

# CNC HOLDINGS LIMITED

## 中國新華電視控股有限公司

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

Stock code 股份代號 : 8356

INTERIM REPORT  
**2022/2023**  
中期報告



**CNC**

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

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

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

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

### 香港聯合交易所有限公司（「聯交所」）GEM之特色

GEM之定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資者應了解投資於該等公司之潛在風險，並應經過審慎周詳考慮後方作出投資決定。

由於GEM上市的公司普遍為中小型公司，在GEM買賣之證券可能會承受較於聯交所主板買賣之證券為高之市場波動風險，亦無法保證在GEM買賣之證券會有高流通量之市場。

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

## HIGHLIGHTS

- The Group's revenue for the six months ended 30 September 2022 increased by approximately 83.0% to approximately HK\$222.5 million (2021: approximately HK\$121.6 million).
- Loss of the Group for the six months ended 30 September 2022 decreased by approximately 97.2% to approximately HK\$1.1 million (2021: approximately HK\$37.0 million).
- Basic loss per Share attributable to the owners of the Company for the six months ended 30 September 2022 was approximately HK0.03 cent (2021: approximately HK0.90 cent).
- The Board does not recommend the payment of any dividend for the six months ended 30 September 2022.

## 摘要

- 本集團截至二零二二年九月三十日止六個月的收益增加約83.0%至約222,500,000港元(二零二一年:約121,600,000港元)。
- 截至二零二二年九月三十日止六個月的本集團虧損減少約97.2%至約1,100,000港元(二零二一年:約37,000,000港元)。
- 截至二零二二年九月三十日止六個月的本公司擁有人應佔每股股份基本虧損為約0.03港仙(二零二一年:約0.90港仙)。
- 董事會不建議就截至二零二二年九月三十日止六個月派付任何股息。

The board of Directors (the “Board”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 September 2022, together with the unaudited comparative figures for the corresponding periods in 2021, as follows:

董事會(「董事會」)欣然宣佈本公司及其附屬公司(統稱「本集團」)截至二零二二年九月三十日止六個月之未經審核簡明綜合業績連同二零二一年同期之未經審核比較數字如下：

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

## 簡明綜合損益及其他全面收益表(未經審核)

For the three months and six months ended 30 September 2022

截至二零二二年九月三十日止三個月及六個月

		Notes 附註	Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月	
			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Revenue	收益	4	222,540	121,578	97,651	68,608
Cost of services	服務成本		(220,672)	(136,553)	(97,379)	(75,588)
Gross profit/(loss)	毛利/(損)		1,868	(14,975)	272	(6,980)
Other income	其他收入	5	3,108	839	2,262	580
Other gains/(losses), net	其他收益/(虧損)淨額	6	7,539	(1,157)	6,844	(1,287)
Selling and distribution expenses	銷售及分銷開支		-	(385)	-	(192)
Administrative and operating expenses	行政及營運開支		(7,242)	(7,895)	(3,685)	(3,750)
Changes in fair value of financial assets at fair value through profit or loss	透過損益按公平值入賬之 金融資產之公平值變動		-	3,575	-	-
Profit/(loss) from operations	營運溢利/(虧損)	8	5,273	(19,998)	5,693	(11,629)
Finance costs	融資成本	10	(7,133)	(14,472)	(2,350)	(7,271)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利		(1,860)	(34,470)	3,343	(18,900)
Income tax	所得稅	11	810	(2,491)	(199)	(1,904)
(Loss)/profit for the period	期內(虧損)/溢利		(1,050)	(36,961)	3,144	(20,804)

		Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Other comprehensive (loss)/income: <i>Items that may be reclassified subsequently to profit or loss:</i>	其他全面(虧損)/收入: 其後可分類至損益的 項目:				
Exchange differences on translating foreign operations	換算境外業務之匯兌差額	(11)	9	(2)	13
Total comprehensive (loss)/income for the period	期內全面(虧損)/ 收入總額	(1,061)	(36,952)	3,142	(20,791)
(Loss)/profit for the period attributable to:	以下人士應佔期內(虧損) /溢利:				
– Owners of the Company	– 本公司擁有人	(1,082)	(36,388)	3,154	(20,442)
– Non-controlling interests	– 非控股權益	32	(573)	(10)	(362)
		(1,050)	(36,961)	3,144	(20,804)
Total comprehensive (loss)/income for the period attributable to:	以下人士應佔期內全面 (虧損)/收入總額:				
– Owners of the Company	– 本公司擁有人	(1,093)	(36,379)	3,152	(20,429)
– Non-controlling interests	– 非控股權益	32	(573)	(10)	(362)
		(1,061)	(36,952)	3,142	(20,791)
(Loss)/earnings per Share attributable to the owners of the Company	本公司擁有人應佔每股 股份(虧損)/盈利				
– Basic (HK cent(s))	– 基本(港仙)	(0.03)	(0.90)	0.08	(0.50)
– Diluted (HK cent(s))	– 攤薄(港仙)	(0.03)	(0.90)	0.06	(0.50)

Notes  
附註

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# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

At 30 September 2022 於二零二二年九月三十日

			As at 30 September 2022 於二零二二年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2022 於二零二二年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
		Notes 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	14	17,436	17,922
Right-of-use assets	使用權資產		7,428	3,975
			<u>24,864</u>	<u>21,897</u>
<b>Current assets</b>	<b>流動資產</b>			
Trade and other receivables	貿易及其他應收款項	15	93,275	124,266
Contract assets	合約資產		47,739	24,758
Cash and cash equivalents	現金及現金等價物		64,370	42,560
Tax recoverable	可收回稅項		211	-
			<u>205,595</u>	<u>191,584</u>
<b>Total assets</b>	<b>總資產</b>		<u>230,459</u>	<u>213,481</u>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	16	186,678	217,335
Contract liabilities	合約負債		112,194	65,228
Lease liabilities	租賃負債		4,667	2,648
Promissory note	承兌票據		-	44,949
Convertible notes	可換股票據		257,030	257,030
Employee benefits	僱員福利		7,590	7,590
Tax payable	應付稅項		-	807
			<u>568,159</u>	<u>595,587</u>
<b>Net current liabilities</b>	<b>流動負債淨額</b>		<u>(362,564)</u>	<u>(404,003)</u>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<u>(337,700)</u>	<u>(382,106)</u>

			As at <b>30 September</b> <b>2022</b> 於二零二二年 九月三十日 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	As at 31 March 2022 於二零二二年 三月三十一日 (Audited) (經審核) <b>HK\$'000</b> 千港元
		<i>Notes</i> 附註		
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Interest payables	應付利息	16	<b>6,665</b>	–
Lease liabilities	租賃負債		<b>1,217</b>	1,221
Promissory note	承兌票據		<b>38,593</b>	–
Deferred tax liabilities	遞延稅項負債		<b>2,194</b>	1,981
			<b>48,669</b>	3,202
<b>Total liabilities</b>	<b>總負債</b>		<b>616,828</b>	598,789
<b>Net liabilities</b>	<b>負債淨額</b>		<b>(386,369)</b>	(385,308)
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	17	<b>4,055</b>	4,055
Reserves	儲備		<b>(391,944)</b>	(390,851)
			<b>(387,889)</b>	(386,796)
Non-controlling interests	非控股權益		<b>1,520</b>	1,488
<b>Total Equity</b>	<b>總權益</b>		<b>(386,369)</b>	(385,308)

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED) 簡明綜合權益變動表 (未經審核)

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

		Share capital	Share Premium*	Capital reserves*	Convertible notes equity reserves*	Foreign currency translation reserves*	Other reserves*	Accumulated losses*	Total	Non-controlling interests	Total equity
		股本	股份溢價*	資本儲備*	可換股票據權益儲備*	外幣換算儲備*	其他儲備*	累計虧損*	總計	非控股權益	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
As at 1 April 2022	於二零二二年四月一日	4,055	1,238,195	2,758	14,400	(1,683)	41,214	(1,685,735)	(386,796)	1,488	(385,308)
(Loss)/profit for the period	期內(虧損)/溢利	-	-	-	-	-	-	(1,082)	(1,082)	32	(1,050)
Other comprehensive loss for the period: Items that may be reclassified subsequently to profit or loss:	期內其他全面虧損: 其後可重新分類至損益的項目:										
Exchange differences on translating foreign operations	換算境外業務之匯兌差額	-	-	-	-	(11)	-	-	(11)	-	(11)
Total comprehensive (loss)/income for the period	期內全面(虧損)/收益總額	-	-	-	-	(11)	-	(1,082)	(1,093)	32	(1,061)
As at 30 September 2022 (unaudited)	於二零二二年九月三十日 (未經審核)	4,055	1,238,195	2,758	14,400	(1,694)	41,214	(1,686,817)	(387,889)	1,520	(386,369)
As at 1 April 2021	於二零二一年四月一日	4,055	1,238,195	2,758	14,400	(1,720)	41,214	(1,644,006)	(345,104)	1,911	(343,193)
Loss for the period	期內虧損	-	-	-	-	-	-	(36,388)	(36,388)	(573)	(36,961)
Other comprehensive income for the period: Items that may be reclassified subsequently to profit or loss:	期內其他全面收益: 其後可重新分類至損益的項目:										
Exchange differences on translating foreign operations	換算境外業務之匯兌差額	-	-	-	-	9	-	-	9	-	9
Total comprehensive income/(loss) for the period	期內全面收益/(虧損)總額	-	-	-	-	9	-	(36,388)	(36,379)	(573)	(36,952)
As at 30 September 2021 (unaudited)	於二零二一年九月三十日 (未經審核)	4,055	1,238,195	2,758	14,400	(1,711)	41,214	(1,680,394)	(381,483)	1,338	(380,145)

\* The aggregate amount of these balances of approximately HK\$391,944,000 in deficit (31 March 2022: approximately HK\$390,851,000) is included as reserves in the condensed consolidated statement of financial position.

\* 該等結餘款額合共虧絀約391,944,000港元(二零二二年三月三十一日:約390,851,000港元)已計入簡明綜合財務狀況表內作為儲備。



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

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<b>Net cash generated from/(used in) operating activities</b>	經營活動所得／(所用) 現金淨額	<b>27,286</b>	(23,656)
<b>Investing activities</b>	投資活動		
Purchase of property, plant and equipment	購買物業、廠房及設備	<b>(3,982)</b>	(4,105)
Other cash flows generated from investing activities	投資活動產生之其他現金流量	<b>987</b>	9,018
<b>Net cash (used in)/generated from investing activities</b>	投資活動(所用)／所得 現金淨額	<b>(2,995)</b>	4,913
<b>Net cash used in financing activities</b>	融資活動所用現金淨額	<b>(2,463)</b>	(2,965)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少) 淨額	<b>21,828</b>	(21,708)
<b>Cash and cash equivalents at the beginning of the period</b>	期初現金及現金等價物	<b>42,560</b>	66,743
<b>Effects of foreign exchange rate changes</b>	匯率變動之影響	<b>(18)</b>	8
<b>Cash and cash equivalents at the end of the period</b>	期末現金及現金等價物	<b>64,370</b>	45,043
<b>Analysis of cash and cash equivalents</b>	現金及現金等價物分析		
Cash and bank balances	現金及銀行結餘	<b>64,370</b>	45,043

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 未經審核簡明綜合財務報表附註

For the six months ended 30 September 2022 截至二零二二年九月三十日止六個月

## 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 15 March 2010 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The registered office and principal place of business of the Company are located at the offices of Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and Flat 314, 3/F., Fuk Shing Commercial Building, 28 On Lok Mun Street, Fanling, New Territories respectively. Its substantial shareholder is China Xinhua News Network Co., Limited (“China Xinhua NNC”), a private limited company incorporated in Hong Kong and wholly-owned by 中國新華新聞電視網有限公司 (“CNC China”) (a company incorporated in the PRC), which owns 29.31% of the issued share capital of the Company.

