



**hmvod Limited**

**hmvod 視頻有限公司**

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

**(Stock Code: 8103)**

**FIRST QUARTERLY REPORT  
FOR THE THREE MONTHS  
ENDED 30 JUNE 2019**

## **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “GEM”)**

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on The Stock Exchange of Hong Kong Limited (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.**

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

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

## **HIGHLIGHTS**

- Revenue for the three months ended 30 June 2019 amounted to approximately HK\$10.6 million representing a decrease of approximately 39.9% as compared to the corresponding period in 2018.
- Profit attributable to the owners of the Company for the three months ended 30 June 2019 amounted to approximately HK\$9.9 million (three months ended 30 June 2018: loss of approximately HK\$23.6 million).
- Basic profit per share for the three months ended 30 June 2019 was approximately 0.06 HK cents (three months ended 30 June 2018: loss per share of approximately 16.60 HK cents).
- The Board does not recommend the payment of any dividend for the three months ended 30 June 2019.

The board of Directors (the “Board”) of the Company presents the unaudited condensed consolidated financial information of the Company and its subsidiaries (collectively the “Group”) for the three months ended 30 June 2019, together with the unaudited comparative figures for the corresponding period in 2018 as follows:–

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**

	<i>Notes</i>	<b>Unaudited</b>	
		<b>Three months ended 30 June</b>	
		<b>2019</b>	2018
		<b>HK\$'000</b>	<b>HK\$'000</b>
Turnover	4	<u>10,563</u>	<u>169,533</u>
Revenue	4	<b>10,563</b>	17,589
Other income and gains	5	<b>14,156</b>	55
Subcontractors costs		<b>(7,843)</b>	(13,046)
Loss on disposal of financial assets at fair value through profit or loss		–	(7,073)
Depreciation of plant and equipment		<b>(141)</b>	(317)
Amortisation of intangible asset		<b>(1,722)</b>	(1,722)
Other expenses		<b>(1,539)</b>	(6,107)
Staff costs, including Directors’ emoluments		<b>(1,818)</b>	(2,808)
Finance costs	6	<b>(2,152)</b>	(11,198)
Share of loss of associate		<u>–</u>	<u>(10)</u>
Profit/(loss) before taxation		<b>9,504</b>	(24,637)
Income tax expenses	7	<u>284</u>	<u>284</u>
Profit/(loss) for the period	8	<b>9,788</b>	(24,353)
Other comprehensive (expense)/income			
Item that may be reclassified subsequently to profit or loss:			
Exchange difference arising on translation of foreign operations		<u>(91)</u>	<u>1,693</u>
Total comprehensive income/(expense) for the period attributable to owners of the Company		<b>9,697</b>	(22,660)

**Unaudited**  
**Three months ended 30 June**

		<b>2019</b>	2018
	<i>Notes</i>	<b>HK\$'000</b>	<b>HK\$'000</b>
Profit/(loss) for the period attributable to:			
Owners of the Company		<b>9,877</b>	(23,614)
Non-controlling interest		<b>(89)</b>	(739)
		<u><b>9,788</b></u>	<u>(24,353)</u>
Total comprehensive income/(expense) for the period attributable to:			
Owners of the Company		<b>9,797</b>	(21,921)
Non-controlling interest		<b>(100)</b>	(739)
		<u><b>9,697</b></u>	<u>(22,660)</u>
Earning/(loss) per share			
– Basic (HK cents)	<i>10</i>	<u><b>0.06</b></u>	<u>(16.60)</u>
– Diluted (HK cents)	<i>10</i>	<u><b>N/A</b></u>	<u>N/A</u>

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. During the reporting period, the address of the principal place of business of the Company is Unit B, 29/F., CKK Commercial Centre, 289-295 Hennessy Road, Wanchai, Hong Kong. The address of its principal place of business has been changed to Unit C, 8/F, D2 Place Two, 15 Cheung Shun Street, Cheung Sha Wan, Kowloon, Hong Kong with effect from 8 July 2019. The Company's shares are listed on the GEM.

### 2. BASIS OF PREPARATION

The Group's unaudited condensed consolidated financial information for the three months ended 30 June 2019 has been prepared in accordance with the applicable disclosure requirements of Chapter 18 of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange.

