

2020

第一季度報告

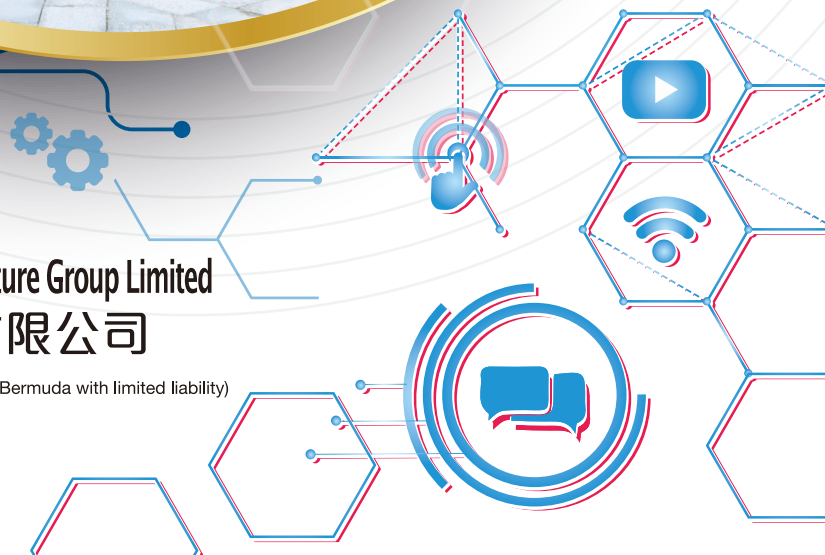
FIRST QUARTERLY REPORT



National Arts Entertainment and Culture Group Limited
國藝娛樂文化集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(於開曼群島註冊成立並於百慕達存續之有限公司)

Stock code 股份代號 : 8228



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This report, for which the directors of National Arts Entertainment and Culture Group 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 for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司(「聯交所」) GEM 之特色

GEM 的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的中小型公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於在 GEM 上市公司普遍為中小型公司，在 GEM 買賣的證券可能會較於聯交所主板買賣的證券承受較大的市場波動風險，同時無法保證在 GEM 買賣的證券會有高流通量的市場。

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本報告載有遵照聯交所 GEM 證券上市規則之規定而提供有關國藝娛樂文化集團有限公司(「本公司」)之資料，本公司各董事願就此共同及個別承擔全部責任。本公司各董事經作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重大方面均屬準確及完整，並無誤導或欺詐成份，且並無遺漏任何其他事實，足以致使本報告或其所載任何陳述產生誤導。



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The board (the “Board”) of directors (the “Directors”) of National Arts Entertainment and Culture Group Limited (the “Company”) announces the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months ended 31 March 2020, together with the comparative figures for the corresponding period in 2019 as follows:

國藝娛樂文化集團有限公司(「本公司」)董事(「董事」)會(「董事會」)謹此公佈本公司及其附屬公司(統稱「本集團」)截至二零二零年三月三十一日止三個月的未經審核綜合業績，連同二零一九年同期的比較數字如下：

UNAUDITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 未經審核綜合損益及其他全面收益表

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
	Notes 附註		
Revenue	收入		
– Goods and services	– 貨品及服務	3	33,023
– Rental	– 租金	3	8,345
– Interest	– 利息	3	185
Total revenue	總收入	10,576	41,553
Other income	其他收入	3	465
Staff costs	員工成本	(12,308)	(13,483)
Other operating expenses	其他經營開支	(13,437)	(23,834)
Operating (loss)/profit	經營(虧損)/溢利	(12,566)	4,701
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(2,647)	(2,867)
Amortisation of land lease payments	土地租賃付款攤銷	(3,439)	(3,439)
Net exchange (loss)/gain	匯兌(虧損)/收益淨額	(14,149)	19,384
Share of loss of a joint venture	分佔一間合營企業虧損	(653)	(306)
Share of loss of an associate	分佔一間聯營公司虧損	(150)	–
Finance costs	融資成本	4	(69,287)
Loss before income tax	除所得稅前虧損	5	(51,814)
Income tax expense	所得稅開支	6	–
Loss for the period	本期間虧損	(77,128)	(51,814)
Other comprehensive (expense)/ income	其他全面(開支)/收入		
Exchange differences on translation of financial statements of foreign operations	換算海外業務財務報表時產生的匯兌差額	(9,513)	13,097

UNAUDITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

未經審核綜合損益及其他全面收益表

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
	Notes 附註		
Other comprehensive (expense)/ income for the period	本期間其他全面(開支)/ 收入	(9,513)	13,097
Total comprehensive expense for the period	本期間全面開支總額	(86,641)	(38,717)
Loss for the period attributable to:	應佔本期間虧損：		
Owners of the Company	本公司擁有人	(76,833)	(51,813)
Non-controlling interests	非控股權益	(295)	(1)
		(77,128)	(51,814)
Total comprehensive expense for the period attributable to:	應佔本期間全面開支總額：		
Owners of the Company	本公司擁有人	(86,346)	(38,716)
Non-controlling interests	非控股權益	(295)	(1)
		(86,641)	(38,717)
Loss per share	每股虧損		
Basic and diluted	基本及攤薄	7 HK(1.55) cents 港仙	HK(1.13) cents 港仙

If the Company's financial restructuring is completed, interest on bonds, interest on promissory note, interest on loan from shareholders and interest on unsecured other borrowings shall be calculated up to 14 June 2019. Therefore, should all conditions precedent of the creditors' scheme in relation to the Company's financial restructuring are satisfied, the interest expenses of approximately HK\$39,782,000 included in the interest on bonds, interest on loan from shareholders and interest on unsecured other borrowings from 1 January 2020 to 31 March 2020 which have been provided for in accordance to the relevant accounting standard will be reversed.

倘本公司完成財務重組，債券利息，承兌票據利息、股東貸款利息及其他無抵押借貸利息應按直至二零一九年六月十四日來計算。因此，倘有關本公司財務重組之債權人計劃之所有先決條件獲達成，則自二零二零年一月一日至二零二零年三月三十一日根據相關會計準則計提撥備之債券利息、股東貸款之利息及其他無抵押借貸之利息中包含的利息開支約39,782,000港元將予以撥回。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1. GENERAL

National Arts Entertainment and Culture Group Limited (the “**Company**”) was incorporated in the Cayman Islands on 16 November 2001 as an exempted company under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. On 14 October 2010, the Company deregistered in the Cayman Islands and duly continued in Bermuda as an exempted company under the laws of Bermuda effective on 14 October 2010. The registered office of the Company is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The Company's principal place of business in Hong Kong is at Rm. L&M, 21/F., Kings Wing Plaza, Phase 1, No.3 On Kwan Street, Shek Mun, Shatin, New Territories, Hong Kong.

The Company's shares are listed on GEM of The Stock Exchange. The Company is principally engaged in investment holding. The principal activities of the Group include film production and distribution, the provision of management services to artistes, event coordination, operations of film studio and hotels and provision of travel related products. The Company and its subsidiaries are referred to as the Group hereafter.

The unaudited consolidated financial statements are presented in Hong Kong Dollars (“**HK\$**”), which is also the functional currency of the Company and all values are rounded to the nearest thousand (“**HK\$'000**”) unless otherwise stated.

1. 一般資料

國藝娛樂文化集團有限公司(「**本公司**」)於二零零一年十一月十六日根據開曼群島法例第22章公司法(一九六一年法例3, 經綜合及修訂)在開曼群島註冊成立為獲豁免公司。於二零一零年十月十四日, 本公司於開曼群島撤銷註冊, 並根據百慕達法例正式於百慕達以獲豁免公司形式存續, 於二零一零年十月十四日生效。本公司的註冊辦事處為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。本公司的香港主要營業地點位於香港新界沙田石門安群街3號京瑞廣場1期21樓L及M室。

本公司股份於聯交所GEM上市。本公司主要從事投資控股。本集團之主要業務包括電影製作及發行、提供藝人管理服務、活動統籌、經營影視城和酒店及提供旅遊相關產品。本公司及其附屬公司於下文簡稱為本集團。

未經審核綜合財務報表以港元(「**港元**」, 亦為本公司的功能貨幣)呈列, 除另有指明外, 所有價值均四捨五入至最接近的千位數(「**千港元**」)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. BASIS OF PREPARATION

The unaudited consolidated financial statements of the Group have been prepared in accordance with the Hong Kong Financial Reporting Standards which collectively includes all applicable individual Hong Kong Financial Reporting Standard, Hong Kong Accounting Standard and Interpretation issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements set out in Chapter 18 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”).

The unaudited consolidated results for the three months ended 31 March 2020 have not been audited by the Company’s auditors, but have been reviewed by the audit committee of the Company (“**Audit Committee**”).

The accounting policies and basis of preparation adopted for the preparation of the financial statements are consistent with those adopted by the Group in its unaudited annual financial statements for the year ended 31 December 2019.

2. 編製基準

本集團之未經審核綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則(包括所有適用個別香港財務報告準則、香港會計準則及詮釋)及聯交所GEM證券上市規則(「**GEM上市規則**」)第18章所載之披露規定編製。

截至二零二零年三月三十一日止三個月之未經審核綜合業績未經本公司核數師審核，但已經由本公司之審核委員會(「**審核委員會**」)審閱。

編製財務報表時所採用之會計政策及編製基準，乃與本集團於截至二零一九年十二月三十一日止年度之未經審核年度財務報表所採用者貫徹一致。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. REVENUE AND OTHER INCOME

3. 收入及其他收入

Revenue derived from the Group's principal activities recognised during the period is as follows:

期內確認來自本集團主要業務的收入如下：

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15, disaggregated by major products or services lines:	香港財務報告準則第15號範疇內來自客戶合約之收入，按主要產品或服務系列分拆：		
Artiste management fee income	藝人管理費收入	—	18
Hotel room income	酒店房間收入	1,981	3,037
Food and beverage income	餐飲收入	3,580	6,418
Entrance fee income	門券收入	2,814	17,864
Sales of travel related products	銷售旅遊相關產品	400	264
Sales of goods	銷售貨品	51	1,030
Ancillary services	配套服務	816	4,287
Consultation income	諮詢收入	—	105
		9,642	33,023
Interest revenue that reflects significant financing granted to customers	反映授予客戶重大融資之利息收入	—	185
Rental income	租金收入	934	8,345
		10,576	41,553
Timing of revenue recognition:	收入確認時間：		
At a point of time	於某一時間點	6,846	28,229
Over time	隨時間	2,796	4,794
		9,642	33,023
Other income	其他收入		
Others	其他	2,603	465
		2,603	465

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

4. FINANCE COSTS

4. 融資成本

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Finance lease charges	融資租賃費用	414	440
Interest on bonds	債券利息	22,927	46,057
Interest on loan from shareholders	股東貸款利息	16,960	16,746
Interest on unsecured other borrowings	其他無抵押借貸利息	586	2,103
Interest on secured other borrowings	其他有抵押借貸利息	2,637	3,941
		43,524	69,287

Note:

If the Company's financial restructuring is completed, interest on bonds, interest on promissory note, interest on loan from shareholders and interest on unsecured other borrowings shall be calculated up to 14 June 2019. Therefore, should all conditions precedent of the creditors' scheme in relation to the Company's financial restructuring are satisfied, the interest expenses of approximately HK\$39,782,000 included in the interest on bonds, interest on loan from shareholders and interest on unsecured other borrowings from 1 January 2020 to 31 March 2020 which have been provided for in accordance to the relevant accounting standard will be reversed.

附註：

倘本公司完成財務重組，債券利息、承兌票據利息、股東貸款利息及其他無抵押借貸利息應按直至二零一九年六月十四日來計算。因此，倘有關本公司財務重組之債權人計劃之所有先決條件獲達成，則自二零二零年一月一日至二零二零年三月三十一日根據相關會計準則計提撥備之債券利息、股東貸款之利息及其他無抵押借貸之利息中包含的利息開支約39,782,000港元將予以撥回。

5. LOSS BEFORE INCOME TAX

5. 除所得稅前虧損

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss before income tax is arrived at after charging:	除所得稅前虧損已扣除下列各項：		
Auditor's remuneration	核數師酬金	250	213
Amortisation of land lease prepayments	預付土地租賃攤銷	3,439	3,439
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,647	2,867
		2,647	2,867
Employee benefit expenses (including directors' remuneration)	僱員福利開支 (包括董事酬金)		
- Salaries and allowances	- 薪金及津貼	11,689	12,468
- Contributions to retirement benefits schemes	- 退休福利計劃供款	619	1,015
		12,308	13,483

6. INCOME TAX EXPENSE

Hong Kong Profits Tax has not been provided for the three months ended 31 March 2020 (2019: Nil) as the Group did not generate any assessable profits in Hong Kong during these periods.

The People's Republic of China ("PRC") Enterprises Income Tax at 25% has not been provided as the PRC subsidiaries incurred losses for taxation purpose for both periods.

Taxation arising in other jurisdiction is calculated at the rates prevailing in the relevant jurisdiction.

7. LOSS PER SHARE

The calculation of basic loss per share is based on the loss attributable to the owners of the Company of approximately HK\$76,833,000 (2019: approximately HK\$51,813,000) and the weighted average of approximately 4,948,170,000 (2019: approximately 4,584,108,000) ordinary shares in issue during the period. Diluted loss per share for loss attributable to the owners of the Company for the three months ended 31 March 2020 and 2019 was the same as basic loss per share because the impact of the exercise of the share options, warrants and convertible bonds is anti-dilutive.

8. DIVIDEND

The Directors do not recommend payment of dividend for the three months ended 31 March 2020 (2019: Nil).

6. 所得稅開支

由於本集團於截至二零二零年三月三十一日止三個月並無在香港產生任何應課稅溢利，故並無就此等期間之香港利得稅作出撥備（二零一九年：無）。

由於中華人民共和國（「中國」）附屬公司於兩個期間均錄得稅務虧損，故並無就中國企業所得稅（稅率為25%）作出撥備。

於其他司法權區產生的稅項乃按相關司法權區的當前稅率計算。

7. 每股虧損

每股基本虧損乃根據本公司擁有人應佔虧損約76,833,000港元（二零一九年：約51,813,000港元）及期內已發行普通股的加權平均數約4,948,170,000股（二零一九年：約4,584,108,000股）計算。由於購股權、認股權證及可換股債券的行使具有反攤薄影響，因此，截至二零二零年及二零一九年三月三十一日止三個月本公司擁有人應佔虧損的每股攤薄虧損與每股基本虧損相同。

8. 股息

董事不建議派付截至二零二零年三月三十一日止三個月的股息（二零一九年：無）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

9. UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

9. 未經審核綜合權益變動表

		Attributable to the owners of the Company 本公司擁有人應佔								Attributable to non-controlling interests 非控股權益應佔		Total 總額
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Special reserve 特別儲備 HK\$'000 千港元	Contributed surplus 實繳盈餘 HK\$'000 千港元	Properties revaluation reserve 物業重估儲備 HK\$'000 千港元	Translation reserve 換算儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Subtotal 小計 HK\$'000 千港元		
At 1 January 2019 (Audited)	於二零一九年一月一日 (經審核)	451,716	804,496	6,302	78,791	335,013	(131,671)	41,912	(1,441,615)	144,943	232	145,175
Share issued upon exercise of share options	行使購股權所發行的股份	43,101	68,929	-	-	-	-	-	-	112,030	-	112,030
Transactions with owners	與擁有人進行的交易	43,101	68,929	-	-	-	-	-	-	112,030	-	112,030
Loss for the period	本期間虧損	-	-	-	-	-	-	-	(51,813)	(51,813)	(1)	(51,814)
Exchange difference on translation of financial statement of foreign operations	換算海外業務財務報表時產生的匯兌差額	-	-	-	-	-	13,097	-	-	13,097	-	13,097
Total comprehensive income/(expense) for the period	本期間全面收入/(開支)總額	-	-	-	-	-	13,097	-	(51,813)	(38,716)	(1)	(38,717)
At 31 March 2019 (Unaudited)	於二零一九年三月三十一日 (未經審核)	494,817	873,424	6,302	78,791	335,013	(118,574)	41,912	(1,493,428)	218,257	231	218,488
At 1 January 2020 (Unaudited)	於二零二零年一月一日 (未經審核)	494,817	869,392	6,302	78,791	217,627	(147,635)	69,597	(1,902,860)	(313,969)	(543)	(314,512)
Loss for the period	本期間虧損	-	-	-	-	-	-	-	(76,833)	(76,833)	(295)	(77,128)
Exchange difference on translation of financial statement of foreign operations	換算海外業務財務報表時產生的匯兌差額	-	-	-	-	-	(9,513)	-	-	(9,513)	-	(9,513)
Total comprehensive expense for the period	本期間全面開支總額	-	-	-	-	-	(9,513)	-	(76,833)	(86,346)	(295)	(86,641)
At 31 March 2020 (Unaudited)	於二零二零年三月三十一日 (未經審核)	494,817	869,392	6,302	78,791	217,627	(157,148)	69,597	(1,979,693)	(400,315)	(838)	(401,153)

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The revenue for the period under review decreased to approximately HK\$10.58 million from approximately HK\$41.55 million for the three months ended 31 March 2019, representing a decrease of approximately HK\$30.97 million in revenue. The decrease in revenue was mainly attributable to the temporary closure of the operation of the Group's Xiqiao National Arts Film Studio (the “**Studio**”) and National Arts Resort Hotel (the “**Hotel**”) (collectively the “**Xiqiao National Arts Film Studio Project**”) since 24 January 2020 and 29 January 2020 respectively as a result of the precautionary policies and measures implemented by the Guangdong provincial government to deter the spread of novel coronavirus (“**COVID-19**”) pandemic in the PRC.