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

The principal activities of the Company are investment holding. The subsidiaries are engaged in the provision of civil engineering services for the public sector in Hong Kong.

## 1. 一般資料

本公司於二零一零年三月十五日根據開曼群島第22章公司法（一九六一年法例3，經綜合及修訂）於開曼群島註冊成立為獲豁免有限責任公司。本公司之註冊辦事處及主要營業地點分別為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands及新界粉嶺安樂門街28號福成商業大廈3樓314室。其主要股東為中國新華新聞電視網有限公司（「中國新華新聞電視網」），一間於香港註冊成立的私營有限公司，由中國新華新聞電視網有限公司（「中國新華新聞電視網（中國）」）（一間於中國註冊成立之公司）全資擁有，而中國新華新聞電視網擁有本公司已發行股本之29.31%。

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

本公司的主要業務為投資控股。其附屬公司從事在香港為公營部門提供土木工程服務。

## 2. BASIS OF PRESENTATION AND PRINCIPAL ACCOUNTING POLICIES

### (a) Statement of compliance

The unaudited condensed consolidated interim financial statements for the six months ended 30 September 2022 (the “Interim Financial Statements”) have been prepared in accordance with the Hong Kong Accounting Standards (“HKAS”) 34 “Interim Financial Reporting”, other relevant Hong Kong Accounting Standards, Interpretations and the Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the disclosure requirements of the GEM Listing Rules.

### (b) Basis of preparation

The accounting policies and method of the computation used in the preparation of the Interim Financial Statements are consistent with those used in the annual report for the year ended 31 March 2022, except for those related to new standards and interpretations effective for the first time periods beginning on 1 April 2022 and expected to be reflected in the forthcoming annual financial statements.

The Interim Financial Statements have been prepared under the historical cost convention except for certain financial instruments that are measured at fair values at the end of each reporting period and are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

## 2. 呈列基準及主要會計政策

### (a) 遵例聲明

截至二零二二年九月三十日止六個月之未經審核簡明綜合中期財務報表（「中期財務報表」）乃根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」、其他相關香港會計準則、詮釋及香港財務報告準則（「香港財務報告準則」）以及GEM上市規則之披露規定編製。

### (b) 編製基準

編製中期財務報表所用之會計政策及計算方式與截至二零二二年三月三十一日止年度之年度報告所採納者一致，惟有關於二零二二年四月一日開始之期間首次生效之新準則及詮釋除外，預計其將反映在下一份年度財務報表上。

中期財務報表乃根據歷史成本慣例編製，惟若干金融工具於各報告期末按公平值計量除外，並以亦為本公司功能貨幣之港元（「港元」）呈列。

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

### (c) Going Concern

In preparing the Interim Financial Statements, the Directors have given careful consideration to the future liquidity of the Group in view of fact that:

- The Group has incurred an unaudited net loss of approximately HK\$1,050,000 during the six months ended 30 September 2022 and, as of that date, the Group had unaudited net current liabilities and unaudited net liabilities of approximately HK\$362,564,000 and HK\$386,369,000 respectively;
- As at 30 September 2023, the Group had convertible notes of principal amount of approximately HK\$257,030,000 (the “Convertible Notes”) and interests thereon of approximately HK\$70,381,000 (the “Convertible Notes Interest”) in respect of which the Group was in default in settlement as at the date of this report;
- the Group owed the amount to a substantial shareholder of approximately HK\$24,587,000 (the “On Demand Debt”) as at 30 September 2023 which was repayable on demand; and
- the Group’s promissory notes of approximately HK\$38,593,000 and interest thereon of approximately HK\$6,665,000 which are due for repayment in the next twelve months after the date of this report (the “Promissory Notes”).

The conditions described above indicate the existence of a material uncertainty that cast significant doubt on the Group’s ability to continue as a going concern. Therefore, the Group may be unable to realize its assets and discharge its liabilities in the normal course of business.

## 2. 呈列基準及主要會計政策 (續)

### (c) 持續經營

於編製中期財務報表時，鑑於以下各項，董事已審慎考慮本集團之未來流動性：

- 截至二零二二年九月三十日止六個月，本集團產生未經審核淨虧損約1,050,000港元，及截至該日，本集團分別錄得未經審核流動負債淨額約362,564,000港元及未經審核負債淨額約386,369,000港元；
- 於二零二三年九月三十日，本集團之可換股票據本金額約為257,030,000港元（「可換股票據」）及其利息約為70,381,000港元（「可換股票據利息」），其中於本報告日期本集團尚未償還可換股票據及可換股票據利息；
- 於二零二三年九月三十日，本集團結欠一名主要股東款項約為24,587,000港元（「按要求償還債務」）為須按要求償還；及
- 本集團約為38,593,000港元的承兌票據及其利息約為6,665,000港元，並將於本報告日期後未來十二個月內到期償還（「承兌票據」）。

上述情況表明存在重大不確定性，導致對本集團繼續持續經營之能力產生重大疑慮。因此，本集團可能無法於正常業務過程中變現其資產及履行其債務。

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

### (c) Going Concern (Continued)

The Group is actively exploring options to restructure the capital and debts of the Group including but not limited to the followings:

1. the Company has entered into a conditional agreement with Mr. Kan Kwok Cheung ("Mr. Kan"), a shareholder of the Company, for the allotment and issuance of a total of 1,666,666,667 subscription shares at the share subscription price of HK\$0.012 per subscription share for a total consideration of approximately HK\$20,000,000;
2. the Company has entered into a conditional agreement with the holder of the Convertible Notes, which is also a substantial shareholder of the Company, for the amendments of certain terms of the Convertible Notes in relation to, among others, the amendment of interest rate from 3% to 0.8% per annum and the extension of the maturity date of the Convertible Notes to 9 December 2025;
3. the Company has entered into a conditional agreement to issue new convertible notes in the principal amount of approximately HK\$64,128,000 to set off the Convertible Notes Interest;
4. the Company has entered into a conditional agreement to issue new convertible bonds in the principal amount of HK\$16,240,000 to set off part of the outstanding balance of the On Demand Debt;
5. the Company is negotiating with its promissory notes holder to extend the repayment dates of principal and the interest amounts accrued on the Promissory Notes; and
6. Mr. Kan has confirmed to provide financial support to the Group in a reasonable manner under relevant laws and regulatory requirements and also granted a loan facility up to HK\$60,000,000 to the Group to maintain the going concern of the Company.

## 2. 呈列基準及主要會計政策 (續)

### (c) 持續經營 (續)

本集團正積極探索重組本集團資本及債務的方案，包括但不限於以下方案：

1. 本公司已與本公司股東簡國祥先生（「簡先生」）訂立有條件協議，按股份認購價每股認購股份0.012港元配發及發行合共1,666,666,667股認購股份，總代價約為20,000,000港元；
2. 本公司已與可換股票據持有人（亦為本公司主要股東）訂立有條件協議，以修訂可換股票據的若干條款，涉及（其中包括）將年利率由3%修訂為0.8%及將可換股票據到期日延長至二零二五年十二月九日；
3. 本公司已訂立有條件協議，發行本金額為約64,128,000港元的新可換股票據，以抵銷可換股票據利息；
4. 本公司已訂立有條件協議，以發行本金額為16,240,000港元的新可換股債券，以抵銷部分按按要求償還債務的尚未償還結餘；
5. 本公司正與其承兌票據持有人磋商延長承兌票據本金及應計利息的償還日期；及
6. 簡先生已確認將根據相關法律及監管要求，以合理方式向本集團提供財務支持並向本集團授予貸款融資高達60,000,000港元，以維持本公司的持續經營。

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

### (c) Going Concern (Continued)

In addition, the management of the Company is endeavoring to improve the Group's operating results and cash flows through cost control measures and will focus on the existing business of the Group.

The directors of the Company are of the opinion that it is appropriate to prepare the Interim Financial Statements on going concern basis. The validity of the preparation of the Interim Financial Statements on going concern basis depends on the successful eventual outcome of the above-mentioned plans and measures, which are inherently uncertain, including whether the Group will be able to successfully negotiate and agree with the holders of Convertible Notes and Promissory Notes to amend, renew or extend the existing debts or complete shares subscription to provide funds for the Group to meet its liabilities as they fall due.

As at the date of approval for issuance of the Interim Financial Statements, the above-mentioned plans have been initially formulated but the eventual outcome cannot be determined with reasonable certainty and are still subject to multiple uncertainties. Accordingly, the material uncertainty that cast significant doubt on the Group's ability to continue as a going concern remains in existence as at the date of approval for issuance of the Interim Financial Statements. Should the Group fail to achieve successful outcomes from the above-mentioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying amounts of the Group's assets to their net recoverable amounts, to provide for any further liabilities that may arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these adjustments have not been reflected in the Interim Financial Statements.

## 2. 呈列基準及主要會計政策 (續)

### (c) 持續經營 (續)

此外，本公司管理層正努力透過成本控制措施改善本集團之經營業績及現金流，並將專注於本集團之現有業務。

本公司董事認為，按持續經營基準編製中期財務報表乃屬適當。按持續經營基準編製中期財務報表之有效性取決於上述本身具有不確定性之計劃及措施之最終結果是否圓滿，其中包括本集團是否將能夠成功與可換股票據及承兌票據持有人磋商並達成協議以修訂、重續或延長現有債務或完成股份認購，為本集團提供資金以履行到期債務。

於批准發佈中期財務報表日期，上述計劃已獲初步制定，惟最終結果無法以合理確定因素予以確定，並受多項不確定因素規限。因此，於批准發佈中期財務報表日期，對本集團持續經營能力產生重大疑慮的重大不確定性仍然存在。倘本集團未能因上述計劃及措施獲得圓滿結果，其可能無法繼續按持續基準營運，則須作出調整以將本集團資產之賬面值撇減至其可收回淨額，就可能產生之任何未來負債計提撥備以及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整之影響並未於中期財務報表中反映。

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current period, the Group has applied, for the first time, the following new and amendments to Hong Kong Accounting Standards (“HKASs”) and Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are relevant for the preparation of the Group’s unaudited condensed consolidated financial statements:

Amendments to HKFRS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020
Amendments to Accounting Guideline 5	Merger Accounting to Common Control Combinations

The application of the other new and amendments to HKASs and HKFRSs in the current period has had no material effect on the amounts reported in Interim Financial Statements and/or disclosures set out in Interim Financial Statements.

### 3. 採納新訂及經修訂香港財務報告準則

於本期間，本集團已首次應用以下由香港會計師公會（「香港會計師公會」）頒佈與編製本集團未經審核簡明綜合財務報表有關之新訂及經修訂香港會計準則（「香港會計準則」）及香港財務報告準則（「香港財務報告準則」）：

香港財務報告準則第16號（修訂本）	物業、廠房及設備—作擬定用途前之所得款項
香港會計準則第37號（修訂本）	虧損性合約—履行合約之成本
香港財務報告準則第3號（修訂本）	概念框架的引用
香港財務報告準則（修訂本）	香港財務報告準則二零一八年至二零二零年之年度改進
會計指引第5號（修訂本）	共同控制合併的合併會計處理

於本期間應用其他新訂及經修訂香港會計準則及香港財務報告準則對中期財務報表所呈報之金額及／或中期財務報表所載之披露並無產生重大影響。

#### 4. REVENUE

Revenue recognised during the three months and six months ended 30 September 2022 and 30 September 2021 were as follows:

		Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月	
		2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元
Construction works	建築工程	222,540	121,578	97,651	68,608
Revenue recognised over time	隨時間確認收益	222,540	121,578	97,651	68,608

#### 4. 收益

截至二零二二年九月三十日及二零二一年九月三十日止三個月及六個月確認的收益如下：

#### 5. OTHER INCOME

Other income recognised during the three months and six months ended 30 September 2022 and 30 September 2021 were as follows:

		Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月	
		2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元
Interest income	利息收入	2	41	1	23
Government subsidies (Note)	政府補助 (附註)	2,212	-	1,367	-
Sundry income	雜項收入	894	798	894	557
		3,108	839	2,262	580

#### 5. 其他收入

截至二零二二年九月三十日及二零二一年九月三十日止三個月及六個月確認之其他收入如下：

Note: During the six months ended 30 September 2022, the Group recognised Government grant of approximately HK\$2,212,000 (30 September 2021: HK\$Nil) in respect of COVID-19 related subsidies which is related to Employment Support Scheme provided by Hong Kong Government.

