclusivity Agreements”) pursuant to which the Contracting Entities will exclusively engage Ao Shen Technology to provide consultation services in the management of assets, operation and liabilities, sales and marketing and other supporting services.

In consideration of the provision of the aforementioned services by Ao Shen Technology, each of the Contracting Entities agrees to pay to Ao Shen Technology (or such other entities as Ao Shen Technology may direct) fees on an annual basis in arrears. Fees payable to Ao Shen Technology by each of the Contracting Entities will be equivalent to the total revenue less all the related costs, expenses and taxes of the respective Contracting Entities, as audited by certified public accountants of the PRC.

Pursuant to the Exclusivity Agreements, each of the Contracting Entities shall not without the prior written consent of Ao Shen Technology to dispose of or pledge its material assets, operation rights and/or business; alter its registered capital; alter its scope of business; declare dividends; and/or remove any of its directors and senior management members.

The term of the Exclusivity Agreements commenced from 17 December 2010 and will remain effective for a perpetual term unless and until terminated by Ao Shen Technology by the giving of a 30-day advance notice in writing; and it will be automatically terminated upon dissolution of the relevant Contracting Entity.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

### Equity pledge agreements

Ao Shen Technology and Mr. Lin and Mr. Ruan entered into equity pledge agreements (the “Equity Pledge Agreements”), whereby Mr. Lin and Mr. Ruan have pledged their entire interests in each of the Contracting Entities to secure the payment of consultations services fees to Ao Shen Technology under the Exclusivity Agreements.

Pursuant to the Equity Pledge Agreements, without the prior written consent of Ao Shen Technology, the Contracting Entities shall not alter its current shareholding structure and/or its nature or scope of business, Mr. Lin and Mr. Ruan shall not allow the Contracting Entities to transfer or dispose of its assets and pledge or transfer their respective equity interests in the Contracting Entities in favour of or to other third parties. Ao Shen Technology is entitled to receive all dividends derived from the pledged equity interests. Ao Shen Technology is entitled to demand repayment of the secured indebtedness and/or to exercise its rights to sell the pledged equity interests on occurrence of certain events of default including but not limited to non-performance or breach of any of the Exclusivity Agreements, the Option Agreements and the Power of Attorney; or failure to repay other debts when due by the Contracting Entities or Mr. Lin and Mr. Ruan (as the case may be).

The Equity Pledge Agreements became effective when they were executed on 17 December 2010 until all payments in each of the Exclusivity Agreements are settled by the relevant Contracting Entity, as well as upon which the relevant Contracting Entity is no longer responsible for the performance under the Exclusivity Agreements; and they will be automatically terminated upon dissolution of the relevant Contracting Entity.

In the opinion of the directors, all the terms of the Contractual Arrangements are valid, binding and legally enforceable on all parties under the applicable laws in the PRC. Pursuant to the Contractual Arrangements, Mr. Lin and Mr. Ruan assigned all the shareholder’s rights of the Contracting Entities and to assign the power to appoint and remove all the members of the board of directors and to govern the financial and operating policies of the Contracting Entities to the Group. The directors of the Company considered such agreements give the Group the current ability to direct the relevant activities of the Contracting Entities. With the power over the Contracting Entities and the ability to use the power over the Contracting Entities to affect the amount of the Group’s return, the Group treats the Contracting Entities as wholly-owned subsidiaries of the Company under IFRS 10 and the Contracting Entities’ results, assets and liabilities are consolidated with those of the Group. The total assets, total liabilities and the loss for the year of the Contracting Entities and their subsidiaries are RMB57,774,000, RMB39,461,000 and RMB4,971,000 (2014: RMB62,741,000, RMB40,745,000 and RMB8,645,000) respectively.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

### Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### Impairment of property, plant and equipment and other non-current assets

Determining whether an impairment is required requires an estimation of recoverable amounts of the property, plant and equipment and other non-current assets or the respective cash generating units ("CGU") in which the property, plant and equipment and other non-current assets belong, which is the higher of value in use and fair value less costs of disposal. If there is any indication that an asset may be impaired, recoverable amount shall be estimated for individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the Group shall determine the recoverable amount of the CGU to which the asset belongs. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the assets or CGUs and a suitable discount rate in order to calculate the present value. The discount rate represents a rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the future cash flow estimates have not been adjusted. Where the actual future cash flows or the revision of estimated future cash flows are less than original estimated future cash flow, a material impairment loss may arise. As at 31 December 2015, the carrying amounts of property, plant and equipment and other non-current assets are RMB20,168,000 and nil (2014: RMB11,468,000 and RMB7,510,000) respectively.

#### Impairment of interests in associates

Determining whether interests in associates are impaired requires an estimation of the recoverable amount of the associates which is the higher of value in use and fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the associates, suitable discount rates and the proceeds on ultimate disposal of the associates. Where the actual future cash flows are less than or more than expected or upon the management's revision of estimated cash flows due to change in conditions, facts and circumstances, a material impairment loss or reversal of impairment loss may arise. As at 31 December 2015, the carrying amount of interests in associates is RMB6,241,000 (2014: RMB6,239,000).

#### Allowance for bad and doubtful debts and refundable deposits and other receivables

The policy for allowance for bad and doubtful debts of the Group is based on the evaluation of collectability, ageing analysis of accounts, the values of underlying collateral and on management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of those borrowers and customers in default of settlement. If the financial conditions of counterparties and their ability to make payments worsen, additional allowance may be required. As at 31 December 2015, the aggregate carrying amount of loans receivables, trade receivables and refundable deposits and other receivables, net of allowance for bad and doubtful debts, are nil, RMB18,844,000 and RMB50,300,000 (2014: RMB41,977,000, RMB19,058,000 and RMB38,464,000) respectively.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 5. FINANCIAL INSTRUMENTS

### Categories of financial instruments

	2015 RMB'000	2014 RMB'000
<b>Financial assets</b>		
Loans and receivables (including cash and cash equivalents)	493,210	146,601
Held for trading investments	6,137	–
<b>Financial liabilities</b>		
Amortised cost	28,800	38,719

### Financial risk management objectives and policies

The Group's major financial instruments include loans receivables, trade and bills receivables, refundable deposits and other receivables, pledged bank deposits, short-term bank deposits, cash and cash equivalents, held for trading investments, trade payables, other payables and accruals and amount due to an associate. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### Market risk

##### Currency risk

The Group collects most of its revenue in RMB and incurs most of the expenditures as well as capital expenditures in RMB, while the Group still has certain foreign currency denominated monetary assets, which expose the Group to foreign currency risk. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

As at end of the reporting period, the carrying amounts of the Group's monetary assets and liabilities that are denominated in currencies other than functional currencies of the respective group entities are as follows:

	RMB		US\$		HK\$	
	2015 RMB'000	2014 RMB'000	2015 RMB'000	2014 RMB'000	2015 RMB'000	2014 RMB'000
Pledged bank deposits	13,038	12,652	–	–	–	–
Cash and cash equivalents	–	–	101	375	32	2,511

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 5. FINANCIAL INSTRUMENTS (continued)

### Financial risk management objectives and policies (continued)

#### Market risk (continued)

#### Currency risk (continued)

#### Sensitivity analysis

The following table details the Group's sensitivity to a 5% (2014: 5%) increase and decrease in the functional currency of the respective group entities against relevant foreign currencies and all other variables were held constant. 5% (2014: 5%) is the sensitivity rate used by management in the assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% (2014: 5%) change in foreign currency rates. The negative numbers below indicate decrease in post-tax loss for the year ended 31 December 2015 where the functional currency of the respective group entities strengthens 5% (2014: 5%) against the relevant foreign currencies. For a 5% (2014: 5%) weakening of the functional currency of the respective group entities against the relevant foreign currencies, there would be an equal and opposite impact on the result for the year.

	RMB		US\$		HK\$	
	2015	2014	2015	2014	2015	2014
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Profit or loss	(489)	(474)	(4)	(14)	—	(94)

#### Interest rate risk

The Group was exposed to fair value interest rate risk in relation to fixed-rate loans receivables (note 21) as at 31 December 2014. The Group is also exposed to cash flow interest rate risk in relation to pledged bank deposits, short-term bank deposits and cash and cash equivalents. The Group currently does not have interest rate hedging policy. However, the management of the Group will consider hedging significant interest rate exposure should the need arise.

The management considers that the Group's exposure to cash flow interest rate risk on variable-rate pledged bank deposits, short-term bank deposits and cash and cash equivalents as a result of the change of market interest rate is insignificant due to its short-term maturity and thus no sensitivity analysis is prepared for interest rate risk.

#### Other price risk

The Group is exposed to equity price risk through its investments in listed equity securities. The management manages this exposure by maintaining a portfolio of investments with different risks. The Group's equity price risk is mainly concentrated on equity instruments quoted on the Stock Exchange. In addition, the Group has delegated the chief financial officer of the Group to monitor the price risk and will consider hedging the risk exposure should the need arise.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 5. FINANCIAL INSTRUMENTS (continued)

### Financial risk management objectives and policies (continued)

#### Market risk (continued)

##### Other price risk (continued)

##### Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risks at the reporting date. For sensitivity analysis purpose, the sensitivity rate is set as 10% as a result of the volatile financial market.

If the prices of the respective equity instruments had been 10% higher/lower, the loss for the year ended 31 December 2015 would decrease/increase by HK\$614,000 as a result of the changes in fair value of held for trading investments.

#### Credit risk

The Group's credit risk is primarily attributable to loans receivables, trade and bills receivables, pledged bank deposits, short-term bank deposits and cash and cash equivalents.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group has concentration of credit risks with exposure limited to certain customers. For printed media business and outdoor advertising business, the trade receivables (after impairment) from the five largest debtors at 31 December 2015 represented 37% (2014: 27%) of the total trade receivables (after impairment), while 12% (2014: 10%) of the total trade receivables (after impairment) were due from the largest debtor which is a private company engaged in property development in the PRC (2014: a private company engaged in property development in the PRC). The management closely monitors the subsequent settlement of the customers. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group has concentration of credit risk as 42% (2014: 41%) of the total refundable deposits for the advertising agency rights were placed to an independent third party for the exclusive rights to sell the advertising spaces on the Towers (as defined in note 17) as at 31 December 2015. The directors of the Company consider that the credit risks of total deposits for advertising agency rights placed are low after considering the good business relationship with this independent third party and the long history of business development of this independent third party.