Staff costs for the period under review decreased to approximately HK\$12.31 million from approximately HK\$13.48 million for the three months ended 31 March 2019, representing a decrease of approximately HK\$1.17 million in staff costs. Such decrease was mainly due to the temporary suspension of the operation of the Studio and the Hotel during the period under review.

Finance costs for the period under review decreased to approximately HK\$43.52 million from approximately HK\$69.29 million for the three months ended 31 March 2019. Nevertheless, should all conditions precedent of the creditors' scheme are satisfied, the interest expenses of approximately HK\$39,782,000 included in the interest on bonds, interest on loan from shareholders and interest on unsecured other borrowings from 1 January 2020 to 31 March 2020 which have been provided for in accordance to the relevant accounting standard will be reversed.

Other operating expenses for the period under review decreased to approximately HK\$13.44 million from approximately HK\$23.83 million for the three months ended 31 March 2019. Such decrease of approximately HK\$10.39 million was mainly due to the temporary suspension of the operation of the Studio and the Hotel during the period under review.

For the three months ended 31 March 2020, the Group recorded a net loss of approximately HK\$77.13 million as compared to a net loss of approximately HK\$51.81 million for the three months ended 31 March 2019. Such increase in the net loss was mainly due to the decrease in the revenue and the change from gain on foreign exchange differences to loss on foreign exchange differences, offset by the decrease in finance costs during the period under review.

財務回顧

回顧期間之收入由截至二零一九年三月三十一日止三個月的約41.55百萬港元減少至約10.58百萬港元，收益減少約30.97百萬港元。收益減少主要歸因於因廣東省政府為阻止新型冠狀病毒（「**新型冠狀病毒肺炎**」）流行病在中國傳播而採取的預防性政策及措施導致本集團西樵山國藝影視城（「**影視城**」）及國藝度假酒店（「**酒店**」）（統稱「**西樵山國藝影視城項目**」）已分別自二零二零年一月二十四日及二零二零年一月二十九日起暫停營業。

回顧期間之員工成本由截至二零一九年三月三十一日止三個月的約13.48百萬港元減少至約12.31百萬港元，員工成本減少約1.17百萬港元。該減少乃主要由於回顧期間影視城及酒店暫停營業。

回顧期間之財務成本由截至二零一九年三月三十一日止三個月的約69.29百萬港元減少至約43.52百萬港元。儘管如此，倘債權人計劃之所有先決條件獲達成，則自二零二零年一月一日至二零二零年三月三十一日根據相關會計準則計提撥備之債券利息、股東貸款之利息及其他無抵押借貸之利息中包含的利息開支約39,782,000港元將予以撥回。

回顧期間之其他經營開支由截至二零一九年三月三十一日止三個月的約23.83百萬港元減少至約13.44百萬港元。該減少約10.39百萬港元乃主要由於回顧期間影視城及酒店暫停營業。

截至二零二零年三月三十一日止三個月，本集團錄得虧損淨額約77.13百萬港元，而截至二零一九年三月三十一日止三個月之虧損淨額則約為51.81百萬港元。虧損淨額增加乃主要由於回顧期間收益減少及匯兌差額收益變動為匯兌差額虧損，被融資成本減少抵銷。

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BUSINESS REVIEW

Xiqiao National Arts Studio Project

Located in Foshan City, Guangdong Province, the Xiqiao National Arts Film Studio Project has the view of Mount Xiqiao which is known as one of the national 5-star tourist attractions and has total developed land area of 444,000 square meters. There are unique film shooting areas throughout the Studio along with theme parks, hotel and performing arts complexes. The Studio incorporates sightseeing and recreational facilities which make it the most international vacation resort in Guangdong Province. The Studio has opened a new theme park named “The Snow Queen Theme Park”, and successfully organised a number of events, including “潮拜星春匯國藝”, “國潮穿越運動會”, “The 6th Wing Chun Competition”, “International Youth Film and Culture Internship Programme” and “Christmas Carnival”. Overall, the total attendances of the Studio in 2019 were approximately 1,200,000. In addition, the Group also established the National Arts Brilliant Emperor Cinematic Action Stunt Training Center (國藝輝煌電影動作特技培訓中心), which combines films, culture and tourism and teaching activities, aiming to nurture the next generation of movie stars. Meanwhile, the Group has participated in several charity groups on education. The Studio cooperated with charitable organisations such as Caritas and Po Leung Kuk to organise study group events for students to participate and to explore different culture and film production in the Studio. The Groups believes that the events held by the Group will effectively improve the brand awareness of the Studio and will push the Xiqiao National Arts Film Studio Project to the peak.

Travel

National Arts Travel Limited (“**NA Travel**”) has been established and commenced its business since 2015. It provides one-stop travel services especially for major organizations, associations and tourists with diversification, professionalism, and internationalism as their principles, and formulates flexible and comfortable travel plans and personalized products. To enhance the comprehensive customer support and increase the Group’s market competitiveness, NA Travel has updated its inquiry and sales system in 2018. In addition to optimizing traditional group tours, travel insurance, international flight and hotel booking, it also organises customized group tours, providing extraordinary experience for travelers, including private tour business, business trainings and activities, honeymoon and wedding plans, cruise ship holidays, professional and special tours, etc.

業務回顧

西樵山國藝影視城項目

西樵山國藝影視城項目位於廣東省佛山市，盡享國家五星級旅遊景區西樵山的美景，已開發土地總面積達444,000平方米，包含各種獨特電影拍攝場景，主題公園、酒店及表演場館等。影視城集旅遊觀光及遊玩設施於一身，令影視城成為廣東省最具國際規模的度假勝地。影視城新增主題園區「冰雪女王主題園區」，及成功籌辦多項活動，包括「潮拜星春匯國藝」、「國潮穿越運動會」、「第六屆詠春大賽」、「國際青年影視文化交流團」及「聖誕嘉年華」。整體而言，二零一九年影視城的總入場人數約為1,200,000人次。此外，本集團亦成立國藝輝煌電影動作特技培訓中心，結合電影、文旅和教學活動，致力培育下一代電影明星。同時，本集團已與數個慈善團體就教育事務合作。例如，影視城與明愛及保良局等慈善組織合辦遊學活動，供學生參與及探索影視城內不同的文化特色及影片製作。本集團相信已舉辦的活動將大力提升影視城的品牌知名度，把西樵山國藝影視城項目推上高峰。

旅遊

國藝旅遊有限公司（「**國藝旅遊**」）自二零一五年成立及開展業務，專為各大機構、團體及旅客提供一站式旅遊服務，以「多元化、專業化、國際化」為宗旨，製訂既靈活又貼心的旅遊方案及個性化產品。為改進綜合客戶支援以加強本集團的市場競爭力，國藝旅遊於二零一八年更新其查詢及銷售系統，除優化傳統旅行團、旅遊保險、全球機票及酒店訂購外，更為客人度身訂造一系列特色旅行團，讓遊客有著非一般的旅遊體驗，包括：獨立包團業務、商務培訓及活動、蜜月及婚禮安排、郵輪假期、專業及特色旅遊等等。

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In addition, in order to diversify the current product lines, NA Travel established “Skyyer Travel” in 2018 through the Travel Industry Council of Hong Kong. “Skyyer Travel” presents a fresh brand image with the slogan “What Travel means is...you decide to go and take action! (旅遊就是...想閃。就閃)”. It specializes in designing “Tailor-made tours for sport, hobby and industry” and invites various celebrities as guests and creates star-class tourism. The subjects includes golf, yoga, bicycle, basketball, darts, martial arts, painting, dragon boat, diving, photography, religion, music, food, wine appreciation, tea ceremony and marathon, etc., providing customers with unique experiences of in-depth tours. In 2019, to make NA Travel's products more international and specialized, NA Travel expanded beyond Asia and entered regions in Europe and the Middle East, including Bordeaux, the famous red wine producing city, Dubai and Abu Dhabi, where guests can visit some of the most prestigious buildings in the world. Meanwhile, NA Travel organized “themed activities and travels”, including international dart tournament, wing chun tournament, Hung Kuen tournament, concert and beauty contest. NA Travel also participated in a sports exposition and held “Skyyer Travel Brand and Outstanding Athlete Award Ceremony” for the first time in order to promote its brand.

In order to align with the current teaching blueprint of “broadening horizon and life-long learning”, NA Travel established “National Arts Cultural Study Tour Expert (國藝文化遊學專家)” through the Travel Industry Council of Hong Kong, which specializes in assisting elementary and middle schools, social groups, and institutions to plan and organize different cultural exchange and education activities with foreign counterparts. Under the mission that “study tours are provided to broaden horizon, increase knowledge, and have real experience” and the philosophy of “exploring the world, making friends and enriching life”, it provides professional itinerary advice and considerate services, coupled with new elements, including trainings for language, interests, history, arts, science, leadership and teamwork. Study tours cover Foshan, Shenzhen, Guangzhou, Shanxi in China, Taiwan, Korea, and Singapore, etc. The goal is to make sure that every participant will have an unforgettable experience.

NA Travel is also committed itself to social responsibilities, including the 1st Hong Kong Youth Festival – Sports Carnival and Record-setting Darts Event (第一屆香港青年節—體育嘉年華暨千人同鏢創紀錄), and Sowers Action – Boundless Teaching Charity Concert (苗圃行動—有教無疆慈善音樂會), etc. In the future, it will continue to take active part in charitable activities and pay back to society.

此外，為多元化發展現有產品線，國藝旅遊於二零一八年經香港旅遊業議會成立「閃令令旅遊」，以全新品牌形象及口號「旅遊就是……想閃。就閃」，專業打造「運動、興趣及行業而設的身訂造之旅程」，並邀請各界別的名人擔任嘉賓，打造星級特色旅遊，主題類別包括：高爾夫球、瑜珈、單車、籃球、飛鏢、武術、繪畫、龍舟、潛水、攝影、宗教、音樂、美食、品酒、茶藝及馬拉松等，為顧客帶來獨一無二的深度遊體驗。於二零一九年，為使國藝旅遊的產品更具國際化及專業化，國藝旅遊跳出亞洲，前往歐洲及中東等地，包括：波爾多（著名紅酒產地）、杜拜及阿布扎比，在此遊客可遊覽奢華及享譽世界之建築物。同時，國藝旅遊開拓「主題活動旅遊」，包括國際飛鏢大賽、詠春大賽、洪拳大賽、音樂會、選美大賽等。國藝旅遊更首次參與運動博覽會及舉辦「閃令令旅遊品牌暨傑出星級運動員頒獎典禮」，以達致品牌宣傳效果。

為配合現時教學新藍圖「擴闊視野，終身學習」，國藝旅遊經香港旅遊業議會成立「國藝文化遊學專家」，專責協助各中小院校、社會團體及機構策劃及舉辦各類中外文化、教育交流活動，以「遊學就是…擴眼界、增知識、真體驗」為宗旨、「放眼世界、廣交朋友、豐盛人生」為理念，提供專業的活動行程建議及貼心服務，並加入了新穎元素，包括語言、興趣、歷史、藝術、科技、領袖及團隊協作訓練，遊學地區已涵蓋中國的佛山、深圳、廣州、山西城市、台灣、韓國及新加坡等，務求令每一位參加者有一個難忘體驗。

國藝旅遊亦致力於社會責任，包括：第一屆香港青年節—體育嘉年華暨千人同鏢創紀錄、苗圃行動—有教無疆慈善音樂會等，未來將繼續積極參與公益活動，回饋社會。

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Film Shooting Base

The film shooting base is the core project of the Xiqiao National Arts Film Studio Project. It covers 374,000 square meters of land, including a lake of 120,000 square meters and numbers of indoor and outdoor studios which are equipped with excellent and comprehensive ancillary facilities in order to provide the Southern China and foreign shooting crews the most realistic and delicate scenes.

By virtue of the extensive choices of scenes, supreme geographical location and multifunctional ancillary services, the film shooting base has been heavily used by the production crews. Since 2017, the Group has taken the role of rental agent by entering into several rental agreements with a number of companies renting film shooting equipment. The partners provide the plentiful props, attires and high-tech shooting equipment including lots of ancient costumes of Ming and Qing dynasties, antique furniture, simulated ordnance and other performing props. It generates substantial revenue to the Group. Besides creating enormous synergistic effect for the Group, it also enhances the Group's capability of provision of ancillary services in respect of film shooting, and also facilitates centralization of the industry as well as strengthen the Group's competitiveness among its peers. On 4 January 2018, Foshan Bureau of Culture, Publication, Radio, Film and Television (the “**Bureau**”) approved a few wholly-owned subsidiaries of the Company to assist the Bureau in the operation and expansion (i) that would facilitate film enterprises from various regions moving into Foshan, policy presentation, solicitation of investment and funding as well as shooting, etc.; (ii) of digital studio and film location construction projects; and (iii) in respect of diversification of props and equipment portfolio, leasing and consolidation of props leasing business.

With the rapid increase in the demand of film industry in recent years, the Group is actively developing the second phase development of the Studio (the “**Second Phase Project**”). The Second Phase Project includes the building of indoor studio, which could raise the Group's current position in the film industry and enable the Group to develop into a world-known film shooting base in the foreseeable future.

The Group is the first enterprise designated by the Foshan Government to help building Foshan as the largest hub for props and equipment in Foshan, with focus on film and television industry, which boosted the reputation of the Group in the industry, thereby further consolidating the presence of the Studio in the film and television industry in Southern China.

