

# CULTURECOM

文化傳信集團有限公司

(於百慕達註冊成立之有限公司)  
(股份代號：00343)

CULTURECOM HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)  
(Stock Code : 00343)



## 2016-2017 Interim Report 中期報告

## CORPORATE INFORMATION

### NON-EXECUTIVE DIRECTOR

Mr. Chu Bong Foo (*Chairman*)

### EXECUTIVE DIRECTORS

Ms. Chow Lai Wah Livia (*Vice Chairman*)

Dr. Lai Tak Kwong Andrew  
(*Chief Executive Officer*)

Mr. Kwan Kin Chung (*Managing Director*)

Mr. Chen Man Lung

Mr. Tang U Fai

Mr. Tang Kwing Chuen Kenneth

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Fan Chun Wah Andrew

Mr. Joseph Lee Chennault

Mr. Lai Qiang

Ms. Ng Ying

### COMPANY SECRETARY

Ms. Lee Yuk Ping

### CORPORATE GOVERNANCE COMMITTEE

Mr. Chen Yen Lung

Ms. Chow Lai Wah Livia

Mr. Tang Kwing Chuen Kenneth

Ms. Mak Wing Shuen Jennie

### AUDIT COMMITTEE

Mr. Lai Qiang

Mr. Fan Chun Wah Andrew

Mr. Joseph Lee Chennault

### REMUNERATION COMMITTEE

Mr. Fan Chun Wah Andrew

Ms. Chow Lai Wah Livia

Mr. Lai Qiang

## 公司資料

### 非執行董事

朱邦復先生 (*主席*)

### 執行董事

周麗華女士 (*副主席*)

黎德光博士 (*行政總裁*)

關健聰先生 (*董事總經理*)

陳文龍先生

鄧宇輝先生

鄧焯泉先生

### 獨立非執行董事

范駿華先生

陳立祖先生

賴強先生

吳英女士

### 公司秘書

李玉萍小姐

### 企業管治委員會

陳延隆先生

周麗華女士

鄧焯泉先生

麥穎璇女士

### 審核委員會

賴強先生

范駿華先生

陳立祖先生

### 薪酬委員會

范駿華先生

周麗華女士

賴強先生

## NOMINATION COMMITTEE

Ms. Chow Lai Wah Livia  
Mr. Fan Chun Wah Andrew  
Mr. Lai Qiang

## PRINCIPAL BANKERS

The Hongkong and Shanghai Banking  
Corporation Limited

## SOLICITORS

Michael Li & Co.  
Appleby

## AUDITOR

Deloitte Touche Tohmatsu

## REGISTERED OFFICE

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

## PRINCIPAL OFFICE

Room 2305-06, 23/F,  
Hing Yip Commercial Centre,  
272-284 Des Voeux Road Central  
Hong Kong

## PRINCIPAL REGISTRAR

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM08  
Bermuda

## BRANCH REGISTRAR

Computershare Hong Kong Investor  
Services Limited  
Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wan Chai  
Hong Kong

## COMPANY WEBSITE

[www.culturecom.com.hk](http://www.culturecom.com.hk)

## STOCK CODE

343

## 提名委員會

周麗華女士  
范駿華先生  
賴強先生

## 主要往來銀行

香港上海滙豐銀行有限公司

## 律師

李智聰律師事務所  
Appleby

## 核數師

德勤·關黃陳方會計師行

## 註冊辦事處

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

## 主要辦事處

香港  
上環德輔道中272-284號  
興業商業中心  
23樓05-06室

## 主要過戶登記處

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM08  
Bermuda

## 過戶登記處分處

香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心17樓  
1712-1716號舖

## 公司網址

[www.culturecom.com.hk](http://www.culturecom.com.hk)

## 股份代號

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## CHAIRMAN'S STATEMENT

### BUSINESS REVIEW

During the first half of the year, the Group's intellectual properties licensing business of comics' titles has recorded a slowdown. Going forward, the Group will continue to take proactive measures in the development and in the diversification of this business segment, as well as revitalizing our intellectual properties in the near future. Moreover, the Group will further expand the reach of its licensing business and will introduce more operative intellectual properties management.

The Group's online and social businesses have achieved a notable growth in the first half of the year. The Group's online platform's operating results have begun to mature. The management has adopted a prudent strategy in tackling the uncertainties of technological changes of the Internet and the Web.

In terms of our cultural and entertainment businesses, as the number of theatre multiplexes has rapidly increased, competition also has intensified. The Group has adopted measures in the hope of maintaining a solid revenue stream from theatre multiplexes in the western Guangdong. Furthermore, the Group is authorized by China Central Television (CCTV) to jointly produce a movie called "Who Is The King" that is one of popular CCTV programs which related to football sports. The shooting has officially begun.

Moreover, the Group intends to work together with Super Sports Media Inc., which operates the intellectual properties of broadcasting football matches granted by English Premier League in mainland China, with the intent to enhance the Group's intellectual properties' licensing business. The transaction is pending approval.

### PROSPECTS

Looking into the future, the Group will concentrate on intellectual properties licensing business, while at the same time develop its cultural and entertainment business, and push them forward using with mobile internet technology.

### APPRECIATIONS

I would like to express my sincere gratitude to the Board of Directors, our management and staff for their continued dedication in the past period, and to all our customers, suppliers, business partners and shareholders for their enthusiastic support of the Group.

## 主席報告書

### 業務回顧

今年上半年度，本集團在自有版權的漫畫知識產權授權業務略有放緩，但未來本集團對該業務仍然採取進取的態度，多元化發展。除活化本公司的知識產權以外，將進一步擴大授權範圍，引入更多的知識產權授權經營管理。

本集團在線及社交業務在今年上半年度，也錄得不錯的收益，本集團在線平台的業務開始成熟，針對移動互聯網科技發展的不確定性，管理層採取穩中發展的策略。

在文化及娛樂業務方面，由於國內電影院數目迅速增加，影院經營競爭加劇，本集團也採取相應的措施，希望維持粵西影院的收入穩定。另外，集團獲得中央電視台（「央視」）授權，以央視熱門節目「誰是球王」為題，聯合拍攝「誰是球王」電影，並且已經正式開拍。

另外，本集團有意引入於中國內地經營英超球賽知識產權授權的新英體育，希望進一步加強本集團在知識產權授權方面的業務。有關交易仍有待審批之中。

### 展望

展望未來，本集團仍然主力在知識產權授權的業務發展上，同時兼顧文化及娛樂業務，並且以移動互聯網科技推動向前。

### 致謝

本人謹就期內董事會、管理層同仁及各員工之不懈努力，以及本集團之客戶、供應商、業務夥伴及各股東之鼎力支持，深表謝意。

# REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## Deloitte.

TO THE BOARD OF DIRECTORS OF CULTURECOM  
HOLDINGS LIMITED

*(incorporated in the Bermuda with limited  
liability)*

### INTRODUCTION

We have reviewed the condensed consolidated financial statements of Culturecom Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 6 to 29, which comprise the condensed consolidated statement of financial position as of 30 September 2016 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

# 簡明綜合財務報表審閱報告

## 德勤

致：文化傳信集團有限公司董事會

*(於百慕達註冊成立之有限公司)*

### 引言

本核數師(以下簡稱「我們」)已審閱載於第6至29頁文化傳信集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之簡明綜合財務報表。此簡明綜合財務報表包括截至二零一六年九月三十日之簡明綜合財務狀況表與截至該日止六個月期間之相關簡明綜合損益及其他全面收益表、權益變動表和現金流量表及若干說明附註。香港聯合交易所有限公司證券上市規則規定，就中期財務資料編製之報告必須符合當中有關條文以及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)。貴公司董事須對根據香港會計準則第34號編製及呈列該等簡明綜合財務報表負責。我們的責任是根據審閱結果對該等簡明綜合財務報表作出結論，並按照協定的委聘條款僅向整體股東報告，且並無其他目的。我們不會就本報告之內容向任何其他人士負上或承擔任何責任。

## REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong  
22 November 2016

## 簡明綜合財務報表審閱報告 (續)

### 審閱範圍

我們已根據香港會計師公會頒佈之香港審閱委聘準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。審閱該等簡明綜合財務報表包括主要向負責財務和會計事務之人員作出查詢，並應用分析性和其他審閱程序。審閱範圍遠少於根據香港審計準則進行審核之範圍，故不能令我們保證我們將知悉在審核中可能發現之所有重大事項。因此，我們不會發表審核意見。

### 結論

按照我們的審閱結果，我們並無發現任何事項，令我們相信簡明綜合財務報表在各重大方面未有根據香港會計準則第34號編製。

德勤•關黃陳方會計師行  
執業會計師  
香港  
二零一六年十一月二十二日

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

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

# 簡明綜合損益及其他全面 收益表

截至二零一六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	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
		Notes 附註	
Revenue	收入	3	15,060
Cost of sales	銷售成本		(7,431)
<b>Gross profit</b>	<b>毛利</b>		<b>7,629</b>
Other income	其他收入	4a	436
Other gains and losses	其他收益及虧損	4b	(3,305)
Other operating expenses	其他營運費用		(19,571)
Salaries and allowances	員工薪金及津貼		(13,394)
Operating lease rentals in respect of rental premises	租賃場地之經營性租賃租金		(4,560)
Depreciation expenses	折舊費用		(788)
Share of losses of associates	應佔聯營公司虧損		(463)
Cost incurred for online platform maintenance	在線平台維護所產生之費用	6	(3,590)
Loss before tax	除稅前虧損		(37,606)
Income tax (expense) credit	所得稅(開支)抵免	7	19
<b>Loss for the period</b>	<b>期間虧損</b>	8	<b>(37,587)</b>
<b>Other comprehensive expense:</b>	<b>其他全面開支:</b>		
<b>Item that may be reclassified subsequently to profit or loss:</b>	<b>其後可能重新分類為損益之項目:</b>		
Exchange loss on translation of financial statements of foreign operations	換算海外業務財務報表所產生之匯兌虧損		(1,014)
Other comprehensive expense for the period	期間其他全面開支		(1,014)
Total comprehensive expense for the period	期間全面開支總額		(38,601)