The Group had concentration of credit risk as 16% of the loans receivables was advanced to the Group's largest borrower from money lending business as at 31 December 2014. The management closely monitors the subsequent settlement of the borrowers. In this regard, the directors of the Company consider that the credit risks of loans receivables are significantly reduced.

The Group's bank balances are deposited with banks in Hong Kong and the PRC and the Group has limited the exposure to any single financial institution. The credit risk on liquid funds is limited because the counterparties are banks with good credit-rating.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 5. FINANCIAL INSTRUMENTS (continued)

### Financial risk management objectives and policies (continued)

#### Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The Group relies on internal fundings as a significant source of liquidity.

The directors consider that liquidity risk is limited after considering the future cash flows of the Group in the foreseeable future the short-term liabilities are required to be repaid within three months from the end of the reporting period. The Group manages liquidity risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

### Fair value measurements of financial instruments

#### Fair value of the Group's financial assets that are measured at fair value on a recurring basis

The Group's held for trading investments are measured at fair value at the end of the reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

Financial assets	Fair value as at 31 December 2015	Fair value hierarchy	Valuation technique and key inputs
Held for trading investments — listed securities	HK\$6,137,000 (2014: nil)	Level 1	Quoted share prices in an active market.

There is no transfer between different levels of the fair value hierarchy for the year ended 31 December 2015.

#### Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis

The management of the Group estimates the fair value of the Group's financial assets and financial liabilities measured at amortised cost using the discounted cash flows analysis.

The management of the Group considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated statement of financial position approximate their fair values.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 6. REVENUE AND SEGMENT INFORMATION

### Revenue

	2015 RMB'000	2014 RMB'000
An analysis of the Group's revenue for the year from continuing operations is as follows:		
Printed media advertising income	80,673	89,839
Outdoor advertising income	8,636	24,791
Total	89,309	114,630

Included in revenue from outdoor advertising income is an amount of RMB1,252,000 (2014: RMB2,418,000) in respect of advertising services provided whereby the Group received or will receive residential properties situated in the PRC. Revenue is determined based on the fair value of advertising services provided which approximated the fair value of the properties determined with reference to the market value of similar properties in the same location.

### Segment information

The Group determines its operating segments and measurement of segment profits based on the internal reports to the executive directors, the Group's chief operating decision makers, for the purposes of resource allocation and performance assessment. The Group's reportable and operating segments are as follows:

- (a) printed media advertising: sale of advertising spaces in magazines distributed in certain train services in the PRC;
- (b) outdoor advertising: sale of outdoor advertising spaces, mainly in the form of light boxes, at certain airport towers and certain railway stations in the PRC; and
- (c) film investment: film investment for profit sharing on box office of movies and distribution income of television drama in the PRC.

During the year ended 31 December 2015, the Group started to engage in a new operating segment, film investment in the PRC.

During the year ended 31 December 2015, the Group disposed of the entire equity interest in 33 Consultants Services Limited ("33 Consultants") which engaged in money lending business. Accordingly, the Group's money lending operation is treated as discontinued operation.

During the year ended 31 December 2014, management of the Group decided to concentrate the resources of the Group on the business of printed media advertising, outdoor advertising and money lending and determined to discontinue the operation of audio advertising through audio broadcasting during train transmission. Accordingly, the Group did not renew the audio advertising contracts with the customers upon expiry of contracts during the year ended 31 December 2014. The Group's audio advertising operation was treated as discontinued operation.

The segment information reported below does not include any amounts for the discontinued operations, which are disclosed in note 13.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 6. REVENUE AND SEGMENT INFORMATION (continued)

### Segment information (continued)

#### Segment revenue and results

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

#### For the year ended 31 December 2015

	Printed media advertising RMB'000	Outdoor advertising RMB'000	Film investment RMB'000	Consolidated RMB'000
<b>Continuing operations</b>				
Revenue — external customers	80,673	8,636	—	89,309
Segment profit (loss)	29,612	(8,955)	(350)	20,307
Bank interest income				565
Unallocated other income, other gains and losses, net				(3,374)
Share of results of a joint venture				(421)
Share of results of associates				2
Corporate and other unallocated expenses				(61,276)
Loss before taxation				(44,197)

#### For the year ended 31 December 2014

	Printed media advertising RMB'000	Outdoor advertising RMB'000	Film investment RMB'000	Consolidated RMB'000
<b>Continuing operations</b>				
Revenue — external customers	89,839	24,791	—	114,630
Segment profit (loss)	29,167	(11,387)	—	17,780
Bank interest income				1,729
Unallocated other income, other gains and losses, net				1,253
Share of results of a joint venture				16
Share of results of associates				30
Corporate and other unallocated expenses				(77,013)
Loss before taxation				(56,205)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 6. REVENUE AND SEGMENT INFORMATION (continued)

### Segment information (continued)

#### Segment revenue and results (continued)

The accounting policies of the reportable and operating segments are the same as the Group's accounting policies described in note 3. Segment result represents the profit earned or loss incurred by each segment without allocation of bank interest income, certain other income and other gains and losses, net, loss on disposal of an associate, fair value change of held for trading investments, impairment loss of an available-for-sale investment, loss (gain) on disposal of property, plant and equipment, share of results of a joint venture and associates and corporate and other unallocated expenses. Corporate and other unallocated expenses included selling and distribution expenses, administrative expenses and other operating expenses. This is the measure reported to the chief operating decision makers for the purposes of resource allocation and performance assessment.

#### Segment assets and liabilities

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

#### At 31 December 2015

	Printed media advertising RMB'000	Outdoor advertising RMB'000	Film investment RMB'000	Consolidated RMB'000
<b>Continuing operations</b>				
Segment assets	20,955	24,539	37,867	83,361
Interest in a joint venture				1,145
Interests in associates				6,241
Held for trading investments				6,137
Amount due from a former subsidiary				14,795
Corporate and other unallocated assets				38,780
Pledged bank deposits				15,613
Cash and cash equivalents				420,334
Consolidated assets				586,406
<b>Continuing operations</b>				
Segment liabilities	27,910	5,625	–	33,535
Corporate and other unallocated liabilities				9,927
Consolidated liabilities				43,462

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 6. REVENUE AND SEGMENT INFORMATION (continued)

### Segment information (continued)

#### Segment assets and liabilities (continued)

At 31 December 2014

	Printed media advertising RMB'000	Outdoor advertising RMB'000	Film investment RMB'000	Consolidated RMB'000
<b>Continuing operations</b>				
Segment assets	30,082	28,276	–	58,358
Interest in a joint venture				1,566
Interests in associates				6,239
Corporate and other unallocated assets				35,471
Pledged bank deposits				14,952
Short-term bank deposits				10,350
Cash and cash equivalents				29,790
Assets in relation to discontinued operations				41,977
Consolidated assets				198,703
<b>Continuing operations</b>				
Segment liabilities	17,444	17,652	–	35,096
Corporate and other unallocated liabilities				16,125
Liabilities in relation to discontinued operations				195
Consolidated liabilities				51,416

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

- all assets are allocated to operating and reportable segments other than property, plant and equipment, held for trading investments, amount due from a former subsidiary, interests in associates and a joint venture, certain prepayments, deposits and other receivables, pledged bank deposits, short-term bank deposits and cash and cash equivalents; and
- all liabilities are allocated to operating and reportable segments other than certain other payables, amount due to an associate and tax payable.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 6. REVENUE AND SEGMENT INFORMATION (continued)

### Segment information (continued)

#### Other segment information

For the year ended 31 December 2015

	Printed media advertising RMB'000	Outdoor advertising RMB'000	Film investment RMB'000	Consolidated RMB'000
Amounts included in the measure of segment results or segment assets from continuing operations:				
Amortisation of other non-current assets	–	642	–	642
(Reversal of) allowance for bad and doubtful debts, net	(256)	757	–	501
Loss on disposal of other non-currents assets	–	5,668	–	5,668
Imputed interest income on non-current deposits	–	723	–	723
Advertising agency fee expense	32,780	8,838	–	41,618

For the year ended 31 December 2014

	Printed media advertising RMB'000	Outdoor advertising RMB'000	Film investment RMB'000	Consolidated RMB'000
Amounts included in the measure of segment results or segment assets from continuing operations:				
Amortisation of intangible assets	–	384	–	384
Amortisation of other non-current assets	–	6,224	–	6,224
Allowance for (reversal of) bad and doubtful debts, net	1,066	(200)	–	866
Impairment loss of other non-current assets	–	6,236	–	6,236
Impairment loss of non-current deposits	–	8,984	–	8,984
Imputed interest income on non-current deposits	–	2,674	–	2,674
Additions to other non-current assets	–	719	–	719
Advertising agency fee expense	30,893	20,894	–	51,787

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 6. REVENUE AND SEGMENT INFORMATION (continued)

### Segment information (continued)

#### Geographical information

Information about the Group's revenue from external customers presented based on the locations of customers, and information about the Group's non-current assets presented based on the geographical location of the assets and the business carried out by associates and a joint venture are summarised below.

	Revenue from external customers		Non-current assets	
	2015 RMB'000	2014 RMB'000	2015 RMB'000	2014 RMB'000
<b>Continuing operations:</b>				
Hong Kong	–	–	1,704	282
The PRC	89,309	114,630	62,156	35,237
	<b>89,309</b>	<b>114,630</b>	<b>63,860</b>	<b>35,519</b>

Note: Non-current assets excluded financial assets.

#### Information about major customers

For the years ended 31 December 2015 and 2014, no revenue is derived from a single customer of the Group which accounted for over 10% of the Group's total revenue from continuing operations.