電影拍攝基地

電影拍攝基地是西樵山國藝影視城項目的核心項目，佔地374,000平方米，包括面積為120,000平方米的湖泊水景及多間室內及室外的攝影棚，配備頂尖及全面的配套設施，為華南及海外拍攝團隊提供最真實細緻的場景。

憑著多種場景選擇、有利的地理位置及多功能的配套服務，電影拍攝基地已廣為製作團隊使用。自二零一七年起，本集團已成為租賃代理，與多間租用電影拍攝器材的公司訂立數份租賃協議。合作夥伴提供各式各樣道具、服飾及高科技拍攝器材，包括大量明清時期的古裝、古董家具、仿製軍械及其他表演道具。這為本集團帶來龐大收益。除為本集團創造巨大的協同效應外，其亦提升本集團提供電影拍攝配套服務的能力，也促進行業集中化以及增強本集團於同行之間的競爭力。於二零一八年一月四日，佛山市文化廣電新聞出版局（「**新聞局**」）授權批准本公司數間全資子公司協助新聞局經營及拓展：(i) 不同地區的影視企業到佛山市落戶、政策宣講、招商引資、協助拍攝等各項服務；(ii) 數碼攝影棚及電影場景建設項目；及(iii) 影視道具器材品種擴張、租賃、集聚道具租賃業務。

由於近年電影業的需求急速增加，本集團積極開發影視城第二期（「**第二期項目**」）。第二期項目包括建設室內攝影棚，從而擴大本集團在現有電影業的定位，及在可見將來，發展為享譽世界的電影拍攝基地。

本集團亦是首間受到佛山市政府指名協助打造成佛山最大的專注影視產業道具器材的中心，為本集團提高在行業中的知名度，亦更加鞏固影視城在華南影視產業中的地位。

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Wedding Photography

The Group reached an agreement with a renowned domestic wedding photography chain group in the fourth quarter of 2013 to develop its new wedding photography business. Through which, the Group leased the Studio with an area of approximately 20 mu (13,333.33 square meters) for a term of 12 years and the wedding photography company invested RMB10 million for the construction of scenic spots in different styles such as European, Korean and Japanese styles and guarantee there will be at least 28,800 couples taking wedding photos in the scenic spots per year. The annual income of this arrangement will be no less than approximately RMB1.2 million starting from 2016.

In addition, the Group is negotiating with several jeweler, Chinese and western bakery, Chinese style wedding gown and wedding planning company in order to provide one-stop service for wedding couples. The Studio is expected to become a comprehensive wedding hot spot.

Hotel

The 5-star Hotel located next to the Studio provides 350 suites facilitated from deluxe suites to signature rooms. The Hotel offers a wide range of dining choices and high-quality food services, it has 6 specialties restaurants with Chinese and foreign styles, offering high-class food and wine from around the world. The Hotel is also equipped with a variety of recreational facilities such as SPA, gym room and tea house, allowing travelers to enjoy themselves within the Hotel in all respects including dining, drinking and entertainment.

Apart from the recreation, the Hotel also provides catering services and commercial services such as business centre, meeting rooms and lecture halls, thereby satisfy essential needs and wants of the customers. To boost high quality service, the Hotel wishes to build strong communication among its staff by organising group activities such as sport day, in order to educate the staff of the importance of team work and to raise spirit in the corporate environment. Besides, the Hotel was awarded "19th Golden Horse Award of China Hotel – Best Theme Hotel Resort of Greater Bay Area" which recognized the corporate management quality and service quality of the Hotel.

With the development of the Hotel and the Studio becoming mature and its popularity having increased, the number of tourists continuously grows. The Group expects to build boutique hotel in the foreseeable future, offering customers with more new experiences.

婚紗攝影

本集團於二零一三年第四季度與國內一個著名的婚紗攝影連鎖集團達成協議，發展其全新的婚紗攝影業務。據此，本集團出租該影視城佔地約20畝（13,333.33平方米）的範圍，租期12年，及婚紗攝影公司已投資人民幣10百萬元興建多個不同風格的景區，如歐式、韓式、日式等，確保每年至少有28,800對新人進入景區拍攝婚紗照。預料此項安排自二零一六年起每年產生的收入將不少於約人民幣1.2百萬元。

此外，本集團正與若干珠寶、中西式禮餅、中式結婚禮服及婚禮籌辦公司磋商，為新人提供一站式婚禮服務。該影視城預期將成為全面的結婚熱門勝地。

酒店

毗鄰該影視城的五星級酒店提供350間客房，包括豪華套房及特色客房。該酒店提供多種餐飲選擇和優質食品服務，設有6個中外特色餐廳，提供世界各地之美酒佳餚，亦配備各種不同類型的康樂設施如水療中心、健身室及茶館等，讓旅客可於酒店盡情地吃、喝、玩、樂。

此外，該酒店亦提供餐飲服務及商務中心、會議室及演講廳等商業服務，以滿足客戶的基本需求。為推動高質素的服務，該酒店擬藉籌辦運動日等集體活動，加強員工之間的溝通，以教育員工，明白團隊工作的重要性，以及提高在企業環境中的精神。此外，該酒店榮獲「第19屆中國酒店金馬獎—大灣區最佳主題度假酒店」，表揚該酒店的企業管理質素及服務質素。

隨著該酒店及該影視城的發展漸趨成熟及其知名度日增，旅客人數不斷上漲。本集團預期在可見將來建設精品酒店，為旅客提供更多全新體驗。

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Film Production

The Group spared no effort in promoting entertainment culture for many years such as production of and investment in movie, microcinema and online TV programme to promote the culture and the spirit of entertainment.

During 2016, the Group invested in the production of a charity film named “Our Days in 6E” (我們的6E班). The theme of “Our Days in 6E” is in line with the current social status, laden with educational significance as part of its social responsibility. In 2019, the Group has invested in the production of a modern romantic film, named “Romantic Marriage?” (婚姻的童話?). The Group expects to invest more in production of films of various themes, thus, stepping forward to the diversified film market.

In addition, the Group held various courses from time to time to cultivate next generation film producers and actors in order to encourage the development of film production and contribute to the betterment of the film industry. With regard to the prospects of film production of the Group, the Group will step forward in respect of Hong Kong-Mainland film production and maintain a position in the film industry in Southern China.

Cinema

National Arts Films Production Limited (“**NA Films**”), an indirectly wholly-owned subsidiary of the Company, collaborated with its joint venture for the development of cinema business in a large shopping mall in a transportation hub area of Zhuhai, Guangdong, the PRC.

NA Films held 60% equity interest in the joint venture. The cinema boasts eight screens and a total of more than 730 seats, and have commenced its operation since May 2014 which supports further comprehensive development of the Group’s entertainment and culture business.

Artiste Management

To enhance the popularity of the Group’s artists such as Rose Chan and Brian Yuen, the Group has arranged a variety of performance opportunities including the participation in the charity movie, “Our Days in 6E” (我們的6E班), the romantic movie, “Romantic Marriage?” (婚姻的童話?), the online TV series “OCTB” (反黑), brand representative, dramas such as “Guardian Angel” (守護神之保險調查) and being the show host of the Lunar New Year Celebration, and the guest performers for the “New Year is A Game” (大玩特玩) and “Cooking Beauties” (美女廚房).

電影製作

本集團歷年來不遺餘力促進娛樂文化，例如製作及投資於電影、微電影及網上電視節目，以推動娛樂文化及精神。

於二零一六年，本集團投資製作一齣慈善電影「我們的6E班」。「我們的6E班」的主題切合當前社會狀況，滿載教育意義，藉此也履行我們的社會責任。於二零一九年，本集團投資製作一部現代愛情電影「婚姻的童話?」。本集團預期繼續投資製作更多各種主題的電影，奔向百花齊放的電影市場。

此外，本集團不時舉辦各種課程，培育新一代電影製作人及演員，鼓勵電影製作的發展，為電影業的進步作出貢獻。就本集團的電影製作前景而言，本集團將加大對香港與內地電影製作的投資，維持在華南電影業的地位。

電影院

本公司間接全資附屬公司國藝影視製作有限公司(「**國藝影視**」)與其合營企業在中國廣東珠海市中心的大型商場合作發展電影院業務。

國藝影視持有合營企業60%股本權益。該電影院設有八個銀幕，提供合共逾730個座位，並已自二零一四年五月起投入營運，令本集團的娛樂文化業務得以更全面發展。

藝人管理

為提高陳嘉桓及阮頌揚等本集團藝人的知名度，本集團已安排各式各樣的表演機會，包括參演慈善電影「我們的6E班」、現代愛情電影「婚姻的童話?」、網上電視劇系列「反黑」、品牌代言、電視劇如「守護神之保險調查」及擔當春節慶祝活動的節目主持、「大玩特玩」及「美女廚房」的表演嘉賓等。

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Besides, the Group also explores the PRC market for its artists and makes arrangement for them to participate in live reality show and online drama to enhance their popularity.

With the huge market of domestic movies, the Group will continue to recruit artists with potential in the future to cope with the demands in the vast market and expand the artiste management segment, hoping that it will become one of the major income sources of the Group.

IMPACT OF COVID-19 PANDEMIC TO THE GROUP

As disclosed in the announcement of the Company dated 7 February 2020, due to the outbreak of COVID-19 pandemic, the operation of the Studio and the Hotel have been temporarily suspended until further notice since 24 January 2020 and 29 January 2020 respectively.

For the three months ended 31 March 2019, the Studio and the Hotel contributed over 80% of the Group's revenue by means of hotel room income, food and beverage income and entrance fee income. With the temporary suspension of the operation of the Studio and the Hotel since January 2020, the Group's revenue for the three months ended 31 March 2020 decreased drastically when compared to that for the three months ended 31 March 2019.

Nevertheless, following the temporary suspension of the operation of the Studio and the Hotel, the direct costs of the Group were also reduced and the Group has been operating at minimal costs so as to maintain its necessary operation. As a result, the Group's liquidity was not severely worsened due to the outbreak of COVID-19 pandemic during the three months ended 31 March 2020.

The principal business of the Group is in the entertainment industry, which is an area severely affected by the outbreak of COVID-19 pandemic and as at the date of this report, the Group is uncertain on when the Studio and the Hotel can resume operation. Shall the outbreak of COVID-19 pandemic continue, the Group's loss position as well as liquidity may be worsened due to the loss of revenue from the Studio and the Hotel. Despite the above, the financial restructuring transaction and fund raising activity of the Group mentioned in this report below shall be able to ease the funding difficulties of the Group.

The Company will continuously assess and update its shareholders and potential investors of material developments in relation to COVID-19 pandemic.

除此之外，本集團亦為藝人開拓中國市場，安排藝人參演直播真人秀及網絡劇以提升知名度。

國內電影市場龐大，本集團未來會繼續羅致有潛質的藝人，以應對龐大的市場需求，並會擴大藝人管理分部，以冀成為本集團的主要收入來源之一。

新型冠狀病毒肺炎流行病對本集團的影響

誠如本公司日期為二零二零年二月七日的公告所披露，由於新型冠狀病毒肺炎流行病的爆發，影視城及酒店分別自二零二零年一月二十四日及二零二零年一月二十九日起暫停營業直至另行通知。

截至二零一九年三月三十一日止三個月，影視城及酒店透過客房收入、餐飲收入及門券收入為本集團貢獻超過80%收入。因影視城及酒店自二零二零年一月起暫停營業，本集團截至二零二零年三月三十一日止三個月的收入較截至二零一九年三月三十一日止三個月大幅下降。

然而，隨著影視城及酒店暫停營業，本集團直接成本亦有所降低，及本集團一直以最低成本運營以維持其必要經營。因此，本集團的流動資金於截至二零二零年三月三十一日止三個月期間並未因新型冠狀病毒肺炎流行病的爆發而嚴重惡化。

本集團的主要業務為娛樂業，該行業為受到新型冠狀病毒肺炎流行病的爆發影響最為嚴重的領域，及於本報告日期，本集團尚不能確定影視城及酒店何時能恢復運營。倘新型冠狀病毒肺炎流行病疫情持續，本集團的虧損狀況及流動資金或將因來自影視城及酒店收入的損失而有所惡化。儘管有以上情況，本報告下文所述的本集團的財務重組交易及籌資活動將能夠減緩本集團的資金困境。

本公司將繼續評估及向其股東及潛在投資者更新有關新型冠狀病毒肺炎流行病的重大發展。

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FUTURE PROSPECT

The operation of the Studio and the Hotel has been temporarily suspended since 24 January 2020 and 29 January 2020 respectively due to the outbreak of COVID-19 pandemic. The Studio and the Hotel will remain suspended until further notice. The Group will closely monitor the development of COVID-19 pandemic and the business of the Group.

Benefiting from the opportunities brought by the construction of the “One Belt One Road Initiatives”, the development of the Guangdong-Hong Kong-Macao Greater Bay Area, as well as the opening of the Hong Kong section of the Guangzhou-Shenzhen-Hong Kong Express Rail Link and the Hong Kong-Zhuhai-Macao Bridge, the China National Tourism Administration is able to bring more convenience to overseas visitors to pass through the Greater Bay Area, strengthen market supervision, promote marketing and cooperation, and support the industry to develop more “one travel with multi-stops” tourism products. Hong Kong may become a “transit station” to the Greater Bay Area, and travel agencies are expected to design more intra-Bay tourism products, such as Foshan Arts/Martial Arts/Film Tourism in response to the development of the Greater Bay Area.

With aging population, more senior people choose to travel abroad after retirement. Travel agencies will design more medium to short itineraries, and expand the cruise market to provide a more diverse travel experience to cater the needs of the senior people. As young people pay more attention to tourism and cultural experience, in-depth travelling is increasingly popular among them. Therefore, the travel agencies will design tours with more characteristics, such as boxing dance tourism, tea art tourism, yoga tourism, cycling tourism, and Michelin cuisine tourism, in order to attract young travellers.

The demand for business travel is expected to increase, and the opening of the two major infrastructures, namely, the Hong Kong section of the Guangzhou-Shenzhen-Hong Kong Express Rail Link and the Hong Kong-Zhuhai-Macao Bridge, has greatly enhanced the advantages of connection between Hong Kong and the Guangdong-Hong Kong-Macao Greater Bay Area. Travel agencies are expected to expand tourism in related fields, cooperate with the Group's resort hotels and studios, and launch corporate training and communication experiences and theme activity tourism to meet the needs of the corporate customers.

In view of the uncertainties and challenges caused by the outbreak of COVID-19 pandemic, the Group will explore opportunities to diversify its business so as to reduce the risk of single business segments.

未來展望

影視城及酒店分別自二零二零年一月二十四日及二零二零年一月二十九日起暫停營業，此乃由於新型冠狀病毒肺炎流行病爆發所致。影視城及酒店將保持停業直至進一步通知為止。本集團將密切監察新型冠狀病毒肺炎流行病以及本集團的業務的發展。

受惠於「一帶一路」建設、粵港澳大灣區發展、廣深港高速鐵路香港段及港珠澳大橋開通帶來的機遇，國家旅遊局為海外旅客在大灣區內通行給予便利，加強市場監管、宣傳推廣合作，以及支援業界開發更多「一程多站」旅遊產品等。香港可成為到大灣區的「中轉站」，而旅行社將針對大灣區發展，設計更多區內旅遊產品，例如佛山藝術／武術／影視旅遊。

隨著人口年齡老化，更多長者選擇退休後外遊。旅行社將設計更多中短線行程，及拓展郵輪市場，為滿足長者需求而提供更多元化的旅遊體驗。由於年輕族較以往更著重旅遊文化閱歷，深度遊亦越來越受歡迎；因此，旅行社會設計更多不同特色旅遊，例如拳擊舞蹈旅遊、茶藝旅遊、瑜伽旅遊、單車旅遊、米其林美食遊等吸納年輕旅客群。

商務旅遊需求預期將會增加，廣深港高速鐵路香港段及港珠澳大橋兩大基建的開通，大大強化香港與粵港澳大灣區連繫的優勢。旅行社亦將拓展相關範疇旅遊，與集團度假酒店及影視城合作，推出企業培訓及交流體驗、主題活動旅遊等，務求達到公司客戶需要。

鑒於新型冠狀病毒肺炎流行病爆發所導致的不明朗因素以及挑戰，本集團將發掘使其業務多元化的機會，從而減緩單一業務分部的風險。

WINDING UP PETITION AND APPOINTMENT OF JOINT PROVISIONAL LIQUIDATORS

To facilitate the Company's financial restructuring, on 14 June 2019, a winding up petition together with the application for the appointment of joint provisional liquidators (the "**JPLs**") of the Company on a light touch approach for restructuring purposes (the "**JPL Application**") was presented and filed with the Supreme Court of Bermuda (the "**Bermuda Court**") by the Company's Bermuda Counsel at the request of the Company.