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

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

## 簡明綜合損益及其他全面 收益表 (續)

截至二零一六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	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
	Note 附註		
<b>Loss for the period attributable to:</b>	應佔期間虧損：		
Owners of the Company	本公司擁有人	(21,212)	(36,849)
Non-controlling interests	非控股權益	(3,821)	(738)
		<u>(25,033)</u>	<u>(37,587)</u>
<b>Total comprehensive expense for the period attributable to:</b>	應佔期間全面 開支總額：		
Owners of the Company	本公司擁有人	(22,208)	(37,704)
Non-controlling interests	非控股權益	(3,838)	(897)
		<u>(26,046)</u>	<u>(38,601)</u>
<b>LOSS PER SHARE</b>	每股虧損		
Basic (HK cents)	基本 (港仙)	(1.7)	(3.1)
Diluted (HK cents)	攤薄 (港仙)	(1.7)	(3.1)

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# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 30 SEPTEMBER 2016

# 簡明綜合財務狀況表

於二零一六年九月三十日

			<b>30</b>	31
			<b>September</b>	March
			<b>2016</b>	2016
			二零一六年	二零一六年
			九月三十日	三月三十一日
			<b>HK\$'000</b>	HK\$'000
			千港元	千港元
		Notes	<b>(unaudited)</b>	<b>(audited)</b>
		附註	(未經審核)	(經審核)
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	11	<b>3,042</b>	8,946
Interests in associates	於聯營公司之權益		<b>32,726</b>	33,828
Intangible assets	無形資產		<b>1,385</b>	1,385
Deposits	按金	12	<b>1,645</b>	1,645
			<b>38,798</b>	45,804
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		<b>59,167</b>	61,978
Trade receivables	應收貿易賬款	12	<b>2,969</b>	3,845
Other receivables, deposits and prepayments	其他應收款、按金 及預付款項	12	<b>45,002</b>	16,962
Held-for-trading investments	持作買賣投資	17	<b>6,791</b>	6,304
Bank balances and cash	銀行結存及現金		<b>191,888</b>	130,501
			<b>305,817</b>	219,590
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	應付貿易賬款	13	<b>247</b>	242
Other payables and accrued charges	其他應付款項及 應計費用	13	<b>16,816</b>	18,149
Tax payables	應繳稅項		<b>864</b>	363
			<b>17,927</b>	18,754
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>287,890</b>	200,836
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>326,688</b>	246,640

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

AT 30 SEPTEMBER 2016

## 簡明綜合財務狀況表(續)

於二零一六年九月三十日

		Note	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2016 二零一六年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
		附註		
<b>Non-current liability</b>	<b>非流動負債</b>			
Deferred tax liability	遞延稅項負債		711	784
<b>Net assets</b>	<b>資產淨值</b>		<b>325,977</b>	245,856
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	14	13,538	12,142
Reserves	儲備		336,841	254,278
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>350,379</b>	266,420
Non-controlling interests	非控股權益		<b>(24,402)</b>	(20,564)
<b>Total equity</b>	<b>總權益</b>		<b>325,977</b>	245,856

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

# 簡明綜合權益變動報表

截至二零一六年九月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔									Non- controlling interests	Total equity	
		Share capital	Share premium	Contribution surplus	Warrant reserve	Capital redemption reserve	Translation reserve	Share option reserve	Other reserve	Accumulated losses			Total
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	實繳盈餘 HK\$'000 千港元 (Note a) (附註a)	認股權證 儲備 HK\$'000 千港元 (Note b) (附註b)	贖回儲備 股本 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總額 HK\$'000 千港元	非控股權益 HK\$'000 千港元	總權益 HK\$'000 千港元
At 1 April 2015 (audited)	於二零一五年四月一日 (經審核)	11,738	1,793,978	171,671	30,986	446	(196)	76,607	-	(1,800,246)	284,984	(17,752)	267,232
Loss for the period	期間虧損	-	-	-	-	-	-	-	-	(36,849)	(36,849)	(738)	(37,587)
Other comprehensive expense	其他全面開支	-	-	-	-	-	-	-	-	-	-	-	-
Exchange differences on translation of financial statements of foreign operations	換算海外業務財務 報表的匯兌差額	-	-	-	-	-	(855)	-	-	-	(855)	(159)	(1,014)
Total comprehensive expense for the period	期間總全面開支	-	-	-	-	-	(855)	-	-	(36,849)	(37,704)	(897)	(38,601)
Exercise of warrants (Note 15)	行使認股權證 (附註15)	391	42,810	-	(4,846)	-	-	-	-	-	38,355	-	38,355
Capital injection in a subsidiary from non-controlling interest (Note c)	非控股權益注資於 一間附屬公司 (附註c)	-	-	-	-	-	-	-	1,235	412	1,647	792	2,439
Release upon disposal of subsidiaries	出售附屬公司時轉撥	-	-	-	-	-	-	-	-	-	-	(13)	(13)
At 30 September 2015 (unaudited)	於二零一五年九月 三十日(未經審核)	12,129	1,836,788	171,671	26,140	446	(1,051)	76,607	1,235	(1,836,683)	287,282	(17,870)	(269,412)
At 1 April 2016 (audited)	於二零一六年四月一日 (經審核)	12,142	1,837,898	171,671	25,951	446	(1,618)	75,358	1,235	(1,856,663)	266,420	(20,564)	245,856
Loss for the period	期間虧損	-	-	-	-	-	-	-	-	(21,212)	(21,212)	(3,821)	(25,033)
Other comprehensive expense	其他全面開支	-	-	-	-	-	-	-	-	-	-	-	-
Exchange differences on translation of financial statements of foreign operations	換算海外業務財務 報表的匯兌差額	-	-	-	-	-	(996)	-	-	-	(996)	(17)	(1,013)
Total comprehensive expense for the period	期間總全面開支	-	-	-	-	-	(996)	-	-	(21,212)	(22,208)	(3,838)	(26,046)
Exercise of warrants (Note 15)	行使認股權證 (附註15)	1,367	122,702	-	(20,571)	-	-	-	-	-	103,498	-	103,498
Exercise of share options	行使購股權	29	3,548	-	-	-	-	(908)	-	-	2,669	-	2,669
Lapse of warrant	認股權證失效	-	-	-	(43)	-	-	-	-	43	-	-	-
Lapse of share option	購股權失效	-	-	-	-	-	-	(3,747)	-	3,747	-	-	-
At 30 September 2016 (unaudited)	於二零一六年九月三十日 (未經審核)	13,538	1,964,148	171,671	5,337	446	(2,614)	70,703	1,235	(1,874,085)	350,379	(24,402)	325,977

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

Notes:

- (a) Contribution surplus represents the difference between the nominal value of the share capital of the acquired subsidiaries and the nominal amount of the Company's share capital issued as consideration for the acquisition as at the date of the group reorganisation in prior years.
- (b) Warrant reserve arises from the issue of warrants less the expenses incurred on warrants issue. Upon exercise of warrant, warrant reserve would be transferred to share premium (Note 15).
- (c) On 31 July 2015, an independent third party acquired 25% equity interest in a subsidiary for a cash consideration of RMB2,000,000 (equivalent to HK\$2,439,000).

## 簡明綜合權益變動報表(續)

截至二零一六年九月三十日止六個月

附註：

- (a) 實繳盈餘指於過往年度所收購附屬公司之股本面值與於集團重組日期作為收購代價而發行之本公司股本面值之差額。
- (b) 認股權證儲備產生自發行認股權證減發行認股權證費用。於認股權證獲行使時，認股權證儲備將被轉撥至股份溢價(附註15)。
- (c) 於二零一五年七月三十一日，一名獨立第三方以現金代價人民幣2,000,000元(相當於2,439,000港元)收購一間附屬公司的25%權益。

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

# 簡明綜合現金流量表

截至二零一六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	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
NET CASH USED IN OPERATING ACTIVITIES	經營業務所用之現金淨額	<b>(44,064)</b>	(33,589)
INVESTING ACTIVITIES	投資業務		
Interest received	已收利息	<b>98</b>	136
Purchase of property, plant and equipment	購買物業、廠房及設備	<b>(128)</b>	(111)
Proceeds on disposal of property, plant and equipment	出售物業、廠房及設備的所得款項	-	7,140
Proceeds from disposal of subsidiaries	出售附屬公司的所得款項	-	764
NET CASH (USED IN) FROM INVESTING ACTIVITIES	投資業務(所用)所得之現金淨額	<b>(30)</b>	7,929
FINANCING ACTIVITIES	融資業務		
Proceeds from issue of shares upon exercise of warrants	行使認股權證後發行股份的所得款項	<b>103,498</b>	38,355
Proceeds from issue of shares upon exercise of share options	行使購股權後發行股份的所得款項	<b>2,669</b>	-
Capital contribution from non-controlling interest	來自非控股權益之注資	-	2,439
NET CASH FROM FINANCING ACTIVITIES	融資業務所得之現金淨額	<b>106,167</b>	40,794
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加淨額	<b>62,073</b>	15,134
CASH AND CASH EQUIVALENTS AT 1 APRIL	於四月一日之現金及現金等價物	<b>130,501</b>	138,818
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動之影響	<b>(686)</b>	(660)
CASH AND CASH EQUIVALENTS AT 30 SEPTEMBER, represented by bank balances and cash	於九月三十日之現金及現金等價物呈列為銀行結存及現金	<b>191,888</b>	153,292

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

### 1. BASIS OF PREPARATION

The condensed consolidated financial statements of Culturecom Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

### 2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values.

Certain comparative figures in the condensed consolidated statement of profit or loss and other comprehensive income have been re-presented by classifying expenses by nature as allocating certain expenses by functions may require arbitrary allocations.

The accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2016 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2016.

In the current interim period, the Group has applied, for the first time, the following amendments to Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA that are relevant for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKAS 1	Disclosure Initiative
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012 - 2014 Cycle

The application of the above amendments to HKFRSs in the current interim period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

## 簡明綜合財務報表附註

截至二零一六年九月三十日止六個月

### 1. 編製基準

文化傳信集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)之簡明綜合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」以及香港聯合交易所有限公司證券上市規則(「上市規則」)附錄16之適用披露規定而編製。

### 2. 主要會計政策

簡明綜合財務報表乃根據歷史成本法編製，惟若干金融工具按公平價值計量。

簡明綜合損益及其他全面收益表中的若干比較數字已透過按性質劃分開支的方式而重新呈列，原因是按職能分配若干開支可能需要判斷性之分配。

截至二零一六年九月三十日止六個月之簡明綜合財務報表所採用之會計政策及計算方法與編製本集團截至二零一六年三月三十一日止年度之年度財務報表所遵循者相同。

於本中期期間，本集團首次應用香港會計師公會所頒佈之下列與編製本集團簡明綜合財務報表有關之香港財務報告準則(「香港財務報告準則」)之修訂：

香港會計準則第1號之修訂	披露主動性
香港會計準則第16號及香港會計準則第38號之修訂	澄清折舊及攤銷之可接受方法
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂	投資實體：應用綜合豁免
香港財務報告準則第11號之修訂	收購合營業務權益之會計處理
香港財務報告準則之修訂	香港財務報告準則二零一二年至二零一四年週期之年度改進

於本中期期間應用上述香港財務報告準則之修訂不會對該等簡明綜合財務報表內呈報之金額及／或該等簡明綜合財務報表所載之披露造成重大影響。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

### 3. REVENUE

Revenue represents the net amount received and receivable for goods sold and service provided by the Group, after returns, trade discounts and allowances, and is analysed as follows:

Publishing and intellectual properties licensing	出版及知識產權授權
Retailing and wholesales	零售與批發
Online and social business (Note)	線上及社交業務(附註)
Catering	飲食

Note: During the six months period ended 30 September 2016, the Group recognised revenue from sales of bitcoins considered as virtual inventories by the directors of the Company, of HK\$8,127,000 (six months ended 30 September 2015: Nil). Nil balance of bitcoins was held by the Group as at 30 September 2016 (31 March 2016: HK\$ 2,669,000).

# 簡明綜合財務報表附註(續)

截至二零一六年九月三十日止六個月

### 3. 收入

收入指本集團就售出貨品及所提供服務之已收及應收款項淨額，扣除退貨、貿易折扣及準備，並分析如下：

		Six months ended 30 September 截至九月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
Publishing and intellectual properties licensing	出版及知識產權授權	5,387	9,657
Retailing and wholesales	零售與批發	805	555
Online and social business (Note)	線上及社交業務(附註)	9,085	3,269
Catering	飲食	1,226	1,579
		<b>16,503</b>	<b>15,060</b>

附註：於截至二零一六年九月三十日止六個月期間，本公司董事認為本集團銷售虛擬商品比特幣之收入為8,127,000港元(截至二零一五年九月三十日止六個月：無)。於二零一六年九月三十日，本集團並無持有任何比特幣結餘(二零一六年三月三十一日：2,669,000港元)。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

### 4a. OTHER INCOME

		Six months ended 30 September 截至九月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
Interest income	利息收入	98	136
Sundry income	雜項收入	389	300
		<b>487</b>	<b>436</b>

### 4b. OTHER GAINS AND LOSSES

		Six months ended 30 September 截至九月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
Gain (loss) on fair value change of held for trading investments	持作買賣投資之公平值變動之收益(虧損)	487	(729)
Net foreign exchange loss	匯兌虧損淨額	(545)	(487)
Impairment loss on other receivables (Note)	其他應收款項減值虧損(附註)	(1,655)	(4,065)
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	(4,469)	-
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	-	4,324
Loss on disposal of subsidiaries	出售附屬公司之虧損	-	(2,348)
		<b>(6,182)</b>	<b>(3,305)</b>

## 簡明綜合財務報表附註(續)

截至二零一六年九月三十日止六個月

### 4a. 其他收入

		Six months ended 30 September 截至九月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
Interest income	利息收入	98	136
Sundry income	雜項收入	389	300
		<b>487</b>	<b>436</b>

### 4b. 其他收益及虧損

		Six months ended 30 September 截至九月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
Gain (loss) on fair value change of held for trading investments	持作買賣投資之公平值變動之收益(虧損)	487	(729)
Net foreign exchange loss	匯兌虧損淨額	(545)	(487)
Impairment loss on other receivables (Note)	其他應收款項減值虧損(附註)	(1,655)	(4,065)
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	(4,469)	-
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	-	4,324
Loss on disposal of subsidiaries	出售附屬公司之虧損	-	(2,348)
		<b>(6,182)</b>	<b>(3,305)</b>



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

## 4b. OTHER GAINS AND LOSSES (Continued)

Note:

During the six months period ended 30 September 2016, impairment loss of HK\$1,655,000 (six months ended 30 September 2015: HK\$4,065,000) on other receivables was recognised in profit or loss. The amount has not been settled in accordance with the repayment terms. The directors of the Company determined that the recoverability of these receivables was remote and hence full impairment loss had been recognised.

## 5. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the Group's chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. This is also the basis upon which the Group is organised and specifically focuses on the Group's operating divisions. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's reportable and operating segments under HKFRS 8 Operating Segments are as follows:

- Publishing and intellectual properties licensing: publication of comic books and royalty income from licensing intellectual properties of comic books.
- Online and social business: operating online social platform by providing music and online games, sales of virtual inventories, including bitcoins, design and develop mobile applications, operation of digital cinema and film production.
- Retailing and wholesales: retailing of wine and mobile phones in Hong Kong and Macau.
- Catering: catering services in Macau.

All transactions between different operating segments are charged at prevailing market rates.

# 簡明綜合財務報表附註(續)

截至二零一六年九月三十日止六個月

## 4b. 其他收益及虧損(續)

附註:

於截至二零一六年九月三十日止六個月期間, 1,655,000 港元(截至二零一五年九月三十日止六個月: 4,065,000 港元)的其他應收款項之減值虧損已於損益中確認。有關款項並無根據還款條款結清。本公司董事認為, 收回該等應收款項的可能性極微, 因此已確認全部減值虧損。

## 5. 分部資料

向本公司執行董事(即本集團之主要經營決策者(「主要經營決策者」))報告以供分配資源及評估分部表現之資料專注於所交付或提供之貨品及服務之類型。此亦為組織本集團所依據之基準, 並特別專注於本集團之經營部門。於達致本集團之可報告分部時, 並無彙集主要經營決策者所識別之經營分部。

特別是, 根據香港財務報告準則第8號經營分部, 本集團可報告及經營分部如下:

- 出版及知識產權授權: 漫畫書籍出版及來自漫畫知識產權之版權收入。
- 線上及社交業務: 經營在線社交平台(提供音樂及在線遊戲、銷售虛擬商品(包括比特幣)、設計及發展流動應用程式)、經營數碼電影院及電影製作。
- 零售與批發: 在香港及澳門零售酒類及手機。
- 飲食: 澳門飲食服務。

不同經營分部間之所有交易均按現行市場價格收取。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

### 5. SEGMENT INFORMATION (Continued)

#### Segment revenue and results

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

For the period ended 30 September 2016 (unaudited)

		Publishing and intellectual properties licensing 出版及知識產權授權 HK\$'000 千港元	Online and social business 線上及社交業務 HK\$'000 千港元	Retailing and wholesales 零售與批發 HK\$'000 千港元	Catering 飲食 HK\$'000 千港元	Elimination 撇銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Revenue	收入						
External sales	外部銷售	5,387	9,085	805	1,226	-	16,503
Inter-segment sales	分部間銷售	-	-	14	-	(14)	-
		5,387	9,085	819	1,226	(14)	16,503
Segment results	分部業績	3,035	(11,428)	(2,114)	(894)	-	(11,401)
Unallocated expenses	未分配開支						(14,080)
Unallocated incomes	未分配收入						876
Loss before tax	除稅前虧損						(24,605)

For the period ended 30 September 2015 (unaudited)

