

# **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



**Third  
Quarterly  
Report**

**2021/2022**

**第三季度報告**

## 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.

*Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.*

*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。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

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，且並無遺漏任何其他事項致使本報告或當中任何聲明有所誤導。

## HIGHLIGHTS

## 摘要

- The Group's revenue for the nine months ended 31 December 2021 increased by approximately 27.2% to approximately HK\$219.0 million (2020: approximately HK\$172.1 million).
  - Loss of the Group for the nine months ended 31 December 2021 decreased by approximately 29.4% to approximately HK\$46.4 million (2020: approximately HK\$65.8 million).
  - Basic loss per share attributable to the owners of the Company for the nine months ended 31 December 2021 was approximately HK1.13 cents (2020: approximately HK1.60 cents).
  - The Board does not recommend the payment of any dividend for the nine months ended 31 December 2021.
- 本集團截至二零二一年十二月三十一日止九個月的收益增加約27.2%至約219,000,000港元(二零二零年:約172,100,000港元)。
  - 截至二零二一年十二月三十一日止九個月的本集團虧損減少約29.4%至約46,400,000港元(二零二零年:約65,800,000港元)。
  - 截至二零二一年十二月三十一日止九個月的本公司擁有人應佔每股基本虧損為約1.13港仙(二零二零年:約1.60港仙)。
  - 董事會不建議就截至二零二一年十二月三十一日止九個月派付任何股息。

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 three months and nine months ended 31 December 2021, together with the unaudited comparative figures for the corresponding periods in 2020, 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」）截至二零二一年十二月三十一日止三個月及九個月之未經審核簡明綜合業績連同二零二零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 nine months ended 31 December 2021

截至二零二一年十二月三十一日止三個月及九個月

		Nine months ended 31 December 截至十二月三十一日止 九個月		Three months ended 31 December 截至十二月三十一日止 三個月		
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	
		Notes 附註				
Revenue	收益	4	219,025	172,139	97,447	57,027
Cost of services	服務成本		(233,626)	(199,392)	(97,073)	(69,907)
Gross (loss)/profit	毛(損)/利		(14,601)	(27,253)	374	(12,880)
Other income	其他收入	5	1,609	10,933	770	4,557
Other (losses)/gains, net	其他(虧損)/收益淨額	6	(862)	99	295	(70)
Amortisation of intangible assets	無形資產攤銷		-	(13,800)	-	(4,617)
Selling and distribution expenses	銷售及分銷開支		(578)	(578)	(193)	(193)
Administrative expenses	行政開支		(11,698)	(19,561)	(3,803)	(5,255)
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	94	-	(24)
Loss from operations	營運虧損	8	(22,555)	(50,066)	(2,557)	(18,482)
Finance costs	融資成本		(20,087)	(20,213)	(5,615)	(6,060)
Loss before income tax	除所得稅前虧損		(42,642)	(70,279)	(8,172)	(24,542)
Income tax	所得稅	9	(3,802)	4,518	(1,311)	1,293
Loss for the period	期內虧損		(46,444)	(65,761)	(9,483)	(23,249)

		Nine months ended 31 December 截至十二月三十一日止 九個月		Three months ended 31 December 截至十二月三十一日止 三個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Other comprehensive income: <i>Items that may be reclassified subsequently to profit or loss:</i>	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	339	-	119
Other comprehensive income for the period, net of tax	期內其他全面收益， 扣除稅項	9	339	-	119
Total comprehensive loss for the period	期內全面虧損總額	<b>(46,435)</b>	(65,422)	<b>(9,483)</b>	(23,130)
Loss for the period attributable to:	以下人士應佔期內虧損：				
Owners of the Company	本公司擁有人	(45,794)	(65,037)	(9,406)	(22,986)
Non-controlling interests of the Company	本公司非控股權益	(650)	(724)	(77)	(263)
		<b>(46,444)</b>	(65,761)	<b>(9,483)</b>	(23,249)
Total comprehensive loss for the period attributable to:	以下人士應佔期內全面虧損 總額：				
Owners of the Company	本公司擁有人	(45,785)	(64,698)	(9,406)	(22,867)
Non-controlling interests of the Company	本公司非控股權益	(650)	(724)	(77)	(263)
		<b>(46,435)</b>	(65,422)	<b>(9,483)</b>	(23,130)
Loss per Share attributable to the owners of the Company – Basic and diluted (HK cent(s))	本公司擁有人應佔每股虧損 – 基本及攤薄 (港仙)	<b>(1.13)</b>	(1.60)	<b>(0.23)</b>	(0.57)

11

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

For the nine months ended 31 December 2021 截至二零二一年十二月三十一日止九個月

		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 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	-	-	-	-	-	-	(45,794)	(45,794)	(650)	(46,444)
Other comprehensive income for the period: <i>Items that may be reclassified subsequently to profit or loss:</i>	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	-	(45,794)	(45,785)	(650)	(46,435)
As at 31 December 2021 (unaudited)	於二零二一年十二月三十一日 (未經審核)	4,055	1,238,195	2,758	14,400	(1,711)	41,214	(1,689,800)	(390,889)	1,261	(389,628)
As at 1 April 2020	於二零二零年四月一日	4,055	1,238,195	2,758	14,400	(2,751)	41,214	(1,569,839)	(271,968)	-	(271,968)
Loss for the period	期內虧損	-	-	-	-	-	-	(65,037)	(65,037)	(724)	(65,761)
Other comprehensive income for the period: <i>Items that may be classified subsequently to profit or loss:</i>	期內其他全面收益： 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	-	-	-	-	339	-	-	339	-	339
Total comprehensive income/(loss) for the period	期內全面收益/(虧損)總額	-	-	-	-	339	-	(65,037)	(64,698)	(724)	(65,422)
Transfer to accumulated losses upon maturity of convertible notes	可換股票據到期後轉撥至 累計虧損	-	-	-	(14,400)	-	-	14,400	-	-	-
Changes in ownership interest of subsidiaries	附屬公司所有權權益變動	-	-	-	-	-	-	(1,222)	(1,222)	2,718	1,496
As at 31 December 2020 (unaudited)	於二零二零年十二月三十一日 (未經審核)	4,055	1,238,195	2,758	-	(2,412)	41,214	(1,621,698)	(337,888)	1,994	(335,894)

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

For the nine months ended 31 December 2021 截至二零二一年十二月三十一日止九個月

## 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 15 March 2010 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The registered office and principal place of business of the Company are located at the offices of Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and Flat 314, 3/F., Fuk Shing Commercial Building, 28 On Lok Mun Street, Fanling, New Territories respectively.