The JPL Application was heard before the Bermuda Court on the same date at 2:30 p.m. Bermuda time. The Bermuda Court made the orders as sought by the Company under the JPL Application, inter alia, the JPLs have been appointed with immediate effect.

Pursuant to the order made by the Bermuda Court (the "**Bermuda Order**"), the JPLs are granted a wide range of powers, including but not limited to the powers to review the financial position of the Company, to monitor, consult with, oversee and otherwise liaise with the existing Board and the creditors and shareholders of the Company in determining the most appropriate manner of effecting a reorganisation and/or refinancing of the Company, to seek assistance of or recognition in any other courts as may be considered appropriate, and to do all things necessary and incidental to the exercise of the foregoing powers, etc.

By an order of the Honourable Mr. Justice Wilson Chan dated 15 August 2019, the appointment of the JPLs pursuant to the order of the Bermuda Court dated 14 June 2019 was recognized by the High Court of Hong Kong with the powers conferred therein.

清盤呈請及委任共同臨時清盤人

為促進本公司財務重組，於二零一九年六月十四日，應本公司要求，本公司的百慕達律師向百慕達最高法院（「**百慕達法院**」）送呈及提交清盤呈請，連同以在「**非強制**」基礎上委任本公司的共同臨時清盤人（「**共同臨時清盤人**」）以作重組用途的申請（「**共同臨時清盤人申請**」）。

共同臨時清盤人申請於同日下午二時三十分（百慕達時間）在百慕達法院進行聆訊。百慕達法院應本公司提出共同臨時清盤人申請頒令（其中包括），委任共同臨時清盤人並即時生效。

根據百慕達法院發出之命令（「**百慕達法院之命令**」），共同臨時清盤人獲授大範圍的權力，包括但不限於審閱本公司財務狀況；監控、諮詢、監察及聯絡現任董事會及本公司之債權人及股東，以斷定本公司落實重組及／或再融資的最佳方式；在認為合適的情況下，向任何其他法院尋求協助及認可；以及採取所有所需及連帶的行動以行駛上述權力等。

按尊敬的Justice Wilson Chan先生日期為二零一九年八月十五日的命令，根據百慕達法院日期為二零一九年六月十四日之命令委任共同臨時清盤人獲香港高等法院認可，並認可其中賦予的權力。

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RESTRUCTURING TRANSACTION

As disclosed in the Company's announcement dated 30 July 2019, on 10 July 2019, as part of the Company's financial restructuring plans, the Company invited all known creditors of the Company (the "**Creditors**") to make an offer to the Company to subscribe for:

- (1) 1% annual coupon rate convertible bonds due 2024 to be issued by the Company (the "**Convertible Bonds**") in the principal amount equal to 60% of the outstanding principal amount of debts due and owing by the Company to each of the Creditors (where applicable, together with interests accrued thereon and calculated up to 14 June 2019 at the respective annual interest rate of the relevant debt(s)) and convertible into fully-paid ordinary shares of the Company listed and traded on GEM at the initial conversion price of HK\$0.55 per conversion share (the "**Conversion Shares**") (the "**CB Subscription**"); and
- (2) new shares of the Company at the issue price of HK\$0.38 per share (the "**New Shares**") the total value of which equals to the remaining 40% of the outstanding principal amount of debts due and owing by the Company to each of the Creditors (where applicable, together with interests accrued thereon and calculated up to 14 June 2019 at the respective annual interest rate of the relevant debt(s)) (the "**Share Subscription**").

(the CB Subscription and the Share Subscription together referred to as the "**Restructuring Transaction**"), as full and final settlement of all outstanding debts (where applicable, together with interests accrued thereon and calculated up to 14 June 2019 at the respective annual interest rate of the debt(s)) due and owing by the Company to the Creditors, subject to the execution, and the final terms and conditions, of the subscription agreement, the bond instrument, any scheme of arrangement proposed by the Company and/or other agreements the execution of which is desirable for the implementation and consummation of the Restructuring Transaction, as the case may be.

The offer by the Creditors to participate in the Restructuring Transaction also includes an agreement that the Creditors will participate in, support and vote in favour of a scheme(s) of arrangement proposed by the Company, where such scheme(s) is/are deemed necessary and appropriate by the Company and the JPLs of the Company appointed pursuant to the Bermuda Order dated 14 June 2019.

重組交易

誠如本公司日期為二零一九年七月三十日的公告所披露，於二零一九年七月十日，作為本公司財務重組計劃之一部分，本公司已邀請所有已知的本公司債權人（「**債權人**」）提呈認購：

- (1) 於二零二四年到期之1%年度票息率由本公司將發行之可換股債券（「**可換股債券**」），其本金額等於本公司應付及結欠債權人之債務（倘適用，連同就有關債務累計及截至二零一九年六月十四日的利息，按相關債務的相關年利率計算）的尚未償還本金額之百分之六十，及可按轉換價每股0.55港元轉換為本公司於GEM上市及買賣之已繳足普通股（「**轉換股份**」）（「**認購可換股債券**」）；及
- (2) 按發行價每股0.38港元（「**新股份**」）由本公司將發行之新股份，其總價值等於本公司應付及結欠債權人之債務（倘適用，連同就有關債務累計及截至二零一九年六月十四日的利息，按相關債務的相關年利率計算）的尚未償還本金額餘下之百分之四十（「**認購股份**」）。

（認購可換股債券及認購股份統稱為「**重組交易**」），為本公司應付及結欠債權人之所有尚未償還債務（倘適用，連同就有關債務累計及截至二零一九年六月十四日的利息，按相關債務的相關年利率計算）的全數及最終償款的基準，並以認購協議、債券工具、任何由本公司建議之協議安排及／或就實行或達成（視乎情況而定）重組交易而簽立相關協議及最終條款及條件為規限。

債權人提呈的參與重組交易的要約亦包括同意債權人將參與、支持及投票贊成本公司所建議的一項或多項協議安排（該一項或多項協議安排被本公司及根據日期為二零一九年六月十四日百慕達法令任命的本公司共同臨時清盤人認為屬必須及合適）。

As disclosed in the Company's announcement dated 12 August 2019, the Company has received substantial support from its creditors regarding the Restructuring Transaction. In this respect, the Company proposed to put forward a scheme of arrangement pursuant to Section 99 of the Companies Act 1981 of Bermuda and Section 670 of the Companies Ordinance (Cap. 622) of Hong Kong with substantially similar terms under the Restructuring Transaction as disclosed in the announcement of the Company dated 30 July 2019, further details of which are set out in the paragraph headed "Scheme of Arrangement" below.

SCHEME OF ARRANGEMENT

As announced on 19 August 2019, the Company proposes to implement, subject to the approval by the Bermuda Court and the Hong Kong Court, the scheme of arrangement (the "**Scheme**"). Under the Scheme, the Company will issue the New Shares and the Convertible Bonds to the Creditors to discharge and release the debt owing by the Company to the Creditors in full (the "**Claims**").

Up to 14 June 2019 (the "**Restructuring Order Date**"), based on the available books and records of the Company, the estimated total amount of Claims against the Company is approximately HK\$2.13 billion. This figure is indicative only and will be subject to final determination by the scheme administrators and (if applicable) adjudication under the Scheme.

On 4 October 2019, the Company obtained the directions of the Bermuda Court and the Hong Kong Court in the hearing before the Hong Kong Court and the Bermuda Court of the applications for leave to convene the meeting of the Creditors for the purpose of considering and approving, if thought fit, the Scheme by the Creditors (the "**Scheme Meeting**") on 8 November 2019. At such Scheme Meeting, the Scheme was approved by the requisite statutory majorities of the Creditors.

On 10 October 2019, the Company convened the ("**SGM**") to consider and approve, if thought fit, the resolutions in relation to the Scheme, all of which were duly passed by way of poll, including the specific mandate granted to the Directors to allot and issue the New Issues and Convertible Bonds. On 27 November 2019, the Company obtained the conditional approval from the Stock Exchange for the listing of, and permission to deal in, the New Shares and Conversion Shares.

誠如本公司日期為二零一九年八月十二日的公告所披露，本公司就重組交易已獲其債權人鼎力支持。就此而言，本公司根據百慕達（一九八一年）的公司法第99條及香港法例第622章《公司條例》第670條建議提出與本公司日期為二零一九年七月三十日的公告披露的重組交易條款（更多詳情載於下文「安排計劃」一段）大致類似的安排計劃。

安排計劃

誠如二零一九年八月十九日所公佈，本公司建議於獲得百慕達法院及香港法院批准的情況下實施安排計劃（「**計劃**」）。根據計劃，本公司將向債權人發行新股份及可換股債券，以悉數清償及解除本公司結欠債權人之債務（「**債權**」）。

直至二零一九年六月四日（「**重組令日期**」），根據本公司之可用賬簿及記錄，針對本公司之估計債權總金額約為2,130百萬港元。此金額僅供參考，並須視乎計劃管理人的最終決定及（如適用）計劃下的裁決而定。

於二零一九年十月四日，本公司已於百慕達法院及香港法院聽證會上獲得百慕達法院及香港法院有關許可於二零一九年十一月八日召開債權人會議申請之指示，以考慮及酌情批准債權人計劃（「**計劃會議**」）。計劃已於有關計劃會議上獲法定所需之多數債權人批准。

於二零一九年十月十九日，本公司召開（「**特別股東大會**」），以考慮及酌情批准計劃相關決議案，所有決議案均以投票方式獲正式通過，其中包括授予董事配發及發行新股份及可換股債券之特別授權。於二零一九年十一月二十七日，本公司已獲聯交所有條件批准上市及買賣新股份及轉換股份。

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With the applications to the Bermuda Court and Hong Kong Court to sanction the Scheme subsequently, the Scheme was sanctioned by the Bermuda Court and Hong Kong Court on 13 December 2019 and 6 January 2020 respectively. The orders sanctioning the Scheme by the Bermuda Court and the Hong Kong Court were respectively registered with the Registrar of Companies in Bermuda on 26 February 2020 and Companies Registry in Hong Kong on 6 March 2020. As all conditions precedent to the Scheme have been fulfilled on 6 March 2020, the Scheme became effective on 6 March 2020.

As announced in the Company's announcement dated 20 March 2020, the Creditors were required to submit their respective notices of Claims together with other documents or other evidence necessary for substantiating their Claims to the scheme administrators on or before 4:00 p.m. on Tuesday, 14 April 2020 (the **"Cut-Off Date"**). The notice to Creditors of the Cut-Off Date was given to all Creditors by letter and by advertisement published in "The Standard" (in English) and "Sing Tao Daily" (in Chinese) circulated in Hong Kong, in "Ta Kung Pao" (in Chinese) circulated in the PRC, and in "The Royal Gazette" (in English) circulated in Bermuda on 20 March 2020.

The scheme administrators will notify the final amount of the Claims of each of the Creditors. Based on the final amounts of Claims of each Creditor, the New Shares will be allotted and issued and the Convertible Bonds will be issued to the Creditors.

Upon the issue of the New Shares and the Convertible Bonds, all the Claims of the Creditors will be discharged and extinguished and the Creditors will not be allowed to make any claim against the Company in respect of their Claims.

繼向百慕達法院及香港法院申請認許計劃後，計劃已分別於二零一九年十二月十三日及二零二零年一月六日獲百慕達法院及香港認許。百慕達法院及香港法院授出之計劃認許令已分別於二零二零年二月二十六日及二零二零年三月六日於百慕達公司註冊處及香港公司註冊處註冊。由於計劃之所有先決條件均已於二零二零年三月六日獲達成，計劃已於二零二零年三月六日生效。

誠如本公司日期為二零二零年三月二十日之公告所公佈，債權人須於二零二零年四月十四日（星期二）（「**截止日期**」）下午四時正或之前向計劃管理人提交其各自之債權通知書，連同證明彼等債權之其他文件或其他必要證據。截止日期通知已以信函或廣告方式刊登於在香港刊發的「虎報」（英文）及「星島日報」（中文）、於中國刊發的「大公報」（中文）及於百慕達刊發的「皇家憲報」（英文）通知全體債權人。

計劃管理人將通知各債權人債權最終金額。新股份將根據各債權人之最終債權金額予以配發及發行且可換股債券將向債權人發行。

於發行新股份及可換股債券後，債權人之所有債權將予以解除及消除，而債權人將不可再就彼等之債權向本公司提出索償。

Issue of New Shares and Convertible Bonds under Specific Mandate

Subject to the implementation of the Scheme which became effective on 6 March 2020, the Company will conduct (i) the Share Subscription, under which it is estimated that the Company will allot and issue, in aggregate, up to 2,247,015,390 New Shares at the issue price of HK\$0.38 per New Share for settlement of 40% of the Claims held by the Creditors against the Company as at the Restructuring Order Date which have been admitted by the scheme administrators (the “**Admitted Claims**”) of the Creditors; and (ii) the CB Subscription, under which it is estimated that the Company will issue the Convertible Bonds in the aggregate principal amount of HK\$1,302,145,529 subject to any adjustments made regarding the consent bonus (the “**Consent Bonus**”) of an extra one (1) per cent of the outstanding principal amount of his/its debt (where applicable, together with interests accrued thereon and calculated up to the Restructuring Order Date at the respective annual interest rate of the relevant debt(s)) to be awarded to eligible Creditors if there's any in accordance with the terms of the Scheme.

As part of the Scheme, a Deed of Restructuring Support (the “**RSD**”) was duly executed by the Company and the Provisional Liquidators on 24 August 2019 to support and facilitate the implementation of the restructuring, pursuant to which, any Creditor may become a party to the RSD. Any Creditor who agrees to be bound by the RSD by delivering to the Company a duly completed and executed accession deed in respect of its Claim (or Claims) under the Scheme on or before Wednesday, 11 September 2019 would be eligible to the Consent Bonus.

Details of the Share Subscription

The maximum value of the New Shares to be issued to the Creditors will be up to approximately HK\$854 million (subject to the determination of Admitted Claims in accordance with the terms of the Scheme). The New Shares have an aggregate nominal value of up to HK\$224,701,539.00. The issue price of HK\$0.38 per New Share represents a premium of approximately 84.47% over the closing price of HK\$0.206 per Share as quoted on the Stock Exchange on 19 August 2019. The New Shares are subject to a lock-up period of 12 months from the date of completion of the Share Subscription.