		Publishing and intellectual properties licensing 出版及知識產權授權 HK\$'000 千港元	Online and social business 線上及社交業務 HK\$'000 千港元	Retailing and wholesales 零售與批發 HK\$'000 千港元	Catering 飲食 HK\$'000 千港元	Elimination 撇銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Revenue	收入						
External sales	外部銷售	9,657	3,269	555	1,579	-	15,060
Inter-segment sales	分部間銷售	528	-	119	-	(647)	-
		10,185	3,269	674	1,579	(647)	15,060
Segment results	分部業績	9,832	(17,012)	(4,392)	(1,056)	-	(12,628)
Unallocated expenses	未分配開支						(25,278)
Unallocated incomes	未分配收入						300
Loss before tax	除稅前虧損						(37,606)

## 簡明綜合財務報表附註(續)

截至二零一六年九月三十日止六個月

### 5. 分部資料(續)

#### 分部收入及業績

以下為本集團之收入及業績按可報告及經營分部所作之分析。

截至二零一六年九月三十日止期間(未經審核)

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

## 5. SEGMENT INFORMATION (Continued)

### Segment revenue and results (Continued)

Segment result represents the loss before tax incurred by each segment without the allocation of incomes or expenses resulted from gain (loss) on fair value changes of held-for-trading investments, share of losses of associates, loss on disposal of subsidiaries, impairment loss on other receivables and unallocated corporate expenses. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

As the Group's assets and liabilities are only reviewed by the CODM as a whole and hence no analysis of the Group's assets and liabilities by operating segments is disclosed.

## 6. COST INCURRED FOR ONLINE PLATFORM MAINTENANCE

During the six-month period ended 30 September 2016, expenditures incurred mainly for platform improvement and maintenance in relation to game applications developed by the Group, amounting approximately HK\$1,078,000 (six months ended 30 September 2015: HK\$3,590,000) in aggregate are expensed when they are incurred for maintaining the operation of the platform.

## 7. INCOME TAX (EXPENSE) CREDIT

Pursuant to the rules and regulations of Bermuda, the Company is not subject to any income tax in Bermuda for both periods.

Hong Kong Profits Tax is calculated at 16.5% (2015: 16.5%) on the estimated assessable profits for both periods. Under the Law of the People's Republic of China ("PRC") on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%. Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

# 簡明綜合財務報表附註(續)

截至二零一六年九月三十日止六個月

## 5. 分部資料(續)

### 分部收入及業績(續)

分部業績指各分部所產生之除稅前虧損，並無分配持作買賣投資之公平價值變動收益(虧損)、應佔聯營公司之虧損、出售附屬公司之虧損、其他應收款項之減值虧損及未分配企業開支。此為向主要經營決策者報告以作資源分配及表現評估之措施。

由於本集團之資產及負債僅由主要經營決策者作為整體審閱，因此，並無披露本集團資產及負債按經營分部之分析。

## 6. 在線平台維護所產生之費用

於截至二零一六年九月三十日止六個月期間，本集團開發之遊戲應用程式有關之平台改進及維護主要產生之開支合共約1,078,000港元(截至二零一五年九月三十日止六個月：3,590,000港元)，已於就維護平台營運產生時支銷。

## 7. 所得稅(開支)抵免

根據百慕達之規則及規定，本集團於兩個期間均無須於百慕達繳交任何所得稅。

香港利得稅乃根據兩個期間之估計應課稅溢利按16.5% (二零一五年：16.5%)之稅率計算。根據中華人民共和國(「中國」)企業所得稅法(「企業所得稅法」)及企業所得稅法之實施細則，中國附屬公司之稅率為25%。於其他司法權區產生之稅項乃按有關司法權區之適用稅率計算。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

## 簡明綜合財務報表附註(續)

截至二零一六年九月三十日止六個月

### 7. INCOME TAX (EXPENSE) CREDIT (Continued)

### 7. 所得稅(開支)抵免(續)

		Six months ended 30 September 截至九月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
Income tax (expense) credit comprises:	所得稅(開支)抵免包括:		
Current tax	即期稅項		
- Hong Kong Profits Tax	- 香港利得稅	(501)	-
- PRC EIT	- 中國企業所得稅	-	(64)
Deferred tax	遞延稅項		
- Deferred tax credit	- 遞延稅項抵免	73	83
Income tax (expense) credit	所得稅(開支)抵免	<b>(428)</b>	19

### 8. LOSS FOR THE PERIOD

Loss for the period has been arrived at after charging the following items:

### 8. 期間虧損

期間虧損乃扣除下列項目後得出:

		Six months ended 30 September 截至九月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
Staff costs, including directors' emoluments	員工成本(包括董事酬金)	12,922	16,895
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	1,404	1,128

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

## 9. DIVIDEND

No dividend was paid, declared or proposed during both interim periods. The directors of the Company have determined that no dividend will be paid in respect of the interim period.

## 10. LOSS PER SHARE

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

# 簡明綜合財務報表附註(續)

截至二零一六年九月三十日止六個月

## 9. 股息

兩個中期期間均無支付、宣派或建議股息。本公司董事會決議不派發中期期間之股息。

## 10. 每股虧損

本公司擁有人應佔之每股基本及攤薄虧損乃根據以下數據計算：

		Six months ended 30 September 截至九月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Loss</b>	<b>虧損</b>		
Loss for the period attributable to owners of the Company for the purposes of calculation of basic and diluted loss per share	用於計算每股基本及攤薄虧損之本公司擁有人應佔之期間虧損	<b>(21,212)</b>	(36,849)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purposes of basic and diluted loss per share	用於每股基本及攤薄虧損之普通股加權平均數	<b>1,227,972</b>	1,187,568

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

The computation of diluted loss per share does not assume the exercise of the Company's outstanding warrants and share options since their assumed exercise would result in a decrease in loss per share.

所採用之分母與上文就每股基本及攤薄虧損詳述者相同。

每股攤薄虧損之計算並不假設行使本公司尚未行使認股權證及購股權，原因為若行使該等認股權證及購股權會導致每股虧損減少。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

### 11. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the current interim period, the Group acquired equipment of approximately HK\$128,000 (six months ended 30 September 2015: HK\$111,000). No disposal of property, plant and equipment was made for the current interim period (six months ended 30 September 2015: HK\$2,816,000). During the six months period ended 30 September 2016, due to negative financial performance affected by adverse effects of its specified market environment in which the digital cinema operates, including the entrance of a market competitor and deterioration of the overall PRC box-office receipt industry, the directors of the Company conducted a review on the recoverable amounts of the property and equipment of the digital cinema used for providing cinema-going services. The recoverable amounts of the property and equipment have been determined on the basis of their value in use which was determined based on the present value of the estimated future cash flows expected to be generated by the property and equipment. The value in use calculations which use cash flows projection have been revised and the directors of the Company determined that the property and equipment shall be fully impaired as the recoverable amount of the property and equipment is zero. Accordingly, an impairment loss of HK\$4,469,000 (six months ended 30 September 2015: Nil) has been recognised in the condensed consolidated financial statements.

## 簡明綜合財務報表附註(續)

截至二零一六年九月三十日止六個月

### 11. 物業、廠房及設備之變動

於本中期期間，本集團添置約128,000港元(截至二零一五年九月三十日止六個月：111,000港元)的設備。於本中期期間，本集團概無出售任何物業、廠房及設備(截至二零一五年九月三十日止六個月：2,816,000港元)。於截至二零一六年九月三十日止六個月期間，由於其數碼電影院經營所在特定市場環境不利影響(包括市場競爭對手加入及中國整體票房收入行業轉差)所導致之負面財務表現，故本公司董事對於提供電影院服務的數碼電影院物業及設備的可收回金額進行審核。該物業及設備的可收回金額乃基於其使用價值(其乃基於該物業及設備預期將產生的估計未來現金流量的現值釐定)釐定。使用現金流動預測之使用價值計算已修訂，本公司董事認為，該物業及設備已全部減值，原因是該物業及設備的可收回金額為零。因此，減值虧損4,469,000港元(截至二零一五年九月三十日止六個月：零港元)已於簡明綜合財務報表確認。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

## 12. TRADE RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

### (a) Trade receivables

The Group allows the general credit period of ranges from 0 to 90 days to customers of publishing and intellectual properties licensing and retailing and wholesales segments. The following is the aged analysis of trade receivables net of allowance for doubtful debts presented based on invoice date at the end of reporting period, which approximated the respective revenue recognition dates.

0 – 60 days	0–60天
61 – 90 days	61–90天
91 – 180 days	91–180天
Over 180 days	超過180天

Trade receivables are interest-free and unsecured.