## 7. OTHER INCOME

	2015 RMB'000	2014 RMB'000
<b>Continuing operations</b>		
Bank interest income	565	1,729
Imputed interest income on non-current deposits (note 22(iii))	723	2,674
Government grants (Note)	76	289
Others	1,092	1,716
	<b>2,456</b>	<b>6,408</b>

Note: There are no unfulfilled conditions or contingencies relating to the government grants.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 8. OTHER GAINS AND LOSSES, NET

	2015 RMB'000	2014 RMB'000
<b>Continuing operations</b>		
Allowance for bad and doubtful debts, net	501	866
Impairment loss of non-current deposits	–	8,984
Impairment loss of available-for-sale investments	–	439
Impairment loss on other receivables	640	–
Loss on disposal of an associate ( <i>Note</i> )	–	131
Loss (gain) on disposal of property, plant and equipment	186	(20)
Loss on disposal of other non-current assets	5,668	–
Net exchange loss	322	69
Fair value change of held for trading investments	2,211	–
Others	1,183	133
	<b>10,711</b>	<b>10,602</b>

*Note:* During the year ended 31 December 2014, the Company disposed of its 30% equity interest of its associate, 北京紫雲府文化傳播有限公司 Beijing Zi Yun Fu Culture Media Co., Ltd., to an independent third party at a consideration of RMB3,349,000, resulting in a loss on disposal of RMB131,000.

## 9. LOSS BEFORE TAXATION

	2015 RMB'000	2014 RMB'000
Loss before taxation from continuing operations has been arrived at after charging:		
Auditor's remuneration	1,175	1,272
Depreciation of property, plant and equipment	2,441	1,281
Advertising agency fees for printed media and outdoor advertising (included in cost of sales) ( <i>Note</i> )	41,618	51,787
Amortisation of intangible assets (included in cost of sales)	–	384
Amortisation of other non-current assets (included in cost of sales)	642	6,224
Impairment loss of other non-current assets (included in cost of sales)	–	6,236
Minimum lease payments under operating leases on buildings	6,185	5,741
Employee benefit expense (including directors' emoluments ( <i>see note 10</i> )):		
Salaries, bonuses and other benefits	26,661	33,990
Contributions to retirement benefits schemes	5,871	7,457
Total employee benefit expenses	<b>32,532</b>	<b>41,447</b>

*Note:* The advertising agency fees represent the monthly fixed agency fees paid under the advertising agency agreements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 10. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' REMUNERATION

### Directors' and chief executive's remuneration

Directors' and Chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and CO, is as follows:

	For the year ended 31 December 2015			
	Directors' fees	Salaries and allowances	Retirement benefits scheme contributions	Total emoluments
	RMB'000	RMB'000	RMB'000	RMB'000
<b>Executive directors</b>				
Mr. Lin	–	200	5	205
Mr. Peng Lichun (Note a)	120	–	–	120
Mr. Ma Pun Fai (Note b)	51	–	–	51
Ms. Yang Kan (Note c)	–	–	–	–
Mr. Ruan	–	500	30	530
Mr. Han Wenqian (Note d)	–	76	2	78
	171	776	37	984
<b>Non-executive directors</b>				
Mr. Wang Jianqing (Note e)	–	–	–	–
Mr. Wang Fuqing	293	–	–	293
	293	–	–	293
<b>Independent non-executive directors</b>				
Mr. Chen Shaofeng (Note f)	24	–	–	24
Ms. Tay Sheve Li	146	–	–	146
Mr. Teng Tai (Note g)	95	–	–	95
Ms. Yu Shun Yan Verda (Note h)	80	–	–	80
Mr. Yau Kit Yu (Note i)	5	–	–	5
	350	–	–	350
<b>Total emoluments</b>	<b>814</b>	<b>776</b>	<b>37</b>	<b>1,627</b>

Notes:

- (a) Mr. Peng Lichun was appointed as an executive director on 5 March 2015.
- (b) Mr. Ma Pun Fai was appointed as an executive director on 25 August 2015.
- (c) Ms. Yang Kan was appointed as an executive director on 6 February 2015 and resigned as an executive director on 4 August 2015.
- (d) Mr. Han Wenqian resigned as an executive director on 6 February 2015.
- (e) Mr. Wang Jianqing resigned as non-executive director on 5 May 2015.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 10. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' REMUNERATION

(continued)

### Directors' and chief executive's remuneration (continued)

Notes: (continued)

- (f) Mr. Chen Shaofeng resigned as an independent non-executive director on 5 March 2015.
- (g) Mr. Teng Tai resigned as an independent non-executive director on 25 August 2015.
- (h) Ms. Yu Shun Yan Verda was appointed as an independent non-executive director on 5 March 2015.
- (i) Mr. Yau Kit Yu was appointed as an independent non-executive director on 24 November 2015.

	For the year ended 31 December 2014				
	Directors' fees RMB'000	Salaries and allowances RMB'000	Bonus RMB'000 (Note e)	Retirement benefits scheme contributions RMB'000	Total emoluments RMB'000
<b>Executive directors</b>					
Mr. Lin	–	795	–	14	809
Mr. Ruan	–	795	14	22	831
Mr. Han Wenqian (Note a)	–	795	–	15	810
	–	2,385	14	51	2,450
<b>Non-executive directors</b>					
Mr. Wang Jianqing	–	–	–	–	–
Mr. Wang Fuqing	286	–	–	–	286
	286	–	–	–	286
<b>Independent non-executive directors</b>					
Mr. Chen Shaofeng	143	–	–	–	143
Mr. Gao Xingbo (Note b)	54	–	–	–	54
Mr. Su Naimin (Note c)	54	–	–	–	54
Ms. Tay Sheve Li	143	–	–	–	143
Mr. Teng Tai (Note d)	84	–	–	–	84
	478	–	–	–	478
Total emoluments	764	2,385	14	51	3,214

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 10. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' REMUNERATION

(continued)

### Directors' and chief executive's remuneration (continued)

Notes:

- (a) Mr. Han Wenqian is also the Chief Executive of the Group.
- (b) Mr. Gao Xingbo resigned as an independent non-executive director on 15 May 2014.
- (c) Mr. Su Naimin was appointed as an independent non-executive director on 15 May 2014 and resigned as an independent non-executive director on 31 October 2014.
- (d) Ms. Teng Tai was appointed as an independent non-executive director on 3 June 2014.
- (e) Incentive performance bonus for the year ended 31 December 2014 was determined by the remuneration committee having regard to the performance and duties of directors and the Group's operating results.

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. The non-executive directors' emoluments shown above were mainly for their services as directors of the Company or its subsidiaries. The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

### Employees' emoluments

Of the five individuals with the highest emoluments of the Group, none (2014: three) were directors of the Company. The emoluments of the remaining five (2014: two) individuals are set out as follows:

	2015 RMB'000	2014 RMB'000
Salaries, bonuses and other benefits	3,978	1,420
Contributions to retirement benefits schemes	73	19
	4,051	1,439

Their emoluments are within the following band:

	2015 Number of employees	2014 Number of employees
HK\$500,001 to HK\$1,000,000	4	2
HK\$1,000,001 to HK\$1,500,000	1	–
	5	2

During the years ended 31 December 2015 and 2014, no emoluments were paid by the Group to the directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived or agreed to waive any emoluments during both years.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 11. TAXATION

	2015 RMB'000	2014 RMB'000
<b>Continuing operations</b>		
Current tax:		
PRC Enterprise Income Tax	1,057	3,495
Overprovision in prior years	(249)	–
	808	3,495
Deferred tax:		
Current year (note 26)	–	(72)
	808	3,423

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Group has no assessable profit in Hong Kong for both years.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%.

Taxation for the year can be reconciled to the loss before taxation from continuing operations per the consolidated statement of profit or loss and other comprehensive income as follows:

	2015 RMB'000	2014 RMB'000
Loss before taxation from continuing operations	(44,197)	(56,205)
Tax credit at applicable tax rate of 25% (2014: 25%)	(11,049)	(14,051)
Tax effect of expenses not deductible for tax purpose	4,650	5,833
Tax effect of income not taxable for tax purpose	(127)	(2,453)
Tax effect of tax losses not recognised	8,810	9,892
Tax effect of share of results of a joint venture	105	(4)
Tax effect of share of results of associates	(1)	(8)
Tax effect of deductible temporary differences not recognised	(103)	4,022
Tax effect of utilisation of tax losses previously not recognised	–	(169)
Overprovision in prior years	(249)	–
Others	(1,228)	361
Taxation from continuing operations for the year	808	3,423

## 12. DIVIDENDS

No dividends were paid, declared or proposed for both years.

The directors do not recommend the payment of a dividend in respect of the year ended 31 December 2015 (2014: nil).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 13. DISCONTINUED OPERATIONS

### Discontinued operation during the year ended 31 December 2015

On 16 September 2015, the Group disposed of the entire equity interest in 33 Consultants to independent third parties at a consideration of HK\$500,000 (approximately RMB425,000). Prior to disposal, 33 Consultants was principally engaged in provision of mortgage loans and short-term loans in Hong Kong. Accordingly the Group's operating segment regarding money lending business is presented as discontinued operation.

The loss for the year from the discontinued provision of money lending operating segment is set out below. The comparative figures in the consolidated statement of profit or loss and other comprehensive income have been restated to present the money lending as a discontinued operation.

	2015 RMB'000	2014 RMB'000
Loss from money lending for the year	(228)	(139)
Loss on disposal of a subsidiary	(19)	–
	<b>(247)</b>	(139)

The results of the money lending for the period from 1 January 2015 to 16 September 2015, which have been included in the consolidated statement of profit or loss and other comprehensive income, were as follows:

	1/1/2015 to 16/9/2015 RMB'000	Year ended 31/12/2014 RMB'000
Revenue	2,900	982
Cost of services	(56)	(300)
Other income	61	11
Other gains and losses	(2,155)	–
Administration expenses	(978)	(832)
Loss before taxation	(228)	(139)
Taxation	–	–
Loss for the year	<b>(228)</b>	(139)
Loss for the year from discontinued operation include the following:		
Impairment loss on loan receivables	2,155	–
Depreciation for property, plant and equipment	14	9
Salaries, bonuses and other benefits	583	498
Contributions to retirement benefits schemes	22	12

During the year, 33 Consultants contributed RMB30,604,000 (2014: paid RMB41,959,000) and RMB56,000 (2014: paid RMB48,000) in respect of the Group's net operating cash flows and investing activities respectively.