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

The principal activity of the Company is investment holding. The subsidiaries are engaged in the provision of civil engineering services for the public sector in Hong Kong and media and advertising business comprising television broadcasting business in the Asia-Pacific region (excluding the People's Republic of China (the "PRC")) and digital marketing business on overseas market in return for advertising and related revenue.

## 2. BASIS OF PRESENTATION AND PRINCIPAL ACCOUNTING POLICIES

### (a) Statement of compliance

The unaudited condensed consolidated third quarterly financial statements for the nine months ended 31 December 2021 (the "Quarterly Financial Statements") have been prepared to comply with the disclosure requirements of the GEM Listing Rules.

## 1. 一般資料

本公司於二零一零年三月十五日根據開曼群島第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。

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以及媒體及廣告業務，包括於亞太區（不包括中華人民共和國（「中國」））的電視播放業務及於海外市場的數碼營銷業務以取得廣告及相關收益。

## 2. 呈列基準及主要會計政策

### (a) 遵例聲明

截至二零二一年十二月三十一日止九個月之未經審核簡明綜合第三季度財務報表（「季度財務報表」）已獲編製以遵守GEM上市規則之披露規定。

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

### (b) Basis of preparation

The accounting policies and method of the computation used in the preparation of the Quarterly Financial Statements are consistent with those used in the annual report for the year ended 31 March 2021, except for those related to new standards and interpretations effective for the first time periods beginning on 1 April 2021 and expected to be reflected in the forthcoming annual financial statements as disclosed below.

The Quarterly 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.

### (c) Going concern

In preparing the Quarterly Financial Statements, the Directors have given careful consideration to the future liquidity of the Group notwithstanding that:

- The Group has incurred an unaudited net loss of approximately HK\$46,444,000 during the nine months ended 31 December 2021 and, as of that date, the Group had an unaudited net current liabilities and an unaudited net liabilities of approximately HK\$345,495,000 and HK\$389,628,000 respectively;
- As at 31 December 2021, the convertible notes issued by the Company in the principal amount of approximately HK\$257,030,000 were overdue on the reporting date. The Company is in the process of negotiating with the outstanding convertible notes holder for any possible proposals regarding the potential renewal or extension of the convertible notes and other feasible solutions; and

## 2. 呈列基準及主要會計政策 (續)

### (b) 編製基準

編製季度財務報表所用之會計政策及計算方式與截至二零二一年三月三十一日止年度之年度報告所採納者一致，惟下文所披露有關於二零二一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。

季度財務報表乃根據歷史成本慣例編製，惟若干金融工具按各報告期末之公平值計量，並以亦為本公司功能貨幣之港元（「港元」）呈列。

### (c) 持續經營

於編製季度財務報表時，董事已審慎考慮本集團之未來流動性，儘管：

- 截至二零二一年十二月三十一日止九個月，本集團產生未經審核淨虧損約46,444,000港元，及於該日，本集團分別錄得未經審核流動負債淨額約345,495,000港元及未經審核負債淨額約389,628,000港元；
- 於二零二一年十二月三十一日，本公司發行之本金額約為257,030,000港元之可換股票據已於報告日期逾期。本公司正與未償還可換股票據持有人就潛在重續或延長可換股票據之任何可能建議方案及其他可行解決方案進行磋商；及

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

### (c) Going concern (Continued)

- The Group had promissory note in principal amount of approximately HK\$45,040,000 which is due within the next twelve months after 31 December 2021.

The Directors adopted the going concern basis in the preparation of Quarterly Financial Statements and implemented the following measures in order to improve the working capital and liquidity and cash flow position of the Group:

- (1) China Xinhua News Network Co., Limited (“China Xinhua NNC”), one of the major shareholders of the Company and the sole outstanding convertible notes holder, has confirmed to provide financial support to the Group in a reasonable manner under relevant laws and regulatory requirements, to maintain the going concern of the Company. The financial support only refers to allow the Company to extend the repayment for the liabilities due to China Xinhua NNC to not earlier than 12 months commencing from 31 December 2021, including (1) the convertible notes in the principal amount of approximately HK\$257,030,000; (2) the interests payable on the convertible notes amounted to approximately HK\$64,128,000 as of 31 December 2021; and (3) the liabilities due to China Xinhua NNC of approximately HK\$24,587,000 as of 31 December 2021 in respect of annual fee for television broadcasting right, carriage fee payment and satellite transmission fee, if the repayment would cause the Company to be unable to settle its liabilities due to other parties when they fall due.

## 2. 呈列基準及主要會計政策 (續)

### (c) 持續經營 (續)

- 本集團之本金額約為45,040,000港元之承兌票據將於二零二一年十二月三十一日後未來十二個月內到期。

董事於編製季度財務報表時已採納持續經營基準並已實施下列措施以改善本集團之營運資金及流動性以及現金流量狀況：

- (1) 中國新華新聞電視網有限公司（「中國新華新聞電視網」）（本公司之主要股東之一及尚未兌換可換股票據唯一持有人）已確認以合理且符合有關法律和監管要求的方式向本集團提供財務支持，以維持本公司的持續經營。這些財務支持僅指在可能導致本公司無法償還其他債權人到期債務的情況下允許本公司延期至不早於二零二一年十二月三十一日起計十二個月償還應付中國新華新聞電視網的債務，包括(1)可換股票據本金額為約257,030,000港元；(2)截至二零二一年十二月三十一日止之可換股票據之應付利息為約64,128,000港元；及(3)截至二零二一年十二月三十一日止之關於電視播放權年費、代付傳輸費及衛星轉播費之應付中國新華新聞電視網的債務為約24,587,000港元。

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

### (c) Going concern (Continued)

- (2) The Group is actively considering to raise new capital by carrying out fund raising activities including but not limited to rights issue, open offer and placing of new shares.
- (3) The Group will implement operation plans to control costs and generate adequate cash flows from the Group's operation.