根據特別授權發行新股份及可換股債券

鑒於計劃的實行於二零二零年三月六日開始生效，本公司將(i)進行股份認購，據此估計本公司將按發行價每股新股份0.38港元配發及發行合共最多2,247,015,390股新股份，以結清於重組令日期債權人所持本公司債權之40%，而有關債權已由債權人之計劃管理人受理(「**受理債權**」)；及(ii)進行可換股債券認購，據此估計本公司將發行本金總額為1,302,145,529港元之可換股債券，惟可根據按照計劃條款將授予合資格債權人之相關債務(如適用，連同其應計利息及直至重組令日期按相關債務各自之年利率計算所累計之利息)未償還本金總額外百分之一(1)之獲准花紅(「**獲准花紅**」)作出任何調整。

作為計劃的一部分，本公司與臨時清盤人已於二零一九年八月二十四日妥為簽署一份重組支持契據(「**重組支持契據**」)，以支持及促進實施重組，據此，任何債權人或會成為重組支持契據之訂約方。於二零一九年九月十一日(星期三)或之前，通過向本公司提交與計劃項下一項(或多項)債權有關之已填妥及簽署之加盟契據而同意受重組支持契據約束之任何債權人，將有資格享有獲准花紅。

認購股份之詳情

將向債權人發行之新股份之最高價值將達約854百萬港元(視乎根據計劃條款對受理債權的釐定而定)。新股份之總面值最高達224,701,539.00港元。新股份每股發行價0.38港元較二零一九年八月十九日聯交所報收市價每股股份0.206港元溢價約84.47%。新股份須自股份認購完成之日起十二個月內禁止售賣。

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Details of the CB Subscription

The maximum value of the Convertible Bonds to be issued to the Creditors will be up to approximately HK\$1,302 million (subject to the determination of the Admitted Claims in accordance with the terms of the Scheme and entitlement of Consent Bonus), (being the sum of (i) up to approximately HK\$1,280.7 million for the aggregation of 60% of the Claims of the Creditors and (ii) HK\$21.3 million for the maximum amount of Consent Bonus). The Conversion Shares, upon full conversion, shall have an aggregate nominal value of up to HK\$236,753,714.40. The maturity date of the Convertible Bonds falls on the day being the fifth (5th) anniversary of the issue date of the Convertible Bonds. Subject to the terms and conditions of the Convertible Bonds, the conversion price will initially be HK\$0.55 per share, but subject to customary adjustments including but not limited to (i) consolidation or subdivision; (ii) rights issue of shares or rights to acquire shares; (iii) issues of convertible securities; (iv) modification of rights of conversion; (v) other offers to shareholders; and (vi) other events. The initial conversion price of HK\$0.55 per Conversion Shares represents a premium of approximately 166.99% over the closing price of HK\$0.206 per Share as quoted on the Stock Exchange on 19 August 2019.

The New Shares and the Conversion Shares will be allotted and issued under the specific mandate sought from the Shareholders (other than Mr. Sin Kwok Lam (“**Mr. Sin**”), Ms. Law Po Yee (“**Ms. Law**”), Mr. Chow Kai Weng (“**Mr. Chow**”), Mr. Tse Young Lai (“**Mr. Tse**”) and Mr. Yiu Kin Kong and any Shareholder with a material interest in the Scheme) at the SGM held on 10 October 2019.

The Company obtained the conditional approval from the Stock Exchange for the listing of, and permission to deal in, the New Shares and the Conversion Shares.

認購可換股債券之詳情

將向債權人發行之可換股債券之最高價值將達約1,302百萬港元(視乎根據計劃條款及獲准花紅之享有權對受理債權的釐定而定)(即(i)最高約1,280.7百萬港元,債權人索償總額60%及(ii)獲准花紅最高金額21.3百萬港元之總和)。轉換股份於悉數轉換後之最高總值將達236,753,714.40港元。可換股債券之屆滿日期為其發行日期的第五(5)個週年日。根據可換股債券之條款及條件,初始轉換價為每股0.55港元,惟可就以下各項作出常規調整,包括但不限於(i)合併或拆分;(ii)股份供股及獲取股份的權利;(iii)發行可換股證券;(iv)修改轉換權;(v)向股東提出的其他邀約;及(vi)其他事項。初始轉換價每股轉換股份0.55港元較二零一九年八月十九日聯交所所報收市價每股股份0.206港元溢價約166.99%。

新股份及轉換股份將根據股東(冼國林先生(「**冼先生**」)、羅寶兒女士(「**羅女士**」)、周啟榮先生(「**周先生**」)、謝欣禮先生(「**謝先生**」)及姚建剛先生以及於計劃中擁有重大權益的任何股東除外)於二零一九年十月十日舉行的股東特別大會上尋求的特別授權予以配發及發行。

本公司已獲聯交所有條件批准上市及買賣新股份及轉換股份。

Connected Transactions in relation to the Issue of New Shares and Convertible Bonds

Among all Creditors, Mr. Sin, Ms. Law, Mr. Chow and Mr. Tse have loaned to the Company.

Mr. Sin is an executive Director, the chairman of the Board, a member of the nomination committee of the Board and a substantial shareholder of the Company. Ms. Law, being the spouse of Mr. Sin, is an associate of Mr. Sin. As at the date of this report, Mr. Sin, together with his associate, Ms. Law, are interested in 871,932,623 Shares, representing approximately 17.62% of the total issued share capital of the Company.

Mr. Chow is an executive Director, the associate chairman of the Board and chief executive officer of the Company. As at the date of this report, Mr. Chow is interested in 1,000,000 Shares, representing approximately 0.02% of the total issued share capital of the Company.

Mr. Tse is a substantial shareholder of the Company. As at the date of this report, Mr. Tse is interested in 563,547,600 Shares, representing approximately 11.39% of the total issued share capital of the Company.

Up to the Restructuring Order Date, the total amounts respectively due to Mr. Sin, Ms. Law, Mr. Chow and Mr. Tse (including the interests accrued thereon and calculated up to the Restructuring Order Date at the respective interest rate of the relevant Claim(s)) are illustrated as follows:

與發行新股份及可換股債券有關的關連交易

於所有債權人當中，冼先生、羅女士、周先生及謝先生均有貸款予本公司。

冼先生為執行董事、董事會主席、董事會提名委員會成員及本公司主要股東。羅女士為冼先生之配偶，故為冼先生之聯繫人。於本報告日期，冼先生連同其聯繫人羅女士於871,932,623股股份中擁有權益，佔本公司已發行股本總數約17.62%。

周先生為執行董事、董事會聯席主席及本公司行政總裁。於本報告日期，周先生於1,000,000股股份中擁有權益，佔本公司已發行股本總數約0.02%。

謝先生為本公司主要股東。於本報告日期，謝先生於563,547,600股股份中擁有權益，佔本公司已發行股本總數約11.39%。

直至重組令日期，分別應付冼先生、羅女士、周先生及謝先生之總金額（包括其直至重組令日期按相關債權各自之利率計算所應計之利息）乃示列如下：

		HK\$ 港元
Mr. Sin	冼先生	647,333,195
Ms. Law	羅女士	29,270,746
Mr. Chow	周先生	36,341,433
Mr. Tse	謝先生	1,892,584
		<u>714,837,958</u>

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Under the Scheme, Mr. Sin, Ms. Law, Mr. Chow and Mr. Tse shall have the same entitlement as the other Creditors. Pursuant to the terms of Scheme and based on the available books and records of the Company, it is expected that the entitlement of Mr. Sin, Ms. Law, Mr. Chow and Mr. Tse under the Scheme respectively are as follows:

根據計劃，冼先生、羅女士、周先生及謝先生應與其他債權人享有相同的權利。根據計劃條款及基於本公司之可用賬簿及記錄，預期冼先生、羅女士、周先生及謝先生根據計劃所分別享有之權利乃示列如下：

	Mr. Sin 冼先生	Ms. Law 羅女士	Mr. Chow 周先生	Mr. Tse 謝先生
Share Subscription 認購股份				
Value of New Shares to be issued 將予發行之新股份價值	HK\$258,933,278 258,933,278 港元	HK\$11,708,299 11,708,299 港元	HK\$14,536,573 14,536,573 港元	HK\$757,033 757,033 港元
Issue price 發行價	HK\$0.38 0.38 港元	HK\$0.38 0.38 港元	HK\$0.38 0.38 港元	HK\$0.38 0.38 港元
Number of New Shares to be issued 將予發行之新股份數目	681,403,362 New Shares 681,403,362 股 新股份	30,811,311 New Shares 30,811,311 股 新股份	38,254,139 New Shares 38,254,139 股 新股份	1,992,193 New Shares 1,992,193 股 新股份
CB Subscription 認購可換股債券				
Principal amount (including Consent Bonus) 本金額 (包括獲准花紅)	HK\$394,873,249 394,873,249 港元	HK\$17,855,155 17,855,155 港元	HK\$22,168,274 22,168,274 港元	HK\$1,154,476 1,154,476 港元
Maximum Conversion Shares upon full conversion 轉換股份於悉數轉換後之最高數目	717,951,361 717,951,361	32,463,918 32,463,918	40,305,952 40,305,952	2,099,047 2,099,047
All of Mr. Sin, Ms. Law, Mr. Chow and Mr. Tse have confirmed that they will compromise their Claims against the Company pursuant to the Scheme and the treatment to be received by them under the Scheme shall be the same as those to other Creditors.				
冼先生、羅女士、周先生及謝先生均已確認，彼等將根據計劃放棄向本公司追討債權，且彼等根據計劃將收取之待遇與其他債權人所享有之一致。				

**Issue of Shares under Specific Mandate in relation to
Advisory Service of Financial Adviser**

As disclosed in the Company's announcement dated 26 August 2019 and the circular of the Company dated 20 September 2019, the Company has appointed Oriental Patron Asia Limited ("**OPAL**"), a licensed corporation to carry out type 1 (dealing in securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO, as the financial adviser to the Company (the "**Appointment of Financial Adviser**") to advise on and assist in formulating and overseeing a potential financial restructuring as to improving the Company's financial position. Regarding the payment of advisory fee (the "**Advisory Fee**"), after arm's length negotiations, OPAL agreed to receive the newly issued shares of the Company to settle the Advisory Fee. On 26 August 2019, the supplemental mandate letter (as to supplement the original mandate letter signed in May 2019) has been entered into between the Company and OPAL, pursuant to which the Advisory Fee is agreed to be paid by the Company to OPAL in the form of issuing and allotting 250,000,000 newly issued and fully paid-up Shares (the "**Fee Shares**") which is subject to a lock-up period of 12 months from the date of the issuance and such Fee Shares shall be issued and allotted to OPAL simultaneously with the New Shares to be issued to the Creditors under the Scheme upon its completion.

The Company obtained the conditional approval from the Stock Exchange for the listing of, and permission to deal in, the Fee Shares. The Directors obtained the specific mandate granted to allot and issue the Fee Shares at the SGM held on 10 October 2019.

根據特別授權發行有關財務顧問之顧問服務之股份

誠如本公司日期為二零一九年八月二十六日之公告及本公司日期為二零一九年九月二十日之通函所披露，本公司已經委聘東英亞洲有限公司（「**東英亞洲有限公司**」）（一間根據證券及期貨條例可進行第1類（證券交易）、第6類（就機構融資提供意見）及第9類（資產管理）受規管活動之持牌法團）為本公司之財務顧問（「**委聘財務顧問**」），就制定及監督為改善本公司財務狀況的建議重組，向本公司提供意見及協助。就支付顧問費用（「**顧問費用**」）方面，經雙方公平磋商後，東英亞洲有限公司願意接受本公司新發行股份以結清顧問費用。於二零一九年八月二十六日，本公司與東英亞洲有限公司訂立補充委聘函（以補充於二零一九年五月所簽署的原始委聘函），據此，本公司協定將以向東英亞洲有限公司發行及配發250,000,000股新發行及繳足股份（「**費用股份**」）的形式支付顧問費用，而該等費用股份受發行日期起12個月的禁售期所限，及須於完成後與根據計劃將向債權人發行新股份時同時發行及配發予東英亞洲有限公司。

本公司已獲聯交所所有條件批准上市及買賣費用股份。董事於二零一九年十月十日舉行之股東特別大會上取得授出以配發及發行費用股份之特別授權。

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Increase in Authorised Share Capital

Taking into account the aforesaid and in order to accommodate future expansion and growth of the Group, the Board proposed to increase the authorised share capital of the Company from HK\$600,000,000 divided into 6,000,000,000 Shares to HK\$2,000,000,000 divided into 20,000,000,000 Shares by the creation of additional 14,000,000,000 new Shares (the **"Increase in Authorised Share Capital"**), all of which will rank pari passu with all existing Shares. The ordinary resolution as to the proposed Increase in Authorised Share Capital was passed by the Shareholders at the SGM held on 10 October 2019.

The SGM held on 10 October 2019

At the SGM held on 10 October 2019, (i) the Scheme and the transactions contemplated thereunder, including the grant of the specific mandate for the allotment and issue of the New Shares and the Conversion Shares; (ii) the granting of the specific mandate to allot and issue the Fee Shares; and (iii) the Increase in Authorised Share Capital were approved by the Shareholders. Further details of the Scheme are set out in the Company's announcements dated 19 August 2019, 8 October 2019, 14 October 2019, 8 November 2019, 19 November 2019, 27 November 2019, 15 December 2019, 7 January 2020, 25 February 2020, 6 March 2020, 20 March 2020 and the circular of the Company dated 20 September 2019.

法定股本增加

經計及上述及為配合本集團的未來擴展及增長，董事會建議通過增設額外14,000,000,000股新股份，將本公司的法定股本由600,000,000港元（分為6,000,000,000股股份）增加至2,000,000,000港元（分為20,000,000,000股股份）（「**法定股本增加**」），該等股份與現有股份享有同等地位。股東已於二零一九年十月十日舉行之股東特別大會上通過建議法定股本增加之普通決議案。

於二零一九年十月十日舉行之股東特別大會

於二零一九年十月十日舉行之股東特別大會上，股東已經批准(i)計劃及其項下擬進行之交易，包括授出配發及發行新股份及轉換股份之特別授權；(ii)授出配發及發行費用股份之特別授權；及(iii)法定股本增加。有關計劃之進一步詳情載於本公司日期為二零一九年八月十九日、二零一九年十月八日、二零一九年十月十四日、二零一九年十一月八日、二零一九年十一月十九日、二零一九年十一月二十七日、二零一九年十二月十五日、二零二零年一月七日、二零二零年二月二十五日、二零二零年三月六日、二零二零年三月二十日之公告及本公司日期為二零一九年九月二十日之通函。

PROPOSED GRANT OF SHARE SUBSCRIPTION FACILITY TO THE COMPANY AND PROPOSED ISSUE OF NEW SHARES AND WARRANTS UNDER SPECIFIC MANDATE

On 13 March 2020, the Company entered into an agreement (the “**SSF Agreement**”) among others, with GEM Global Yield LLC SCS (the “**Investor**”), pursuant to which

- (1) the Investor has agreed to grant the Company an option (the “**Option**”) to require the Investor to subscribe for Shares (the “**Option Shares**”) of up to HK\$2,350,000,000 (the “Total Commitment”) in value at the floor price of HK\$0.23 per Option Share (whereas the issue price of the Option Shares shall not be lower than the minimum threshold price (the “**Minimum Threshold Price**”) of HK\$0.23 per Option Share) during the period commencing on the date of the SSF Agreement and expiring on the earlier of: (a) the third anniversary of the date of the SSF Agreement (the “**Commitment Period**”); and (b) the date on which the Investor has subscribed for shares in the Company with an aggregate subscription price of HKD2,350,000,000 (excluding shares to be issued upon exercise of the Warrants (as defined below) pursuant to the SSF Agreement; and
- (2) the Company has agreed to issue to the Investor the warrants (the “**Warrants**”) to subscribe for Shares (the “**Warrant Shares**”) by the Investor Agreement which entitle the Investor to purchase up to 383,000,000 Shares at Warrant Exercise Price (as defined below) during the Warrant Exercise Period (as defined below).