# 簡明綜合財務報表附註(續)

截至二零一六年九月三十日止六個月

## 12. 應收貿易賬款、其他應收款、按金及預付款項

### (a) 應收貿易賬款

本集團授予出版及知識產權授權以及零售與批發分部之客戶介乎0至90日之一般信貸期。以下為於報告期末(其與各自收入確認日期相若)所呈列扣除呆賬撥備之應收貿易賬款按發票日期之賬齡分析。

	<b>30 September 2016</b> 二零一六年 九月三十日 <b>HK\$'000</b> 千港元 <b>(unaudited)</b> (未經審核)	31 March 2016 二零一六年 三月三十一日 <b>HK\$'000</b> 千港元 <b>(audited)</b> (經審核)
	<b>1,448</b>	2,326
	<b>690</b>	107
	<b>345</b>	1,351
	<b>486</b>	61
	<b>2,969</b>	3,845

應收貿易賬款為免息及無抵押。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

### 12. TRADE RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

#### (b) Other receivables, deposits and prepayments

		<b>30</b>	31
		<b>September</b>	March
		<b>2016</b>	2016
		二零一六年	二零一六年
		九月三十日	三月三十一日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(unaudited)</b>	(audited)
		(未經審核)	(經審核)
Other receivables	其他應收款	<b>1,644</b>	4,845
Deposits and prepayments	按金及預付款項	<b>45,003</b>	13,762
Total other receivables, deposits and prepayment	其他應收款、按金及預付款項總額	<b>46,647</b>	18,607
Less: Amount that will be utilised for within one year	減：將於一年內使用之款項	<b>(45,002)</b>	(16,962)
Amount that will be utilised for more than one year	將於一年後使用之款項	<b>1,645</b>	1,645

Included in deposits and prepayments as at 30 September 2016 was an amount of RMB24,000,000 (equivalent to approximately HK\$27,902,000 (31 March 2016: Nil)) that has been prepaid for film production.

## 簡明綜合財務報表附註(續)

截至二零一六年九月三十日止六個月

### 12. 應收貿易賬款、其他應收款、按金及預付款項(續)

#### (b) 其他應收款、按金及預付款項

於二零一六年九月三十日，按金及預付款項包括就電影製作已預付的款項人民幣24,000,000元(相當於約27,902,000港元(二零一六年三月三十一日：無))。



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

### 13. TRADE PAYABLES, OTHER PAYABLES AND ACCRUED CHARGES

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

0 – 60 days	0 – 60天
61 – 90 days	61 – 90天
Over 90 days	超過90天

The average credit period on purchases of goods ranges from 30 to 90 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

Other payables and accrued charges mainly represent the payable balance of expenses and cost incurred for online platform maintenance for both periods.

## 簡明綜合財務報表附註(續)

截至二零一六年九月三十日止六個月

### 13. 應付貿易賬款、其他應付款項及應計費用

以下為於報告期間末按發票日期呈列之應付貿易賬款之賬齡分析。

30 September 2016 二零一六年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2016 二零一六年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
216	211
-	-
31	31
<b>247</b>	<b>242</b>

購買貨品之平均信貸期介乎30日至90日。本集團已制定財務風險管理政策，以確保所有應付款項於信貸時間框架內予以結算。

其他應付款項及應計費用主要是指兩個期間線上平台維護所產生的開支及費用的應付結餘。

**NOTES TO THE CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS  
(Continued)**

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

**簡明綜合財務報表附註(續)**

截至二零一六年九月三十日止六個月

**14. SHARE CAPITAL**

**14. 股本**

		Number of shares 股份數目 '000 千股	Share capital 股本 HK\$'000 千港元
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
Authorised:	法定：		
At 1 April 2015, 30 September 2015, 31 March 2016 and 30 September 2016	於二零一五年四月一日、 二零一五年九月三十日、 二零一六年三月三十一日 及二零一六年九月三十日	200,000,000	2,000,000
Issued and fully paid:	已發行及繳足：		
At 1 April 2015	於二零一五年四月一日	1,173,774	11,738
Issue of new share on exercise of warrants	因認股權證獲行使而發行之新股份	39,140	391
At 30 September 2015	於二零一五年九月三十日	1,212,914	12,129
Issue of new shares on exercise of warrants	因認股權證獲行使而發行之新股份	1,245	13
At 31 March 2016	於二零一六年三月三十一日	1,214,159	12,142
Issue of new shares on exercise of warrants	因認股權證獲行使而發行之新股份	136,750	1,367
Issue of new shares on exercise of share options	因購股權獲行使而發行之新股份	2,906	29
At 30 September 2016	於二零一六年九月三十日	1,353,815	13,538

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

## 15. WARRANTS

### 2017 Warrants

On 20 July 2012, the Company entered into a warrant subscription agreement in relation to the private placing of up to 76,790,000 warrants (the "2017 Warrants"), with subscription price of HK\$0.10, conferring rights to subscribe up to 76,790,000 new ordinary shares of the Company at an exercise price of HK\$1.20 per share, to not less than 6 warrant subscribers who are independent individual and/or corporate investor, which are exercisable during the 5 years period from 2 August 2012 to 1 August 2017, both days inclusive. The 2017 Warrants are classified as equity instruments. The placement was completed on 2 August 2012.

For the period ended 30 September 2015, registered holders of 20,000,000 units of the 2017 Warrants exercised their right to subscribe for 20,000,000 shares in the Company at an exercise price of HK\$1.20 per share.

For the period ended 30 September 2016, registered holders of 2,080,000 units of the 2017 Warrants exercised their right to subscribe for 2,080,000 shares in the Company at an exercise price of HK\$1.20 per share. As at 30 September 2016, the Company had outstanding 54,710,000 units of the 2017 Warrants.

### 2016 Warrants

On 30 July 2014, the Company entered into a placing agreement with an independent placing agent in relation to the private placing of up to 157,500,000 warrants (the "2016 Warrants"), with subscription price of HK\$0.16, conferring rights to subscribe for up to 157,500,000 new ordinary shares of the Company at an exercise price of HK\$0.75 per share, to not less than 300 placees who are independent third parties, which are exercisable during the two years from 22 September 2014 to 21 September 2016, both days inclusive. The placing of the 2016 Warrants was completed on 19 September 2014 and was classified as equity instruments.

The proceeds from the placing of approximately HK\$23,821,000, net of expenses incurred on warrants issue amounting HK\$1,379,000, were used as general working capital of the Company.

## 簡明綜合財務報表附註(續)

截至二零一六年九月三十日止六個月

## 15. 認股權證

### 二零一七年認股權證

於二零一二年七月二十日，本公司建議訂立認股權證認購協議，內容有關向不少於6名身為獨立第三方及／或企業投資者之認購權證認購人私人配售最多76,790,000份認股權證（「二零一七年認股權證」）（認購價為0.10港元），附有權利可自二零一二年八月二日起至二零一七年八月一日止（包括首尾兩日）五年期間內按每股行使價1.20港元認購最多76,790,000股本公司新普通股。二零一七年認股權證已列為股本工具。於二零一二年八月二日完成配售。

於截至二零一五年九月三十日止期間，20,000,000份二零一七年認股權證的登記持有人行使彼等之權利，以按行使價每股1.20港元認購本公司20,000,000股股份。

於截至二零一六年九月三十日止期間，2,080,000份二零一七年認股權證之非上市認股權證認購人行使彼等之權利按行使價每股1.20港元認購本公司2,080,000股股份。截至二零一六年九月三十日，本公司未獲行使的二零一七年認股權證為54,710,000份。

### 二零一六年認股權證

於二零一四年七月三十日，本公司與一名獨立配售代理訂立配售協議，內容有關認購價0.16港元向不少於300名身為獨立第三方之承配人私人配售最多157,500,000份認股權證（「二零一六年認股權證」），附有權利可自二零一四年九月二十二日起至二零一六年九月二十一日止（包括首尾兩日）兩年期間內按每股行使價0.75港元認購最多157,500,000股本公司新普通股。配售二零一六年認股權證於二零一四年九月十九日完成，並已列為股本工具。

該配售事項之所得款項約23,821,000港元（扣除認股權證發行產生之開支1,379,000港元），乃用作本公司之一般營運資金。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

### 15. WARRANTS (Continued)

#### 2016 Warrants (Continued)

For the period ended 30 September 2015, registered holders of 19,140,000 units of the 2016 Warrants exercised their right to subscribe for 19,140,000 shares in the Company at an exercise price of HK\$0.75 per share.

For the period ended 30 September 2016, registered holders of 134,670,000 units of the 2016 Warrants exercised their right to subscribe for 134,670,000 shares in the Company at an exercise price of HK\$0.75 per share. As at 30 September 2016, the Company had no outstanding units of the 2016 Warrants as all the remaining warrants were expired.

### 16. COMMITMENTS

The Group had the following commitments at the reporting date:

## 簡明綜合財務報表附註(續)

截至二零一六年九月三十日止六個月

### 15. 認股權證 (續)

#### 二零一六年認股權證 (續)

截至二零一五年九月三十日止期間，19,140,000份二零一六年認股權證之登記持有人行使彼等之權利按行使價每股0.75港元認購本公司19,140,000股股份。

於截至二零一六年九月三十日止期間，134,670,000份二零一六年認股權證之登記持有人行使彼等之權利按行使價每股0.75港元認購本公司134,670,000股股份。截至二零一六年九月三十日，由於所有餘下認股權證均已屆滿，故本公司並無未獲行使的二零一六年認股權證。

### 16. 承擔

於報告日，本集團有以下承擔：

		30 September 2016 二零一六年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2016 二零一六年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Other commitment in respect of business development	有關業務開發之其他承擔		
- Contracted for but not provided in the condensed consolidated financial statements (Note)	- 已訂約但未於簡明綜合財務報表內撥備(附註)	718	2,372
Other commitment in respect of capital contributions to a joint development	有關向合作開發項目注資之其他承擔		
- Contracted for but not provided in the condensed consolidated financial statements	- 已訂約但未於簡明綜合財務報表內撥備	7,500	7,500
Other commitment in respect of film production	有關電影製作之其他承擔		
- Contracted for but not provided in the condensed consolidated financial statements	- 已訂約但未於簡明綜合財務報表內撥備	6,976	-

Note: Being commitment for the development of game applications, "Ucan.com".