In the opinion of the Directors, in light of the various measures/arrangements implemented after the end of the reporting period, the Group will have sufficient working capital for its current requirements and it is reasonable to expect the Group to remain a commercially viable concern. Accordingly, the Directors are satisfied that it is appropriate to prepare the Quarterly Financial Statements on a going concern basis.

Should the Group be unable to continue to operate as a going concern, it may be unable to realise its assets and discharge its liabilities in the normal course of business. Adjustments would have to be made to write down the value of assets to their recoverable amounts, to provide for any future liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities respectively. The effect of these adjustments has not been reflected in the Quarterly Financial Statements.

## 2. 呈列基準及主要會計政策 (續)

### (c) 持續經營 (續)

- (2) 本集團正積極考慮通過開展集資活動以籌集新資本，包括但不限於供股、公开发售及配售新股份。
- (3) 本集團將實施營運計劃以控制成本及從本集團之營運中產生足夠現金流量。

董事認為，鑒於報告期末後實施之多項措施／安排，本集團將擁有充足營運資金以滿足其現時之要求並可合理預期本集團可繼續以符合商業利益之基準經營。因此，董事信納按持續經營基準編製季度財務報表屬合適。

倘本集團未能繼續按持續基準營運，其可能無法於正常業務過程中變現其資產及履行其債務，則需要作出調整藉以將資產價值撇減至其可收回金額，就可能出現之任何未來負債計提撥備，以及將非流動資產及負債分別重新分類為流動資產及負債。該等調整之影響並未於季度財務報表中反映。

### 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	COVID-19-Related Rent Concessions
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2

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 Quarterly Financial Statements and/or disclosures set out in Quarterly Financial Statements.

### 4. REVENUE

Revenue recognised during the three months and six months ended 30 September 2021 and 30 September 2020 were as follows:

Construction works	建築工程
Advertising income	廣告收入
Revenue recognised over time	隨時間確認收益

### 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）	與COVID-19相關的租金減免
香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號（修訂本）	利率基準改革—第二階段

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季度財務報表所呈報之金額及／或季度財務報表所載之披露並無產生重大影響。

### 4. 收益

截至二零二一年九月三十日及二零二零年九月三十日止三個月及六個月確認之收益如下：

		Nine months ended 31 December 截至十二月三十一日止九個月		Three months ended 31 December 截至十二月三十一日止三個月	
		2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2020 二零二零年 (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	2020 二零二零年 (Unaudited) (未經審核) HK\$'000 千港元
Construction works	建築工程	219,025	137,850	97,447	51,588
Advertising income	廣告收入	—	34,289	—	5,439
Revenue recognised over time	隨時間確認收益	219,025	172,139	97,447	57,027

## 5. OTHER INCOME

Other income recognised during the three months and nine months ended 31 December 2021 and 31 December 2020 were as follows:

## 5. 其他收入

截至二零二一年十二月三十一日及二零二零年十二月三十一日止三個月及九個月確認之其他收入如下：

		Nine months ended 31 December 截至十二月三十一日止九個月		Three months ended 31 December 截至十二月三十一日止三個月	
		2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2020 二零二零年 (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	2020 二零二零年 (Unaudited) (未經審核) HK\$'000 千港元
Interest income	利息收入	81	342	40	48
Dividend income	股息收入	-	387	-	82
Government subsidies	政府補貼	-	9,266	-	4,418
Sundry income	雜項收入	1,528	938	730	9
		<b>1,609</b>	<b>10,933</b>	<b>770</b>	<b>4,557</b>

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

Other (losses)/gains, net recognised during the three months and nine months ended 31 December 2021 and 31 December 2020 were as follows:

## 6. 其他(虧損)/收益淨額

截至二零二一年十二月三十一日及二零二零年十二月三十一日止三個月及九個月確認之其他(虧損)/收益淨額如下：

		Nine months ended 31 December 截至十二月三十一日止九個月		Three months ended 31 December 截至十二月三十一日止三個月	
		2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2020 二零二零年 (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	2020 二零二零年 (Unaudited) (未經審核) HK\$'000 千港元
Exchange gain/(loss), net	匯兌收益/(虧損)淨額	2	(352)	1	(152)
Net gains on disposal of property, plant and equipment	出售物業、廠房及設備之收益淨額	454	17	90	41
(Allowance for)/reversal of expected credit losses recognised for trade receivables	就貿易應收款項確認之預期信貸虧損(撥備)/撥回	(866)	380	384	44
(Allowance for)/reversal of expected credit losses recognised for contract assets	就合約資產確認之預期信貸虧損(撥備)/撥回	(389)	54	(137)	(3)
Allowance for expected credit losses recognised for other receivables, net	就其他應收款項確認之預期信貸虧損撥備，淨額	(63)	-	(43)	-
		<b>(862)</b>	99	<b>295</b>	(70)

## 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, 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、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 result by reportable segment.

For the nine months ended 31 December 2021

## 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。

截至二零二一年十二月三十一日止九個月

		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	219,025	-	219,025
<b>Reportable segment results</b>	<b>可呈報分部業績</b>	<b>(21,455)</b>	<b>(1,507)</b>	<b>(22,962)</b>
Unallocated corporate income	未分配企業收入			3,654
Unallocated corporate expenses	未分配企業開支			(3,247)
Finance costs	融資成本			(20,087)
<b>Loss before income tax</b>	<b>除所得稅前虧損</b>			<b>(42,642)</b>

## 7. SEGMENT INFORMATION (Continued)

### Segment revenue and results (Continued)

For the nine months ended 31 December 2020

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

There were no inter-segment sales for the nine months ended 31 December 2021 and 31 December 2020.

Segment profit/(loss) represents the profit earned/loss incurred by each segment without allocation of central administration costs, interest income, dividend income, finance costs, changes in fair value of financial assets at fair value through profit or loss and income tax. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance.