建議授予本公司股份認購權及建議根據特別授權發行新股份及認股權證

於二零二零年三月十三日，本公司與（其中包括）GEM Global Yield LLC SCS（「**投資者**」）訂立一份協議（「**股份認購權協議**」），據此，

- (1) 投資者同意授予本公司期權（「**期權**」）以要求投資者自股份認購權協議日期起至(a)股份認購權協議日期之第三個週年日（「**承擔期間**」）；及(b)投資者認購總認購價為2,350,000,000港元之本公司股份（不包括根據股份認購權協議於行使認股權證（定義見下文）後將予發行之股份）之日兩者中之較早者結束止期間，以每股期權股份（「**期權股份**」）0.23港元之底價（期權股份之發行價不可低於每股期權股份0.23港元之最低下限價（「**最低下限價**」）認購價值不超過2,350,000,000港元（「**總承擔額**」）的股份；及
- (2) 本公司同意向投資者發行認股權證（「**認股權證**」）以按投資者協議認購股份，投資者協議賦予投資者權利可於認股權證行使期（定義見下文）按認股權證行使價（定義見下文）購入最多383,000,000股股份。

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Warrant Exercise Period shall mean the period commencing from the date on which the conditions precedent to the SSF Agreement are fulfilled (the “**Warrant Delivery Date**”) to the third (3rd) anniversary of the Warrant Delivery Date or, if such day is not a business Day, the immediately following business day.

Warrant Exercise Price shall mean the subscription price of each Warrant Share, initially being HK\$0.23 per Warrant Share (subject to adjustment) or if on the first anniversary of the Warrant Delivery Date, the market price of a Share is less than a sum equal to 90 per cent. of the Warrant Exercise Price on such date, the relevant Warrant Exercise Price shall be a sum equal to 105 per cent. of such market price.

Option Shares and Warrant Shares

Assuming that the Option Shares will be issued at the closing price of the share as at the date of the SSF Agreement of HK\$0.185 per Option Share and based on the total commitment of HK\$2,350 million, a total of 10,217,391,304 Option Shares will be allotted and issued upon the full exercise of the Option, representing approximately 206.49% of the existing issued Shares of 4,948,170,452 as at the date of the SSF Agreement or 67.37% of the issued share capital of the Company as enlarged by the allotment and issue of such 10,217,391,304 Option Shares.

The 383,000,000 Warrant Shares represent approximately 7.74% of the existing issued Shares as at the date of the SSF Agreement or approximately 7.18% of the issued share capital of the Company as enlarged by the allotment and issue of such 383,000,000 Warrant Shares.

The Option Shares and the Warrant Shares would be issued under specific mandate to be sought at special general meeting of the Company to be convened for the Shareholders to consider and approve the SSF Agreement and the transactions contemplated thereunder and the issue of the Option Shares and the Warrant Shares.

認股權證行使期指自股份認購權協議的先決條件獲達成之日(「**認股權證交付日期**」)起至認股權證交付日期第三(3)個週年，或倘有關日期並非營業日，則為緊隨其後的營業日止期間。

認股權證行使價表示各認股權證股份最初的認購價，即每股認股權證股份0.23港元(可予調整)，或於認股權證交付日期第一個週年當日，股份的市價低於有關日期認股權證行使價90%的金額，則相關認股權證行使價應為有關市價105%的金額。

期權股份及認股權證股份

假設期權股份將按股份於股份認購權協議日期的收市價每股期權股份0.185港元發行及基於承擔總額2,350,000,000港元，將於購股權全部行使後配發及發行合共10,217,391,304股期權股份，佔於股份認購權協議日期4,948,170,452股現有已發行股份的約206.49%或本公司經配發及發行該10,217,391,304股購股權股份而擴大的已發行股本67.37%。

383,000,000股認股權證股份佔於股份認購權協議日期現有已發行股份的約7.74%或本公司經配發及發行該383,000,000股認股權證股份而擴大的已發行股本的約7.18%。

期權股份及認股權證股份將根據擬於本公司將召開的股東特別大會上尋求之特別授權發行，召開股東特別大會的目的為供股東考慮及批准股份認購權協議及其項下擬進行的交易以及發行期權股份及認股權證股份。

Reason for entering into the SSF Agreement

The Board is of the view that issue of the Option Shares and the Warrant Shares offers a good opportunity to raise additional capital for the Company and to strengthen the financial position of the Company. Given that the Company shall have the right but not an obligation to deliver notice to the Investor to subscribe for the Option Shares during the Commitment Period and exercise the Option at its discretion, the Directors consider that the Group will have flexibility in raising funds by exercising the Option during the Commitment Period. The arrangement under the SSF Agreement effectively gives the Group access to a readily available source of financing and the right to raise funds by the delivery of at any time during the Commitment Period when the Board considers such delivery is favourable to the Company. By comparison, the Board considers that with current sluggish market sentiment and recent interest rate hike, the Company would be difficult to secure any debt financing of comparable size from banks or financial institutions. The Board is further of the view that the high gearing ratio of the Group would result in the Group having less favourable financing terms offered by banks and other financial institutions.

The Company has been exploring opportunities to diversify into new businesses to mitigate the risks of being in the lines of business in film and hotel industries and to deliver long-term and stable cash flow and creating favourable investment returns for the Shareholders.

Accordingly, the Directors consider that the SSF Agreement and the transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole, and the terms of the SSF Agreement, among others, the mechanism to fix the Minimum Threshold Price and the Warrant Exercise Price, are fair and reasonable.

訂立股份認購權協議之理由

董事會認為發行期權股份及認股權證股份乃本公司籌集額外資金的良機，可鞏固本公司的財務狀況。由於本公司有權但無責任須於承擔期內向投資者寄發認購期權股份的通知及酌情行使期權，董事認為本集團可於承擔期內通過行使期權靈活集資。股份認購權協議下的安排讓本集團可於董事會認為發出認購通知對本公司有利的情況下於承擔期內隨時發出認購通知，為本集團有效提供可動用的融資來源及集資權。相較而言，董事會認為，鑒於當下市場氛圍暗淡及近期利率上升，本公司難以向銀行或金融機構取得相若規模的債務融資。董事會亦認為，本集團的高資產負債率會導致銀行及其他金融機構向本集團提供較為不利的融資條款。

本公司一直在探索多元拓展新業務的機會，以降低從事電影及酒店行業的風險，並創造長期及穩定現金流及為股東帶來可觀的投資回報。

因此，董事認為，股份認購權協議及其項下擬進行的交易符合本公司及股東的整體利益，及股份認購權協議的條款（包括最低下限價及認股權證行使價的機制）誠屬公平合理。

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Proposed use of net proceeds of the Option Shares and the Warrant Shares

Assuming the Total Commitment is received in full from issuance of the Option Shares, the gross proceeds (before expenses) and the estimated net proceeds will be HK\$2,350 million and HK\$2,297 million respectively.

The Company intends to apply the net proceeds from the issuance of Option Shares as follows:

- (i) up to approximately HK\$250 million for repayment of the debt of the Group;
- (ii) up to approximately HK\$100 million for general working capital of the Group;
- (iii) up to approximately HK\$1,200 million for expansion and upgrading of the existing projects of the Group, namely the Studio and the Hotel; and
- (iv) the balance for investment in potential projects.

Assuming full issuance of the Warrant Shares, the estimated net proceeds will be approximately HK\$88 million, which is intended to be applied for expansion and upgrading of the existing projects of the Group as described in (iii) above.

Details of the SSF Agreement, the issue of the Option Shares and the Warrants are set out in the Company's announcement dated 13 March 2020.

期權股份及認股權證股份所得款項淨額的建議用途

假設自發行期權股份全數收取總承擔額，則所得款項總額（扣除開支前）及估計所得款項淨額將分別為2,350,000,000港元及2,297,000,000港元。

本公司擬將發行期權股份的所得款項淨額用於下列用途：

- (i) 最多約250,000,000港元用於償還本集團債務；
- (ii) 最多約100,000,000港元用作本集團一般營運資金；
- (iii) 最多約1,200,000,000港元用於擴大及改進本集團現有項目，即影視城及酒店；及
- (iv) 餘額用於投資潛在項目。

假設悉數發行認購權證股份，估計所得款項淨額將為約88,000,000港元，擬用於擴大及改進本集團現有項目（如上文(iii)所述）。

有關股份認購權協議、發行期權股份及認股權證的詳情載於本公司日期為二零二零年三月十三日之公告。

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “National Arts Entertainment and Culture Group Limited” to “National Arts Group Holdings Limited” and adopt the Chinese name “國藝集團控股有限公司” as its official Chinese name (“**Change of Company Name**”). The Board will propose special resolution at the forthcoming SGM for considering, and if thought fit, approving the Change of Company Name. The reason for changing the Company's name is precisely to reflect the direction of the diversification of business in order to reduce the risk of single business segments. The Board believes that the proposed new English and Chinese names of the Company will provide the Company with better identification of the principal business of the Group. As such, the Board is of the view that the proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole. The proposed Change of Company Name is subject to the following conditions: (i) the passing of the special resolution by the Shareholders at the SGM approving the Change of Company Name; and (ii) the Registrar of Companies in Bermuda approving the Change of Company Name and entering the proposed new English and Chinese name of the Company into the register of companies.

A circular containing details of the proposed Change of Company Name and a notice of SGM among other information as required under the GEM Listing Rules will be despatched to the Shareholders as soon as practicable in accordance with the requirements of the GEM Listing Rules.

Further details of the proposed Change of Company Name are set out in the Company's announcement dated 23 March 2020.

建議更改公司名稱

董事會建議將本公司名稱由「National Arts Entertainment and Culture Group Limited」更改為「National Arts Group Holdings Limited」，並採納中文名稱「國藝集團控股有限公司」為其正式中文名稱（「**更改公司名稱**」）。董事會將於本公司將予召開之股東特別大會上提呈特別決議案以考慮及酌情批准更改公司名稱。更改公司名稱的原因為精確地反映公司業務多元化以達致減低單一業務之風險的目標。董事會認為本公司新中英文名稱將為本公司對本集團之主營業務提供更佳之識別。故此董事會認為，建議更改公司名稱符合本公司及股東之整體利益。建議更改公司名稱須待以下條件達成後，方可作實：(i) 股東於股東特別大會通過特別決議案批准更改公司名稱；及(ii) 百慕達公司註冊處處長批准更改公司名稱及輸入建議之本公司新中英文名稱至公司登記冊。

載有建議更改公司名稱詳情以及GEM上市規則所規定的其他資料之通函，連同股東特別大會通告，將根據GEM上市規則之規定於實際可行情況下盡快寄發予股東。

有關建議更改公司名稱之進一步詳情，載於本公司日期為二零二零年三月二十三日之公告。

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POSSIBLE SHARE EXCHANGE TRANSACTION

As disclosed in the Company's announcement dated 26 March 2020, the Board is discussing with certain shareholders (the "**Vendors**") of Convoy Global Holdings Limited (stock code: 1019) ("**Convoy**") in relation to a possible acquisition of the issued shares of Convoy by the Company in the consideration of the Company's new shares (the "**Possible Share Exchange Transaction**"). Further terms of the Possible Share Exchange Transaction including the number of shares involved are in negotiation, meanwhile, the Company is seeking for the opinion of financial advisor.

Should the Possible Share Exchange Transaction materialise and subject to the definitive terms of the legally binding agreement, the Possible Share Exchange Transaction may involve significant number of shares of the Company. Even though the number of shares of the Possible Shares Exchange Transaction is not yet concluded, in the event that the Company has acquired more than 10% shareholding in Convoy, the Company intends to invite at least one senior executive of Convoy to join the Board in order to help build shareholders' value and mutual benefits of the Company and Convoy through such board-based strategic partnership. The Directors are pleased and are of the view that the Possible Share Exchange Transaction reflects the market is positive to the prospects of the Company.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendors and their ultimate beneficial owners, if applicable, are third parties independent of and not connected with the Company and its connected persons.

As at the date of this report, the terms and conditions of the Possible Share Exchange Transaction are still under negotiation and no definitive agreement or other legally binding agreement has been entered into. The Possible Share Exchange Transaction, if materialises, may constitute a notifiable transaction for the Company under the GEM Listing Rules. Further announcement(s) in relation to the Possible Share Exchange Transaction will be made by the Company as and when appropriate in compliance with the GEM Listing Rules.

可能換股交易

如本公司日期為二零二零年三月二十六日之公告所披露，董事會正在與康宏環球控股有限公司（股份代號：1019）（「康宏」）之部分股東（「賣方」）洽商就本公司可能以本公司新股為代價收購已發行康宏股份（「可能換股交易」）。有關可能換股交易之進一步條款（包括所涉股份數）正在協商中，與此同時本公司亦正諮詢財務顧問意見。

倘可能換股交易付諸實行且遵守具有法律約束力之協議的最終條款，則可能換股交易涉及本公司大量股份。即使可能換股交易的股份數量尚未確定，如果本公司收購康宏超過10%的股份，本公司打算邀請至少一名康宏高級管理人員加入董事會行列，通過董事會的戰略合作夥伴關係，為本公司和康宏建立互惠互利的股東價值。董事欣然認為可能換股交易反映市場對本公司前景而言屬積極。

在作出一切合理查詢後，就董事所知、所悉及所信，賣方及其最終實益擁有人（如適用）均屬獨立第三方，概無與本公司及其關連人士有任何關連。

於本報告日期，可能換股交易之條款及條件仍在協商中，並無訂立任何最終協議或其他具有法律約束力之協議。倘可能換股交易付諸實行，則根據GEM上市規則，其可能構成本公司須予披露交易。如有必要，本公司將根據GEM上市規則作出有關可能換股交易的進一步公告。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2020, the interests and short positions of the Directors and chief executive of the Company and their respective associates 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 (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

1. Long Positions in the ordinary shares of HK\$0.1 each of the Company ("Shares")

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of shares held 所持股份數量	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之概約百分比 (Note 1) (附註1)
Mr. Sin Kwok Lam 冼國林先生	Beneficial owner 實益擁有人	848,580,623	17.15%
	Interest of Spouse (Note 2) 配偶權益(附註2)	23,352,000	0.47%
Mr. Chow Kai Weng 周啟榮先生	Beneficial Owner 實益擁有人	1,000,000	0.02%
Mr. Chui Chi Yun Robert 崔志仁先生	Beneficial Owner 實益擁有人	3,000,000	0.06%
Mr. Li Kit Chee 李傑之先生	Beneficial Owner 實益擁有人	4,480,000	0.09%

Notes:

- This is based on the total issued Shares as at 31 March 2020 (i.e. 4,948,170,452 Shares).
- By virtue of the SFO, Mr. Sin Kwok Lam, being the spouse of Ms. Law Po Yee, was deemed to be interested in all the Shares in which Ms. Law Po Yee was interested.