The carrying amounts of the assets and liabilities of 33 Consultants at the date of disposal are disclosed in note 30.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 13. DISCONTINUED OPERATIONS (continued)

### Discontinued operation during the year ended 31 December 2014

During the year ended 31 December 2014, management of the Group decided to concentrate the resources of the Group on the businesses of printed media advertising, outdoor advertising and money lending and determined to discontinue the operation of audio advertising through audio broadcasting during train transmission. Accordingly, the Group did not renew the audio advertising contracts with the customers upon expiry of contracts during the year ended 31 December 2014. The Group's audio advertising operation was treated as discontinued operation.

The results from the discontinued operation for the year ended 31 December 2014 was analysed as follows:

	2014 RMB'000
Revenue and profit before taxation	19
Taxation	—
Profit for the year from discontinued operation	19

During the year ended 31 December 2014, the audio advertising operations contributed RMB19,000 in respect of the Group's net operating cash flows.

## 14. LOSS PER SHARE

### For continuing and discontinued operations

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

	2015 RMB'000	2014 RMB'000
Loss for the purpose of basic loss per share (Loss for the year attributable to owners of the Company)	(45,182)	(59,123)
	<b>Number of shares</b>	
	2015 '000	2014 '000 (restated)
Weighted average number of ordinary shares for the purpose of basic loss per share	2,076,411	870,000

The weighted average number of ordinary shares for the purpose of basic loss per share for the year ended 31 December 2014 have been restated to reflect the impact of rights issue in October 2015.

No separate diluted loss per share information has been presented as there were no dilutive potential ordinary shares outstanding for both years.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 14. LOSS PER SHARE (continued)

### From continuing operations

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

	2015 RMB'000	2014 RMB'000
Loss is calculated as follows:		
Loss for the year attributable to owners of the Company	(45,182)	(59,123)
Less: Loss for the year from discontinued operations ( <i>note 13</i> )	247	120
Loss for the purpose of basic loss per share from continuing operations	(44,935)	(59,003)

The denominators used are the same as those detailed above for basic loss per share.

### From discontinued operations

Basic loss per share from discontinued operations is RMB0.01 cent per share (2014: basic loss per share of RMB0.02 cent per share), which is based on the loss for the year from discontinued operations of RMB247,000 (2014: RMB120,000) and the denominators detailed above for basic loss per share.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 15. PROPERTY, PLANT AND EQUIPMENT

	Leasehold land and buildings RMB'000	Leasehold improvement RMB'000	Motor vehicles RMB'000	Office equipment RMB'000	Total RMB'000
<b>COST</b>					
At 1 January 2014	509	2,072	6,481	2,648	11,710
Additions	3,855	1,220	57	406	5,538
Disposal/written off	–	(1,907)	(100)	(541)	(2,548)
At 31 December 2014	4,364	1,385	6,438	2,513	14,700
Additions	10,162	447	30	800	11,439
Effect of foreign currency exchange difference	–	24	–	50	74
Disposal of a subsidiary (Note 30)	–	–	–	(69)	(69)
Disposal/written off	–	(188)	(233)	(126)	(547)
At 31 December 2015	14,526	1,668	6,235	3,168	25,597
<b>ACCUMULATED DEPRECIATION</b>					
At 1 January 2014	6	1,872	951	1,551	4,380
Provided for the year	84	193	687	326	1,290
Eliminated on disposals/ written-off	–	(1,907)	(19)	(512)	(2,438)
At 31 December 2014	90	158	1,619	1,365	3,232
Provided for the year	719	629	641	466	2,455
Effect of foreign currency exchange difference	–	2	–	10	12
Eliminated on disposal of a subsidiary (Note 30)	–	–	–	(25)	(25)
Eliminated on disposals/ written off	–	(91)	(59)	(95)	(245)
At 31 December 2015	809	698	2,201	1,721	5,429
<b>CARRYING VALUES</b>					
At 31 December 2015	13,717	970	4,034	1,447	20,168
At 31 December 2014	4,274	1,227	4,819	1,148	11,468

The above items of property, plant and equipment are depreciated on a straight-line basis to their residual values as follows:

Buildings	Over the shorter of lease terms and 20 years
Leasehold improvement	Over shorter of lease terms and 5 years
Motor vehicles	10 years
Office equipment	5 years

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 15. PROPERTY, PLANT AND EQUIPMENT (continued)

As at 31 December 2015, the Group is in the process of obtaining the title deeds from relevant government authorities for residential properties in the PRC received by the Group in consideration for advertising services rendered, amounting to RMB11,169,000 (2014: RMB3,287,000). In the opinion of the directors, the Group is not required to incur additional cost in obtaining the title deeds for its buildings in the PRC.

## 16. INTANGIBLE ASSETS

	Contractual advertising rights RMB'000	Customer relationship RMB'000	Total RMB'000
<b>COST</b>			
At 1 January 2014, 31 December 2014 and 31 December 2015	40,120	1,627	41,747
<b>ACCUMULATED AMORTISATION AND IMPAIRMENT</b>			
At 1 January 2014	39,736	1,627	41,363
Provided for the year	384	—	384
At 31 December 2014 and 2015	40,120	1,627	41,747
<b>CARRYING VALUES</b>			
At 31 December 2015	—	—	—
At 31 December 2014	—	—	—

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 17. OTHER NON-CURRENT ASSETS

	2015 RMB'000	2014 RMB'000
<b>COST</b>		
At the beginning of the year	29,764	29,045
Additions	–	719
Eliminated on disposal	(15,396)	–
At the end of the year	14,368	29,764
<b>ACCUMULATED AMORTISATION AND IMPAIRMENT</b>		
At the beginning of the year	22,254	9,794
Provided for the year	642	6,224
Eliminated on disposals	(8,528)	–
Impairment loss recognised in profit or loss	–	6,236
At the end of the year	14,368	22,254
<b>CARRYING VALUES</b>	–	7,510

Other non-current assets comprise the upfront payments upon entering into agreements paid to:

- an independent third party for the costs of installation and construction of the necessary ancillary infrastructure at 29 airports' air traffic control towers (the "Towers") in the PRC, for the purpose of displaying the outdoor advertisements. These costs are being amortised over the expected duration of outdoor advertising activities on the Towers to be carried out by the Group of 9 years until 2017; and
- independent third parties for the costs of installation and construction of the necessary ancillary infrastructure for outdoor advertising spaces at various railway stations in 23 cities in the PRC, for the purpose of displaying the outdoor advertisements. These costs are being amortised over the expected duration of outdoor advertising activities at these advertising spaces to be carried out by the Group ranging from 3 to 5.5 years until 2015 to 2018.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 17. OTHER NON-CURRENT ASSETS (continued)

The Group also paid the non-current refundable deposits as set out in note 22(iii) and monthly fixed agency fees to the local PRC airport authorities and local PRC railway authorities recognised as cost of sales.

During the year ended 31 December 2014, the Group failed to secure new customers after the expiry of contracts with the existing customers and therefore the Group early terminated all the advertising agency agreements with the local PRC airport authorities for the Towers in relation to the monthly fixed advertising agency fee payment. Accordingly, full impairment of RMB4,236,000 was recognised in profit or loss for the other non-current assets that relate to the Towers.

For the purpose of impairment testing of the remaining other non-current assets, the carrying amount of other non-current asset in relation to various railway stations in 23 cities in the PRC was compared with their recoverable amounts. The recoverable amount of each other non-current asset had been determined based on a value in use calculation. The calculation as at 31 December 2014 used cash flow projections based on financial budgets of respective outdoor advertising railway stations covering their unexpired contract periods and discount rate of 15%. The key assumption of the value in use calculation of each other non-current asset was based on the budgeted cash inflows/outflows that each asset will be earned or expenses incurred through services rendered, such estimations were based on past performance. During the year ended 31 December 2014, impairment loss of RMB2,000,000 was recognised in profit or loss.

During the year ended 31 December 2015, the Group early terminated all the advertising agency agreements with expiry dates after 2015 with the local PRC railway authorities for the outdoor advertising spaces at various railway stations in the PRC in relation to the monthly fixed advertising agency fee payment. The ancillary infrastructure at some railway stations was disposed of to independent third parties at an aggregate consideration of RMB1,200,000, resulting in a loss on disposal of other non-current assets of RMB5,668,000 (2014: nil).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 18. INTEREST IN A JOINT VENTURE

	2015 RMB'000	2014 RMB'000
Cost of investment in an unlisted joint venture	1,470	1,470
Share of post-acquisition results and other comprehensive (expense) income	(325)	96
	1,145	1,566

Particulars of the Group's joint venture are as follow:

Name	Place of establishment and operation	Paid-up capital	Percentage of equity attributable to the Group		Principal activities
			2015	2014	
北京國鐵天通文化發展有限公司 Beijing Guo Tie Tian Tong Cultural Development Co., Ltd. ("Guo Tie Tian Tong")	PRC	RMB3,000,000	49%	49%	Sale of magazines, newspapers and other electronic reading materials

### Summarised financial information of joint venture

Summarised financial information in respect of the Group's joint venture is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with IFRSs.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 18. INTEREST IN A JOINT VENTURE (continued)

The joint venture has been accounted for using the equity method in these consolidated financial statements.

	2015 RMB'000	2014 RMB'000
Current assets	4,192	3,843
Non-current assets	41	41
Current liabilities	(1,896)	(688)
Net assets	2,337	3,196
Revenue	8,949	9,776
(Loss) profit and total comprehensive (expense) income for the year	(860)	33
Group's share of (loss) profit and total comprehensive (expense) income of joint venture for the year	(421)	16

Reconciliation of the above summarised financial information to the carrying amount of the interest in Guo Tie Tian Tong recognised in the consolidated financial statements.