附註：於截至二零二二年九月三十日止六個月，本集團就與香港政府所提供之保就業計劃有關之COVID-19相關補助確認政府補助約2,212,000港元(二零二一年九月三十日：零港元)。



## 6. OTHER GAINS/(LOSSES), NET

Other gains/(losses), net recognised during the three months and six months ended 30 September 2022 and 30 September 2021 were as follows:

## 6. 其他收益／(虧損)淨額

截至二零二二年九月三十日及二零二一年九月三十日止三個月及六個月確認之其他收益／(虧損)淨額如下：

	Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月		
	2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	
Exchange (loss)/gains, net	匯兌(虧損)／ 收益淨額	(7)	1	(4)	—
Net gains on disposal of property, plant and equipment	出售物業、廠房及 設備之收益淨額	473	364	320	143
Reversal of/(allowance for) expected credit losses recognised for trade receivables, net	就貿易應收款項確認 之預期信貸虧損 撥回／(撥備)， 淨額	518	(1,250)	66	(1,221)
Allowance for expected credit losses recognised for contract assets, net	就合約資產確認之 預期信貸虧損 撥備，淨額	(212)	(252)	(305)	(159)
Reversal of/(allowance for) expected credit losses recognised for other receivables and deposits, net	就其他應收款項及 按金確認之預期 信貸虧損撥回／ (撥備)，淨額	45	(20)	45	(50)
Gain on modification of promissory note	修訂承兌票據之收益	6,722	—	6,722	—
		<b>7,539</b>	<b>(1,157)</b>	<b>6,844</b>	<b>(1,287)</b>

## 7. SEGMENT INFORMATION

The Group's segment information is presented on the basis of internal reports that are regularly reviewed by the executive Directors, being the chief operating decision maker ("CODM") in order to allocate resources to the segments and assess their performance.

Specifically, the Group's reportable segments under HKFRS 8 are as follows:

- (i) Provision of civil engineering services – provision of waterworks engineering services, road works and drainage services and site formation works for public sector in Hong Kong; and
- (ii) Media and advertising business – (a) the business of broadcasting television programmes on television channels operated by television broadcasting companies in the Asia-Pacific region (excluding the PRC) and (b) business of promoting digital marketing activities on overseas video platform in return for advertising and related revenue.

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

## 7. 分部資料

本集團之分部資料乃根據執行董事（即主要營運決策者（「主要營運決策者」））為分配資源至各分部及評估各分部表現而定期檢討之內部報告予以呈報。

具體而言，本集團根據香港財務報告準則第8號之可呈報分部如下：

- (i) 提供土木工程服務—為香港公營部門提供水務工程服務、道路工程及渠務服務，亦從事地盤平整工程；及
- (ii) 媒體及廣告業務—(a)在位於亞太區（不包括中國）之電視播放公司所經營之電視頻道進行電視節目播放的業務及(b)於海外視頻平台推廣數碼營銷活動，以取得廣告及相關收益之業務。

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

## 7. SEGMENT INFORMATION (Continued)

### Segment revenue and results

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

For the six months ended 30 September 2022

Revenue from external customers	來自外部客戶之收益
Reportable segment results	可呈報分部業績
Unallocated corporate income	未分配企業收入
Unallocated corporate expenses	未分配企業開支
Finance costs	融資成本
Loss before income tax	除所得稅前虧損

## 7. 分部資料 (續)

### 分部收益及業績

本集團按可呈報分部劃分的收益及業績分析如下。

截至二零二二年九月三十日止六個月

Provision of civil engineering services 提供土木工程 服務 (Unaudited) (未經審核) HK\$'000 千港元	Media and advertising business 媒體及 廣告業務 (Unaudited) (未經審核) HK\$'000 千港元	Total 總計 (Unaudited) (未經審核) HK\$'000 千港元
222,540	-	222,540
275	(260)	15
		6,722
		(1,464)
		(7,133)
		(1,860)

## 7. SEGMENT INFORMATION (Continued)

### Segment revenue and results (Continued)

For the six months ended 30 September 2021

		Provision of civil engineering services 提供土木工程 服務 (Unaudited) (未經審核) HK\$'000 千港元	Media and advertising business 媒體及 廣告業務 (Unaudited) (未經審核) HK\$'000 千港元	Total 總計 (Unaudited) (未經審核) HK\$'000 千港元
Revenue from external customers	來自外部客戶之收益	121,578	–	121,578
Reportable segment results	可呈報分部業績	(20,126)	(1,148)	(21,274)
Unallocated corporate income	未分配企業收入			3,615
Unallocated corporate expenses	未分配企業開支			(2,339)
Finance costs	融資成本			(14,472)
Loss before income tax	除所得稅前虧損			(34,470)

There were no inter-segment sales for the six months ended 30 September 2022 and 30 September 2021.

Segment profit/(loss) represents the profit earned/loss incurred by each segment without allocation of central administration costs, interest income, finance costs, gain on modification of promissory note, change in fair value of financial assets at fair value through profit or loss and income tax expenses. This is the measure reported to the CODM for the purpose of resource allocation and assessment of segment performance.

## 7. 分部資料 (續)

### 分部收益及業績 (續)

截至二零二一年九月三十日止六個月

		Provision of civil engineering services 提供土木工程 服務 (Unaudited) (未經審核) HK\$'000 千港元	Media and advertising business 媒體及 廣告業務 (Unaudited) (未經審核) HK\$'000 千港元	Total 總計 (Unaudited) (未經審核) HK\$'000 千港元
Revenue from external customers	來自外部客戶之收益	121,578	–	121,578
Reportable segment results	可呈報分部業績	(20,126)	(1,148)	(21,274)
Unallocated corporate income	未分配企業收入			3,615
Unallocated corporate expenses	未分配企業開支			(2,339)
Finance costs	融資成本			(14,472)
Loss before income tax	除所得稅前虧損			(34,470)

截至二零二二年九月三十日及二零二一年九月三十日止六個月概無分部間銷售。

分部溢利／(虧損)指各分部在未分配中央行政成本、利息收入、融資成本、修訂承兌票據之收益、透過損益按公平值入賬之金融資產公平值變動及所得稅開支前所賺取的溢利／產生的虧損。此乃向主要營運決策者呈報以供其分配資源及評估分部表現之計量方式。

## 7. SEGMENT INFORMATION (Continued)

### Segment assets and liabilities

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

As at 30 September 2022

Segment assets Unallocated	分部資產 未分配
<b>Consolidated assets</b>	<b>綜合資產</b>
Segment liabilities Unallocated	分部負債 未分配
<b>Consolidated liabilities</b>	<b>綜合負債</b>

## 7. 分部資料 (續)

### 分部資產及負債

本集團按可呈報及營運分部劃分的資產及負債分析如下：

於二零二二年九月三十日

Provision of civil engineering services 提供土木 工程服務 (Unaudited) (未經審核) HK\$'000 千港元	Media and advertising business 媒體及 廣告業務 (Unaudited) (未經審核) HK\$'000 千港元	Total 總計 (Unaudited) (未經審核) HK\$'000 千港元
165,032	46	165,078
		<u>65,381</u>
		<b>230,459</b>
200,085	34,337	234,422
		<u>382,406</u>
		<b>616,828</b>

## 7. SEGMENT INFORMATION (Continued)

### Segment assets and liabilities (Continued)

As at 31 March 2022

		Provision of civil engineering services 提供土木 工程服務 (Audited) (經審核) HK\$'000 千港元	Media and advertising business 媒體及 廣告業務 (Audited) (經審核) HK\$'000 千港元	Total 總計 (Audited) (經審核) HK\$'000 千港元
Segment assets	分部資產	170,104	46	170,150
Unallocated	未分配			43,331
<b>Consolidated assets</b>	<b>綜合資產</b>			<b>213,481</b>
Segment liabilities	分部負債	182,623	34,345	216,968
Unallocated	未分配			381,821
<b>Consolidated liabilities</b>	<b>綜合負債</b>			<b>598,789</b>

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

- all assets are allocated to operating segments other than financial assets at fair value through profit or loss, cash and cash equivalents, tax recoverable and corporate assets; and
- all liabilities are allocated to operating segments other than convertible notes, current and deferred tax liabilities, promissory note and corporate liabilities.

## 7. 分部資料 (續)

### 分部資產及負債 (續)

於二零二二年三月三十一日

		Provision of civil engineering services 提供土木 工程服務 (Audited) (經審核) HK\$'000 千港元	Media and advertising business 媒體及 廣告業務 (Audited) (經審核) HK\$'000 千港元	Total 總計 (Audited) (經審核) HK\$'000 千港元
Segment assets	分部資產	170,104	46	170,150
Unallocated	未分配			43,331
<b>Consolidated assets</b>	<b>綜合資產</b>			<b>213,481</b>
Segment liabilities	分部負債	182,623	34,345	216,968
Unallocated	未分配			381,821
<b>Consolidated liabilities</b>	<b>綜合負債</b>			<b>598,789</b>

為監察分部表現及於分部間作資源分配：

- 除透過損益按公平值入賬之金融資產、現金及現金等價物、可收回稅項及企業資產外，所有資產均分配至營運分部；及
- 除可換股票據、當期及遞延稅項負債、承兌票據及企業負債外，所有負債均分配至營運分部。

## 7. SEGMENT INFORMATION (Continued)

### Information about major customers

Revenue from major customers during the six months ended 30 September 2022 and 30 September 2021 were as follows:

Customer A (note (i) and (ii))	客戶甲 (附註(i)及(ii))
Customer B (note (i))	客戶乙 (附註(i))
Customer C (note (i))	客戶丙 (附註(i))
Customer D (note (i) and (ii))	客戶丁 (附註(i)及(ii))
Customer E (note (i) and (ii))	客戶戊 (附註(i)及(ii))
Customer F (note (i) and (ii))	客戶己 (附註(i)及(ii))
Customer H (note (i) and (ii))	客戶庚 (附註(i)及(ii))

#### Note:

- (i) Revenue from provision of civil engineering services.
- (ii) No information was disclosed as the corresponding revenue did not contribute over 10% of the Group's revenue for the respective period.