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於二零二零年三月三十一日，董事、本公司主要行政人員及彼等各自之聯繫人於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券擁有之根據證券及期貨條例第XV部第7及第8分部之規定須知會本公司及聯交所之權益及淡倉（包括上述人士根據該等證券及期貨條例條文被當作或視為擁有之權益及淡倉），或根據證券及期貨條例第352條之規定須登記於所述之登記冊內之權益及淡倉，或根據GEM上市規則第5.46條至5.67條之規定須知會本公司及聯交所之權益及淡倉如下：

1. 於本公司每股面值0.1港元之普通股（「股份」）之好倉

附註：

- 此乃基於二零二零年三月三十一日全部已發行股份（即4,948,170,452股股份）。
- 就證券及期貨條例而言，羅寶兒女士之配偶冼國林先生被視為於羅寶兒女士擁有權益的全部股份中擁有權益。

ADDITIONAL INFORMATION

附加資料

2. Long positions in the underlying Shares

2. 於相關股份之好倉

Name of Director	Capacity/Nature of interest	Number of shares held	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之概約百分比 (Note 1) (附註1)
董事姓名	身份／權益性質	所持股份數目	
Mr. Chow Kai Weng 周啟榮先生	Beneficial Owner 實益擁有人	45,063,695 (Note 2) (附註2)	0.91%
Mr. Chui Chi Yun Robert 崔志仁先生	Beneficial Owner 實益擁有人	1,546,896 (Note 3) (附註3)	0.03%
Mr. Cheng Wang Chun 鄭弘駿先生	Beneficial Owner 實益擁有人	44,980,000 (Note 4) (附註4)	0.91%

Notes:

附註：

- This is based on the total issued Shares as at 31 March 2020 (i.e. 4,948,170,452 Shares).
- These underlying Shares represent (i) 24,888 Shares to be issued upon exercise of the physically settled share options granted to Mr. Chow Kai Weng on 29 September 2010 pursuant to the share option scheme adopted on 22 July 2002 and terminated on 29 September 2010 ("Post-IPO Share Option Scheme") under which Mr. Chow may exercise the said options from 29 September 2010 to 2 September 2020 at an exercise price of HK\$2.89 per Share; (ii) 58,807 Shares to be issued upon exercise of the physically settled share options granted to Mr. Chow on 28 March 2011 pursuant to the share option scheme adopted on 29 September 2010 ("New Share Option Scheme") under which Mr. Chow may exercise the said options from 28 March 2012 to 27 March 2021 at an exercise price of HK\$7.62 per Share; and (iii) 44,980,000 Shares to be issued upon exercise of the physically settled share options granted to Mr. Chow on 16 May 2017 pursuant to the New Share Option Scheme under which Mr. Chow may exercise the said options from 16 May 2017 to 15 May 2020 at an exercise price of HK\$0.2456 per Share.

- 此乃基於二零二零年三月三十一日的已發行股份總數(即4,948,170,452股股份)。
- 該等相關股份指(i)於根據於二零二零年七月二十二日採納，並於二零二零年九月二十九日終止的購股權計劃(「首次公開發售後購股權計劃」)，於二零二零年九月二十九日授予周啟榮先生的實物結算購股權獲行使後將予發行之24,888股股份，據此，周先生可於二零二零年九月二十九日至二零二零年九月二日期間行使前述購股權，行使價為每股2.89港元；(ii)於根據二零二零年九月二十九日採納的購股權計劃(「新購股權計劃」)，於二零一一年三月二十八日授予周先生的實物結算購股權獲行使後將予發行之58,807股股份，據此，周先生可於二零一二年三月二十八日至二零一二年三月二十七日期間行使前述購股權，行使價為每股7.62港元；及(iii)於根據新購股權計劃於二零一七年五月十六日授予周先生的實物結算購股權獲行使後將予發行之44,980,000股股份，據此，周先生可於二零一七年五月十六日至二零二零年五月十五日期間行使前述購股權，行使價為每股0.2456港元。

3. These underlying Shares represent (i) 33,292 Shares to be issued upon exercise of the physically settled share options granted to Mr. Chui Chi Yun Robert on 13 May 2010 pursuant to the Post-IPO Share Option Scheme under which Mr. Chui may exercise the said options from 13 May 2010 to 12 May 2020 at an exercise price of HK\$3.66 per Share; (ii) 33,604 Shares to be issued upon exercise of the physically settled share options granted to Mr. Chui on 28 March 2011 pursuant to the New Share Option Scheme under which Mr. Chui may exercise the said options from 28 March 2012 to 27 March 2021 at an exercise price of HK\$7.62 per Share; and (iii) 1,480,000 Shares to be issued upon exercise of the physically settled share options granted to Mr. Chui on 16 May 2017 pursuant to the New Share Option Scheme under which Mr. Chui may exercise the said options from 16 May 2017 to 15 May 2020 at an exercise price of HK\$0.2456 per Share.
4. These underlying Shares represent 44,980,000 Shares to be issued upon exercise of the physically settled share options granted to Mr. Cheng Wang Chun on 16 May 2017 pursuant to the New Share Option Scheme under which Mr. Cheng may exercise the said options from 16 May 2017 to 15 May 2020 at an exercise price of HK\$0.2456 per Share.

Save as disclosed above, none of the Directors, chief executive of the Company or their associates had, as at 31 March 2020, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

3. 該等相關股份指(i)於根據首次公開發售後購股權計劃於二零一零年五月十三日授予崔志仁先生的實物結算購股權獲行使後將予發行之33,292股股份，據此，崔先生可於二零一零年五月十三日至二零二零年五月十二日期間行使前述購股權，行使價為每股3.66港元；(ii)於根據新購股權計劃於二零一一年三月二十八日授予崔先生的實物結算購股權獲行使後將予發行之33,604股股份，據此，崔先生可於二零一二年三月二十八日至二零一二年三月二十七日期間行使前述購股權，行使價為每股7.62港元；及(iii)於根據新購股權計劃於二零一七年五月十六日授予崔先生的實物結算購股權獲行使後將予發行之1,480,000股股份，據此，崔先生可於二零一七年五月十六日至二零二零年五月十五日期間行使前述購股權，行使價為每股0.2456港元。
4. 該等相關股份指於根據新購股權計劃於二零一七年五月十六日授予鄭弘駿先生的實物結算購股權獲行使後將予發行之44,980,000股股份，據此，鄭先生可於二零一七年五月十六日至二零二零年五月十五日期間行使前述購股權，行使價為每股0.2456港元。

除上文所披露外，於二零二零年三月三十一日，各董事、本公司主要行政人員及彼等之聯繫人概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債券中擁有任何根據證券及期貨條例第XV部第7及第8分部之規定須知會本公司及聯交所之權益或淡倉（包括上述人士根據該等證券及期貨條例條文被當作或視為擁有之權益或淡倉），或根據證券及期貨條例第352條規定須登記於所述登記冊內之權益或淡倉，或根據GEM上市規則第5.46條至第5.67條之規定須知會本公司及聯交所之權益或淡倉。

ADDITIONAL INFORMATION

附加資料

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

As at 31 March 2020, the persons or corporations, other than a director or chief executive of the Company, who had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of Part XV of the SFO or had otherwise been notified to the Company were as follows:

Substantial shareholders' long position in the Shares

Name of shareholder 股東姓名	Capacity/Nature of interest 身份／權益性質	Number of shares held 所持股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之概約百分比 (Note 1) (附註1)
Ms. Law Po Yee 羅寶兒女士	Beneficial Owner 實益擁有人	23,352,000	0.47%
	Interest of Spouse (Note 2) 配偶權益(附註2)	848,580,623	17.15%
Tse Young Lai 謝欣禮	Beneficial Owner 實益擁有人	563,547,600	11.39%

Notes:

- This is based on the total issued Shares as at 31 March 2020 (i.e. 4,948,170,452 Shares).
- By virtue of the SFO, Ms. Law Po Yee, being the spouse of Mr. Sin Kwok Lam was deemed to be interested in all the Shares in which Mr. Sin Kwok Lam was interested.

Save as disclosed above, as at 31 March 2020, the Company has not been notified of any persons, other than a director or chief executive of the Company, who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company as recorded in the register required to be kept under section 336 of Part XV of the SFO.

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零二零年三月三十一日，根據本公司按照證券及期貨條例第XV部第336條規定存置之登記冊所記錄，或本公司已獲知會，下列人士或法團（除本公司董事或行政總裁外）於本公司之股份及相關股份中擁有權益或淡倉：

主要股東於股份之好倉

Name of shareholder 股東姓名	Capacity/Nature of interest 身份／權益性質	Number of shares held 所持股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之概約百分比 (Note 1) (附註1)
Ms. Law Po Yee 羅寶兒女士	Beneficial Owner 實益擁有人	23,352,000	0.47%
	Interest of Spouse (Note 2) 配偶權益(附註2)	848,580,623	17.15%
Tse Young Lai 謝欣禮	Beneficial Owner 實益擁有人	563,547,600	11.39%

附註：

- 此乃基於二零二零年三月三十一日的全部已發行股份（即4,948,170,452股股份）。
- 根據證券及期貨條例，羅寶兒女士（冼國林先生之配偶）被視為於冼國林先生擁有權益的全部股份中擁有權益。

除上文所披露者外，於二零二零年三月三十一日，本公司並不知悉任何人士（本公司董事或主要行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第336條所規定存置登記冊內記錄的須向本公司披露的權益或淡倉。

SHARE OPTION SCHEMES

Pursuant to a written resolution of the sole shareholder of the Company dated 22 July 2002, the Company conditionally adopted and approved Post-IPO Share Option Scheme. The principal terms of which are set out in Appendix IV to the prospectus of the Company dated 9 October 2002.

Pursuant to a resolution passed at the extraordinary general meeting of the Company dated 29 September 2010, the New Share Option Scheme was adopted and the Post-IPO Share Option Scheme was terminated. The principal terms of New Share Option Scheme are set out in the circular of the Company dated 6 September 2010.

Post-IPO Share Option Scheme

As at 31 March 2020, the share options to subscribe for an aggregate of 58,180 shares of the Company granted pursuant to the Post-IPO Share Option Scheme were outstanding. The details of the Post-IPO Share Option Scheme during the three months ended 31 March 2020 are set out as follows:

Category of participants	Exercise price per Share		Date of grant	Exercise period	Number of share options 購股權數目					
					As at 1 January 2020	Granted during the period	Exercised during the period	Lapsed during the period	Cancelled during the period	Outstanding as at 31 March 2020
參與人類別	每股行使價 (HK\$) (港元)	授出日期		行使期	於二零二零年 一月一日	期內授出	期內行使	期內失效	期內註銷	於二零二零年 三月三十一日 尚未行使
Directors 董事	3.66	13 May 2010 二零一零年五月十三日		13 May 2010–12 May 2020 二零一零年五月十三日– 二零二零年五月十二日	33,292	–	–	–	–	33,292
Directors 董事	2.89	3 September 2010 二零一零年九月三日		29 September 2010– 2 September 2020 二零一零年九月二十九日– 二零二零年九月二日	24,888	–	–	–	–	24,888
Total 總數					58,180	–	–	–	–	58,180

Note: All share options granted under the Post-IPO Share Option Scheme are vested immediately.

購股權計劃

根據本公司唯一股東於二零零二年七月二十二日之書面決議案，本公司有條件地採納及批准首次公開發售後購股權計劃。有關的主要條款載於本公司日期為二零零二年十月九日之招股章程附錄四內。

根據本公司於二零一零年九月二十九日舉行之股東特別大會上通過之決議案，新購股權計劃獲採納，而首次公開發售後購股權計劃被終止。新購股權計劃之主要條款載於本公司日期為二零一零年九月六日之通函內。

首次公開發售後購股權計劃

於二零二零年三月三十一日，根據首次公開發售後購股權計劃授出而可認購本公司合共58,180股股份之購股權尚未獲行使。於截至二零二零年三月三十一日止三個月之首次公開發售後購股權計劃詳情如下：

附註：根據首次公開發售後購股權計劃授出的購股權全部已即時歸屬。

ADDITIONAL INFORMATION

附加資料

New Share Option Scheme

In accordance with the resolution passed at the annual general meeting (the “AGM”) held on 29 June 2017, the scheme limit on the grant of options under the New Share Option Scheme and any other share option schemes of the Company has been refreshed to up to 449,848,122 Shares, being 10% of the Shares in issue as at the AGM date based on 4,498,481,222 Shares in issue (excluding share options previously granted, outstanding, cancelled, lapsed or exercised under the New Share Option Scheme) (the “Refreshed Scheme Limit”); and the Directors are authorised, at their absolute discretion, to grant share options to subscribe for Shares within the Refreshed Scheme Limit in accordance with the rules of the New Share Option Scheme; to allot, issue and deal with the Shares pursuant to the exercise of share options granted under the New Share Option Scheme within the Refreshed Scheme Limit; and to do such acts and execute such documents for or incidental to implement the New Share Option Scheme within the Refreshed Scheme Limit.

As at 31 March 2020, the share options to subscribe for an aggregate of 254,472,411 Shares granted pursuant to the New Share Option Scheme were outstanding. The details of the share options granted under the New Share Option Scheme during the three months ended 31 March 2020 are set out as follows:

Category of participants	Exercise price per Share	Date of grant	Vesting period	Exercise period	Number of share options 購股權數目					Outstanding as at 31 March 2020 於二零二零年三月三十一日尚未行使
					As at 1 January 2020 於二零二零年一月一日	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效	Cancelled during the period 期內註銷	
參與人類別	每股行使價 (HK\$) (港元)	授出日期	歸屬期	行使期						
Directors (Note)	7.62	28 March 2011	28 March 2011– 27 March 2012	28 March 2012– 27 March 2021	92,411	–	–	–	–	92,411
董事(附註)		二零一一年三月二十八日	二零一一年三月二十八日至 二零一二年三月二十七日	二零一二年三月二十八日至 二零一三年三月二十七日						
Directors (Note)	0.2456	16 May 2017	–	16 May 2017–15 May 2020	46,460,000	–	–	–	–	46,460,000
董事(附註)		二零一七年五月十六日	–	二零一七年五月十六日至 二零二零年五月十五日						
Other participants 其他參與人士	0.2456	16 May 2017	–	16 May 2017–15 May 2020	207,920,000	–	–	–	–	207,920,000
		二零一七年五月十六日	–	二零一七年五月十六日至 二零二零年五月十五日						
Total 總數					254,472,411	–	–	–	–	254,472,411

Note: The Directors include former directors of the Company.

新購股權計劃

根據於二零一七年六月二十九日舉行之股東週年大會(「股東週年大會」)上通過之決議案，根據新購股權計劃及本公司任何其他購股權計劃授出購股權之計劃限額已更新至最多449,848,122股股份，即以4,498,481,222股已發行股份為基準，為於股東週年大會當日已發行股份之10%(根據新購股權計劃之前授出、尚未行使、註銷、失效或行使之購股權除外)(「更新計劃限額」)；及授權董事全權酌情根據新購股權計劃之規則授出可認購股份之購股權，數額以更新計劃限額為限；於根據新購股權計劃所授出之購股權獲行使時，配發、發行及處理股份，數額以更新計劃限額為限；及因應於更新計劃限額範圍內執行新購股權計劃作出有關行動及簽立有關文件。

於二零二零年三月三十一日，根據新購股權計劃授出可認購合共254,472,411股股份之購股權尚未獲行使。於截至二零二零年三月三十一日止三個月之根據新購股權計劃授出的購股權詳情如下：

附註：董事包括本公司前任董事。

(i) *New Share Option Scheme's purpose*

The purpose of the New Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to selected person and to promote the success of the business of the Group.

(ii) *Qualifying participants*

The participants of the New Share Option Scheme include any employee of the Company or any subsidiary of the Company, a director, a shareholder, a supplier, a customer or any subsidiary of the Company; an agent, adviser, consultant, strategist, contractor, sub-contractor, expert or entity that provides research, development or other technological support or any valuable services to Company or any of its subsidiary; and a holder of any securities issued.

(iii) *Maximum number of shares*

In accordance with the resolution passed at the AGM on 29 June 2017, the scheme limit on the grant of options under the New Share Option Scheme and any other share option schemes of the Company was refreshed to up to the Refreshed Scheme Limit, i.e. 449,848,122 Shares, being 10% of the Shares in issue as at the date of the AGM (i.e. 4,498,481,222 Shares in issue) (excluding share options previously granted, outstanding, cancelled, lapsed or exercised under the New Share Option Scheme) and representing approximately 9.09% of the issued Shares as at the date of this report (i.e. 4,948,170,452 Shares); and the Directors are authorized, at their absolute discretion, to grant share options to subscribe for Shares within the Refreshed Scheme Limit in accordance with the rules of the New Share Option Scheme; to allot, issue and deal with the Shares pursuant to the exercise of share options granted under the New Share Option Scheme within the Refreshed Scheme Limit; and to do such acts and execute such documents for or incidental to implement the New Share Option Scheme within the Refreshed Scheme Limit.