	2015 RMB'000	2014 RMB'000
Net assets of Guo Tie Tian Tong	2,337	3,196
Proportion of the Group's ownership interest in Guo Tie Tian Tong	49%	49%
Carrying amount of the Group's interest in Guo Tie Tian Tong	1,145	1,566

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 19. INTERESTS IN ASSOCIATES

	2015 RMB'000	2014 RMB'000
Cost of investment in unlisted associates	6,200	6,200
Share of post-acquisition results and other comprehensive income (expense)	41	39
	6,241	6,239
Amount due to an associate (note 25)	(3,000)	(3,000)

As at 31 December 2015, the Group had interests in the following associates:

Name of entity	Place of establishment/ operation	Paid-up capital	Proportion of nominal value of registered capital held by the Group		Proportion of voting power held		Principal activities
			2015	2014	2015	2014	
北京鳳凰金龍文化傳媒有限公司 Beijing Phoenix Dragon Culture Media Company Limited	PRC	RMB1,000,000	20%	20%	20%	20%	Inactive
北京中視新科傳媒廣告有限公司 Beijing Zhong Shi Xin Ke Media Advertising Co., Ltd. ("Zhong Shi Xin Ke") (Note)	PRC	RMB10,000,000	60%	60%	49%	49%	Provision of advertising agency services

Note: The directors consider that Zhong Shi Xin Ke is an associate of the Group as at 31 December 2015 and 2014 because the Group (i) does not have the right to appoint the majority of directors of Zhong Shi Xin Ke; and (ii) does not have unilateral or joint control over Zhong Shi Xin Ke.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 19. INTERESTS IN ASSOCIATES (continued)

### Summarised financial information of a material associate

Summarised financial information in respect of the Group's material associate is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with IFRSs.

The associates are accounted for using the equity method in these consolidated financial statements.

#### Zhong Shi Xin Ke

	2015 RMB'000	2014 RMB'000
Current assets	6,663	7,215
Non-current assets	3,738	3,808
Current liabilities	–	(624)
Net assets	10,401	10,399
Revenue	6,992	12,678
Profit and total comprehensive income for the year	3	50
Group's share of profit and total comprehensive income for the year	2	30

Reconciliation of the above summarised financial information to the carrying amount of the interest in Zhong Shi Xin Ke recognised in the consolidated financial statements.

	2015 RMB'000	2014 RMB'000
Net assets of Zhong Shi Xin Ke	10,401	10,399
Proportion of the Group's ownership interest in Zhong Shi Xin Ke	60%	60%
Carrying amount of the Group's interest in Zhong Shi Xin Ke	6,241	6,239

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 20. AVAILABLE-FOR-SALE INVESTMENTS/HELD FOR TRADING INVESTMENTS

### Available-for-sale investments

	2015 RMB'000	2014 RMB'000
Unlisted equity investments, at cost	1,277	1,277
Less: Impairment	(1,277)	(1,277)
	–	–

The unlisted available-for-sale equity investments are measured at cost less impairment because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that its fair value cannot be measured reliably.

During the year ended 31 December 2014, impairment loss of RMB439,000 for the unlisted available-for-sale equity investment was recognised in profit or loss due to the recurring loss and insolvent financial position of the investee.

### Held for trading investments

	2015 HK\$'000	2014 HK\$'000
Listed securities:		
Equity securities listed in Hong Kong	6,137	–

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 21. LOANS RECEIVABLES

	2015 RMB'000	2014 RMB'000
Unsecured fixed-rate loans receivables	–	13,624
Secured fixed-rate loans receivables	–	28,353
	–	41,977
Analysed as:		
Current	–	33,167
Non-current	–	8,810
	–	41,977

The exposure of the Group's fixed-rate loans receivables to interest rate risks and their contractual maturity dates were as follows:

	2015 RMB'000	2014 RMB'000
Fixed-rate loans receivables*:		
Within one year	–	33,167
In more than one year, but not exceeding two years	–	485
In more than two years, but not exceeding five years	–	1,684
In more than five years	–	6,641
	–	41,977

\* The amounts due were based on scheduled repayment dates set out in the loan agreements.

The Group sought to apply strict control over its outstanding loans receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. Loans receivables were neither past due nor individually impaired as at 31 December 2014.

As at 31 December 2014, all the loans receivables contained a repayment on demand clause. In the opinion of the directors of the Company, the Group would not exercise this clause as the management was not aware of any material adverse changes on the financial position of the borrowers and accordingly, an amount of RMB8,810,000 was classified as non-current assets.

As at 31 December 2014, secured loans receivables were secured by the residential properties pledged. Unsecured loans receivables were guaranteed by personal guarantees.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 21. LOANS RECEIVABLES (continued)

The ranges of effective interest rates (which are equal to contractual interest rates) on the Group's loans receivables were as follows:

	2015	2014
Effective interest rate (per annum):		
Fixed-rate loans receivables	N/A	10.0% – 36.0%

## 22. TRADE AND BILLS RECEIVABLES/PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

### Trade and bills receivables

	2015 RMB'000	2014 RMB'000
Trade and bills receivables	41,235	48,759
Less: Accumulated allowances	(21,891)	(29,137)
	19,344	19,622
Analysed as:		
Current	15,644	16,543
Non-current ( <i>Note</i> )	3,700	3,079
	19,344	19,622

*Note:* The Group provided advertising services to certain property developers. The consideration for such advertising services being recognised as non-current trade receivables as at 31 December 2015 amounting to RMB3,700,000 (2014: RMB3,079,000) has been agreed to be settled by certain residential properties in the PRC. The Group has not obtained physical possession of these properties as at 31 December 2015 and 2014.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 22. TRADE AND BILLS RECEIVABLES/PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

### Trade and bills receivables (continued)

The Group's credit terms with its customers generally range from 30 days to 180 days. The Group seeks to apply strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. Trade receivables are non-interest bearing. As at the end of the reporting period, an aged analysis of the trade receivables, net of allowance for bad and doubtful debts presented based on the respective dates on which revenue was recognised, and aged analysis of bills receivable presented based on the date of issuance of bills, are as follows:

	2015 RMB'000	2014 RMB'000
Trade receivables:		
Within 90 days	5,731	9,782
91 – 180 days	4,571	2,620
181 – 365 days	4,842	2,347
Over 1 year	3,700	4,309
	<b>18,844</b>	19,058
Bills receivables:		
Within 90 days	–	282
91 – 180 days	500	252
181 – 365 days	–	30
	<b>500</b>	564
	<b>19,344</b>	19,622

The movements in the allowance for bad and doubtful debts are as follows:

	2015 RMB'000	2014 RMB'000
At the beginning of the year	29,137	28,271
Impairment losses recognised	4,460	3,184
Amounts recovered during the year	(3,959)	(2,318)
Amounts written off as uncollectible	(7,747)	–
At the end of the year	<b>21,891</b>	29,137

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 22. TRADE AND BILLS RECEIVABLES/PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

### Trade and bills receivables (continued)

Included in the Group's trade receivables balance are debtors with aggregate carrying amount of RMB15,837,000 (2014: RMB12,432,000, which are past due at the reporting date for which the Group has not provided for impairment loss because they were either subsequently settled as at the date of issuance of these consolidated financial statements or there was continuous settlement by the respective customers. The Group does not hold any collateral over these balances. The average age of these receivables is 240 days (2014: 232 days).

The aged analysis of the trade receivables that are past due but not impaired:

	2015 RMB'000	2014 RMB'000
Within 90 days	4,826	4,907
91 – 180 days	3,659	2,347
181 – 365 days	3,652	1,582
Over 1 year	3,700	3,596
	<b>15,837</b>	12,432

### Prepayments, deposits and other receivables

	2015 RMB'000	2014 RMB'000
Current:		
Other receivables, deposits and prepayments (Note (i))	5,138	14,147
Amount due from a former subsidiary (Note (ii))	14,795	–
Prepayments for agency fees for printed media and outdoor advertising and other	4,342	5,559
Refundable deposits (Note (iii))	6,256	–
Deposits paid for advertising agency rights and other (Note (iv))	16,877	9,852
Deferred cash consideration (Note 30)	425	–
	<b>47,833</b>	29,558
Non-current:		
Other deposits and prepayments	2,119	–
Refundable deposits (Note (iii))	11,166	16,935
Deposits paid for acquisition of property, plant and equipment	1,001	3,736
Prepayment for film investment (Notes (v), (vi))	35,305	5,000
	<b>49,591</b>	25,671
	<b>97,424</b>	55,229

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 22. TRADE AND BILLS RECEIVABLES/PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

### Prepayments, deposits and other receivables (continued)

Notes:

- (i) As at 31 December 2014, included in other receivables, deposits and prepayments were receivables for refund of deposit paid for the advertising agency rights for railway station and film investment cost (see (vi)) of RMB2,000,000 and RMB5,000,000 respectively.
- (ii) The balance is unsecured, non-interest bearing and repayable within one year.
- (iii) The balances include a deposit of RMB7,361,000 (2014: RMB6,940,000) paid to an independent third party (see note 17) in 2008 in relation to the selling of advertising spaces on the Towers in the PRC for a period of 9 years till 2017, deposits of RMB268,000 (2014: RMB544,000) paid for the outdoor advertising spaces in various railway stations in 23 cities in the PRC with the expiry dates ranging from 2016 to 2018 and deposits of RMB9,793,000 (2014: RMB9,451,000) paid to the PRC railway authorities for placing magazines inside the trains with the expiry dates ranging from 2015 to 2018. The deposits are fully repayable to the Group upon their respective expiry date of the agreements and are carried at amortised cost in the Group's consolidated statement of financial position using effective interest rates ranging from 4.75% to 5.85% (2014: 4.75% to 5.85%) per annum, resulting in imputed interest income of RMB723,000 (2014: RMB2,674,000) by assessing the amortised costs of the deposits paid at the end of the reporting period. The above interest income are included in "Imputed interest income on non-current deposits" under "Other income" in the consolidated statement of profit or loss and other comprehensive income.

As set out in note 17, although the Group has terminated all the advertising agency agreements with the PRC airport authorities for Towers in relation to the monthly fixed advertising agency fee payment, the agreement entered into with an independent third party that relates to the Towers as set out in note 17(a) remains valid until 2017 and accordingly, no impairment loss was recognised for the non-current refundable deposits paid of RMB7,361,000 (2014: RMB6,940,000).