## 7. 分部資料 (續)

### 分部收益及業績 (續)

截至二零二零年十二月三十一日止九個月

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
137,850	34,289	172,139
(30,813)	(13,966)	(44,779)
		819
		(6,106)
		(20,213)
		(70,279)

截至二零二一年十二月三十一日及二零二零年十二月三十一日止九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、股息收入、融資成本、透過損益按公平值入賬之金融資產公平值變動及所得稅前所賺取的溢利／產生的虧損。此乃向主要營運決策者呈報以供其分配資源及評估分部表現之計量方式。

## 8. LOSS FROM OPERATIONS

Loss from operations is arrived at after charging the following:

## 8. 營運虧損

營運虧損乃經扣除以下各項後計算得出：

		Nine months ended 31 December 截至十二月三十一日止九個月		Three months ended 31 December 截至十二月三十一日止三個月	
		2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2020 二零二零年 (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	2020 二零二零年 (Unaudited) (未經審核) HK\$'000 千港元
Amortisation of intangible assets	無形資產攤銷	-	13,800	-	4,617
Depreciation of property, plant and equipment	物業、廠房及 設備折舊	8,770	11,468	2,830	3,786
Depreciation of right-of-use assets	使用權資產折舊	46	4,098	-	1,312

## 9. INCOME TAX

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

## 9. 所得稅

未經審核簡明綜合損益及其他全面收益表之所得稅金額如下：

	Nine months ended 31 December 截至十二月三十一日止九個月		Three months ended 31 December 截至十二月三十一日止三個月	
	2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2020 二零二零年 (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	2020 二零二零年 (Unaudited) (未經審核) HK\$'000 千港元
Current tax – Hong Kong profits tax				
– provision for the period	3,152	313	1,175	105
– over provision in respect of prior years	(20)	(399)	(3)	(15)
	<b>3,132</b>	(86)	<b>1,172</b>	90
Current tax – PRC Enterprise Income tax				
– provision for the period	–	–	–	–
	<b>3,132</b>	(86)	<b>1,172</b>	90
Deferred tax				
– provision for the period	670	(4,432)	139	(1,383)
Income tax charged/(credit)	<b>3,802</b>	(4,518)	<b>1,311</b>	(1,293)

## 9. INCOME TAX (Continued)

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment.) (No. 7) Bill 2017 (the “Bill”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of assessable profits of qualifying corporations will be taxed at 8.25% and assessable profits above HK\$2,000,000 will be taxed at 16.5%. The assessable profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5% for the three months and nine months ended 31 December 2021 and 31 December 2020.

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

No provision for PRC Enterprise Income tax has been made as the subsidiary incorporated in the PRC has no assessable profits arising in the PRC during each of three months and nine months ended 31 December 2021 and 31 December 2020.

## 10. DIVIDENDS

The Board does not recommend the payment of any dividend for each of the three months and nine months ended 31 December 2021 respectively (2020: Nil).

## 9. 所得稅 (續)

於二零一八年三月二十一日，香港立法會通過《二零一七年稅務(修訂)(第7號)條例草案》(「草案」)，草案引進利得稅兩級制。草案於二零一八年三月二十八日簽署立法，並於翌日刊憲。根據利得稅兩級制，合資格公司首2,000,000港元應課稅溢利將按8.25%徵稅，2,000,000港元以上應課稅溢利則按16.5%徵稅。截至二零二一年十二月三十一日及二零二零年十二月三十一日止三個月及九個月，利得稅兩級制下不合資格公司之應課稅溢利將繼續按劃一稅率16.5%徵稅。

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。

截至二零二一年十二月三十一日及二零二零年十二月三十一日止各三個月及九個月，於中國註冊成立之附屬公司並無於中國產生應課稅溢利，故並無就中國企業所得稅計提撥備。

## 10. 股息

董事會不建議派付分別截至二零二一年十二月三十一日止各三個月及九個月之任何股息(二零二零年：無)。

## 11. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculations of basic loss per Share for the three months and nine months ended 31 December 2021 are based on the unaudited consolidated loss of approximately HK\$9,406,000 and approximately HK\$45,794,000 attributable to the owners of the Company for each of the three months and nine months ended 31 December 2021 respectively (three months and nine months ended 31 December 2020: approximately HK\$22,986,000 and approximately HK\$65,037,000 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 nine months ended 31 December 2021 (weighted average number of Shares in issue for the three months and nine months ended 31 December 2020: 4,055,349,947 and 4,055,349,947 respectively) as if they had been in issue throughout the periods.

Diluted loss per Share for the three months and nine months ended 31 December 2021 and 31 December 2020 are the same as the basis loss per share. The computation of diluted loss per share for the three months and nine months ended 31 December 2021 and 31 December 2020 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.

## 11. 本公司擁有人應佔每股股份虧損

截至二零二一年十二月三十一日止三個月及九個月的每股股份基本虧損乃根據截至二零二一年十二月三十一日止各三個月及九個月本公司擁有人應佔未經審核綜合虧損分別約9,406,000港元及約45,794,000港元（截至二零二零年十二月三十一日止三個月及九個月：分別為約22,986,000港元及約65,037,000港元）與截至二零二一年十二月三十一日止三個月及九個月已發行股份加權平均數為4,055,349,947股及4,055,349,947股（截至二零二零年十二月三十一日止三個月及九個月已發行股份加權平均數：分別為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。

截至二零二一年十二月三十一日及二零二零年十二月三十一日止三個月及九個月，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，因此計算截至二零二一年十二月三十一日及二零二零年十二月三十一日止三個月及九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。

## 12. SHARE CAPITAL

## 12. 股本

Number  
of Shares  
股份數目

Nominal  
value  
面值  
HK\$'000  
千港元

### Authorised:

### 法定：

As at 1 April 2021 and 31 December 2021  
(Unaudited)

於二零二一年四月一日及  
二零二一年十二月三十一日  
(未經審核)

500,000,000,000

500,000

### Issued and fully paid:

### 已發行及繳足：

As at 1 April 2021 and 31 December 2021  
(Unaudited)

於二零二一年四月一日及  
二零二一年十二月三十一日  
(未經審核)

4,055,349,947

4,055

# 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 and media and advertising business comprising television broadcasting business in the Asia-Pacific region (excluding the PRC) and digital marketing business on overseas market in return for advertising and related revenue. During the nine months ended 31 December 2021 (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 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 ten contracts. Among the ten contracts, one of these is related to provision of waterworks engineering services and the remaining contracts are related to provision of drainage services and site formation services. Details of the contracts undertaken are set out below:

	<b>Contract number</b> 合約編號	<b>Particulars of contract</b> 合約詳情
Main contracts 主合約	Q067133	Elevated Road along Lohas Park Road and the pedestrian footbridge FB1 沿康城路邊之高架橋路及行人天橋FB1
	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及媒體及廣告業務，包括於亞太區（不包括中國）進行電視播放業務及於海外市場的數碼營銷業務，以取得廣告及相關收益。截至二零二一年十二月三十一日止九個月（「本期間」），本集團繼續專注於在香港為公營部門提供土木工程服務，開展其電視播放業務，以及探索於海外市場的數碼營銷商機，以取得廣告及相關收入。

#### 提供土木工程服務

於本期間內，本集團已承接十項合約。該十項合約中，有一項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服務有關。所承接合約之詳情載列如下：

	<b>Contract number</b> 合約編號	<b>Particulars of contract</b> 合約詳情
Subcontracts 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 屯門第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 於新界東南之垃圾填埋場擴建工程
Joint Operations 合營業務	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 屯門第54區鄰近紫田路及興富街的土地平整及基建工程

Among the above ten contracts, a contract (contract numbered EP/SP/10/91) were newly awarded during the Period. During the Period, the two contracts with contract numbered CV/2016/10 and 4/WSD/19 were the main contributors to the Group's revenue, which generated approximately HK\$73.2 million and HK\$58.9 million, constituting approximately 33.4% and 26.9% of the Group's revenue respectively.

上述該十項合約中，一項合約（合約編號為EP/SP/10/91）乃於本期間內新簽訂。於本期間內，合約編號為CV/2016/10及4/WSD/19之兩項合約為本集團收益之主要來源，分別產生約73,200,000港元及58,900,000港元，分別佔本集團收益的約33.4%及26.9%。

## Media and advertising business

In 2021, the global pandemic of novel corona virus (“COVID-19”) persisted as mutated variants of the virus continued to emerge and spread over the world. The global business environment was adversely impacted by the prolonged global pandemic. The Group’s media and advertising business continues experiencing a challenging operating environment; in particular, the rapid development and ever-changing new media and overall contraction of the advertising market with intense competition in a crowded marketplace have resulted in a difficult business environment for the Group to derive its advertising revenue. Aiming to address the challenges of weak advertising customer demands and to keep in pace with the industry trends, the Group has adjusted its business strategy and attempted to make business transformation through seeking for opportunities to cooperate with different partners in the sectors and transforming its media and advertising business from conventional television platforms to various internet and digital platforms. The Group will explore new business opportunities that may create synergetic value with existing media and advertising business to expand its revenue streams.

Looking ahead, the Group will continue to explore new business opportunities which can bring in value to the shareholders of the Company and at the same time improve the existing operational efficiency of each business division and actively optimise its resources so as to enhance the profitability and the core competitiveness of the Group.

## 媒體及廣告業務

於二零二一年，由於新型冠狀病毒（「COVID-19」）的變種毒株不斷出現並在全球蔓延，全球疫情仍然持續。全球營商環境受到全球疫情持續的不利影響。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，由於新媒體快速發展及千變萬化，廣告市場整體收縮，對手眾多的市場上競爭激烈，導致本集團處於難以取得廣告收益的營商環境。為應對廣告客戶需求疲弱的挑戰及緊跟行業趨勢，本集團已調整其業務策略，並試圖通過尋求機會與不同領域的合作夥伴合作、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平台轉型，來實現業務的轉型。本集團將探索可與現有媒體及廣告業務創造協同價值的新商機，以擴大其收益來源。

展望未來，本集團將繼續探索能為本公司股東帶來價值的新商機，同時提高各業務分部當前的經營效率及積極優化其資源以提高本集團的盈利能力及強化其核心競爭力。

## FINANCIAL REVIEW

### Revenue

During the Period, the Group reported revenue of approximately HK\$219.0 million (2020: approximately HK\$172.1 million), representing an increase of approximately 27.2% 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 Group derived aggregate advertising revenue of approximately HK\$nil (2020: approximately HK\$34.3 million) from media and advertising business for the Period. The increase in revenue was mainly due to increase in work from newly awarded 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 and a jointly controlled operator. The revenue generated from undertaking in a capacity of a subcontractor and a jointly controlled operator amounted to approximately HK\$219.0 million (2020: approximately HK\$126.4 million), representing approximately 100.0% (2020: approximately 73.4%) of the total revenue for the Period. On the other hand, the revenue generated from the undertaking of civil engineering contracts in the capacity of a main contractor amounted to approximately HK\$nil (2020: approximately HK\$11.5 million), representing approximately nil% (2020: approximately 6.7%) of the total revenue for the Period.

## 財務回顧

### 收益

於本期間內，本集團錄得收益約219,000,000港元（二零二零年：約172,100,000港元），較去年同期增加約27.2%。本集團所有收益均來自於本期間內提供的土木工程服務。於本期間，本集團來自媒體及廣告業務的廣告收益總額約為零港元（二零二零年：約34,300,000港元）。收益增加乃主要由於本期間來自新獲授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及共同控制營運商身份承接之土木工程合約。以分包商及共同控制營運商身份承接所產生之收益為約219,000,000港元（二零二零年：約126,400,000港元），佔本期間總收益約100.0%（二零二零年：約73.4%）。另一方面，以主承建商身份承接之土木工程合約產生之收益為約零港元（二零二零年：約11,500,000港元），佔本期間總收益約零%（二零二零年：約6.7%）。

## Cost of services

The Group's cost of services for the Period increased by approximately 17.2% to approximately HK\$233.6 million (2020: approximately HK\$199.4 million) as compared with that for the same period of the previous year. The Group's cost of services mainly includes costs of construction services and costs of media and advertising business. Costs of construction services mainly comprise raw materials, direct labour and subcontracting fee for services provided by the subcontractors. Costs of media and advertising business mainly comprise of costs of television broadcasting business and costs of digital marketing business. Costs of television broadcasting business mainly comprise transmission costs, broadcasting fee and other direct costs attributable to television broadcasting business. Transmission costs comprise satellite transmission fee and carriage fee payable to satellite operators while broadcasting fee comprises annual fee payable to media broadcasting providers and China Xinhua News Network Co., Limited ("China Xinhua NNC"). Costs of digital marketing business mainly comprise of costs of usage of information contents to content providers and other direct costs.