附註：即開發遊戲應用「Ucan.com」之承擔。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

# 簡明綜合財務報表附註(續)

截至二零一六年九月三十日止六個月

## 17. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

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

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

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

## 17. 金融工具的公平值計量

### 本集團之金融資產乃持續按公平值計量

本集團部分金融資產於各報告期末按公平值計量。下表載列有關如何釐定該等金融資產的公平值(尤其是所使用的估值技術及輸入數據),以及公平值計量按照公平值計量的輸入數據的可觀察程度進行分類的公平值層級(1至3級)的資料。

- 第1級公平值計量指以在活躍市場就相同資產或負債取得之報價(未經調整)所進行之計量;
- 第2級公平值計量指以第1級報價以外之資產或負債之可觀察輸入數據(無論是直接(即價格)或間接(即按價格推算))所進行之計量;及
- 第3級公平值計量指透過運用並非基於可觀察市場數據之資產或負債輸入數據(不可觀察輸入數據)之估值技術所進行之計量。

Financial assets	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable inputs	Relationship of unobservable inputs to fair value
	30 September 2016	31 March 2016				
金融資產	於下列日期之公平值		公平值	估值技術及	重要的不可	不可觀察
	二零一六年九月三十日	二零一六年三月三十一日	層級	主要輸入數據	觀察輸入數據	輸入數據與公平值之關係
Listed equity securities classified as held for trading investment in the condensed consolidated statement of financial position	Assets - HK\$6,791,000	Assets - HK\$6,304,000	Level 1 第1級	Quoted bid prices in an active market	N/A 不適用	N/A 不適用
於簡明綜合財務狀況表分類為持作買賣投資之上市股票	資產 -6,791,000港元	資產 -6,304,000港元		在活躍市場中買入價格之報價		

The directors of the Company consider that the carrying amounts of other financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate their fair values.

本公司董事認為於簡明綜合財務報表中以攤銷成本入賬之其他金融資產及金融負債之賬面值與公平值相若。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

## 簡明綜合財務報表附註(續)

截至二零一六年九月三十日止六個月

### 18. RELATED PARTY TRANSACTIONS

Details of related party transactions are as follows:

### 18. 有關連人士交易

有關連人士交易之詳情如下：

Nature of transactions 交易性質	Name of related company/person 關連公司／人士之名稱	Relationship with the Group 與本集團之關係	Six months ended 30 September 截至九月三十日止六個月	
			2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
Cost incurred to develop online business 開發在線業務產生之成本	廣州漫漫數碼科技有限公司	Subsidiary of an associate (ceased since July 2015) 聯營公司之附屬公司 (自二零一五年七月終止)	-	2,066
Rental paid 已付租金	Dizon Basilio 李柏思	Spouse of a director 董事配偶	-	101

## MANAGEMENT DISCUSSION AND ANALYSIS

### FINANCIAL RESULTS

For the period ended 30 September 2016, the Group's overall turnover increased by approximately 9.6% to HK\$16,503,000 of which approximately HK\$5,387,000, HK\$9,085,000, HK\$805,000 and HK\$1,226,000 (30 September 2015: HK\$9,657,000, HK\$3,269,000, HK\$555,000 and HK\$1,579,000) were attributable to our business of publishing and intellectual properties licensing, online and social business, retailing and wholesales and catering respectively.

The Group's consolidated net loss attributable to the owners of the Company in 2016 decreased by 42.4% to HK\$21,212,000 or 45.2% to HK1.7 cents per share (30 September 2015: loss of HK\$36,849,000 or HK3.1 cents per share). This was mainly due to the lower cost related to online and social business development and decreased in staff cost during the period.

Also, as at 30 September 2016, the Group's net asset value was approximately HK\$325,977,000 and net asset value per weighted average number of 1,227,972,000 shares of the Company was approximately HK\$0.27 (31 March 2016: HK\$0.20).

### WARRANTS

#### 2017 Warrants

On 20 July 2012, the Company proposed to enter into a warrant subscription agreement in relation to the private placing of up to 76,790,000 warrants (the "2017 Warrants") by the warrant subscribers, at the warrant issue price of HK\$0.10 per warrant. The net proceeds from the warrant subscription of approximately HK\$7,492,000 were used as the general working capital of the Group.

## 管理層討論及分析

### 財務業績

於截至二零一六年九月三十日止期間，本集團的整體營業額增加約9.6%至16,503,000港元，其中約5,387,000港元、9,085,000港元、805,000港元及1,226,000港元（二零一五年九月三十日：9,657,000港元、3,269,000港元、555,000港元及1,579,000港元）分別來自我們的出版及知識產權授權業務、線上及社交業務、零售與批發及飲食業務。

於二零一六年，本公司擁有人應佔本集團綜合虧損淨額減少42.4%至21,212,000港元或45.2%至每股1.7港仙（二零一五年九月三十日：虧損36,849,000港元或每股3.1港仙）。此主要由於期內與線上及社交業務開發有關的成本降低及員工成本減少所致。

此外，於二零一六年九月三十日，本集團的資產淨值約為325,977,000港元，而按本公司加權平均股數1,227,972,000股計算，每股資產淨值約為0.27港元（二零一六年三月三十一日：0.20港元）。

### 認股權證

#### 二零一七年認股權證

於二零一二年七月二十日，本公司建議訂立認股權證認購協議，內容有關由認股權證認購人按認股權證發行價每份認股權證0.10港元，私人配售最多76,790,000份認股權證（「二零一七年認股權證」）。認股權證認購事項之所得款項淨額約7,492,000港元已用作本集團之一般營運資金。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### WARRANTS (Continued)

#### 2017 Warrants (Continued)

The non-listed warrants were issued by the Company at the warrant issue price to subscribe for an aggregate of HK\$92,148,000 in shares, each entitles the holder thereof to exercise the right to subscribe for one new share at the warrant subscription price of HK\$1.20 (subject to adjustment) at any time during a period of five (5) years commencing from the date of issue of warrants. The placing of the warrant subscription was completed on 2 August 2012.

During the period, the non-listed warrants holders of 2,080,000 units of the 2017 Warrants exercised their rights to subscribe for 2,080,000 shares in the Company at an exercise price of HK\$1.20 per share. At as 30 September 2016, the Company had outstanding 54,710,000 units of the 2017 Warrants.

#### 2016 Warrants

On 30 July 2014, the Company entered into a placing agreement with an independent placing agent in relation to the private placing of up to 157,500,000 warrants (the "2016 Warrants"), with subscription price of HK\$0.16, conferring rights to subscribe for up to 157,500,000 new ordinary shares of the Company at an exercise price of HK\$0.75 per share, to not less than 300 placees who are independent third parties, which are exercisable during the two years from 22 September 2014 to 21 September 2016 (or the next business day after 21 September 2016 if 21 September 2016 is not a business day), both days inclusive. The placing of the 2016 Warrants was completed on 19 September 2014 and was classified as equity instruments.

## 管理層討論及分析(續)

### 認股權證(續)

#### 二零一七年認股權證(續)

本公司按認股權證發行價發行認購合計92,148,000港元股份之非上市認股權證，每份認股權證賦予其持有人權利，可於發行認股權證日期起五(5)年期間內隨時按認股權證認購價1.20港元(可予以調整)認購一股新股份。認股權證認購事項之配售於二零一二年八月二日完成。

於期內，2,080,000份二零一七年認股權證之非上市認股權證持有人行使彼等之權利按行使價每股1.20港元認購本公司2,080,000股股份。截至二零一六年九月三十日，本公司未獲行使的二零一七年認股權證為54,710,000份。

#### 二零一六年認股權證

於二零一四年七月三十日，本公司與一名獨立配售代理訂立配售協議，內容有關以認購價0.16港元向不少於300名身為獨立第三方之承配人私人配售最多157,500,000份認股權證(「二零一六年認股權證」)，附有權利可自二零一四年九月二十二日起至二零一六年九月二十一日止(包括首尾兩日)(或倘二零一六年九月二十一日並非營業日，則為二零一六年九月二十一日之後的下一個營業日)兩年期間內按每股行使價0.75港元認購最多157,500,000股本公司新普通股。配售二零一六年認股權證於二零一四年九月十九日完成，並已列為股本工具。



## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### WARRANTS (Continued)

#### 2016 Warrants (Continued)

The proceeds from the placing of approximately HK\$23,821,000, net of expenses incurred on warrants issue amounting HK\$1,379,000, were used as general working capital of the Company.

For the period ended 30 September 2016, registered holders of 134,670,000 units of the 2016 Warrants exercised their right to subscribe for 134,670,000 shares in the company at an exercise price of HK\$0.75 per share. As at 30 September 2016, 285,000 units of the 2016 Warrants was expired.

### LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2016, the Group had bank and deposits with financial institutions balances in aggregate of approximately HK\$191,888,000 and held for trading investments of approximately HK\$6,791,000. The Group has no significant exposure to foreign exchange rate fluctuation.

As at 30 September 2016, the Group had a net current asset of approximately HK\$287,890,000 (31 March 2016: HK\$200,836,000) and a current ratio of 17.1 (31 March 2016: 11.7). The Group's total liabilities as of 30 September 2016 amounted to approximately HK\$18,638,000 (31 March 2016: HK\$19,538,000) and represented approximately 5.3% (31 March 2016: 7.3%) to equity attributable to owners of the Company.