In January 2012, the Group entered into a contract with an independent third party pursuant to which the independent third party would procure the Group for obtaining exclusive advertising rights on outdoor advertising spaces at certain railway stations in the PRC and the Group paid a refundable deposit of RMB19,500,000 for the arrangement. If the independent third party cannot obtain the exclusive advertising rights for the Group before 1 October 2012, the independent third party is required to repay 50% of the refundable deposit before April 2013 and the remaining to be repaid before April 2014. Since the independent third party failed to obtain the exclusive advertising rights for the Group, the independent third party is required to repay the refundable deposit in accordance with the terms set out in the contract. During the year ended 31 December 2014, the independent third party repaid deposit of RMB3,096,000. The directors considered that the outstanding non-current deposits paid to the independent third party for outdoor advertising spaces in certain railway stations in the PRC should be fully impaired as at 31 December 2014 since the independent third party failed to repay in accordance with the contract terms. Accordingly, impairment loss of RMB8,984,000 was recognised during the year ended 31 December 2014 to fully impair the deposit balance.

- (iv) The amount represents the deposits paid for advertising agency rights with an aggregate amount of RMB10,500,000 (2014: RMB9,852,000) and deposits paid for potential business opportunities amounting to RMB6,377,000 (2014: nil) which shall be refunded to the Group within one year after the end of the reporting period.
- (v) Amount represents prepayment for profit sharing rights in three films as at 31 December 2015 (2014: one film). Since the relevant films are expected to broadcast after twelve months from the end of the reporting period, the amount is classified as non-current assets.
- (vi) On 22 March 2013, the Group entered into a film cooperative agreement (the "Agreement") with an independent third party (the "Third Party") pursuant to which the Group will contribute a total investment cost of RMB30,000,000 for production of a film and shall be entitled to 50% return from this film investment. Up to 31 December 2014, an amount of RMB10,000,000 was paid by the Group as the investment cost. On 31 December 2014, the Group further entered into a supplementary agreement (the "Revised Agreement") with the Third Party pursuant to which the Group reduced its film investment cost from RMB30,000,000 to RMB5,000,000 and its share of box office from such film investment will be reduced to 3%. As such, RMB5,000,000 of the RMB10,000,000 paid shall be refunded by the Third Party to the Group before 15 March 2015 in accordance with the Revised Agreement. Accordingly, the amount of RMB5,000,000 to be refunded was classified as other receivables under current assets as at 31 December 2014. This amount was fully refunded to the Group during the year ended 31 December 2015.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 23. PLEDGED BANK DEPOSITS/SHORT-TERM BANK DEPOSITS/CASH AND CASH EQUIVALENTS

	2015 RMB'000	2014 RMB'000
Cash and bank balances	420,334	28,676
Bank deposits	–	11,464
	420,334	40,140
Less: Non-pledged bank deposits with original maturity of more than three months	–	(10,350)
Cash and cash equivalents	420,334	29,790
Cash and bank balances and bank deposits are denominated in foreign currencies of respective group entities:		
United States dollars ("US\$")	101	375
Hong Kong dollars ("HKD")	32	2,511

The cash and bank balances and bank deposits of RMB17,753,000 (2014: RMB33,307,000), denominated in RMB, are not freely convertible into other currencies. However, under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term bank deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short-term bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

Pledged bank deposits carries fixed interest rate of 2.6% (2014: 3.0%) per annum and represent deposits pledged to banks to secure short-term banking facilities granted to the Group. As at 31 December 2015, an amount of RMB13,038,000 (2014: 12,652,000) is denominated in RMB.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 24. TRADE PAYABLES/OTHER PAYABLES AND ACCRUALS

### Trade payables

The normal credit period on trade payables is generally ranged from 30 days to 180 days.

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

	2015 RMB'000	2014 RMB'000
Within 90 days	6,483	785
91 – 180 days	3,055	3,946
Over 180 days	12,129	21,788
	<b>21,667</b>	26,519

During the year ended 31 December 2014, trade payables of RMB2,300,000 due to the non-controlling shareholder of a subsidiary was waived and accounted for as an equity transaction in the consolidated statement of changes in equity.

### Other payables and accruals

	2015 RMB'000	2014 RMB'000
Receipts in advance from customers	11,103	8,577
Accrued salaries and staff welfare	2,059	6,908
Other accruals	2,074	2,292
Other tax payable	2,134	2,077
	<b>17,370</b>	19,854

## 25. AMOUNT DUE TO AN ASSOCIATE

The amount is non-trade in nature, unsecured, non-interest bearing and repayable on demand.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 26. DEFERRED TAX LIABILITIES

	Fair value adjustments arising from acquisition of subsidiaries RMB'000
At 1 January 2014	72
Credited to the profit or loss during the year ( <i>note 11</i> )	(72)
At 31 December 2014 and 2015	–

As at 31 December 2015, the Group had estimated unused tax losses of RMB78,239,000 (2014: RMB43,741,000) available for offset against future profits. Included in unrecognised tax losses are losses of RMB60,330,000 (2014: RMB38,394,000) that can be carried forward for five years from the year in which the losses arose for offsetting against future taxable profits of the companies in which the losses arose. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams.

At the end of the reporting period, the Group has deductible temporary differences of RMB29,050,000 (31 December 2014: RMB29,462,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to RMB41,272,000 (2014: RMB39,462,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 27. SHARE CAPITAL

	Number of shares	Share capital US\$'000	Shown in the consolidated financial statements as RMB'000
Ordinary shares of US\$0.001 each			
Authorised:			
At 1 January 2014, 31 December 2014 and 31 December 2015	40,000,000,000	40,000	N/A
Issued and fully paid:			
At 1 January 2014 and 31 December 2014	600,000,000	600	3,957
Issue of subscription shares on 22 April 2015 ( <i>Note 1</i> )	120,000,000	120	743
Issue of shares by rights issue on 8 October 2015 ( <i>Note 2</i> )	5,040,000,000	5,040	32,021
At 31 December 2015	5,760,000,000	5,760	36,721

### Notes:

- (1) On 22 April 2015, the Company issued 120,000,000 ordinary shares of US\$0.001 each at the subscription price of HK\$0.22 per share to an independent third party totalling HK\$26,400,000 (approximately RMB21,101,000). The subscription shares were issued under the general mandate granted to the directors of the Company by shareholders' resolution passed at the annual general meeting of the Company held on 15 May 2014.
- (2) Pursuant to an extraordinary general meeting held on 31 August 2015, an ordinary resolution was passed to approve the rights issue. On 8 October 2015, the Company issued 5,040,000,000 ordinary shares by way of rights issue at a price of HK\$0.1 per rights share on the basis of 7 rights shares for every share held.

All the shares ranked *pari passu* with the existing shares of the Company in all aspects.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 28. EQUITY-SETTLED SHARE-BASED TRANSACTIONS

The share option scheme was adopted by the Company pursuant to a resolution in writing passed by the then shareholders of the Company on 17 December 2010 (the "Share Option Scheme").

The purpose of the Share Option Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group. The directors consider the Share Option Scheme, with its broadened basis of participation, will enable the Group to reward the employees, the directors and other selected participants for their contributions to the Group.

The participants of the Share Option Scheme include (i) any employee of the Company, any of the subsidiaries or any entity (the "Invested Entity") in which any member of the Group holds an equity interest; (ii) any non-executive directors of the Company, any of the subsidiaries of the Company or any Invested Entity; (iii) any supplier of goods or services to any member of the Group or any Invested Entity; (iv) any advertising customer of any member of the Group or any Invested Entity; (v) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity; (vi) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; (vii) any adviser or consultant to any area of business or business development of any member of the Group or any Invested Entity; (viii) any other group or class of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group.

The maximum number of the shares that may be allotted and issued upon the exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of the Group) under the Share Option Scheme and any other share option scheme of the Group shall not exceed 10% of the number of shares in issue on the Listing Date (the "General Scheme Limit") i.e., on 28 February 2011. The Company may seek approval of the shareholders in a general meeting to refresh the General Scheme Limit provided that the total number of shares which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Group shall not exceed 10% of the number of shares in issue as at the date of approval of the limit.

The total number of shares issued and which may fall to be issued upon the exercise of the options granted under the Share Option Scheme and any other share option scheme of the Group (including both exercised or outstanding options) to each grantee in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being (the "Individual Limit"). Any further grant of options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant must be separately approved by the shareholders in a general meeting of the Company with such grantee and his associates abstaining from voting. The number and terms (including the exercise price) of options to be further granted must be fixed before the approval of the shareholders and the date of the board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the exercise price under note (1) to Rule 23.03(9) of the GEM Listing Rules.

An option may be accepted by a participant within 21 days from the date of the offer of grant of the option. An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the directors to each grantee, which period may commence from the date of offer for the grant of options is made, but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 28. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (continued)

Unless otherwise determined by the directors and stated in the offer for the grant of options to a grantee, there is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised.

A nominal consideration of HK\$1 is payable on acceptance of the grant of an option. The exercise price for the shares under the Share Option Scheme shall be a price determined by the directors, but shall not be less than the highest of (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet for trade in one or more board lots of the shares on the date of offer for the grant, which must be a business day; (ii) the average closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of offer for the grant; and (iii) the nominal value of a share.

The Share Option Scheme will remain in force for a period of 10 years commencing on the date on which the Share Option Scheme is adopted (i.e., 17 December 2010).

The total number of shares available for issue under the Share Option Scheme is 60,000,000 shares, representing approximately 10% of the issued share capital of the Company as at the date of issuance of these consolidated financial statements.

No share options have been granted since the adoption of the Share Option Scheme.

## 29. RETIREMENT BENEFIT SCHEMES

The Group operates a MPF Scheme for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees. The Group and the employees shall make contributions based on a percentage of the employee's basic salary with a cap of HK\$1,500 per month starting from 1 June 2014 (prior to 1 June 2014: HK\$1,250 per month) and recognised in profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the plan are held separately from those of the Group in funds under the control of trustees.