## Gross loss

The gross loss of the Group for the Period decreased by approximately 46.4% to approximately HK\$14.6 million (2020: approximately HK\$27.3 million) as compared with that for the same period of the previous year. The gross loss margin of the Group was amounted to approximately 6.7% for the Period (2020: approximately 15.8%). The decrease in gross loss was mainly due to the increase in work from certain newly awarded 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.

## 服務成本

本集團於本期間之服務成本較去年同期增加約17.2%至約233,600,000港元(二零二零年:約199,400,000港元)。本集團的服務成本主要包括建築服務成本以及媒體及廣告業務成本。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。媒體及廣告業務成本主要包括電視播放業務成本及數碼營銷業務成本。電視播放業務成本主要包括傳送成本、播放費用及電視播放業務應佔其他直接成本。傳送成本包括衛星傳送費用及應付衛星營運商之傳輸費用,而播放費用則包括應付予媒體播放供應商及中國新華新聞電視網有限公司(「中國新華新聞電視網」)之年費。數碼營銷業務成本主要包括就使用資訊內容向內容供應商支付之成本及其他直接成本。

## 毛損

本集團於本期間之毛損較去年同期減少約46.4%至約14,600,000港元(二零二零年:約27,300,000港元)。本集團於本期間之毛損率約為6.7%(二零二零年:約15.8%)。毛損減少主要由於來自若干新獲授土木工程項目的工程量增加,該等項目處於早期工程階段,毛利率較高,以及本集團實施營運計劃控制建築成本。

## Other income

The Group's other income for the Period decreased by approximately 85.3% to approximately HK\$1.6 million (2020: approximately HK\$10.9 million) as compared with that for the same period of the previous year. The decrease in other income was mainly due to the government grant received regarding to novel coronavirus (COVID-19) epidemic in the previous year.

## Other (losses)/gains, net

The Group's other (losses)/gains, net for the Period was amounted to approximately HK\$862,000 (2020: other gains, net of approximately HK\$99,000). Other losses, net mainly consisted of allowance for expected credit losses recognised for trade receivables and contract assets and net gains on disposal of property, plant and equipment for the Period.

## Amortisation of intangible assets

The Group's amortisation of intangible assets for the Period was amounted to approximately HK\$nil (2020: approximately HK\$13.8 million) as the intangible assets had been fully impaired for the year ended 31 March 2021. The amortisation of intangible assets mainly consisted of amortisation of television broadcasting right for the television broadcasting business included in media and advertising business.

## Selling and distribution expenses

The Group's selling and distribution expenses for the Period were amounted to approximately HK\$0.6 million (2020: approximately HK\$0.6 million). The selling and distribution expenses were mainly consisted of marketing expenses for the media and advertising business for the Period.

## 其他收入

本集團於本期間之其他收入較去年同期減少約85.3%至約1,600,000港元(二零二零年:約10,900,000港元)。其他收入減少乃主要由於去年獲得針對新型冠狀病毒(COVID-19)疫情之政府補助所致。

## 其他(虧損)/收益淨額

本集團於本期間之其他(虧損)/收益淨額約為862,000港元(二零二零年:其他收益淨額約99,000港元)。其他虧損淨額主要包括本期間就貿易應收款項及合約資產確認之預期信貸虧損撥備及出售物業、廠房及設備之收益淨額。

## 無形資產攤銷

由於無形資產已於截至二零二一年三月三十一日止年度悉數減值,本集團於本期間之無形資產攤銷約為零港元(二零二零年:約13,800,000港元)。無形資產攤銷主要包括納入媒體及廣告業務內之電視廣播業務之電視播放權之攤銷。

## 銷售及分銷開支

本集團於本期間之銷售及分銷開支約為600,000港元(二零二零年:約600,000港元)。銷售及分銷開支主要包括本期間媒體及廣告業務之營銷開支。

### Administrative expenses

The Group's administrative expenses for the Period decreased by approximately 40.2% to approximately HK\$11.7 million (2020: approximately HK\$19.6 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.

### Finance costs

The Group's finance costs for the Period decreased by approximately 0.6% to approximately HK\$20.1 million (2020: approximately HK\$20.2 million) as compared with that for the same period of the previous year. The finance costs mainly consist of interest expenses for the promissory note and convertible notes.

### Net Loss

The net loss of the Group for the Period decreased by approximately 29.4% to approximately HK\$46.4 million (2020: approximately HK\$65.8 million) as compared with that for the same period of the previous year. The decrease in net loss was mainly due to decrease in gross loss and amortisation of intangible assets and administrative expenses during the Period.

### Loss per Share

The basic loss per Share attributable to the owners of the Company was approximately HK1.13 cents (2020: approximately HK1.60 cents).

### 行政開支

本集團於本期間之行政開支較去年同期減少約40.2%至約11,700,000港元(二零二零年:約19,600,000港元)。行政開支主要包括法律及專業費用、員工成本(包括董事薪酬)、折舊開支以及租金開支。

### 融資成本

本集團於本期間之融資成本較去年同期減少約0.6%至約20,100,000港元(二零二零年:約20,200,000港元)。融資成本主要包括承兌票據及可換股票據之利息開支。

### 淨虧損

本期間本集團淨虧損較去年同期減少約29.4%至約46,400,000港元(二零二零年:約65,800,000港元)。淨虧損減少乃主要由於本期間毛損、無形資產攤銷及行政開支減少所致。

### 每股虧損

本公司擁有人應佔每股基本虧損為約1.13港仙(二零二零年:約1.60港仙)。

## PROSPECTS

The global outbreak of novel corona virus (“COVID-19”) is expected to be persistent in the coming year. The global and local economy and business environment remain complex and uncertain. Amid the difficult economic outlook, the provision of civil engineering service business will continue to provide a stable revenue source and remain the major contributor to the Group’s revenue while the Group will continue its effort in developing its media and advertising business. The Group will retain the strategy of diversifying the business spectrum and broadening the revenue base of the Group in face of the challenges ahead.

### Provision of civil engineering services

As the Covid-19 pandemic continues to be the main troubles in most economies and industries, the general outlook of the construction industry and the business environment remain difficult and challenging. Notwithstanding Hong Kong Government’s blueprint and plan to develop new residential and commercial center in coming decades which will involve numerous large scale infrastructure and construction engineering projects, the intense market competition and rising construction costs remain the major challenges for the construction industry. The rising material costs due to global supply chain disruption and the increase in manpower and other operation costs during the past years have put pressure on the operational and financial performance of construction projects. Couple with the intense market competition, it has led to lower value of contracts awarded to the Group and the keen competition in the market may affect the tendering activities of the construction industry such as more aggressive and competitive project pricing strategy adopted for new tenders. Overall it may result in decline in the gross profit margin and post negative impact on the overall profitability and financial performance of the Group.