The principal accounting policies applied in preparing the unaudited condensed consolidated financial information for the three months ended 30 June 2019 are set out in note 3.

### 3. PRINCIPAL ACCOUNTING POLICIES

The amounts included in the unaudited condensed consolidated financial information for the three months ended 30 June 2019 has been computed in accordance with Hong Kong Financial Reporting Standards ("HKFRS") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") applicable to interim periods. However, it does not contain sufficient information to constitute an interim financial report as defined in HKFRS.

The accounting policies used in the unaudited condensed consolidated financial information for the three months ended 30 June 2019 are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 March 2019.

The unaudited condensed consolidated financial information for the three months ended 30 June 2019 has been prepared under the historical cost basis, except for certain financial instruments, which are measured at fair values, as appropriate.

#### 4. REVENUE

Revenue represents the amounts arising from systems development, professional services rendered, proprietary trading, money lending business, property investment and over the top (“OTT”) services net of sales related taxes if any.

An analysis of the revenue by principal activities of the operations of the Group during the reporting periods is as follows:

	UNAUDITED	
	Three months ended 30 June	
	2019	2018
	HK\$'000	HK\$'000
Revenue from provision of		
– Systems development	–	1,201
– Professional services fees	638	1,010
Interest income arising from money lending business	–	15
Rent income arising from property investment	–	600
OTT services	10,015	14,763
	<u>          </u>	<u>          </u>
Total revenue	10,653	17,589
Proceeds from sales of financial assets at fair value through profit or loss	–	151,944
	<u>          </u>	<u>          </u>
Turnover	10,653	169,533
	<u>          </u>	<u>          </u>

#### 5. OTHER INCOME AND GAINS

	UNAUDITED	
	Three months ended 30 June	
	2019	2018
	HK\$'000	HK\$'000
Bank interest income	1	2
Sundry income	14,155	1
Reversal of impairment loss in respect of:		
– trade receivable	–	–
– other receivable	–	52
	<u>          </u>	<u>          </u>
	14,156	55
	<u>          </u>	<u>          </u>

## 6. FINANCE COSTS

	UNAUDITED	
	Three months ended 30 June	
	2019	2018
	HK\$'000	HK\$'000
Interest on bank borrowing repayable within one year	-	-
Interest on promissory notes	380	3,183
Interest on short term loans	1,316	5,010
Interest on bonds	456	409
Others	-	2,596
	<u>2,152</u>	<u>11,198</u>

## 7. INCOME TAX EXPENSES

- (a) Hong Kong profits tax has not been provided for in the unaudited condensed consolidated financial information as there was no estimated assessable profit derived from Hong Kong during the three months ended 30 June 2019 and 2018.
- (b) Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the standard tax rate is 25%.

## 8. PROFIT/(LOSS) FOR THE PERIOD

Profit/(loss) for the period is stated after charging:

	UNAUDITED	
	Three months ended 30 June	
	2019	2018
	HK\$'000	HK\$'000
Staff costs		
Salaries and other benefits	1,710	2,681
Retirement benefits scheme contribution	108	127
	<u>1,818</u>	<u>2,808</u>
Auditors' remuneration	-	185
Amortisation of intangible asset	1,722	1,721
Depreciation	141	317
Impairment loss on trade and other receivables	71	117
Operating leases	74	1,331
	<u>74</u>	<u>1,331</u>



**9. DIVIDEND**

The Board did not recommend the payment of any dividend for the three months ended 30 June 2019 (2018: Nil).

**10. EARNING/(LOSS) PER SHARE**

The calculation of the basic and diluted earning/(loss) per share attributable to owners of the Company is based on the following data:

(Loss)/profit

	<b>Three months ended 30 June</b>	
	<b>2019</b>	<b>2018</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Profit/(loss) for the purpose of basic earning/(loss) per share		
(Profit/(loss) for the period attributable to owners of the Company)	<b>9,877</b>	<b>(23,614)</b>

**Number of shares**

	<b>Three months ended 30 June</b>	
	<b>2019</b>	<b>2018</b>
Weighted average number of ordinary shares for the purpose of basic and diluted earning/(loss) per share	<b>142,256,878</b>	<b>142,256,878</b>