The PRC employees of the Group are members of a state-managed retirement benefit scheme operated by the local government. The Group is required to contribute 20%–22% (2014: 20%–22%) of their payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

During the year, the Group made total contributions to the retirement benefits schemes of RMB5,893,000 (2014: RMB7,469,000).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 30. DISPOSAL OF A SUBSIDIARY

As referred to in note 13, on 16 September 2015, the Group discontinued its money lending operation at the time of disposal of its subsidiary, 33 Consultants. The net assets of 33 Consultants at the date of disposal were as follows:

	RMB'000
Deferred cash consideration	425

### Analysis of assets and liabilities over which control was lost:

	RMB'000
Property, plant and equipment	44
Loans receivables	11,403
Bank balances and cash	5,394
Accruals	(121)
Amount due to ultimate holding company	(16,257)
Net assets disposed of	463

### Loss on disposal of a subsidiary:

Consideration receivable	425
Net assets disposed of	(463)
Translation difference of consideration receivable	19
Loss on disposal of a subsidiary	(19)

### Cash outflow arising on loss of disposal:

Bank balances and cash disposed of	5,394
------------------------------------	-------

The deferred consideration will be settled in cash by the purchaser on or before 31 March 2016.

The impact of 33 Consultant on the Group's results and cash flows in the current and prior years is disclosed in note 13.

## 31. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners through the optimisation of the debt and equity balance.

The capital structure of the Group consists of equity attributable to owners of the Company, comprising share capital and reserves.

The management of the Group reviews the capital structure on a continuous basis taking into account the cost of capital and the risk associated with the capital. The Group will balance its overall capital structure through new share issues or the dividend payment to shareholders.

The Group's overall strategy remains unchanged for both years.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 32. OPERATING LEASE ARRANGEMENT

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

	2015 RMB'000	2014 RMB'000
Within one year	6,834	4,058
In the second to fifth year inclusive	2,716	4,222
	9,550	8,280

Leases are negotiated for terms of one to three years (2014: one to three years).

## 33. COMMITMENTS

In addition to the operating lease commitments detailed in note 32 above, the Group had the following commitments at the end of the reporting period:

	2015 RMB'000	2014 RMB'000
Contracted, but not provided for:		
Agency fees for printed media and outdoor advertising	15,045	69,225

## 34. LITIGATION

As detailed in the Company's announcement made on 13 December 2012, there were some contractual disputes between Beijing Aoshen (as defined in note 37) and Guangzhou Railway Group Culture Advertising Company (the "Plaintiff") regarding two agreements (the "Advertising Agreements") entered into between Beijing Aoshen and the Plaintiff dated 15 November 2011 and 16 November 2011. The Advertising Agreements were in relation to the grant of an exclusive right of operation by the Plaintiff to Beijing Aoshen for advertising on the "Haikou-Sanya" and "Guangzhou-Shenzhen" routes of the China Railway High Speed trains.

In the course of implementing the Advertising Agreements, there were disputes between Beijing Aoshen and the Plaintiff such that Beijing Aoshen gave notice to the Plaintiff on 30 May 2012 to terminate the Advertising Agreements. Subsequently, Beijing Aoshen received two writs in the PRC issued by the Plaintiff alleging that Beijing Aoshen was in breach of the Advertising Agreements. As stated in the writs, the Plaintiff was seeking for the following orders from the court: (1) that the Plaintiff and Beijing Aoshen shall continue to perform the Advertising Agreements in accordance with their respective terms; (2) that Beijing Aoshen shall pay to the Plaintiff the total outstanding amount of approximately RMB15.3 million and damages of approximately RMB4.7 million in accordance with the terms of the Advertising Agreements; and (3) that Beijing Aoshen shall be responsible for all the legal costs involved in the legal proceedings.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 34. LITIGATION (continued)

Orders (the "First Order") were made from 廣州鐵路運輸中級法院 (the "Court") on 8 March 2013. The First Order stated that (i) the Advertising Agreements were terminated on 31 May 2012 pursuant to the termination notice served by Beijing Aoshen to the Plaintiff on 30 May 2012; (ii) Beijing Aoshen shall pay to the Plaintiff (I) the total outstanding amount under the Advertising Agreements; and (II) damages, (collectively the "Sums") of approximately RMB2.4 million and RMB5.5 million, respectively; and (iii) the legal costs of approximately RMB63,000 for the First Order shall be borne by Beijing Aoshen.

On 14 March 2013, Beijing Aoshen issued a writ to the Court against the Plaintiff for the Plaintiff's breach of the Advertising Agreements (the "Counterclaim"), and the first hearing of which was held on 8 May 2013. The Counterclaim was rejected by the Court on 29 May 2013.

Subsequently, both Beijing Aoshen and the Plaintiff filed their appeals in year 2013 on the results of the First Order in 廣東省高級人民法院 (the "High Court"). On 8 August 2013, orders (the "Second Order") were made by the High Court. The Second Order upheld the First Order and that the legal costs of approximately RMB81,000 for the Second Order shall be borne by Beijing Aoshen. Details of the Second Order and the Counterclaim were set out in the Company's announcement dated 18 September 2013.

Since Beijing Aoshen had not paid to the Plaintiff in accordance with the Second Order, the Plaintiff filed an application to the Court to freeze certain bank accounts (the "Bank Accounts"), motor vehicles (the "Motor Vehicles") and the equity interest in 北京愛締文化發展有限公司 Beijing Oi Ai Culture Development Co. Ltd ("Beijing Oi Ai") held by Beijing Aoshen (the "Equity Interest") on 28 October 2013.

After a series of negotiations between the Group and the Plaintiff, on 27 November 2013, a settlement agreement was entered into between Beijing Aoshen and the Plaintiff under the supervision of the Court, pursuant to which:

- (a) The Sums shall be reduced to RMB7,500,000 (the "Revised Sums");
- (b) The Plaintiff shall apply to the Court to unfreeze the Bank Accounts upon the date of the settlement agreement (of which such application has been made and the Bank Accounts were unfrozen before 31 December 2013);
- (c) The Plaintiff shall apply to the Court to unfreeze the Motor Vehicles and the Equity Interest upon the full settlement of RMB7,500,000 by Beijing Aoshen; and
- (d) The Revised Sums shall be fully settled by way of: (i) a first installment of RMB2,000,000 upon unfreezing the Bank Accounts; (ii) a second installment of RMB1,500,000 within 30 days from the date of the first installment; and (iii) the remaining of RMB4,000,000 by eight installments, each not less than RMB500,000, before 30 October 2014.

The directors of the Company made the full provision of RMB7,500,000 during the year ended 31 December 2012. All the installments were settled as at 31 December 2014.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 35. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, the Group had the following material related party transactions during the year:

### Related party transactions

	2015 RMB'000	2014 RMB'000
Magazine advertising income received from a joint venture	470	–
Advertising agency fee to a joint venture ( <i>Note</i> )	–	167
Rental expenses paid to Mr. Lin and Mr. Ruan, executive directors of the Company	163	158
Waiver of payable to non-controlling shareholder of a subsidiary recognised as deemed contribution	–	2,300

*Note:* The advertising agency fee was paid/payable to a joint venture for the exclusive advertising rights of a magazine.

The above transactions are charged at a pre-determined rate mutually agreed by the parties. The directors are of the opinion that these related party transactions were conducted in the ordinary course of business.

### Key management personnel compensation

Remuneration for key management personnel of the Group, including amounts paid/payable to the Company's directors and certain of the highest paid employees as disclosed in note 10, is as follows:

	2015 RMB'000	2014 RMB'000
Short term employee benefits	3,533	3,819
Post-employment benefits	88	70
	3,621	3,889

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 36. FINANCIAL INFORMATION OF THE COMPANY

	2015 RMB'000	2014 RMB'000
<b>Non-current assets</b>		
Investments in subsidiaries	8,448	–
Prepayment	5,000	5,000
Amount due from a subsidiary (Note (i))	33,794	–
	47,242	5,000
<b>Current assets</b>		
Prepayment, deposits and other receivables	7,127	15,443
Amount due from a former subsidiary (Note (ii))	14,795	–
Amounts due from subsidiaries (Note (iii))	–	58,659
Cash and cash equivalents	396,877	2,486
	418,799	76,588
<b>Current liabilities</b>		
Accruals	1,202	1,355
Amounts due to subsidiaries (Note (iii))	6,830	10,894
	8,032	12,249
Net current assets	410,767	64,339
Total assets less total liabilities	458,009	69,339
<b>Capital and reserves</b>		
Share capital	36,721	3,957
Reserves (Note (iv))	421,288	65,382
	458,009	69,339

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 36. FINANCIAL INFORMATION OF THE COMPANY (continued)

Notes:

- (i) Amount due from a subsidiary is unsecured, interest-free and has no fixed repayment terms. At 31 December 2015, principal amount of HK\$42,242,000 is expected to be repaid after 3 years. Accordingly, the balance is classified as non-current. The fair value of the amount due from a subsidiary is determined based on the effective interest rate of 5% per annum on initial recognition. The difference between the principal amount and the fair value determined on initial recognition of HK\$8,448,000 is debited to investments in subsidiaries. As 31 December 2015, amount of HK\$33,794,000 (2014: nil) represents balance with interest charged at 5% per annum.
- (ii) Amount due from a former subsidiary is unsecured, non-interest bearing and repayable within one year.
- (iii) Amounts due from/to subsidiaries are unsecured, non-interest bearing and repayable on demand.
- (iv) Reserves of the Company

	Share premium RMB'000	Share redemption reserve RMB'000	Exchange reserve RMB'000	Accumulated losses RMB'000	Total RMB'000
At 1 January 2014	224,984	19	(13,739)	(22,882)	188,382
Loss for the year	–	–	–	(117,854)	(117,854)
Exchange differences on translation	–	–	(5,146)	–	(5,146)
Total comprehensive expense for the year	–	–	(5,146)	(117,854)	(123,000)
At 31 December 2014	224,984	19	(18,885)	(140,736)	65,382
Loss for the year	–	–	–	(54,700)	(54,700)
Exchange differences on translation	–	–	9,069	–	9,069
Total comprehensive income (expense) for the year	–	–	9,069	(54,700)	(45,631)
Issue of subscription shares	20,358	–	–	–	20,358
Issue of shares by rights issue	382,200	–	–	–	382,200
Transaction costs attributable to issue of shares	(1,021)	–	–	–	(1,021)
<b>At 31 December 2015</b>	<b>626,521</b>	<b>19</b>	<b>(9,816)</b>	<b>(195,436)</b>	<b>421,288</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 37. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries as at 31 December 2015 and 2014 are as follows:

Name of subsidiary	Place of incorporation/ establishment/ and operation	Issued and fully paid share capital/ registered capital	Proportion of nominal value of issued share capital/ registered capital held by		Principal activities
			the Company 2015	2014	
Directly owned					
香港奧神投資有限公司 Hong Kong Ao Shen	Hong Kong	HK\$100	100%	100%	Provision of management services
三七三金融集團有限公司 373 Finance Group Limited (formerly known as 香港奧神製作 有限公司 Hong Kong Ao Shen Production Limited)	British Virgin Islands	US\$100	100%	100%	Investment holding
Indirectly owned					
三三金融服務有限公司 33 Financial Services Limited	Hong Kong	HK\$100,000,000	100%	100%	Prepaid card business (2014: provision of management services)
三三顧問服務有限公司 33 Consultants	Hong Kong	HK\$1,000,000	–	100%	Money lending
三三服務有限公司 33 Services Limited (formerly known as 三三信貸服務有限公司 33 Credit Services Limited)	Hong Kong	HK\$10,000	100%	100%	Film investment (2014: inactive)
Level Up Holdings Limited	British Virgin Islands	US\$1	100%	–	Investment holding
Motion Arts Entertainment Limited	Hong Kong	HK\$2,000,000	80%	–	Film investment
奧神技術服務（福州）有限公司 <sup>1</sup> Ao Shen Technology	PRC	US\$15,000,000	100%	100%	Provision of consulting services
福建省奧神傳媒廣告有限責任公司 <sup>2,3</sup> Fujian Ao Shen	PRC	RMB31,630,000	–	–	Provision of advertising services
北京大提速傳媒廣告有限公司 <sup>2,3</sup> Beijing Datisu	PRC	RMB27,000,000	–	–	Provision of advertising services
福州海都商旅傳媒有限公司 <sup>3</sup> Fuzhou Haidu Commercial Travel Media Co., Ltd. (“Fuzhou Haidu”)	PRC	RMB1,000,000	–	–	Provision of advertising services

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 37. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Name of subsidiary	Place of incorporation/ establishment and operation	Issued and fully paid share capital/ registered capital	Proportion of nominal value of issued share capital/ registered capital held by the Company		Principal activities
			2015	2014	
北京中視大業廣告傳媒有限公司 Beijing Zhong Shi Da Ye Advertising Media Co., Ltd. ("Beijing Zhong Shi")	PRC	RMB5,000,000	–	–	Provision of advertising services
北京奧神傳媒廣告有限公司 <sup>3</sup> Beijing Aoshen Media Advertising Co., Ltd. ("Beijing Aoshen")	PRC	RMB20,000,000	100%	100%	Provision of advertising services
成都三三廣告有限公司 <sup>3</sup> Chengdu Sansan Advertising Co., Ltd.	PRC	RMB2,000,000	100%	100%	Provision of advertising services
上海山山傳媒廣告有限公司 <sup>3</sup> Shanghai Shanshan Media Advertising Co., Ltd.	PRC	RMB2,000,000	100%	100%	Provision of advertising services
廣州奧神廣告有限公司 <sup>3</sup> Guangzhou Aoshen Advertising Co., Ltd.	PRC	RMB2,000,000	100%	100%	Provision of advertising services
濟南奧神廣告傳媒有限公司 <sup>3</sup> Jinan Aoshen Advertising Media Co., Ltd.	PRC	RMB2,010,000	100%	100%	Provision of advertising services
瀋陽奧神傳媒廣告有限公司 <sup>3</sup> Shenyang Aoshen Media Advertising Co., Ltd.	PRC	RMB2,000,000	100%	85%	Provision of advertising services

### Notes:

<sup>1</sup> The entity is registered as a wholly-foreign-owned enterprise under PRC law.

<sup>2</sup> The Group does not have any equity interest in the registered capital of the Contracting Entities as they are established and owned as to 50% and 50% by Mr. Lin and Mr. Ruan. Pursuant to the Contractual Arrangements as disclosed in note 4, the registered shareholders of the Contracting Entities agreed to assign all the shareholders' rights of the Contracting Entities and to assign the power to appoint and remove all the members of the board of directors and to govern the financial and operating policies of the Contracting Entities to the Group. The directors of the Company consider that such agreements give the Group the current ability to direct the relevant activities of the Contracting Entities. In the opinion of the directors of the Company, all the terms of these agreements are valid, binding and legally enforceable on all parties under the applicable laws in the PRC. With the power over the Contracting Entities and the ability to use the power over the Contracting Entities to affect the amount of the Group's return, the Group treats the Contracting Entities as wholly-owned subsidiaries of the Company under IFRS 10 and the Contracting Entities' results, assets and liabilities are consolidated with those of the Group.

Fujian Ao Shen holds 70% equity interests of Fuzhou Haidu and Beijing Datisu holds 80% equity interests of Beijing Zhong Shi and 60% equity interests of Beijing Luwang. Pursuant to the respective Memorandum and Articles of Association of Fuzhou Haidu and Beijing Luwang, the daily operating and financial affairs are decided by board of directors with simple majority of votes. Fujian Ao Shen controls two-thirds of the voting powers in the board of directors of Fuzhou Haidu and Beijing Datisu controls over 50% of the voting powers in the board of directors of Beijing Luwang which give the Group the current ability to direct the relevant activities of these entities. Pursuant to the Memorandum and Articles of Association of Beijing Zhong Shi, the daily operating and financial affairs are decided by board of directors with two-thirds of votes. Beijing Datisu controls 100% of the voting powers in the board of directors of Beijing Zhong Shi which give the Group the current ability to direct the relevant activities of this entity. Accordingly, Fuzhou Haidu, Beijing Zhong Shi and Beijing Luwang are treated as subsidiaries of the Company under IFRS 10 and their results, assets and liabilities are consolidated with those of the Group.

<sup>3</sup> These entities are registered as limited liability companies under the applicable PRC's laws.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 37. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results of the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had any debt securities outstanding at the end of the year or any time during the year.

The table below shows details of a non-wholly-owned subsidiary of the Group that have material non-controlling interests:

Name of subsidiary	Place of incorporation and principal place of business	Proportion of ownership interests held by non-controlling interests		Proportion of voting rights in board of directors' meeting held by non-controlling interests		Profit (loss) allocated to non-controlling interests		Accumulated non-controlling interests	
		2015	2014	2015	2014	2015	2014	2015	2014
						RMB'000	RMB'000	RMB'000	RMB'000
北京路網文化傳媒有限公司 Beijing Luwang Culture Media Co., Ltd. ("Beijing Luwang")	PRC	40%	40%	40%	40%	(27)	503	7,072	7,099
Individually immaterial subsidiaries with non-controlling interests						(43)	(1,128)	(1,425)	(1,712)
						(70)	(625)	5,647	5,387

Summarised financial information in respect of Beijing Luwang that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

### Beijing Luwang

	2015 RMB'000	2014 RMB'000
Current assets	26,420	26,488
Current liabilities	(13,613)	(13,613)
Equity attributable to owners of the Company	5,735	5,776
Non-controlling interests	7,072	7,099

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 37. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

### Beijing Luwang (continued)

	Year ended 31.12.2015 RMB'000	Year ended 31.12.2014 RMB'000
Revenue	–	–
Other income, gains and losses, net	(64)	1,282
Expenses	(4)	(24)
(Loss) profit and total comprehensive (expense) income for the year	(68)	1,258
(Loss) profit and total comprehensive (expense) income attributable to		
Owners of the Company	(41)	755
Non-controlling interests	(27)	503
	(68)	1,258
Net cash (outflow) inflow from operating activities	(68)	667
Net cash outflow from investing activities	–	(331)
Net cash outflow from financing activities	–	(389)
Net cash outflow	(68)	(53)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015



## 38. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 December 2015, trade receivables amounting to RMB350,000 (2014: RMB3,855,000) were settled by certain residential properties in the PRC.

During the year ended 31 December 2015, addition of property, plant and equipment of RMB3,500,000 (2014: nil) was settled by deposits paid in prior year.

During the year ended 31 December 2015, the consideration for disposal of other non-current assets amounting to RMB1,200,000 (2014: nil) was used to settle advertising agency fee payable.

## 39. EVENT AFTER THE REPORTING PERIOD

On 1 March 2016, the Group entered into a disposal agreement with an independent third party pursuant to which the Group will dispose of its 60% equity interest in Zhong Shi Xin Ke at a consideration of RMB6,000,000. The transaction has not been completed up to the date of issuance of these consolidated financial statements.



## FIVE YEAR FINANCIAL SUMMARY

### RESULTS

	2015 RMB'000	2014 RMB'000	2013 RMB'000	2012 RMB'000	2011 RMB'000
Revenue	<b>92,209</b>	115,631	157,774	226,353	216,841
(Loss)/profit before taxation	<b>(44,444)</b>	(56,325)	(21,412)	(99,959)	26,408
Taxation	<b>(808)</b>	(3,423)	(7,712)	(7,621)	(11,974)
(Loss)/profit for the year	<b>(45,252)</b>	(59,748)	(29,124)	(107,580)	14,434
Attributable to:					
Owners of the Company	<b>(45,182)</b>	(59,123)	(26,024)	(107,109)	14,923
Non-controlling interests	<b>(70)</b>	(625)	(3,100)	(471)	(489)
	<b>(45,252)</b>	(59,748)	(29,124)	(107,580)	14,434

### ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

	2015 RMB'000	2014 RMB'000	2013 RMB'000	2012 RMB'000	2011 RMB'000
Total assets	<b>586,406</b>	198,703	272,391	310,001	398,654
Total liabilities	<b>(43,462)</b>	(51,416)	(66,785)	(75,138)	(54,779)
Non-controlling interests	<b>(5,647)</b>	(5,387)	(3,712)	(6,812)	(6,983)
	<b>537,297</b>	141,900	201,894	228,051	336,892

The summary above does not form part of the audited consolidated financial statements.