## 前景

全球新型冠狀病毒（「COVID-19」）疫情預計會在未來一年內持續存在。全球及地方經濟及業務環境依然複雜多變。在困難的經濟前景下，提供土木工程服務業務將繼續提供穩定的收入來源並仍會是本集團收入的主要貢獻者，同時本集團將繼續發展媒體及廣告業務。面對未來的挑戰，本集團將保留多元化業務範圍及擴闊本集團的收入基礎之策略。

### 提供土木工程服務

由於COVID-19疫情仍是大多數經濟及行業的主要麻煩，建築業的整體前景及業務環境仍然困難且充滿挑戰。儘管香港政府於未來數十年發展新的住宅及商業中心之藍圖及計劃將涉及大量大型基建工程項目，但激烈的市場競爭及不斷上升的建築成本仍是建築業的主要挑戰。於過去幾年內，全球供應鏈中斷導致的材料成本上升，人力及其他經營成本的增加，給建築項目的經營及財務表現帶來了壓力。加上激烈的市場競爭，致使本集團獲批的合約價值減少，而市場競爭激烈會影響建築業的競標活動，如對新的招標採用更激進及更具競爭力的項目定價策略。總體而言，此等情況可能會導致毛利率下降，並對本集團的整體盈利能力和財務表現構成不利影響。

To tackle the difficulties and challenges in the construction industry, the Group intends to keep the current team structure and resources in place strategically and at the same time actively implementing tight costs-saving measures and closely monitoring the construction procedures and operation to improve the efficiency and effectiveness of project management. In view of the keen competition, the Group will implement a prudent approach in projects selection in the upcoming years by tendering to well-established contractors and remarkable business partners in both private and public sector. The Group will closely monitor the tendering projects available in the market and pay close attention to any new infrastructure projects implemented by the government to seek for suitable tendering opportunities. The Group will review its tendering strategy based on the prevailing market situations.

The Group will continue to exercise due care in the pursuance of this core business and further enhance its competitive edge in the industry. The Group will adjust its business strategies from time to time if required and look for appropriate projects that are in line with the overall development strategy of the Group.

### **Media and advertising business**

The pro-longed COVID-19 pandemic, the fast-development of new media advertising platforms and the changing customers' habits and preferences have led to a difficult operating environment for the Group's media and advertising business. These challenges are expected to persist in the coming years and will post an adverse impact on the performance of this business segment. To effectively respond to the tough operating environment in media industry, the Group has adjusted its development strategy to switch its focus from traditional television advertising platform to internet and multimedia advertising platforms and attempts to pursue cooperation with reputable business partners in the media industry to expand its media and advertising business scopes so as to generate synergies between various platforms. In the future, the Group will continue to promote the brand awareness and integrate multiple resources to seek for business opportunities that can help maintain the future development of the Group and improve the profitability and financial performance of the Group.

為應對建築業的困難及挑戰，本集團意欲於戰略上保持現有的團隊結構及資源，同時積極實施嚴格的成本節約措施，密切關注施工程序及操作，以提高項目管理的效率和效果。鑒於競爭激烈，於未來幾年，本集團將透過在招標中選擇私營及公營界別具良好資歷之承建商及優秀業務夥伴，在項目選擇方面貫徹審慎的態度。本集團將密切關注市場上的招標項目，並密切留意任何由政府實施的新基建項目以尋求合適的招標機遇。本集團將根據當前市場情況，審閱其招標策略。

本集團將繼續在發展該核心業務時謹慎行事，進一步加強其在業內的競爭優勢。本集團將於有需要時不時調整其業務策略並尋求符合本集團整體發展策略之合適項目。

### **媒體及廣告業務**

長期的COVID-19疫情、新媒體廣告平台的快速發展以及客戶習慣及偏好不斷變化，導致本集團的媒體及廣告業務的經營環境困難。該等挑戰預計將於未來幾年持續存在，並將對該業務部門的表現產生不利影響。為有效應對媒體行業艱難的經營環境，本集團已調整其發展戰略，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，從而試圖與傳媒業內知名的商業夥伴合作，擴展其媒體及廣告業務範圍，來營造多個平台之間的協同效應。未來，本集團將持續提升品牌知名度，整合各類資源，尋求有助於維持本集團未來發展且可提高本集團的盈利能力並改善本集團的財務表現的業務機會。

Notwithstanding the challenging time in the future, the Group remains prudently optimistic about the prospects of the core businesses of the Group in the long term. The Group will continue to develop its existing businesses and at the same time make its best endeavor to explore any new and healthy opportunities and diversify its business profile to generate synergy between different business segments and bring better values to the shareholders of the Company.

## DIVIDENDS

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

## 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.

儘管未來充滿挑戰，本集團對其核心業務的長遠前景仍然抱持審慎樂觀態度。本集團將繼續發展其現有業務，同時盡最大努力探索任何新的和好的機會，多樣化其業務組合，以便在不同的業務領域產生協同效應，為本公司股東帶來更好的價值。

## 股息

董事會不建議就本期間派付任何股息。

## 購股權計劃

本公司股東已於二零一零年八月十一日採納及批准購股權計劃。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。

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.

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供股東批准，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

## 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

As at 31 December 2021, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO")) which have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO); or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

於二零二一年十二月三十一日，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：

### Long position in the Shares:

### 於股份之好倉：

Name	Capacity/Nature of interest	Number of Shares held	Percentage of aggregate interests to total issued share capital
姓名	身份／權益性質	所持股份數目	總權益佔全部已發行股本的百分比
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 ("Shunleetat"), 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.