## 7. 分部資料 (續)

### 有關主要客戶之資料

截至二零二二年九月三十日及二零二一年九月三十日止六個月，來自主要客戶之收益如下：

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

2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元
–	29,811
<b>34,428</b>	22,727
<b>43,262</b>	38,129
–	19,218
<b>42,002</b>	–
<b>27,715</b>	–
<b>48,540</b>	–

#### 附註：

- (i) 提供土木工程服務之收益。
- (ii) 由於相關收益並無佔本集團於各期間之收益10%以上，故並無披露有關資料。

## 8. PROFIT/(LOSS) FROM OPERATIONS

Profit/(loss) from operations is arrived at after charging/ (crediting) the following:

## 8. 營運溢利／（虧損）

營運溢利／（虧損）乃經扣除／（計入）以下各項後計算得出：

		Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月	
		2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元
Contract costs recognised as expense	確認為開支之合約成本	220,672	136,553	97,379	75,588
Depreciation of property, plant and equipment	物業、廠房及設備折舊	3,956	5,940	1,939	2,930
Depreciation of right-of-use assets	使用權資產折舊	905	46	533	6
Changes in fair value of financial assets at fair value through profit or loss	透過損益按公平值入賬之金融資產之公平值變動	-	(3,575)	-	-
Staff costs (note 9)	員工成本 (附註9)	49,721	41,352	23,979	20,697



## 9. STAFF COSTS

## 9. 員工成本

	Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月	
	2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元
Staff costs (including Directors' remuneration) comprise:				
Wages, salaries and other benefits	48,632	40,437	23,624	20,122
Contribution to defined contribution retirement plan	1,089	915	355	575
	<b>49,721</b>	<b>41,352</b>	<b>23,979</b>	<b>20,697</b>

## 10. FINANCE COSTS

## 10. 融資成本

	Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月	
	2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元
Interests on:				
Lease liabilities	120	43	74	16
Promissory note	760	860	332	433
Default interest of convertible notes	6,253	-	1,944	-
Convertible notes	-	13,569	-	6,822
	<b>7,133</b>	<b>14,472</b>	<b>2,350</b>	<b>7,271</b>

## 11. INCOME TAX

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

## 11. 所得稅

未經審核簡明綜合損益及其他全面收益表之所得稅金額如下：

		Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月	
		2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元
Current tax	當期稅項				
– Hong Kong profits tax	– 香港利得稅				
– Provision for the period	– 本期間撥備	70	1,977	–	1,500
– (over)/under-provision in respect of prior years	– 過往年度 (超額撥備) / 撥備不足	(1,093)	(17)	–	9
		(1,023)	1,960	–	1,509
Deferred tax	遞延稅項				
– Provision for the period	– 本期間撥備	213	531	199	395
Income tax (credit)/expense	所得稅 (抵免) / 開支	(810)	2,491	199	1,904

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

根據香港利得稅的利得稅兩級制，合資格集團實體的首筆2,000,000港元溢利將以8.25%的稅率徵稅，而超過2,000,000港元之溢利將以16.5%的稅率徵稅。不符合利得稅兩級制資格的集團實體的溢利將繼續按16.5%的統一稅率徵稅。因此，合資格集團實體的香港利得稅按估計應課稅溢利首2,000,000港元8.25%計算，而超過2,000,000港元的估計應課稅溢利按16.5%計算。

## 11. INCOME TAX (Continued)

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

Under the prevailing tax law in the PRC, the Enterprise Income Tax rate of the subsidiary of the Company incorporated in the PRC is 25% (2021: 25%).

## 12. DIVIDENDS

The Board does not recommend the payment of any dividend for each of the three months and six months ended 30 September 2022 respectively (2021: nil).

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

The calculations of basic earnings/(loss) per Share for the three months and six months ended 30 September 2022 is based on the unaudited consolidated profit of approximately HK\$3,154,000 and loss of approximately HK\$1,082,000 attributable to the owners of the Company for each of the three months and six months ended 30 September 2022 respectively (three months and six months ended 30 September 2021: loss of approximately HK\$20,442,000 and loss of approximately HK\$36,388,000 respectively) and the weighted average number of 4,055,349,947 Shares and 4,055,349,947 Shares in issue for the three months and six months ended 30 September 2022 respectively (weighted average number of Shares in issue for the three months and six months ended 30 September 2021: 4,055,349,947 Shares and 4,055,349,947 Shares respectively) as if they had been in issue throughout the periods.

## 11. 所得稅 (續)

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

根據中國現行稅法，本公司於中國註冊成立之附屬公司之企業所得稅稅率為25% (二零二一年：25%)。

## 12. 股息

董事會不建議派付分別截至二零二二年九月三十日止各三個月及六個月之任何股息 (二零二一年：無)。

## 13. 本公司擁有人應佔每股股份盈利／(虧損)

截至二零二二年九月三十日止三個月及六個月的每股股份基本盈利／(虧損)乃根據截至二零二二年九月三十日止各三個月及六個月本公司擁有人應佔未經審核綜合溢利分別約3,154,000港元及虧損約1,082,000港元(截至二零二一年九月三十日止三個月及六個月：分別為虧損約20,442,000港元及虧損約36,388,000港元)與截至二零二二年九月三十日止三個月及六個月已發行股份加權平均數分別為4,055,349,947股及4,055,349,947股(截至二零二一年九月三十日止三個月及六個月已發行股份加權平均數：分別為4,055,349,947股及4,055,349,947股)計算，猶如該等股份於整個有關期間均已發行。

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

The calculations of the diluted earnings/(loss) per share for the three months and six months ended 30 September 2022 and 30 September 2021 are based on the profit/(loss) for the period attributable to the owners of the Company adjusted to reflect the interest on the convertible notes. The weighted average number of ordinary shares used in the calculation are the number of ordinary shares in issue during the period, as used in the basic earnings/(loss) per share calculation, and the weighted average number of ordinary shares assumed to have been converted all dilutive potential ordinary shares into ordinary shares.

The calculations of basic and diluted earnings/(loss) per share are based on:

### 13. 本公司擁有人應佔每股股份盈利／(虧損) (續)

截至二零二二年九月三十日及二零二一年九月三十日止三個月及六個月的每股攤薄盈利／(虧損)的計算乃根據本公司擁有人應佔本期間溢利／(虧損)進行調整以反映可換股票據的利息。計算所用的普通股加權平均數乃計算每股基本盈利／(虧損)時本期間已發行普通股數，以及假設所有攤薄潛在普通股被兌換為普通股時的普通股加權平均數。

每股基本及攤薄盈利／(虧損)的計算乃基於：

		Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月	
		2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元
<b>Earnings/(loss):</b>	<b>盈利／(虧損)：</b>				
Profit/(loss) attributable to owners of the Company, used in basic and diluted earnings/(loss) per share calculation	本公司擁有人應佔溢利／(虧損)，用於計算每股基本及攤薄盈利／(虧損)	<b>(1,082)</b>	(36,388)	<b>3,154</b>	(20,442)

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

### 13. 本公司擁有人應佔每股股份盈利／(虧損) (續)

		Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月	
		2022 二零二二年 '000 千股	2021 二零二一年 '000 千股	2022 二零二二年 '000 千股	2021 二零二一年 '000 千股
<b>Number of shares:</b>	<b>股份數量：</b>				
Weighted average number of ordinary shares for the purpose of basic earnings/(loss) per share	用於每股基本盈利／(虧損)的加權平均普通股數量	4,055,350	4,055,350	4,055,350	4,055,350
Effect of dilutive potential ordinary shares:	攤薄潛在普通股的影響：				
– Convertible notes	– 可換股票據	–	–	1,311,378	–
Weighted average number of ordinary shares for the purposes of dilutive earnings/(loss) per share	用於每股攤薄盈利／(虧損)的普通股加權平均數	4,055,350	4,055,350	5,366,728	4,055,350

Diluted loss per share for the six months ended 30 September 2022 and the three months and six months ended 30 September 2021 are the same as the basic loss per share. The computation of diluted loss per share for the six months ended 30 September 2022 and the three months and six months ended 30 September 2021 does not assume the Company's outstanding convertible notes since the assumed conversion of convertible notes would result in a decrease in loss per share.

截至二零二二年九月三十日止六個月及二零二一年九月三十日止三個月及六個月，每股攤薄虧損與每股基本虧損相同。由於假設兌換可換股票據將導致每股虧損減少，因此計算截至二零二二年九月三十日止六個月及二零二一年九月三十日止三個月及六個月之每股攤薄虧損並無假設本公司尚未兌換之可換股票據。

### 14. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2022, the Group acquired items of property, plant and equipment with aggregate cost of approximately HK\$3,982,000 (six months ended 30 September 2021: approximately HK\$4,105,000). During the six months ended 30 September 2022, items of property, plant and equipment with carrying value of approximately HK\$513,000 were disposed of (six months ended 30 September 2021: approximately HK\$247,000).

### 14. 物業、廠房及設備

截至二零二二年九月三十日止六個月，本集團以成本合共約3,982,000港元（截至二零二一年九月三十日止六個月：約4,105,000港元）購買物業、廠房及設備項目。截至二零二二年九月三十日止六個月，已出售賬面值為約513,000港元（截至二零二一年九月三十日止六個月：約247,000港元）的物業、廠房及設備項目。

## 15. TRADE AND OTHER RECEIVABLES

## 15. 貿易及其他應收款項

		As at 30 September 2022 於二零二二年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2022 於二零二二年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
Trade receivables (Note (i))	貿易應收款項 (附註(i))	49,271	82,645
Allowance for expected credit losses ("ECL")	預期信貸虧損 (「預期信貸虧損」) 撥備	<u>(2,830)</u>	<u>(3,348)</u>
		<b>46,441</b>	79,297
Other receivables	其他應收款項	1,038	698
Deposits	按金	6,111	6,759
Allowance for expected credit losses ("ECL")	預期信貸虧損 (「預期信貸虧損」) 撥備	<u>(105)</u>	<u>(150)</u>
		<b>7,044</b>	7,307
Prepayment (Note (ii))	預付款項 (附註(ii))	<u>39,790</u>	<u>37,662</u>
		<b>93,275</b>	<b>124,266</b>

## 15. TRADE AND OTHER RECEIVABLES (Continued)

Notes:

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

An aging analysis of the trade receivables as of the end of the reporting period, based on the invoice date and net of allowance of expected credit losses ("ECL"), is as follows:

Current or less than 1 month	即期或少於1個月
1 to 3 months	1至3個月

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

- (ii) As at 30 September 2022, prepayments mainly comprised of advance payment to subcontractors of approximately HK\$34,313,000 (31 March 2022: HK\$31,162,000).

## 15. 貿易及其他應收款項 (續)

附註：

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

貿易應收款項(經扣除預期信貸虧損(「預期信貸虧損」)撥備)截至報告期末根據發票日期之賬齡分析如下：

As at 30 September 2022 於二零二二年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2022 於二零二二年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
46,441	68,040
—	11,257
<b>46,441</b>	<b>79,297</b>

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

- (ii) 於二零二二年九月三十日，預付款項主要包括向分包商支付之墊款約34,313,000港元(二零二二年三月三十一日：31,162,000港元)。

## 16. TRADE AND OTHER PAYABLES

## 16. 貿易及其他應付款項

		As at 30 September 2022 於二零二二年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2022 於二零二二年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
Trade payables	貿易應付款項	19,371	56,326
Retention money payables	應付保留金	24,586	19,488
Amount due to a shareholder (note (i))	應付一名股東款項 (附註(i))	24,587	24,587
Interest payables (note (ii))	應付利息 (附註(ii))	77,046	70,399
Amount due to a related party (note (iii))	應付一名關連人士款項 (附註(iii))	2,009	2,009
Other payables and accruals (note (iv))	其他應付款項及應計款項 (附註(iv))	45,744	44,526
		<b>193,343</b>	<b>217,335</b>
Less: payables within twelve months shown under current liabilities	減：流動負債項下所示須於 十二個月內應付款項	<b>(186,678)</b>	<b>(217,335)</b>
Interest payables shown under non- current liabilities	非流動負債項下所示應付利息	<b>6,665</b>	<b>—</b>

### Notes:

- (i) Amount due to a shareholder represents amount due to a major substantial shareholder, China Xinhua News Network Co., Limited ("China Xinhua NNC"), in respect of annual fee for television broadcasting right, carriage fee payment and satellite transmission fee which is unsecured, interest-free and repayable on demand.
- (ii) Interest payables represented interest of promissory note and convertible notes of approximately HK\$6,665,000 and HK\$70,381,000 (31 March 2022: HK\$6,271,000 and HK\$64,128,000) respectively. As at 30 September 2022, the Company had default in repayment of principal amount of convertible notes of approximately HK\$257,030,000 and interests thereon of approximately HK\$70,381,000.