## 11. RESERVES

	Share premium HK\$'000	General reserve HK\$'000	Capital reserve HK\$'000	Exchange translation reserve HK\$'000	Accumulated losses HK\$'000	Sub-total HK\$'000	Non- controlling interest HK\$'000	Total HK\$'000
At 1 April 2018 (audited)	510,565	3,056	1,200	6,348	(575,988)	(54,819)	(5,324)	(60,143)
Loss for the period	-	-	-	-	(23,614)	(23,614)	(739)	(24,353)
Exchange difference arising on translation of foreign operations	-	-	-	1,693	-	1,693	-	1,693
Total comprehensive income/(expense) for the period	-	-	-	1,693	(23,614)	(21,921)	(739)	(22,660)
At 30 June 2018 (unaudited)	<u>510,565</u>	<u>3,056</u>	<u>1,200</u>	<u>8,041</u>	<u>(599,602)</u>	<u>(76,740)</u>	<u>(6,063)</u>	<u>(82,803)</u>
At 1 April 2019 (audited)	510,565	-	1,200	1,586	(597,004)	(83,653)	(8,091)	(91,744)
Loss for the period	-	-	-	-	9,877	9,877	(89)	9,788
Exchange difference arising on translation of foreign operations	-	-	-	(80)	-	(80)	(11)	(91)
Total comprehensive income/(expense) for the period	-	-	-	(80)	9,877	9,797	(100)	9,697
At 30 June 2019 (unaudited)	<u>510,565</u>	<u>-</u>	<u>1,200</u>	<u>1,506</u>	<u>(587,127)</u>	<u>(73,856)</u>	<u>(8,191)</u>	<u>(82,047)</u>

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS PERFORMANCE AND PROSPECT

#### Professional services

In view of the change of business environment, the Company has strategically broadened our professional services in cyber security services and solutions.

The professional service team can provide services and solutions in cyber security, including ramp up model advisory, physical and cyber security assessments, build and design of secured IT architecture, implementation of security devices and IT business policy controls.

The professional service team specializes in enterprise cyber security solutions and risk management, providing a full range of security services and solutions to corporations in the Greater China and Asia Pacific region.

The professional service team also provide a series of highly skilled services including all level Penetration testing, complete coverage of Vulnerability management as well as DDoS protection.

The management security services team can provide a full scale security Managed Security Services, from Firewall healthiness, critical patch management, Attack and Alert, incident management and change management, to endpoint management in order to cover the end-user machines.

The professional service team mainly provides four major information security services which are summarized as follows:

#### ***I. IT Security General Control Review and Security Risk Assessment***

We adopt a proven, four-phase security methodology to conduct IT Security General Control Review and Security Risk Assessment services. This methodology has proved itself through many global case studies and offers a repeatable solution with predictable results time after time. Below is an illustration of the methodology:

- a) Discovery – The objective of this phase is to ‘footprint’ the current security status of the scoped IT Systems components;
- b) Analysis – The objectives of this phase are to determine the risk level of identified loophole, and to determine the possible attack scenarios;
- c) Exploitation – Upon discovery of any loophole that could further be penetrated, exploitation will be carried out to determine the penetration depth of the loophole;
- d) Remediation and Auditing – upon completion of the security risk assessment and analysis, we will provide a complete report listing.

## **2. *External and Internal Penetration Tests***

Our Network Security Assessment is conducted through Internet targeting towards the customer's Internet facing external network (e.g. public domain or sub-domains) and from Internal network to all internal servers. The focus of this test is to simulate an attack from a skillful black-hat attacker, in order to dig out the vulnerabilities.

## **3. *Risk-based cyber security protection safeguard and implementation***

Our risk-based cyber security approach will evaluate best practices and technology solutions or services to address the top priority security risks of the client through:

- a) Gathering and verifying requirement;
- b) Design system Architecture;
- c) Procure the best-fit technology solutions or services;
- d) Implement, configure and strengthen the technology solutions or services;
- e) To assist our client to reengineer IT and business processes based on best practices.

## **4. *24x7 Managed IT and Security Services Outsourcing***

We aim to assist our clients to maintain a healthy IT environment by monitoring, managing, operating IT assets such as:

- a) General IT Assets: desktops, servers, network devices;
- b) IT Security assets: firewall, IPS, malware protection;
- c) Provide a dedicated client single point of contact (SPOC) for IT and cyber security related services, problem and incidents enquiries;
- d) Incident and problem response and management.