附註：簡先生為Shunleetat (BVI) Limited（「Shunleetat」）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所持全部股份的權益。

Saved as disclosed above, as at 31 December 2021, 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 31 December 2021, 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，於二零二一年十二月三十一日，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任何其他權益或淡倉；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任何其他權益或淡倉。

#### **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，於二零二一年十二月三十一日，下列人士／實體（董事或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條須存置之登記冊的權益或淡倉，詳情如下：

## Long position in the Shares and underlying Shares:

## 於股份及相關股份之好倉：

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有限公司 (「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 31 December 2021, 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，於二零二一年十二月三十一日，就董事所知，概無任何其他人士／實體(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除外)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條須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

During the Period, the Group entered into following continuing connected transactions:

### Television Broadcasting Right Agreement

On 5 September 2011, Xinhua TV Asia-Pacific operating Co., Limited ("Xinhua TV Asia-Pacific") entered into a television broadcasting right agreement (the "Television Broadcasting Right Agreement") with China Xinhua NNC, pursuant to which China Xinhua NNC granted the television broadcasting right in respect of broadcasting information contents from Xinhua News Agency under the CNC Channels on television channels in the Asia-Pacific region (excluding the PRC) to the Group for an annual fee of 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. 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

於本期間內，本集團訂立以下持續關連交易：

### 電視播放權協議

於二零一一年九月五日，新華電視亞太台運營有限公司（「新華電視亞太台」）與中國新華新聞電視網訂立一份電視播放權協議（「電視播放權協議」），據此，中國新華新聞電視網向本集團授出於亞太地區（不包括中國）之電視頻道播放新華社之CNC頻道下之資訊內容之電視播放權，於二零一六年十二月三十一日前之年費約為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。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.

The Board considers that the expiration of the Television Broadcasting Right Agreement may lead to the decrease in revenue of the Group. 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。

董事會認為，電視播放權協議的屆滿或會導致本集團收益減少。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更新後，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 A.1.8, A.5.1 and A.6.7 of the Code. This report further illustrates in detail as to how the Code was applied, inclusive of the considered reasons for any deviation throughout the Period.

## 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，全體董事於整個回顧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15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A.1.8、A.5.1及A.6.7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，包括於整個期間內任何偏離情況之理由。

Following the changes in Board composition with effect from the conclusion of the annual general meeting held on 11 August 2020 as disclosed in the announcements of the Company dated 10 August 2020 and 11 August 2020, (i) there is a vacancy for chairman of the risk management committee (the “Risk Management Committee”) of the Company as required under the terms of reference of the Risk Management Committee; and (ii) the nomination committee of the Company comprises three executive Directors and three independent non-executive Directors and accordingly, the Company no longer fulfils the requirement of establishing a nomination committee comprising a majority of independent non-executive directors under paragraph A.5.1 of the Code as set out in Appendix 15 to the GEM Listing Rules during the Period. And as at the date of this report, the Company does not fulfil the requirement of establishing a nomination committee comprising a majority of independent non-executive directors under Rule 5.36A of the GEM Listing Rules.

Pursuant to code provision A.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 existing 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.

繼二零二零年八月十一日舉行之股東週年大會結束時董事會組成發生變更（於本公司日期為二零二零年八月十日及二零二零年八月十一日的公佈內披露）後，(i)本公司風險管理委員會（「風險管理委員會」）之職權範圍所規定之風險管理委員會主席出現空缺；及(ii)本公司提名委員會由三名執行董事及三名獨立非執行董事所組成，因此，本公司於本期間已不再符合GEM上市規則附錄十五所載之守則第A.5.1段項下之提名委員會由大多數獨立非執行董事組成之要求。於本報告日期，本公司不符合GEM上市規則第5.36A條項下之提名委員會由大多數獨立非執行董事組成之要求。

根據守則的守則條文第A.1.8條，本公司應就其董事可能會面對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。現有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。

Paragraph A.6.7 of the Code requires that independent non-executive directors and non-executive directors shall attend general meetings and develop a balanced understanding of the views of shareholders. A non-executive Director, namely Ms. Tang Li, did not attend the extraordinary general meeting of the Company held on 11 June 2021 due to overseas commitment and pre-arranged business engagements. Other Board members and the chairmen of the relevant Board committees also attended the extraordinary general meeting to inter-face with, and answer questions from the Shareholders.

A non-executive Director, namely Ms. Tang Li, did not attend the annual general meeting of the Company held on 11 August 2021 due to overseas commitment and pre-arranged business engagements. Other Board members, the chairmen of the relevant Board committees and the external auditor of the Company also attended the annual general meeting to inter-face with, and answer questions from the Shareholders.

守則第A.6.7段規定，獨立非執行董事及非執行董事應出席股東大會，對股東之意見有公正之了解。一位非執行董事（即唐麗女士）因海外事務及預先事務安排未有出席本公司於二零二一年六月十一日舉行之股東特別大會。其他董事會成員及相關董事委員會主席亦有出席股東特別大會以正面回答股東提問。

一位非執行董事（即唐麗女士）因海外事務及預先事務安排未有出席本公司於二零二一年八月十一日舉行之股東週年大會。其他董事會成員、相關董事委員會主席及本公司外部核數師亦有出席股東週年大會以正面回答股東提問。

## AUDIT COMMITTEE

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

As at 31 December 2021, the members of the Audit Committee were Mr. Wong Chung Yip, Kenneth, Ms. Tang Li, Mr. Law Cheuk Hung, Mr. Wu Guo Ming and Mr. Wan Chi Keung, Aaron, *BBS, JP*. Mr. Wong Chung Yip, Kenneth was the chairman of the Audit Committee. The Audit Committee had reviewed the unaudited condensed consolidated results of the Group for the Period and is of the opinion that the preparation of such results complied with the applicable accounting standards and that adequate disclosures have been made.

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

Hong Kong, 14 February 2022

*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>, Mr. Wan Chi Keung, Aaron, *BBS, JP*<sup>3</sup> and Mr. Wong Chung Yip, Kenneth<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C.3.3段所載規定。審核委員會的主要職責為（其中包括）審閱及監督本集團的財務申報程序、內部監控制度及整體風險管理、審閱本集團的財務報表及季度報告、中期報告及年報，以及審閱外部核數師的聘用條款及審核工作範圍。

於二零二一年十二月三十一日，審核委員會的成員包括王忠業先生、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*。王忠業先生為審核委員會主席。審核委員會已審閱本集團於本期間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，二零二二年二月十四日

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>、尹志強先生，*銅紫荊星章，太平紳士*<sup>3</sup>及王忠業先生<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