### 附註：

- (i) 應付一名股東款項指就電視播放權年費、代付傳輸費及衛星轉播費應付一名主要股東中國新華新聞電視網有限公司(「中國新華新聞電視網」)之款項，該款項為無抵押、免息及按要求償還。
- (ii) 應付利息指承兌票據及可換股票據利息分別約6,665,000港元及70,381,000港元(二零二二年三月三十一日：6,271,000港元及64,128,000港元)。於二零二二年九月三十日，本公司已拖欠償還可換股票據本金額約257,030,000港元及其利息約70,381,000港元。



## 16. TRADE AND OTHER PAYABLES (Continued)

Notes: (Continued)

- (iii) Amount due to a related party represents amount due to 新華音像中心. 新華音像中心 and China Xinhua NNC have a common shareholder, Xinhua News Agency (新華社). The amount is unsecured, interest-free and repayable on demand.
- (iv) As at 30 September 2022, the other payables mainly comprised of amount due to other parties of joint operations of approximately HK\$12,417,000 (31 March 2022: HK\$12,316,000). The amounts are unsecured, interest-free and repayable on demand.

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

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

## 16. 貿易及其他應付款項 (續)

附註：(續)

- (iii) 應付一名關連人士款項指應付新華音像中心之款項。新華音像中心與中國新華新聞電視網之共同股東為新華社。該款項為無抵押、免息及按要求償還。
- (iv) 於二零二二年九月三十日，其他應付款項主要包括應付合營企業的其他合作夥伴款項約12,417,000港元（二零二二年三月三十一日：12,316,000港元）。該款項屬無抵押、免息及按要求償還。

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

<b>As at 30 September 2022 於二零二二年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	As at 31 March 2022 於二零二二年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
<b>16,442</b>	32,142
<b>128</b>	21,389
<b>243</b>	237
<b>2,558</b>	2,558
<b>19,371</b>	56,326

## 17. SHARE CAPITAL

		Number of Shares 股份數目	Nominal value 面值 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
As at 1 April 2022 and 30 September 2022 (unaudited)	於二零二二年四月一日及二零二二年九月三十日 (未經審核)	500,000,000,000	500,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
As at 1 April 2022 and 30 September 2022 (Unaudited)	於二零二二年四月一日及二零二二年九月三十日 (未經審核)	4,055,349,947	4,055

## 17. 股本

## 18. MATERIAL RELATED PARTY TRANSACTIONS

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

Related party relationship 關連方關係	Type of transaction 交易類型	Transaction amount 交易額			
		Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月	
		2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2022 二零二二年 (Unaudited) (未經審核) HK\$'000 千港元	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元
China Xinhua NNC	Annual fee for television broadcasting right (note (i))	-	1,250	-	500
中國新華新聞電視網	電視播放權年費 (附註(i))				
	Accrued interests on convertible notes 可換股票據之應計利息	-	3,865	-	1,943
	Accrued default interest on convertible note 可換股票據之應計違約利息	6,253	-	1,944	-

## 18. 重大關連方交易

於報告期間，本集團訂立以下關連方交易：

## 18. MATERIAL RELATED PARTY TRANSACTIONS

(Continued)

Notes:

- (i) Pursuant to the agreement signed between the Group and China Xinhua NNC on 5 September 2011, China Xinhua NNC granted the television broadcasting right to Xinhua TV Asia-Pacific for the period from 1 September 2011 to 31 August 2021 on an exclusive basis with an annual fee of approximately HK\$1,000,000 payable by Xinhua TV Asia-Pacific to China Xinhua NNC prior to 31 December 2016, and approximately HK\$3,000,000 payable by Xinhua TV Asia-Pacific to China Xinhua NNC with effect from 1 January 2017. The agreement had expired on 31 August 2021.

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

## 19. EVENTS AFTER THE REPORTING PERIOD

On 5 September, 2023, Mr. Kan, China Xinhua NNC, the substantial shareholder of the Company and holder of the Convertible Notes and the Company entered into a conditional agreement, among other things:

1. the proposed allotment and issuance of a total of 1,666,666,667 subscription shares at the share subscription price of HK\$0.012 per subscription share to Mr. Kan, shareholder of the Company for a total consideration of approximately HK\$20,000,000;
2. the proposed amendments of certain terms of the Convertible Notes with China Xinhua NNC, the substantial shareholder of the Company and holder of the Convertible Notes and proposed issuance of new convertible notes with the principal amount of approximately HK\$64,128,000 to China Xinhua NNC, the substantial shareholder of the Company and holder of the Convertible Notes to set off the Convertible Notes Interest; and
3. the proposed issuance of new convertible bonds in the principal amount of HK\$16,240,000 to China Xinhua NNC, the substantial shareholder of the Company and holder of the Convertible Notes to set off part of the outstanding balance of the On Demand Debt.

## 18. 重大關連方交易 (續)

附註：

- (i) 根據本集團與中國新華新聞電視網於二零一一年九月五日簽訂之協議，中國新華新聞電視網向新華電視亞太台授予獨家電視播放權，獨家電視播放權期限自二零一一年九月一日起至二零二一年八月三十一日止。於二零一六年十二月三十一日前，新華電視亞太台應付中國新華新聞電視網之年費為約1,000,000港元，而自二零一七年一月一日起，新華電視亞太台應付中國新華新聞電視網之年費則為約3,000,000港元。該協議已於二零二一年八月三十一日屆滿。

董事認為，上述關連方交易乃按正常商業條款於本集團一般日常業務過程中進行。

## 19. 報告期後事項

於二零二三年九月五日，簡先生、本公司主要股東及可換股票據持有人中國新華新聞電視網與本公司訂立有條件協議，其中包括：

1. 建議按股份認購價每股認購股份0.012港元配發及發行合共1,666,666,667股認購股份予本公司股東簡先生，總代價約為20,000,000港元；
2. 建議修訂與本公司主要股東及可換股票據持有人中國新華新聞電視網之可換股票據的若干條款及建議發行本金額為約64,128,000港元的新可換股票據予本公司主要股東及可換股票據持有人中國新華新聞電視網，以抵銷可換股票據利息；及
3. 建議發行本金額為16,240,000港元的新可換股債券予本公司主要股東及可換股票據持有人中國新華新聞電視網，以抵銷部分按要求償還債務的尚未償還結餘。

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

### BUSINESS REVIEW

The Group is principally engaged in the provision of civil engineering services for the public sector in Hong Kong. During the six months ended 30 September 2022 (the “Period”), the Group continued to focus on rendering civil engineering services for the public sector in Hong Kong, conducted its television broadcasting business and explored media and advertising business, including digital marketing business opportunities on overseas market in return for advertising and related income.

#### Provision of civil engineering services

During the Period, the Group has been undertaking nine contracts. Among the nine contracts, one of these are related to provision of waterworks engineering services and the remaining contracts are related to provision of drainage services and site formation. Details of the contracts undertaken are set out below:

	<b>Contract number</b> 合約編號	<b>Particulars of contract</b> 合約詳情
Main contracts 主合約	ND/2019/08	Site formation works at remaining part of Tai Po area 39 大埔區39號餘下部分的地盤平整工程

### 業務回顧

本集團主要從事為香港公營部門提供土木工程服務。截至二零二二年九月三十日止六個月（「本期間」），本集團繼續專注於為香港公營部門提供土木工程服務，經營其電視播放業務，以及探索媒體及廣告業務，包括於海外市場的數碼營銷業務機遇，以取得廣告及相關收入。

#### 提供土木工程服務

於本期間內，本集團已承接九份合約。該九份合約中，其中一份與提供水務工程服務有關，而其餘合約則與提供渠務服務及土地平整有關。所承接合約之詳情載列如下：

	<b>Contract number</b> 合約編號	<b>Particulars of contract</b> 合約詳情
Subcontracts 分包合約	CV/2015/03	Site Formation and Infrastructural Works near Tong Hang Road and Tsz Tin Road in Area 54, Tuen Mun 屯門54區鄰近塘亨路及紫田路的土地平整及基建工程
	CV/2016/10	Site Formation and Association Infrastructural Works For Development of Columbarium at Sandy Ridge Cemetery 於沙嶺公墓興建骨灰龕的土地平整及相關基建工程
	PYC-03084BAH-001	Site Formation, Foundation & Substructure Works for the Student Residence Development at The Hong Kong University of Science and Technology 於香港科技大學供學生住宿發展的土地平整、地基及下部結構工程
	ND/2018/02	The Establishment of an Agricultural Pak in Kwu Tung South (Phase 1) 在古洞南設立農業園(第一期)
	1002EM19A	Design-Build-Operate for the Additional District Cooling System (DCS) at the Kai Tak Development (KTD) 啟德發展計劃額外區域供冷系統的設計、建造及營運
	EP/SP/10/91	South East-New Territories (SENT) Landfill Extension 新界東南堆填區擴建工程
Joint Operations 合營業務	CV/2015/03	Site Formation and Infrastructural Works near Tong Hang Road and Tsz Tin Road in Area 54, Tuen Mun 屯門54區鄰近塘亨路及紫田路的土地平整及基建工程
	CV/2016/10	Site Formation and Association Infrastructural Works For Development of Columbarium at Sandy Ridge Cemetery 於沙嶺公墓興建骨灰龕的土地平整及相關基建工程
	ND/2018/02	The Establishment of an Agricultural Pak in Kwu Tung South (Phase 1) 在古洞南設立農業園(第一期)
	4/WSD/19	Development of Anderson Road Quarry site – construction of grey water treatment plant 安達臣道石礦場發展—中水處理廠建造工程
	CV/2019/04	Site Formation and Infrastructure Works Near Tsz Tin Road and Hing Fu Street in Area 54, Tuen Mun 屯門54區鄰近紫田路及興富街的土地平整及基建工程

During the Period, the two contracts with contract numbered CV/2019/04 and 4/WSD/19 were the main contributors to the Group's revenue, which generated approximately HK\$62.2 million and HK\$43.3 million, constituting approximately 28.0% and 19.5% of the Group's revenue respectively.

於本期間內，合約編號為CV/2019/04及4/WSD/19之兩份合約為本集團收益之主要來源，分別產生約62,200,000港元及43,300,000港元，佔本集團收益的約28.0%及19.5%。

## Media and advertising business

The Group's media and advertising business continues experiencing a challenging operating environment, in particular, the overall contraction of the advertising market, intensive competition in a crowded marketplace with different operators and the changing user habits and preferences caused by rapid development and ever-changing new media technology. The customers from the advertising services squeezed their advertising budget under the outbreak of COVID-19 pandemic. This segment remains stagnant upon the expiry of television broadcasting right granted to the Group. The Group intends to explore the opportunities to cooperate with reputable partners in the industry to transform its media and advertising business from conventional television platforms to various internet and digital media platforms. The Group will seize the opportunities in the development of the advertising sector to step up investments in the advertising market, seeking to tap on new customers, businesses and revenue streams for delivering better returns to its shareholders of the Company.

Looking ahead, it would be a difficult year ahead as both the global and local economy has suffered a serious hit by the COVID-19 pandemic and the economic recovery is on the blurry side. The Group will remain cautious and closely monitor the economic and market conditions and make necessary adjustments to its business operations to overcome the challenges ahead.