## 管理層討論及分析(續)

### 認股權證(續)

#### 二零一六年認股權證(續)

該配售事項之所得款項約23,821,000港元(扣除認股權證發行產生之開支1,379,000港元),乃用作本公司之一般營運資金。

於截至二零一六年九月三十日止期間,134,670,000份二零一六年認股權證之登記持有人行使彼等之權利按行使價每股0.75港元認購本公司134,670,000股股份。截至二零一六年九月三十日,285,000份二零一六年認股權證已屆滿。

### 流動資金及財務資源

於二零一六年九月三十日,本集團之銀行結存及金融機構存款合共約為191,888,000港元,而持作買賣投資約為6,791,000港元。本集團並無面對重大外匯匯率波動風險。

於二零一六年九月三十日,本集團之流動資產淨值約為287,890,000港元(二零一六年三月三十一日:200,836,000港元),流動比率為17.1(二零一六年三月三十一日:11.7)。本集團於二零一六年九月三十日之總負債約為18,638,000港元(二零一六年三月三十一日:19,538,000港元),佔本公司擁有人應佔權益約5.3%(二零一六年三月三十一日:7.3%)。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### LIQUIDITY AND FINANCIAL RESOURCES (Continued)

Upon consideration of the above, the Directors have no doubt that the Group will have sufficient liquidity to finance its daily operations, as reflected by its healthy financial status with a wealth of cash flow and other resources. As always, the Group will continue to follow prudent and disciplined cash management practices on any excess liquidity.

### EMPLOYMENT AND REMUNERATION POLICIES

As of 30 September 2016, the Group had a total of 117 employees of which 48 are based in Hong Kong, 35 in Macau and 34 in PRC. Total staff costs incurred during the six months ended 30 September 2016 amounted to approximately HK\$12,922,000 (30 September 2015: HK\$16,895,000). Remuneration packages are maintained at competitive levels and reviewed by the management on a periodical basis. Discretionary bonuses and incentive share options are awarded to certain directors and employees according to the assessment of individual merit and performance.

## 管理層討論及分析(續)

### 流動資金及財務資源(續)

經考慮上述各項，按其擁有充裕現金流量及其他資源之穩健財務狀況所反映，董事會相信本集團將具備充裕流動資金應付其日常營運。一如以往，本集團將就任何剩餘流動資金繼續遵循謹慎及嚴格之現金管理措施。

### 僱傭及薪酬政策

於二零一六年九月三十日，本集團合共聘有117位僱員，其中48位在香港、35位在澳門及34位在中國。於截至二零一六年九月三十日止六個月內，員工成本合共約為12,922,000港元(二零一五年九月三十日：16,895,000港元)。薪酬福利計劃維持在具競爭力之水平，並且由管理層定期檢討。本集團會按個別成績與表現，向若干董事及僱員發放酌情花紅與具鼓舞性作用之購股權。

## INTERIM DIVIDEND

The Board of the Company has resolved not to declare an interim dividend for the six months ended 30 September 2016 (2015: nil).

## REPURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor its subsidiaries have purchased, sold and redeemed any of the listed securities in the Company during the six months ended 30 September 2016.

## SHARE OPTION SCHEMES

The Company has terminated its share option scheme adopted on 21 August 2002 (the "2002 Scheme") and adopted a new share option scheme (the "2013 Scheme") on its 2013 Annual General Meeting held on 12 August 2013.

Subsequent to the termination of the 2002 Scheme, no further share options can be granted thereunder but in all other respects, the provisions of the 2002 Scheme shall remain in force and all share options granted prior to such termination shall continue to be valid and exercisable in accordance therewith.

The number of shares available for issue under the 2002 Scheme and 2013 Scheme as at the date of the Interim Report is 104,434,400 shares and 37,000,000 shares respectively, totalling 141,434,400 shares which in aggregate representing approximately 10.45% of the issued share capital of the Company as of that date.

## 中期股息

本公司董事會決議不派發截至二零一六年九月三十日止六個月之中期股息(二零一五年:無)。

## 購回、出售或贖回上市證券

本公司或其各附屬公司於截至二零一六年九月三十日止六個月內，並無購回、出售或贖回本公司任何上市證券。

## 購股權計劃

本公司經已終止於二零零二年八月二十一日採納之購股權計劃(「二零零二年計劃」)，並於二零一三年八月十二日舉行之二零一三年股東週年大會上採納一項新購股權計劃(「二零一三年計劃」)。

於二零零二年計劃終止後，不得再授出購股權，惟二零零二年計劃條款在所有其他方面仍然有效，而在終止前所授出之一切購股權將繼續有效及可據此行使。

於中期報告日期，根據二零零二年計劃及二零一三年計劃可供發行股份數目分別為104,434,400股及37,000,000股，合共141,434,400股，佔本公司於該日期已發行股本約10.45%。

## SHARE OPTION SCHEMES (Continued)

Details of the movement of the share options granted to the Directors and employees of the Company under the 2002 Scheme and 2013 Scheme during the six months ended 30 September 2016 are as follows:

## 購股權計劃(續)

於截至二零一六年九月三十日止六個月內，根據二零零二年計劃及二零一三年計劃授予本公司董事及僱員之購股權變動詳情如下：

	Date of grant	At 1 April 2016 於 二零一六年 四月一日	Number of share options 購股權數目			Granted/ Exercised/ Cancelled during the period	At 30 September 2016 於 二零一六年 九月三十日	Exercise price per share 每股行使價	Exercise period 行使期	
			Transfer from other category during the period 期內轉自 其他類別	Transfer to other category during the period 期內轉往 其他類別	Lapsed during the period 期內已失效					
HK\$ 港元										
<b>(a) Directors</b>										
<b>董事</b>										
Ms. Chow Lai Wah Livia 周麗華女士	(i)	7 July 2006 二零零六年 七月七日	548,500	-	-	(548,500)	-	0.92	7 July 2006 to 6 July 2016 二零零六年七月七日至 二零一六年七月六日	
	(ii)	29 June 2007 二零零七年 六月二十九日	4,388,000 (Note 2) (附註2)	-	-	-	-	4,388,000	2.16	29 June 2007 to 28 June 2017 二零零七年 六月二十九日至 二零一七年 六月二十八日
Mr. Kwan Kin Chung 關健聰先生	(i)	7 July 2006 二零零六年 七月七日	877,600	-	-	(877,600)	-	0.92	7 July 2006 to 6 July 2016 二零零六年七月七日至 二零一六年七月六日	
	(ii)	29 June 2007 二零零七年 六月二十九日	109,700	-	-	-	-	109,700	2.16	29 June 2007 to 28 June 2017 二零零七年六月 二十九日至 二零一七年 六月二十八日
	(iii)	6 November 2007 二零零七年 十一月六日	877,600	-	-	-	-	877,600	1.42	6 November 2007 to 5 November 2017 二零零七年十一月六日至 二零一七年十一月五日

## SHARE OPTION SCHEMES (Continued)

## 購股權計劃(續)

	Date of grant	Number of share options					Granted/ Exercised/ Cancelled during the period	At 30 September 2016	Exercise price per share	Exercise period
		At 1 April 2016	Transfer from other category during the period	Transfer to other category during the period	Lapsed during the period	At 30 September 2016				
	授出日期	於 二零一六年 四月一日	期內轉自 其他類別	期內轉往 其他類別	期內已失效	期內已授出/ 行使/註銷	二零一六年 九月三十日	每股行使價	行使期	
								HK\$ 港元		
Mr. Tang U Fai 鄧宇輝先生	7 July 2006 二零零六年 七月七日	109,700	-	-	(109,700)	-	-	0.92	7 July 2006 to 6 July 2016 二零零六年七月七日至 二零一六年七月六日	
Mr. Tang Kwing Chuen Kenneth 鄧焯泉先生	7 July 2006 二零零六年 七月七日	54,850	-	-	(54,850)	-	-	0.92	7 July 2006 to 6 July 2016 二零零六年七月七日至 二零一六年七月六日	
Mr. Chen Man Lung 陳文龍先生	(i) 7 July 2006 二零零六年 七月七日	713,050	-	-	(713,050)	-	-	0.92	7 July 2006 to 6 July 2016 二零零六年七月七日至 二零一六年七月六日	
	(ii) 29 June 2007 二零零七年 六月二十九日	1,206,700	-	-	-	-	1,206,700	2.16	29 June 2007 to 28 June 2017 二零零七年六月 二十九日至 二零一七年 六月二十八日	
	(iii) 6 November 2007 二零零七年 十一月六日	1,645,500	-	-	-	-	1,645,500	1.42	6 November 2007 to 5 November 2017 二零零七年 十一月六日至 二零一七年 十一月五日	
Dr. Lai Tak Kwong Andrew 黎德光博士	1 December 2014 (Note 4) 二零一四年 十二月一日 (附註4)	5,000,000	-	-	-	-	5,000,000	1.15	1 December 2014 to 30 November 2016 二零一四年 十二月一日至 二零一六年 十一月三十日	