Professional services recorded a revenue of approximately HK\$0.64 million for the three months ended 30 June 2019 (three months ended 30 June 2018: approximately HK\$1.01 million), representing a decrease of approximately 36.8% as compared to corresponding period in 2018.

### **Proprietary trading business**

The Group is actively seeking opportunities in securities investment which will create value and will be beneficial to the Group and shareholders of the Company (the “Shareholders”). The Group also maintains a risk management policy in which key risk factors such as government and politic risks, country risks, price risks, interest rate risks, currency risks and economic risks have been identified and will be closely monitored. No turnover in proprietary trading business recorded for the three months ended 30 June 2019 (three months ended 30 June 2018: approximately HK\$151.9 million).

### **Money lending business**

In view of the interest rate increase in the US in the first half of 2019 and the on-going US-China trade war, the Board has adopted a prudent approach towards the money lending business during the reporting period. In addition to the consumable loan, the Company is considering to offer a variety of loan products to secured mortgage loans to individual, unsecured loan, small and medium sized enterprises loans, debts consolidation loan and corporate loans. Despite the above, the money lending business is suffering from political risk, regulatory risk, credit risk, economic risk and industry risk. No interest income in money lending business recorded for the three months ended 30 June 2019 (2018: approximately HK\$15,000).

### **OTT Services**

OTT services is providing multi-media related services and content in the PRC via different platforms. In view of the growing penetration and expansion of multi-media segment, the Group is optimistic to such business segment. In addition, consumers are moving beyond traditional media, the multi-media platform is an option used by many companies to brand and market their products. As such, the multi-media platform is playing an increasingly vital role in business marketing strategy. The OTT services is equipped with experience in the industry with diversified clientele and being specialized in the provision of OTT services of video-on-demand in Hong Kong and Taiwan via its own digital video rental platform. The revenue in OTT services recorded approximately HK\$10.0 million for the three months ended 30 June 2019 (three months ended 30 June 2018: approximately HK\$14.8 million), represents a decrease of approximately 32.2% as compared with the corresponding period in 2018.

### **FUTURE PROSPECTS**

The Group will continue to look for opportunities to create Shareholders’ value through making investments into and/or acquiring interests in companies or projects that have promising outlooks and prospects. It goes without saying that the Company will also continue to focus on existing businesses to bring further value to Shareholders.

## **FINANCIAL PERFORMANCE**

During the three months ended 30 June 2019, the Group recorded a revenue of approximately HK\$10.6 million (three months ended 30 June 2018: approximately HK\$17.6 million) representing a decrease of approximately 39.9% as compared to that of the corresponding period in 2018. Other income increased to approximately HK\$14.1 million as compared to approximately HK\$0.06 million of corresponding period in 2018. The increase in other income was mainly due to the waiver of the principal and the accrued interest amounting to approximately HK\$14.1 million as mutually agreed between the promissory note holder and the Company in June 2019. Finance cost decreased to approximately HK\$2.2 million as compared to approximately HK\$11.2 million of the corresponding period in 2018, representing a decrease of approximately 80.8% as compared to that of the corresponding period in 2018. The decrease in finance cost was due to waiver of promissory note. Profit attributable to the owners of the Company was approximately HK\$9.9 million for the three months ended 30 June 2019 (three months ended 30 June 2018: loss of approximately HK\$23.6 million).

## **LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE**

During the three months ended 30 June 2019, the Company has not made any issue for cash of equity securities.

The Board continues to look for opportunities to attract more investors, extend the Shareholders base, reduce the accumulated loss and improve the flexibility of fund raising.

## **SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES AND AFFILIATED COMPANIES**

The Group did not make any material investment, acquisition and/or disposal during the three months ended 30 June 2019.

## **SHARE OPTION SCHEME**

Pursuant to an ordinary resolution passed at an annual general meeting of the Company held on 12 November 2014, the Company approved and adopted a share option scheme. There were no movement in the share options during the three months ended 30 June 2019 and there were no outstanding share options as at 30 June 2019 and 30 June 2018 respectively.

## **DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES**

As at 30 June 2019, none of the Directors and chief executive of the Company were interested in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they have taken or deemed to have under such provisions of the SFO), or which are required, pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which are required, pursuant to the required standard of dealing by the Directors under the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange.