## 媒體及廣告業務

本集團的媒體及廣告業務繼續面臨具有挑戰性的經營環境，尤其是，廣告市場整體收縮，於對手眾多的市場上與各運營商的競爭激烈，以及新媒體技術快速發展及千變萬化導致用戶習慣及偏好不斷改變。於COVID-19疫情爆發情況下，廣告服務客戶壓縮其廣告預算。由於本集團獲授之電視播放權屆滿，該部門仍處於停滯狀態。本集團有意探索機會與業內信譽良好的合作夥伴合作，將其媒體及廣告業務從傳統的電視平台向各種互聯網及數字媒體平台轉型。本集團將抓住廣告部門發展的機遇，加大對廣告市場的投資力度，尋求開發新客戶、業務及收入來源，為本公司股東帶來更有利回報。

展望未來，由於全球及本土經濟遭受COVID-19疫情重創，來年將是艱難的一年，經濟復甦前景不明朗。本集團將保持謹慎，密切監察經濟及市場狀況，並對其業務運營進行必要的調整，以克服未來的挑戰。

## FINANCIAL REVIEW

### Revenue

During the Period, the Group reported a revenue of approximately HK\$222.5 million (2021: approximately HK\$121.6 million), representing an increase of approximately 83.0% as compared with that for the same period of the previous year. All of the Group's revenue were derived from provision of civil engineering services during the Period. The increase in revenue was mainly due to increase in work from civil engineering projects for the Period.

During the Period, the revenue of the Group was primarily generated from the undertaking of civil engineering contracts in the capacity of a subcontractor. The subcontracting revenue generated from undertaking in capacity of a subcontractor amounted to approximately HK\$144.8 million (2021: in a capacity of a subcontractor and a jointly controlled operator of approximately HK\$121.6 million), representing approximately 65.1% of the total revenue for the Period (2021: in a capacity of a subcontractor and a jointly controlled operator of approximately 100.0%). On the other hand, the revenue generated from the undertaking of civil engineering contracts in the capacity of a main contractor and a jointly controlled operator amounted to approximately HK\$77.7 million (2021: in the capacity of a main contractor of approximately HK\$nil million), representing approximately 34.9% (2021: in the capacity of a main contractor of approximately nil%) of the total revenue for the Period.

### Cost of services

The Group's cost of services increased by approximately 61.6% to approximately HK\$220.7 million for the Period (2021: approximately HK\$136.6 million) as compared with that for the same period of the previous year. The Group's cost of services mainly includes costs of construction services, costs of media and advertising business and other direct operating costs. Costs of construction services mainly comprise raw materials, direct labour and subcontracting fee for services provided by the subcontractors. Since the media and advertising business remained stagnant, no significant costs of media and advertising business and other direct operating costs were incurred during the Period. The increase in cost of services was mainly due to the overall increase in staff costs, materials and subcontracting costs in respect of increase of works from civil engineering projects from provision of civil engineering services business for the Period.

## 財務回顧

### 收益

於本期間內，本集團錄得收益約222,500,000港元（二零二一年：約121,600,000港元），較去年同期增加約83.0%。本集團所有收益來自於本期間內提供的土木工程服務。於本期間內收益增加乃主要由於土木工程項目的工程量增加。

於本期間內，本集團收益主要來自以分包商身份承接之土木工程合約。以分包商身份承接所產生之分包收益為約144,800,000港元（二零二一年：以分包商及共同控制營運商身份承接所產生之分包收益為約121,600,000港元），佔本期間總收益約65.1%（二零二一年：以分包商及共同控制營運商身份承接所產生之分包收益佔期間總收益約100.0%）。另一方面，以主承建商及共同控制營運商身份承接之土木工程合約產生收益為約77,700,000港元（二零二一年：以主承建商身份承接之土木工程合約產生收益約零港元），佔本期間總收益約34.9%（二零二一年：以主承建商身份承接之土木工程合約產生收益佔期間總收益約零%）。

### 服務成本

本集團於本期間之服務成本較去年同期增加約61.6%至約220,700,000港元（二零二一年：約136,600,000港元）。本集團的服務成本主要包括建築服務成本、媒體及廣告業務成本及其他直接經營成本。建築服務成本主要包括原材料、直接勞工及分包商提供服務的分包費用。由於媒體及廣告業務持續停滯不前，故於本期間並無產生媒體及廣告業務的重大成本及其他直接經營成本。服務成本的增加主要由於本期間提供土木工程服務業務的土木工程項目的工程量增加，員工成本、材料及分包成本整體增加。

## Gross profit/(loss)

The gross profit for the Group for the Period amounted to approximately HK\$1.9 million (2021: gross loss of approximately HK\$15.0 million). The gross profit margin of the Group amounted to approximately 0.8% (2021: gross loss margin of approximately 12.3%) for the Period. The turnaround from gross loss to gross profit was mainly due to the increase in work from certain civil engineering projects which were in early working stage with higher gross profit margin and the implementation of operation plans by the Group to control construction costs.

## Other income

The Group's other income for the Period increased by approximately 270.4% to approximately HK\$3.1 million (2021: approximately HK\$0.8 million) as compared with that for the same period of the previous year. The other income mainly consisted of interest income and receipt of subsidies of the Employment Support Scheme under the Anti-epidemic Fund, set up by the Hong Kong Government during the Period.

## Other gains/(losses),net

The Group's other gains, net for the Period amounted to approximately HK\$7.5 million (2021: other loss, net of approximately HK\$1.2 million). Other gains, net mainly consisted of gain on modification of promissory note, reversal of expected credit losses recognised for trade receivables and net gains on disposal of property, plant and equipment for the Period.

## Administrative and operating expenses

The Group's administrative and operating expenses for the Period decreased by approximately 8.3% to approximately HK\$7.2 million (2021: approximately HK\$7.9 million) as compared with that for the same period of the previous year. The administrative expenses mainly consisted of legal and professional fees, staff costs (including Directors' remuneration), depreciation expenses and rental expenses.

## 毛利／(損)

本集團於本期間之毛利約為1,900,000港元(二零二一年：毛損約15,000,000港元)。本集團於本期間之毛利率約為0.8% (二零二一年：毛損率約12.3%)。由毛損轉為毛利主要由於來自若干土木工程項目(其處於早期工程階段且毛利率較高)的工程量增加，以及本集團實施營運計劃控制建築成本。

## 其他收入

本集團於本期間之其他收入較去年同期增加約270.4%至約3,100,000港元(二零二一年：約800,000港元)。其他收入主要包括利息收入及本期間收取香港政府成立的抗疫基金的保就業計劃項下的補貼。

## 其他收益／(虧損)淨額

本集團於本期間之其他收益淨額為約7,500,000港元(二零二一年：其他虧損淨額約1,200,000港元)。其他收益淨額主要包括本期間修訂承兌票據之收益、就貿易應收款項確認之預期信貸虧損撥回以及出售物業、廠房及設備之收益淨額。

## 行政及營運開支

本集團於本期間之行政及營運開支較去年同期減少約8.3%至約7,200,000港元(二零二一年：約7,900,000港元)。行政開支主要包括法律和專業費用、員工成本(包括董事薪酬)、折舊開支以及租金開支。



## Finance costs

The Group's finance costs for the Period decreased by approximately 50.8% to approximately HK\$7.1 million (2021: approximately HK\$14.5 million) as compared with that for the same period of the previous year. The finance costs mainly consisted of interest expenses for the promissory note and default interest on convertible notes. The decrease in finance costs was mainly due to the reduction of effective interest expenses on convertible notes due to its maturity in December 2021.

## Net Loss

The net loss of the Group for the Period decreased by approximately 97.2% to approximately HK\$1.1 million (2021: net loss of approximately HK\$37.0 million) as compared with that for the same period of the previous year. The decrease in net loss was mainly due to the turnaround from gross loss to gross profit, gain on modification of promissory note and decrease in finance costs for the Period.

## Loss per Share

The basic loss per Share attributable to the owners of the Company was approximately HK0.03 cent (2021: approximately HK0.9 cent).

## PROSPECTS

It is anticipated that it is still a tough and challenging year for 2022 to the Group. The business environment in Hong Kong was adversely affected by the persistent impact of the outbreak of the novel corona virus ("COVID-19"). The provision of civil engineering service business will continue to provide a stable source of revenue and remains the major contributor to revenue while the Group will continue to develop its media and advertising business. The Group is endeavored to diversify the business spectrum and broadened the revenue base of the Group.

## 融資成本

本集團於本期間之融資成本較去年同期減少約50.8%至約7,100,000港元(二零二一年：約14,500,000港元)。融資成本主要包括承兌票據之利息開支及可換股票據之逾期利息。融資成本減少主要是由於可換股票據於二零二一年十二月到期，故其實際利息開支減少。

## 淨虧損

本集團之本期間淨虧損較去年同期減少約97.2%至1,100,000港元(二零二一年：淨虧損約37,000,000港元)。淨虧損減少主要由於本期間由毛損轉為毛利、修訂承兌票據之收益及融資成本減少所致。

## 每股股份虧損

本公司擁有人應佔每股股份基本虧損為約0.03港仙(二零二一年：約0.9港仙)。

## 前景

預期二零二二年對本集團而言仍是艱難且充滿挑戰的一年。由於新型冠狀病毒(「COVID-19」)爆發的持續影響，香港的營商環境受到不利影響。提供土木工程服務業務將繼續提供穩定的收益來源並仍會是主要收益貢獻者，同時本集團將繼續發展其媒體及廣告業務。本集團致力於多元化業務範圍及擴闊本集團的收益基礎。

## Provision of civil engineering services

It is generally expected that there would be a gradual recovery of the economic growth in Hong Kong following the easing of the COVID-19 restrictions, and expects a steady increase in tender opportunities for construction works from both public and private sectors. However, the construction industry and the business environment remain difficult and challenging. The keen competition together with the increasing costs of operation, including cost of direct labour and subcontracting charges have posted negative impact on the Group's gross profit margin and affected the financial performance of the Group. Looking forwards, the Group will take a cautious approach in its business planning to weather the current unstable environment. In addition to considering reasonable profit margins in bidding new contracts, the Group will also closely monitor the projects' progress and communicate with suppliers and subcontractors, maintain close communication with customers on the latest project works schedules and arrangements, proactively follow up with potential customers on the tenders and quotations submitted, and actively respond to any business enquiries, tender and quotation invitations to maintain market competitiveness.

## Media and advertising business

The difficult business environment is anticipated to continue in the year 2022 and the Group expects the media and advertising industry's prospects to remain challenging. Considering the tough operating environment in media industry, the Group aims to adjust its development strategy shifting focus from traditional television advertising platform to internet and multimedia advertising platforms in an attempt to pursue cooperation with reputable business partners in the media industry to generate synergies between various platforms. The Group will develop new advertising businesses to open up market space, provide new advertising value to and explore new profit growth points. In the future, the Group will continue to pay close attention to the industry trends and where advertisers are allocating their advertising spending in order to maintain profitability of the Group.

The Group will continue to cautiously monitor the business opportunities and continue to strengthen its competitiveness in the market to enhance the profitability of the Group and interests of the shareholders of the Company.

## 提供土木工程服務

普遍預期在放寬COVID-19限制後，香港經濟增長將逐步恢復，並預計公私營界別的建設工程投標機會將穩步增加。然而，建築業及營商環境仍然充滿困難及挑戰。激烈競爭以及持續攀升的經營成本（包括直接勞工成本及分包費用）已對本集團的毛利率造成負面影響，並影響本集團的財務表現。展望未來，本集團於業務規劃上將採取謹慎態度，以渡過目前不穩定的環境。除在投標新合約時考慮合理的利潤率外，本集團亦將密切監察項目進度並與供應商及分包商進行溝通，與其客戶密切溝通最新項目工程計劃及安排，積極跟進向潛在客戶提交的投標及報價，並積極回應任何業務諮詢、招標及報價邀請，以維持我們的市場競爭力。

## 媒體及廣告業務

預計二零二二年困難的營商環境將持續存在，本集團預期媒體及廣告行業的前景將繼續面臨挑戰。經考慮媒體行業艱難的經營環境，本集團旨在調整其發展戰略，將其重心由傳統電視廣告平台轉向互聯網及多媒體廣告平台，試圖與媒體業內知名的商業夥伴合作，營造多個平台之間的協同效應。本集團將發展新廣告業務，開拓市場空間，提供新廣告價值及探索新利潤增長點。本集團於未來將繼續密切關注行業趨勢及廣告主分配廣告開支的領域以維持本集團的盈利能力。

本集團將持續審慎監察商機及繼續鞏固其市場競爭力，以提升本集團盈利能力及本公司股東利益。

## CAPITAL STRUCTURE

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

Total equity attributable to the owners of the Company amounted to approximately HK\$387.9 million in deficit as at 30 September 2022 (31 March 2022: approximately HK\$386.8 million). The decrease in equity was mainly resulted from net loss for the Period.