(i) *新購股權計劃目的*

新購股權計劃旨在吸引及挽留最優秀的人才、向經甄選人士提供額外獎勵，以及推動本集團業務成功。

(ii) *合資格參與者*

新購股權計劃的參與者包括本公司或其任何附屬公司的任何僱員、董事、股東、供應商、客戶或本公司任何附屬公司；向本公司或其任何附屬公司提供研發或其他技術支援或任何有價值服務的代理、顧問、專業顧問、策略師、承辦商、分承辦商、專家或實體；及任何已發行證券的持有人。

(iii) *最高股份數目*

根據於二零一七年六月二十九日的股東週年大會上通過之決議案，根據新購股權計劃及本公司任何其他購股權計劃授出購股權之計劃限額已更新至更新計劃限額，即449,848,122股股份，佔股東週年大會當日已發行股份（即4,498,481,222股已發行股份）之10%（根據新購股權計劃之前授出、尚未行使、註銷、失效或行使之購股權除外）及佔於本報告日期已發行股份（即4,948,170,452股股份）約9.09%；及授權董事全權酌情根據新購股權計劃之規則授出可認購股份之購股權，數額以更新計劃限額為限；於根據新購股權計劃所授出之購股權獲行使時，配發、發行及處理股份，數額以更新計劃限額為限；及因應於更新計劃限額範圍內執行新購股權計劃作出有關行動及簽立有關文件。

ADDITIONAL INFORMATION

附加資料

(iv) *Maximum entitlement of each qualifying participant*

No qualifying participant shall be granted any options which, if exercised in full, would result in such person's maximum entitlement exceeding 1% of the aggregate number of Shares for the time being issued and issuable under the New Share Option Scheme in the 12-month period up to and including the proposed grant date unless such grant is approved in advance by the Shareholders in general meeting. No qualifying participant who is a substantial Shareholder or an independent non-executive Director, or any of their respective associates shall be granted any options, which, if exercised in full, would result in the shares issued and issuable to such person under the New Share Option Scheme in the 12-month period up to and including the proposed grant date for such options, unless such grant of options is approved in advance by the Shareholders of the Company in general meeting: (a) representing in aggregate over 0.1% of the number of Shares then in issue; and (b) having an aggregate value, based on the closing price of the Shares as stated in the Stock Exchange's daily quotations sheets on each relevant date on which the grant of such options is made to such person under the relevant scheme, in excess of HK\$5 million.

(v) *Option period*

The share options may be exercised in whole or in part by the participant at any time during the exercise period, i.e. not exceed 10 years from the date of grant of the relevant new share options pursuant to the New Share Option Scheme, by delivering to the Company a notice duly signed in a form approved by the Board (together with payment of the exercise price in full in respect of each new share to be subscribed for) and delivery of the new share option certificate for amendment or cancellation.

(vi) *Minimum period for which an option must be held before it can be exercised*

No offer of a new share option which is capable of or open for acceptance shall be made after the expiry of the exercise period pursuant to the New Share Option Scheme.

(iv) *每名合資格參與者可獲授權益上限*

倘若授予合資格參與者之購股權於截至建議授出日期(包括當日)止12個月期間獲全面行使，將導致該人士可獲授權益上限超逾當時根據新購股權計劃已發行股份及可發行股份總數之1%，則該合資格參與者不獲授予購股權，惟獲股東於股東大會上預先批准者除外。如合資格參與者為主要股東或獨立非執行董事或任何彼等各自之聯繫人士及符合以下情況，均不得獲授購股權(惟購股權授予已經本公司股東在股東大會上預先批准者除外)：根據新購股權計劃，已經及將會授予該等人士之購股權獲全面行使後將導致已經及將予發行股份之數目於截至及包括建議授出日期止前12個月期間(包括當日)：(a)合計超逾當時已發行股份數目0.1%；及(b)根據相關購股權計劃，每次授出購股權予該人士之有關日期於聯交所之每日報價表所列之股份收市價計算，總值超逾五百萬港元。

(v) *購股權年期*

參與者可於行使期(即根據新購股權計劃授出相關新購股權的日期起計不超過10年)內，隨時透過向本公司送交已按董事會批准的形式妥為簽署的通知(連同就將予認購的每股新股份支付的全數行使價款項)，並送交新購股權證書以供修訂或註銷，以行使全部或部分購股權。

(vi) *行使前須持有購股權之最短期限*

根據新購股權計劃，不得於行使期屆滿後提呈可獲接納或可供接納的新購股權。

(vii) *Payment on acceptance of the option*

HK\$1 is payable by the grantee to the Company on acceptance of the share option offer. The share option offer will be offered for acceptance for a period of 14 days from the date on which the offer is granted.

(viii) *Basis of determining the exercise price*

The exercise price for the share under the New Scheme will be determined by the Board in its absolute discretion at the time of making the offer of grant of a new share option but in any case the subscription price must be at least the higher of (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant, which must be a business day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business day immediately preceding the date of the offer of grant; and (iii) the nominal value of the shares.

(ix) *Remaining life of the New Share Option Scheme*

The New Share Option Scheme will remain in force for a period of 10 years commencing on the date on which the New Share Option Scheme becomes unconditional. The Board may amend any of the provisions of the New Share Option Scheme or withdraw or otherwise terminate the New Share Option Scheme at any time but no alterations shall be made to the advantage of any participant unless approved by the Shareholders in general meeting. All new share options granted prior to such termination and not then exercise shall continue to be valid and exercisable subject to and in accordance with the terms of the New Share Option Scheme.

(vii) *就接納購股權之付款*

承授人於接納購股權要約時須向本公司支付1港元。購股權要約將可於授出要約日期起計14天內予以接納。

(viii) *釐定行使價之基準*

新計劃下的股份行使價將由董事會於提呈授出新購股權時全權酌情釐定，惟認購價無論如何最少須為下列三者中的較高者：(i) 股份於提呈授出日期（必須為營業日）在聯交所每日報價表所報的收市價；(ii) 股份於緊接提呈授出日期前五個營業日在聯交所每日報價表所報的平均收市價；及(iii) 股份面值。

(ix) *新購股權計劃之餘下年期*

新購股權計劃於新購股權計劃成為無條件之日起計10年內有效。董事會可隨時修訂新購股權計劃的任何條文，或撤回或以其他方式終止新購股權計劃，惟除非經股東於股東大會上批准，否則不得作出任何有利於任何參與者的修訂。所有有關終止前已授出但當時尚未行使的新購股權將繼續有效，並受限於新購股權計劃的條款及可根據該等條款行使。

ADDITIONAL INFORMATION

附加資料

EMPLOYEE AND REMUNERATION POLICY

The Directors believe that the quality of its employees is the most important factor in sustaining the Group's growth and improving its profitability. The Group remunerates its employees based on their performances, experience and prevailing industry practices. In addition to basic salaries and mandatory provident fund, staff benefits including medical coverage scheme and share options are offered.

The Group's remuneration policy was reviewed periodically by the remuneration committee of the Board and the Board's remuneration is determined by reference to market terms, company performance, and individual qualifications and performance. The Group aimed to recruit, retain and develop competent individuals who were committed to the Group's long-term success and growth. Remunerations and other benefits of employees were reviewed annually in response to both market conditions and trends, and were based on qualifications, experience, responsibilities and performance.

The current remuneration of the key management is determined by the individual performance and market trends.

During the period under review, the Group has not experienced any significant problems with its employees or disruption to its operation due to labour disputes nor has it experienced any difficulties in the recruitment and retention of experienced staff. The Directors believe that the Group has a good working relationship with its employees.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the three months ended 31 March 2020.

僱員及薪酬政策

董事相信，僱員素質為本集團持續增長及改善其盈利能力的最重要因素。本集團的僱員薪酬乃按工作表現、資歷及當前行業慣例釐定。除基本薪金及強制性公積金外，本集團亦提供醫療保障計劃及購股權等員工福利。

董事會薪酬委員會定期檢討本集團之薪酬政策，而董事會之薪酬乃參考市場條款、公司表現及個人資歷及表現釐定。本集團旨在招聘、挽留及發展能幹而對本集團長遠成功及增長有承擔的人士。僱員的薪酬及其他福利均每年檢討，以應對市況及趨勢，亦以資歷、經驗、責任及表現為基準。

主要管理層的現時薪酬乃按個別人士的表現及市場趨勢釐定。

於回顧期間，本集團與其僱員之間並無發生任何重大問題，亦無因勞資糾紛而引致營運受到干擾，且在招聘及挽留有經驗員工方面亦無遭遇任何困難。董事相信，本集團與其僱員維持良好工作關係。

買賣或贖回本公司上市證券

本公司及其任何附屬公司於截至二零二零年三月三十一日止三個月概無買賣或贖回本公司任何上市證券。

COMPETING INTERESTS

None of the Directors or controlling shareholders of the Company (as defined in the GEM Listing Rules) or their respective close associates had any interest, whether directly or indirectly, in a business which competes or may compete with the business of the Group.

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance with sound and reasonable corporate governance practices and procedures with an aim of maximizing the shareholders' interests as well as to enhancing the stakeholders' transparency and accountability. In this respect, to the best knowledge of the Board, the Company has complied with all of the code provisions set out in the Corporate Governance Code contained in Appendix 15 of the GEM Listing Rules then in force during the three months ended 31 March 2020.

REQUIRED STANDARD OF DEALINGS 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 set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company throughout the three months ended 31 March 2020.

競爭權益

董事或本公司控股股東（定義見GEM上市規則）或彼等各自之緊密聯繫人概無於與本集團業務構成競爭或可能構成競爭之業務中擁有任何直接或間接權益。

企業管治

本公司致力通過完善及合理的企業管治常規及程序保持高水準的企業管治，旨在為股東帶來最大利益，同時提高對權益關涉者之透明度及問責性。有關此方面，就董事會所知，於截至二零二零年三月三十一日止三個月，本公司已遵守GEM上市規則附錄15所載企業管治守則其時有效的所有守則條文，惟以下所述者除外：

董事進行證券交易的必守標準

本公司已採納一套有關董事進行證券交易之行為守則，其條款不遜於GEM上市規則第5.48條至5.67條所載之規定交易標準。本公司已向全體董事作出特定查詢，而全體董事已確認，彼等於截至二零二零年三月三十一日止三個月一直遵守有關規定交易標準及本公司所採納有關董事進行證券交易之行為守則。

ADDITIONAL INFORMATION

附加資料

AUDIT COMMITTEE

The Company has established the Audit Committee in 2002 with written terms of reference, which deal clearly with its authorities and duties. The primary duties of the Audit Committee are to review the Company's annual reports and financial statements, interim reports and quarterly reports and discuss with the management over issues relating to auditing, internal control and financial reporting.

During the three months ended 31 March 2020 and as at the date of this report, the Audit Committee comprises three independent non-executive Directors, namely Mr. Chui Chi Yun Robert (Chairman), Mr. Li Kit Chee and Mr. Lam Kwok Hing Wilfred. The Group's unaudited results for the three months ended 31 March 2020 have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results has complied with applicable accounting standards and requirements and that adequate disclosures have been made.

On behalf of the Board

National Arts Entertainment and Culture Group Limited

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

Chow Kai Weng

Associate Chairman, Executive Director and Chief Executive Officer

Hong Kong, 8 May 2020

審核委員會

本公司已於二零零二年成立審核委員會，並訂有書面職權範圍，清楚列明其權力與職責。審核委員會之主要職責為審閱本公司之年報及財務報表、中期報告及季度報告，並與管理層就有關審計、內部監控及財務報告等議題進行磋商。

截至二零二零年三月三十一日止三個月及於本報告日期，審核委員會由三名獨立非執行董事（即崔志仁先生（主席）、李傑之先生及林國興先生）組成。審核委員會已審閱本集團截至二零二零年三月三十一日止三個月之未經審核業績，認為有關業績已遵照適用會計準則及規定編製，並已作出充分披露。

代表董事會

國藝娛樂文化集團有限公司

(已委任臨時清盤人)

(作重組用途)

聯席主席、執行董事兼行政總裁

周啟榮

香港，二零二零年五月八日

BOARD OF DIRECTORS

Chairman and Executive Director
Mr. Sin Kwok Lam

Associate Chairman, Executive Director and Chief Executive Officer
Mr. Chow Kai Weng

Executive Directors
Mr. Cheng Wang Chun
Mr. Ho Leung Ting

Non-Executive Director
Dr. Lam Lee G.

Independent Non-executive Directors
Mr. Chui Chi Yun Robert
Mr. Li Kit Chee
Mr. Lam Kwok Hing Wilfred

COMPANY SECRETARY

Mr. Pang Yick Him

COMPLIANCE OFFICER

Mr. Chow Kai Weng

HEAD OFFICER AND PRINCIPAL PLACE OF BUSINESS

Rm. L&M, 21/F., Kings Wing Plaza
Phase 1, No. 3 On Kwan Street
Shek Mun, Shatin, N.T.
Hong Kong

SHARE REGISTRAR AND TRANSFER OFFICES

Principal share registrar and transfer office
Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Hong Kong branch share registrar and transfer office
Tricor Secretaries Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

董事會

主席兼執行董事
冼國林先生

聯席主席、執行董事兼行政總裁
周啟榮先生

執行董事
鄭弘駿先生
何亮霆先生

非執行董事
林家禮博士

獨立非執行董事
崔志仁先生
李傑之先生
林國興先生

公司秘書

彭翊謙先生

監院主任

周啟榮先生

總辦事處及營業地點

香港
新界沙田石門
安群街3號京瑞廣場1期
21樓L及M室

股份過戶及登記處

主要股份過戶及登記處
Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港股份過戶及登記分處
卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心54樓

CORPORATE INFORMATION

公司資料

AUTHORISED REPRESENTATIVES

Mr. Chow Kai Weng
Mr. Cheng Wang Chun

COMMITTEES

Audit Committee

Mr. Chui Chi Yun Robert (*Chairman*)
Mr. Li Kit Chee
Mr. Lam Kwok Hing Wilfred

Remuneration Committee

Mr. Chui Chi Yun Robert (*Chairman*)
Mr. Li Kit Chee
Mr. Lam Kwok Hing Wilfred

Nomination Committee

Mr. Sin Kwok Lam (*Chairman*)
Mr. Li Kit Chee
Mr. Lam Kwok Hing Wilfred

LEGAL ADVISORS

Conyers Dill & Pearman (Bermuda laws)
LCH Lawyers LLP (Hong Kong laws)

AUDITORS

Elite Partners CPA Limited
Certified Public Accountants
10/F., 8 Observatory Road
Tsim Sha Tsui
Kowloon
Hong Kong

PRINCIPAL BANKER

Hang Seng Bank

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

GROUP'S WEBSITE

<http://www.nationalarts.hk>

STOCK CODE

8228

授權代表

周啟榮先生
鄭弘駿先生

轄下委員會

審核委員會
崔志仁先生 (*主席*)
李傑之先生
林國興先生

薪酬委員會
崔志仁先生 (*主席*)
李傑之先生
林國興先生

提名委員會
冼國林先生 (*主席*)
李傑之先生
林國興先生

法律顧問

Conyers Dill & Pearman (百慕達法律)
呂鄭洪律師行有限法律責任合夥 (香港法律)

核數師

開元信德會計師事務所有限公司
執業會計師
香港
九龍
尖沙咀
天文臺道8號10樓

主要來往銀行

恒生銀行

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

本集團網址

<http://www.nationalarts.hk>

股份代號

8228



National Arts Entertainment and Culture Group Limited 國藝娛樂文化集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(於開曼群島註冊成立並於百慕達存續之有限公司)

Stock code 股份代號 : 8228