## SUBSTANTIAL SHAREHOLDERS INTERESTS IN SECURITIES

So far as is known to the Directors, as at 30 June 2019, the persons (other than a director or chief executive of the Company) who have interests or short position in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who are, directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group, were as follows:

### Long position in shares of the Company

Name of the Shareholder	Capacity	Number of shares held	Approximate percentage of shareholding (note 1)
Full Times Investments Limited ("Full Times") (note 2)	Beneficial owner	36,777,000	25.85%
HMV Digital China Group Limited ("HMV Digital") (note 2)	Interest in controlled corporation	37,957,000	26.68%
	Beneficial owner	3,348,000	2.35%

#### Notes:

1. As at 30 June 2019, the issued share capital of the Company was 142,256,878 shares.
2. 37,957,000 shares refer to the aggregate of (a) 36,777,000 shares held by Full Times and (b) 1,180,000 shares held by New Smart International Creation Limited ("New Smart"). Both Full Times and New Smart are direct wholly-owned subsidiaries of HMV Digital, whose shares are listed on the GEM.

Save as disclosed above, as at 30 June 2019, no long positions and short positions of other persons or chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations were recorded in the register required to be kept under section 336 of the SFO.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors' securities transactions in securities of the Company.

Having made specific enquiry, all Directors have confirmed that they have complied with the required standard of dealings and there is no event of non-compliance throughout the three months ended 30 June 2019.

## **INTERESTS OF COMPLIANCE ADVISER**

Pursuant to the directions of the GEM Listing Committee of the Stock Exchange, the Company has appointed Grand Moore Capital Limited as the independent compliance adviser (the “Compliance Adviser”) on an on-going basis for consultation on compliance with the GEM Listing Rules for a period of two years with effect from 22 June 2018. As notified by the Compliance Adviser, save for the compliance adviser’s agreement entered into between the Company and the Compliance Adviser, neither the Compliance Adviser nor any of its directors, employees or close associates (as defined under the GEM Listing Rules) had any interests in the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules as at 30 June 2019.

## **DIRECTORS’ INTERESTS IN CONTRACTS**

No contracts of significance in relation to the Group’s business to which the Group was a party and in which a director of the Group had a material interest, whether directly or indirectly, subsisted at the three months ended 30 June 2019 or at any time during such period.

## **DIRECTORS’ COMPETING INTERESTS**

As at 30 June 2019, none of the Directors or their respective associates (as defined under the GEM Listing Rules) had any business or interest in a business which competes or may compete with the business of the Group.

## **AUDIT COMMITTEE**

The Company has established an audit committee with written terms of reference in compliance with Rules 5.28 and 5.33 of the GEM Listing Rules and the Corporate Governance Code (the “Code”).

The primary duties of the audit committee includes reviewing the internal accounting procedures, considers and reports to the Board with respect to other auditing and accounting matters, including selection of independent auditors, fees to be paid to the independent auditors and the performance of the independent auditors.

As at 30 June 2019 and up to the date of this report, the audit committee consists of three independent non-executive Directors namely, Mr. Hau Chi Kit, Mr. Ma Stephen Tsz On and Mr. Ho Siu King, Stanley.

The unaudited condensed consolidated financial information of the Group for the three month ended 30 June 2019 have been reviewed by the audit committee of the Company and is of the opinion that the preparation of such statements comply with the applicable accounting standards and the GEM Listing Rules and that adequate disclosures have been made.



## **CODE ON CORPORATE GOVERNANCE PRACTICES (THE “CODE”)**

The Company has adopted the code provisions of the Code contained in Appendix 15 of the GEM Listing Rules as its own code on corporate governance practices. In the opinion of the Directors, the Company has complied with the code provisions as set out in the Code and there have been no material deviations from the Code during the reporting period.

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

During the three months period under review, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s listed securities.

By Order of the Board of  
**hmvod Limited**  
**Lau Kelly**  
*Executive Director*

Hong Kong, 12 August 2019

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

### **Executive Directors:**

Mr. Lau Kelly (*Chief Executive Officer*)

Ms. Ho Chi Na

Mr. Yuen Koon Tung

### **Independent non-executive Directors:**

Mr. Ho Siu King, Stanley

Mr. Hau Chi Kit

Mr. Ma Stephen Tsz On

*This report will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at <http://www.hmvod.com.hk>.*