## LIQUIDITY AND FINANCIAL RESOURCES

During the Period, the Group generally financed its operations through internally generated cash flows.

As at 30 September 2022, the Group had net current liabilities of approximately HK\$362.6 million (31 March 2022: approximately HK\$404.0 million), including cash balance of approximately HK\$64.4 million (31 March 2022: approximately HK\$42.6 million). The current ratio, being the ratio of current assets to current liabilities, was approximately 0.36 as at 30 September 2022 (31 March 2022: approximately 0.32).

## GEARING RATIO

The gearing ratio, which is based on the total amount of promissory note, convertible notes, lease liabilities and contract liabilities divided by total assets, was approximately 179.5% as at 30 September 2022 (31 March 2022: approximately 173.8%).

## FOREIGN EXCHANGE EXPOSURE

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

## 資本架構

股份於二零一零年八月三十日在聯交所GEM上市。本集團股本僅包括普通股。

於二零二二年九月三十日，本公司擁有人應佔權益總額虧絀約387,900,000港元（二零二二年三月三十一日：約386,800,000港元）。權益減少乃主要由於本期間淨虧損所致。

## 流動資金及財務資源

於本期間內，本集團一般透過內部產生之現金流量為其經營提供資金。

於二零二二年九月三十日，本集團之流動負債淨額為約362,600,000港元（二零二二年三月三十一日：約404,000,000港元），包括現金結餘約64,400,000港元（二零二二年三月三十一日：約42,600,000港元）。於二零二二年九月三十日，流動比率（即流動資產與流動負債之比率）為約0.36（二零二二年三月三十一日：約0.32）。

## 資產負債比率

資產負債比率乃以承兌票據、可換股票據、租賃負債及合約負債之總額除以總資產計算，於二零二二年九月三十日為約179.5%（二零二二年三月三十一日：約173.8%）。

## 外匯風險

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

## CAPITAL COMMITMENT

As at 30 September 2022, the Group did not have any significant capital commitment (31 March 2022: nil).

## CHARGES ON THE GROUP'S ASSETS

As at 30 September 2022, the Group's machineries with net book values amounted to approximately HK\$6.5 million (31 March 2022: approximately HK\$4.0 million) were held under finance lease.

## CONTINGENT LIABILITIES

As at 30 September 2022, the Group did not have any material contingent liabilities (31 March 2022: Nil).

## DIVIDENDS

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

## INFORMATION ON EMPLOYEES

As at 30 September 2022, the Group had 221 full-time employees in Hong Kong and over 90% of them are direct labour. Total staff costs (including Directors' remuneration) for the Period amounted to approximately HK\$49.7 million (2021: approximately HK\$41.4 million), representing an increase of approximately 20.2% over that for the previous year.

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

## SIGNIFICANT INVESTMENT HELD

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

## 資本承擔

於二零二二年九月三十日，本集團並無任何重大資本承擔（二零二二年三月三十一日：無）。

## 本集團資產質押

於二零二二年九月三十日，本集團根據融資租賃持有賬面淨值約6,500,000港元（二零二二年三月三十一日：約4,000,000港元）之機械。

## 或然負債

於二零二二年九月三十日，本集團並無任何重大或然負債（二零二二年三月三十一日：無）。

## 股息

董事會不建議就本期間派付任何股息。

## 僱員資料

於二零二二年九月三十日，本集團在香港有221名全職員工，其中逾90%為直接勞工。本期間之總員工成本（包括董事薪酬）為約49,700,000港元（二零二一年：約41,400,000港元），較去年增加約20.2%。

薪酬乃參考個別僱員的工作性質、表現、資歷及經驗以及本集團業績及市場趨勢釐定。本集團每年進行一次員工表現評估，評估結果用作薪金檢討及晉升決定。本集團認可員工培訓的重要性，因而定期為員工提供內部及外部培訓，以提升彼等的技能及知識。

## 所持重大投資

除於附屬公司之投資外，於本期間內及於報告期末，本集團並無於任何公司之股本權益中持有任何重大投資。

## FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at 30 September 2022, the Group did not have other plans for material investments and capital assets (31 March 2022: Nil).

## MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

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

## SHARE OPTION SCHEME

A share option scheme was adopted and approved by the shareholders of the Company on 11 August 2010. The share option scheme expired on 10 August 2020. No share options have been granted pursuant to the share option scheme during the Period.

The Board has resolved to propose the adoption of a new share option scheme for the approval by the shareholders of the Company. The purpose of the new share option scheme is to provide incentive or reward to eligible persons for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group or any entity in which the Group holds any equity interest.

The new share option scheme will constitute a share option scheme under Chapter 23 of the GEM Listing Rules. The Board will propose the new share option scheme for shareholders' approval at a general meeting of the Company to be convened in due course for the purposes of, among other things, seeking the approval from the shareholders of the Company for the adoption of the share option scheme and authorising the Board to grant the share options pursuant to the share option scheme and to allot and issue the shares of the Company pursuant to the exercise of the share options. At the date of this report, the new share option scheme remains subject to the obtaining of (i) the approval from the shareholders of the Company at a general meeting of the Company to be convened in due course; and (ii) the approval from the Stock Exchange for the listing and trading of any Shares to be issued under the share options that may be granted under the new share option scheme.

## 重大投資及資本資產之未來計劃

於二零二二年九月三十日，本集團並無重大投資及資本資產之其他計劃（二零二二年三月三十一日：無）。

## 重大收購及出售附屬公司及聯屬公司

於本期間內，本集團並無任何重大收購及出售附屬公司及聯屬公司。

## 購股權計劃

本公司股東已於二零一零年八月十一日採納及批准購股權計劃。購股權計劃於二零二零年八月十日屆滿。於本期間內，並無根據購股權計劃授出購股權。

董事會已決議提呈採納新購股權計劃以供本公司股東批准。新購股權計劃之目的為鼓勵或獎賞合資格人士對本集團所作出之貢獻及／或使本集團可聘請及挽留優秀僱員及吸引對本集團或任何本集團持有其任何股本權益的實體具價值之人力資源。

新購股權計劃將構成GEM上市規則第23章項下之購股權計劃。董事會將於本公司股東大會上提呈新購股權計劃以待股東批准，大會將於適當時候召開，藉以（其中包括）尋求本公司股東批准採納購股權計劃及授權董事會根據購股權計劃授出購股權及根據購股權之行使配發及發行本公司股份。於本報告日期，新購股權計劃仍須待取得(i)本公司股東於將在適當時候召開之本公司股東大會上之批准；及(ii)聯交所批准根據新購股權計劃可能授出之購股權項下將予發行之任何股份之上市及買賣。

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

As at 30 September 2022, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (Cap. 571, Laws of Hong Kong) ("SFO")) which have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO); or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

### Long position in the Shares:

Name	Capacity/Nature of interest	Number of Shares held	Percentage of aggregate interests to total issued share capital 總權益佔全部已發行股本的百分比
姓名	身份／權益性質	所持股份數目	
Mr. Kan Kwok Cheung ("Mr. Kan") (Note) 簡國祥先生 (「簡先生」) (附註)	Interest in controlled corporation 於受控制法團權益	69,000,000	1.70%

Note: Mr. Kan is the sole beneficial owner of Shunleetat (BVI) Limited, which was interested in 69,000,000 Shares. Under the SFO, Mr. Kan is deemed to be interested in all the Shares held by Shunleetat (BVI) Limited.

## 董事及主要行政人員於本公司及其相聯法團的股份、相關股份或債權證的權益及淡倉

於二零二二年九月三十日，董事及本公司主要行政人員於本公司或其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的有關條文彼等被當作或視作擁有的權益及淡倉）；或根據證券及期貨條例第352條須記錄於該條所述登記冊的權益及淡倉；或根據GEM上市規則第5.46條所述董事進行交易的規定標準須知會本公司及聯交所的權益及淡倉如下：

### 於股份之好倉：

Name	Capacity/Nature of interest	Number of Shares held	Percentage of aggregate interests to total issued share capital 總權益佔全部已發行股本的百分比
姓名	身份／權益性質	所持股份數目	
Mr. Kan Kwok Cheung ("Mr. Kan") (Note) 簡國祥先生 (「簡先生」) (附註)	Interest in controlled corporation 於受控制法團權益	69,000,000	1.70%

附註：簡先生為Shunleetat (BVI) Limited的唯一實益擁有人，而後者擁有69,000,000股股份的權益。根據證券及期貨條例，簡先生被視為擁有Shunleetat (BVI) Limited所持全部股份的權益。

Saved as disclosed above, as at 30 September 2022, none of the Directors and chief executive of the Company had any other interests or short positions in any Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules.

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

So far as was known to the Directors, as at 30 September 2022, the following persons/entities (other than the Directors or chief executive of the Company) had, or are deemed to have, interests or short positions in the Shares, underlying Shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who/which were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group or who/which were recorded in the register required to be kept by the Company under Section 336 of the SFO with details as follows:

除上文所披露者外，於二零二二年九月三十日，概無董事及本公司主要行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的任何股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所的任何其他權益或淡倉（包括根據證券及期貨條例的有關條文彼等被當作或視作擁有的權益或淡倉）；或根據證券及期貨條例第352條須記錄於該條所述登記冊的權益或淡倉；或根據GEM上市規則第5.46條所述董事進行交易的規定標準須知會本公司及聯交所的權益或淡倉。

### **主要股東及其他人士於本公司股份及相關股份的權益及淡倉**

就董事所知，於二零二二年九月三十日，下列人士／實體（董事及本公司主要行政人員除外）擁有或被視作擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露的本公司股份、相關股份或債權證的權益或淡倉，或直接或間接擁有附帶權利可於任何情況下在本集團任何成員公司的股東大會上投票的任何類別股本面值5%或以上的權益或淡倉，或被記錄於本公司根據證券及期貨條例第336條存置之登記冊的權益或淡倉，詳情如下：

## Long position in the Shares:

## 於股份之好倉：

Name	Number of Shares held		Number of underlying Shares under convertible notes (Note a)		Total interests	Percentage of aggregate interests to total issued share capital
	Beneficial owner	Interest in controlled corporation	Beneficial owner	Interest in controlled corporation		
名稱	實益擁有人	於受控制法團之權益	實益擁有人	於受控制法團之權益	總權益	總權益佔全部已發行股本之百分比
China Xinhua NNC 中國新華新聞電視網	1,188,621,377 (Note b) (附註b)	-	1,311,378,622 (Note b) (附註b)	-	2,499,999,999	61.65%
中國新華新聞電視網有限公司 ("CNC China") (「中國新華新聞電視網(中國)」)	-	1,188,621,377 (Note b) (附註b)	-	1,311,378,622 (Note b) (附註b)	2,499,999,999	61.65%

### Notes:

- (a) Details of the convertible notes were set out in the circulars of the Company dated 19 November 2011, 6 January 2015, 17 January 2018, 16 January 2019 and 18 May 2021.
- (b) China Xinhua NNC is wholly and beneficially owned by CNC China. Accordingly, CNC China is deemed to be interested in the 1,188,621,377 Shares and 1,311,378,622 underlying Shares held by China Xinhua NNC under the SFO.

### 附註：

- (a) 可換股票據的詳情載於本公司日期為二零一一年十一月十九日、二零一五年一月六日、二零一八年一月十七日、二零一九年一月十六日及二零二一年五月十八日的通函內。
- (b) 中國新華新聞電視網由中國新華新聞電視網(中國)全資及實益擁有。因此，根據證券及期貨條例，中國新華新聞電視網(中國)被視為擁有中國新華新聞電視網所持有的1,188,621,377股股份及1,311,378,622股相關股份的權益。

Saved as disclosed above, as at 30 September 2022, the Directors were not aware of any other person/entity (other than the Directors or chief executive as disclosed in the paragraph headed "Directors' and chief executive's interests and short positions in the Shares, underlying Shares or debentures of the Company and its associated corporations" above) who/which had, or is deemed to have, interests or short positions in the Shares, underlying Shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who/which were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group or who/which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

除上文所披露者外，於二零二二年九月三十日，就董事所知，概無任何其他人士／實體（並非上文「董事及主要行政人員於本公司及其相聯法團的股份、相關股份或債權證的權益及淡倉」一段所披露之董事或主要行政人員）擁有或被視為擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露的本公司股份、相關股份或債權證的權益或淡倉，或直接或間接擁有附帶權利可於任何情況下在本集團任何成員公司的股東大會上投票的任何類別股本面值5%或以上的權益或淡倉，或被記錄於本公司根據證券及期貨條例第336條存置之登記冊的權益或淡倉。



## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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

## PURCHASE, SALE OR REDEMPTION OF THE SHARES

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

## CONNECTED TRANSACTIONS

### Television Broadcasting Right Agreement

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

## 董事購買股份或債權證的權利

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

## 購買、出售或贖回股份

於本期間內，本公司及其任何附屬公司概無購買、出售或贖回任何股份。

## 關連交易

### 電視播放權協議

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

The Board wishes to inform the shareholders and potential investors of the Company that upon expiry of the Television Broadcasting Right Agreement on 31 August 2021, Xinhua TV Asia-Pacific and China Xinhua NNC has yet to conclude on the renewal of a new agreement due to the delay in the commencement of negotiations. Notwithstanding the expiration of the Television Broadcasting Right Agreement, Xinhua TV Asia-Pacific and China Xinhua NNC are in discussion for a renewal up to the date of this report. However, there is no assurance that Xinhua TV Asia-Pacific and China Xinhua NNC will be able to conclude on the renewal of a new agreement at any time.

Further announcement(s) will be made by the Company to keep the shareholders and potential investors of the Company informed of the progress of the renewal of a new agreement or termination of services as and when appropriate.

### **GEM Listing Rules Implications**

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

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

董事會謹此知會本公司股東及潛在投資者，電視播放權協議於二零二一年八月三十一日屆滿後，由於磋商開始時間延遲，新華電視亞太台與中國新華新聞電視網尚未就重續新協議達成協議。儘管電視播放權協議已屆滿，但直至本報告日期，新華電視亞太台與中國新華新聞電視網仍在就重續事宜進行討論。然而，概不保證新華電視亞太台與中國新華新聞電視網將能夠於任何時間就重續新協議達成協議。

本公司將適時作出進一步公佈以知會本公司股東及潛在投資者有關重續新協議或終止服務之進展。

### **GEM上市規則的涵義**

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

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

## CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

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

## CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standards of corporate governance to safeguard the interests of the shareholders and enhance the performance of the Group. The Company has applied the principles and code provisions in the Code on Corporate Governance Practices (the "Code") as set out in Appendix 15 to the GEM Listing Rules. In the opinion of the Board, the Company has complied with the Code during the Period, except paragraphs C.1.8 of the Code. This report further illustrates in detail as to how the Code was applied, inclusive of the considered reasons for any deviation throughout the Period.

## NON-COMPLIANCE WITH RULES 5.05(1), 5.05(2), 5.36A AND 5.28 OF THE GEM LISTING RULES

Throughout the six months ended 30 September 2022, the Company has complied with the requirements under Rules 5.05(1) and (2), 5.05A, 5.36A and 5.28 of the GEM Listing Rules and has appointed three independent non-executive directors, representing one-third of the number of Directors at the Board, with at least one independent non-executive director possessing the appropriate professional qualifications, or accounting or related financial management expertise.

## 董事進行證券交易之行為守則

本公司按與GEM上市規則第5.48至5.67條所載交易必守標準相同的條款採納董事進行證券交易之行為守則。本公司定期向董事發出通知，提醒彼等於刊發財務業績公佈前之禁制期內買賣本公司上市證券之一般禁制規定。經向董事作出特定查詢後，本公司確認，全體董事於整個本期間一直遵守交易必守標準。據本公司所知，於本期間內並無任何這方面的違規事宜。

## 企業管治常規守則

本公司一直致力維持高水平之企業管治，務求保障股東利益及提高本集團之表現。本公司已應用GEM上市規則附錄十五所載之企業管治常規守則（「守則」）之原則及守則條文。董事會認為，除守則第C.1.8段之規定外，本公司於本期間內一直遵守守則。本報告進一步詳細說明守則如何獲應用，包括於整個本期間內任何偏離情況之理由。

## 未符合GEM上市規則第5.05(1)條、第5.05(2)條、5.36A條及第5.28條

於截至二零二二年九月三十日止六個月，本公司已遵守GEM上市規則第5.05(1)及(2)條、第5.05A條、第5.36A條及第5.28條之規定委任三名獨立非執行董事，佔董事會上董事人數之三分之一，且至少有一名獨立非執行董事具備適當的專業資格，或會計或相關財務管理專業知識。

Reference is made to the announcements of the Company dated 11 August 2020 and 14 October 2022 in relation to its non-compliance with Rules 5.05(1), 5.05(2), 5.05A, 5.36A and 5.28 of the GEM Listing Rules. Following the retirement and resignation of certain former Directors on 11 August 2020 and 14 October 2022, the Company has failed to meet the following requirements:

1. there will be two independent non-executive directors on the Board which falls below the minimum number as required under Rule 5.05(1) of the GEM Listing Rules;
2. there will be no independent non-executive directors have appropriate professional qualifications or accounting or related financial management expertise as required under Rule 5.05(2) and Rule 5.28 of the GEM Listing Rules and terms of reference of the Audit Committee;
3. there will be two independent non-executive directors representing less than one-third of the Board as required under Rule 5.05A of the GEM Listing Rules; and
4. there will be two independent non-executive directors on the Nomination Committee which does not fulfil the requirement of establishing a nomination committee comprising a majority of independent non-executive directors as required under Rule 5.36A of the GEM Listing Rules.

The Company is in the process of identifying suitable candidate to fill the vacancy. The Company will continue to use its best endeavours to ensure that suitable candidate is appointed as soon as practicable. Further announcement(s) will be made by the Company as and when appropriate in this regard.

Pursuant to code provision C.1.8 of the Code, the Company should arrange appropriate insurance cover in respect of legal action against its Directors. Such directors' liability insurance will be reviewed and renewed annually. Upon the expiry of the insurance cover on 30 August 2020, the Company did not arrange appropriate insurance cover in respect of legal action against its Directors as it took time for the Company to solicit a suitable insurer at reasonable commercial terms and conditions.

茲提述本公司日期為二零二零年八月十一日及二零二二年十月十四日內容有關本公司未能符合GEM上市規則第5.05(1)、5.05(2)、5.05A、5.36A及5.28條之公佈。若干前任董事於二零二零年八月十一日及二零二二年十月十四日退任及辭任後，本公司未能符合下列要求：

1. 董事會將包括兩名獨立非執行董事，少於GEM上市規則第5.05(1)條所規定之最低人數要求；
2. 本公司將無獨立非執行董事具備適當專業資格或會計或相關的財務管理專業知識，未能符合GEM上市規則第5.05(2)條及第5.28條以及審核委員會之職權範圍的規定；
3. 董事會包括兩名獨立非執行董事，少於GEM上市規則第5.05A條所規定之獨立非執行董事人數佔董事會人數至少三分之一的要求；及
4. 提名委員會將包括兩名獨立非執行董事，未能符合GEM上市規則第5.36A條有關提名委員會由大多數獨立非執行董事組成之要求。

本公司正在物色合適之候選人以填補空缺。本公司將繼續盡力確保在切實可行之情況下盡快任命合適候選人。本公司將適時就此另行刊發公佈。

根據守則的守則條文第C.1.8條，本公司應就針對其董事的法律行動作適當的投保安排。有關董事責任保險將每年檢討及續保。保險保障於二零二零年八月三十日屆滿後，由於本公司需要時間按合理商業條款及條件招攬合適的保險公司，故本公司並無就針對其董事的法律行動安排適當保險保障。

## AUDIT COMMITTEE

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

As at date of this report, the members of the Audit Committee were Ms. Tang Li, Mr. Law Cheuk Hung, Mr. Wu Guo Ming and Mr. Wan Chi Keung, Aaron, *BBS, JP*. Following the resignation of certain former Director on 14 October 2022, the Company has failed to meet the requirement that (1) there will be no independent non-executive directors have appropriate professional qualifications or accounting or related financial management expertise as required under Rule 5.05(2) and Rule 5.28 of the GEM Listing Rules and terms of reference of the Audit Committee and (2) there will be a vacancy for chairman of the Audit Committee as required under the terms of reference of the Audit Committee.

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

By Order of the Board  
**CNC Holdings Limited**  
**Li Yong Sheng**  
*Vice Chairman & CEO*

Hong Kong, 16 November 2023

As at the date of this report, the Directors are Dr. Jiang Yan<sup>1</sup> (Chairman), Dr. Li Yong Sheng<sup>1</sup> (Vice Chairman and Chief Executive Officer), Mr. Liu Da Yong<sup>1</sup>, Mr. Kan Kwok Cheung<sup>1</sup>, Ms. Tang Li<sup>2</sup>, Mr. Law Cheuk Hung<sup>2</sup>, Mr. Wu Guo Ming<sup>3</sup> and Mr. Wan Chi Keung, Aaron, *BBS, JP*<sup>3</sup>.

<sup>1</sup> Executive Director

<sup>2</sup> Non-executive Director

<sup>3</sup> Independent non-executive Director

## 審核委員會

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

於本報告日期，審核委員會的成員包括唐麗女士、羅焯雄先生、吳國銘先生及尹志強先生，銅紫荊星章，太平紳士。自若干前任董事於二零二二年十月十四日辭任後，本公司未能符合下列要求：(1)本公司將無獨立非執行董事具備適當專業資格或會計或相關的財務管理專業知識，未能符合GEM上市規則第5.05(2)條及第5.28條以及審核委員會之職權範圍的規定，以及(2)審核委員會主席一職將出現空缺，未能符合審核委員會之職權範圍的規定。

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

承董事會命  
**中國新華電視控股有限公司**  
*副主席兼行政總裁*  
**李永升**

香港，二零二三年十一月十六日

於本報告日期，董事為姜岩博士<sup>1</sup>（主席）、李永升博士<sup>1</sup>（副主席兼行政總裁）、劉大勇先生<sup>1</sup>、簡國祥先生<sup>1</sup>、唐麗女士<sup>2</sup>、羅焯雄先生<sup>2</sup>、吳國銘先生<sup>3</sup>及尹志強先生，銅紫荊星章，太平紳士<sup>3</sup>。

<sup>1</sup> 執行董事

<sup>2</sup> 非執行董事

<sup>3</sup> 獨立非執行董事



**CNC HOLDINGS LIMITED**

中國新華電視控股有限公司