**SHARE OPTION SCHEMES (Continued)**

**購股權計劃 (續)**

		Number of share options 購股權數目									
			Transfer from other category during the period	Transfer to other category during the period	Lapsed during the period	Granted/ Exercised/ Cancelled during the period	At 30 September 2016	Exercise price per share	Exercise period		
	Date of grant	At 1 April 2016 於 二零一六年 四月一日	期內轉自 其他類別	期內轉往 其他類別	期內已失效	期內已授出/ 行使/註銷	於 二零一六年 九月三十日	每股行使價	行使期		
								HK\$ 港元			
(b) Employees 僱員	(i)	7 July 2006 二零零六年 七月七日	329,100	-	-	-	(329,100)	-	0.92	7 July 2006 to 6 July 2016 二零零六年七月七日至 二零一六年七月六日	
	(ii)	29 June 2007 二零零七年 六月二十九日	10,476,350	-	-	-	10,476,350	2.16	29 June 2007 to 28 June 2017 二零零七年六月 二十九日至 二零一七年 六月二十八日		
	(iii)	6 November 2007 二零零七年 十一月六日	12,286,400	-	-	-	12,286,400	1.42	6 November 2007 to 5 November 2017 二零零七年 十一月六日至 二零一七年 十一月五日		
	(iv)	25 October 2013 (Note 3) 二零一三年 十月二十五日 (附註3)	5,000,000	-	-	-	5,000,000	1.398	25 October 2013 to 24 October 2016 二零一三年 十月二十五日至 二零一六年 十月二十四日		

## SHARE OPTION SCHEMES (Continued)

## 購股權計劃(續)

		Number of share options 購股權數目								
		Date of grant	At 1 April 2016 於 二零一六年 四月一日	Transfer from other category during the period 期內轉自 其他類別	Transfer to other category during the period 期內轉往 其他類別	Lapsed during the period 期內已失效	Granted/ Exercised/ Cancelled during the period 期內已授出/ 行使/註銷	At 30 September 2016 於 二零一六年 九月三十日	Exercise price per share 每股行使價	Exercise period 行使期
									HK\$ 港元	
(c) Others 其他	(i)	7 July 2006 二零零六年 七月七日	12,275,430	-	-	(9,697,930)	(2,577,500)	-	0.92	7 July 2006 to 6 July 2016 二零零六年七月七日至 二零一六年七月六日
	(ii)	29 June 2007 二零零七年 六月二十九日	27,699,250	-	-	-	-	27,699,250	2.16	29 June 2007 to 28 June 2017 二零零七年六月 二十九日至 二零一七年 六月二十八日
	(iii)	6 November 2007 二零零七年 十一月六日	45,744,900	-	-	-	-	45,744,900	1.42	6 November 2007 to 5 November 2017 二零零七年 十一月六日至 二零一七年 十一月五日
	(iv)	5 November 2013 (Note 3) 二零一三年 十一月五日 (附註3)	5,000,000	-	-	-	-	5,000,000	1.42	5 November 2013 to 4 November 2016 二零一三年 十一月五日至 二零一六年 十一月四日
	(v)	1 December 2014 (Note 4) 二零一四年 十二月一日 (附註4)	22,000,000	-	-	-	-	22,000,000	1.15	1 December 2014 to 30 November 2016 二零一四年 十二月一日至 二零一六年 十一月三十日

## SHARE OPTION SCHEMES (Continued)

Notes:

1. The options exercise period is commenced from the date of grant for ten years, except those in Notes 3 and 4. The options may be exercised at any time with the option period provided that the options have been vested. As at 30 September 2016, all options have been vested.
2. Mr. Dizon Basilio ("Mr. Dizon") has been granted 4,388,000 share options under the 2002 Scheme of the Company. Pursuant to the SFO, Ms. Chow Lai Wah Livia, the spouse of Mr. Dizon, is deemed to be interested in the share options granted to Mr. Dizon.
3. The options exercise period is commenced from the date of grant for three years. The options may be exercised at any time with the option period provided that the options have been vested. As at 30 September 2016, all options have been vested.
4. The options exercise period is commenced from the date of grant for two years. The options may be exercised at any time with the option period provided that the options have been vested. As at 30 September 2016, all options have been vested.

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the share option holdings disclosed above, at no time during the period was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## 購股權計劃(續)

附註：

1. 除附註3及4所述者外，購股權行使期自授出起計十年。購股權或會於購股權已獲歸屬之購股權期內之任何時候行使。於二零一六年九月三十日，所有購股權已獲歸屬。
2. 李柏思先生(「李先生」)根據本公司二零零二年計劃獲授予4,388,000份購股權。根據證券及期貨條例，李先生之配偶周麗華女士被視作於李先生獲授予之購股權中擁有權益。
3. 購股權行使期由授出日期起計三年。購股權可在購股權行使期內隨時行使，惟有關購股權須經已歸屬。於二零一六年九月三十日，所有購股權經已歸屬。
4. 購股權行使期由授出日期起計兩年。購股權可在購股權行使期內隨時行使，惟有關購股權須經已歸屬。於二零一六年九月三十日，所有購股權經已歸屬。

## 購買股份或債券之安排

除上文所披露持有之購股權外，本公司或其任何附屬公司於期內任何時間概無訂立任何安排，致使本公司董事可藉購入本公司或任何其他法團之股份或債券而獲益。



## DISCLOSURE OF INTERESTS

### (A) INTERESTS OF THE DIRECTORS

As at 30 September 2016, the interests and short positions of each Director and Chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which are required (a) to be notified to the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he/she is taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Stock Exchange:

#### Interests in the shares of the Company

Name of Director	Capacity	Nature of interest	Number of shares held	Approximate percentage of issued share capital
董事姓名	身份	權益性質	持有股份數目	佔已發行股本之概約百分比
Ms. Chow Lai Wah Livia 周麗華女士	(i)	Beneficial owner 實益擁有人	32,962,800	23.89%
	(ii)	Interests of a controlled corporation 受控公司之權益	271,502,312 (Note 1) (附註1)	
	(iii)	Interests of spouse 配偶權益	18,895,000 (Note 2) (附註2)	
Mr. Tang Kwing Chuen Kenneth 鄧焯泉先生	Beneficial owner 實益擁有人	Personal interest 個人權益	135,000	0.01%
Mr. Chen Man Lung 陳文龍先生	Beneficial owner 實益擁有人	Personal interest 個人權益	200	N/A 不適用

## 權益披露

### (A) 董事之權益

於二零一六年九月三十日，本公司各董事及行政總裁於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債權證中擁有須(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）（包括根據證券及期貨條例該等條文被當作或視為擁有之權益或淡倉）；或(b)根據證券及期貨條例第352條須記錄在所述登記冊內；或(c)根據上市公司董事進行證券交易標準守則須知會本公司及聯交所之權益及淡倉：

#### 於本公司股份之權益

## DISCLOSURE OF INTERESTS (Continued)

### (A) INTERESTS OF THE DIRECTORS (Continued)

#### Interests in the shares of the Company (Continued)

Notes:

1. Ms. Chow Lai Wah Livia ("Ms. Chow") has controlling interests in L&W Holding Limited ("L&W"). L&W is beneficially interested in 271,502,312 shares in the Company. Accordingly, Ms. Chow is deemed to be interested in 271,502,312 shares in the Company under the SFO.
2. Mr. Dizon Basilio ("Mr. Dizon"), the spouse of Ms. Chow, is beneficially interested in 18,895,000 shares. Therefore, Ms. Chow is deemed to be interested in 18,895,000 shares in the Company under the SFO.

All interests stated above represent long positions.

## 權益披露 (續)

### (A) 董事之權益 (續)

#### 於本公司股份之權益 (續)

附註：

1. 周麗華女士 (「周女士」) 於L&W Holding Limited (「L&W」) 擁有控制性權益，L&W實益擁有271,502,312股本公司股份之權益。因此，根據證券及期貨條例，周女士被視作擁有271,502,312股本公司股份之權益。
2. 李柏思先生 (「李先生」) 乃周女士之配偶，實益擁有18,895,000股股份。因此，根據證券及期貨條例，周女士被視為擁有18,895,000股本公司股份之權益。

上述所有權益均為好倉。

## DISCLOSURE OF INTERESTS (Continued)

## 權益披露(續)

### (A) INTERESTS OF THE DIRECTORS (Continued)

### (A) 董事之權益(續)

#### Interests in shares of associated corporation of the Company

#### 於本公司聯營公司股份之權益

Name of associated corporation	Name of Director	Capacity	Nature of interest	Number of shares held	% of total issued share capital of the associated corporation 佔聯營公司已發行股本總額之百分比
聯營公司名稱	董事姓名	身份	權益性質	持有股份數目	
China Bio Cassava Holdings Limited 中國生物資源控股有限公司	Mr. Kwan Kin Chung 關健聰先生	Beneficial owner 實益擁有人	Personal interest 個人權益	6,450,000 (Note 1) (附註1)	0.26%
	Mr. Chung Billy 鍾定縉先生	Beneficial owner 實益擁有人	Personal interest 個人權益	500,000 (Note 2) (附註2)	0.02%
	Mr. Tang U Fai 鄧宇輝先生	Beneficial owner 實益擁有人	Personal interest 個人權益	1,000,000 (Note 3) (附註3)	0.04%

#### Notes:

1. Mr. Kwan Kin Chung is beneficially interested in 6,450,000 share options in China Bio Cassava Holdings Limited.
2. Mr. Chung Billy was beneficially interested in 500,000 share options in China Bio Cassava Holdings Limited and retired as director of the Company on 20 September 2016.
3. Mr. Tang U Fai is beneficially interested in 1,000,000 share options in China Bio Cassava Holdings Limited.

All interests stated above represent long positions.

#### 附註：

1. 關健聰先生實益擁有於中國生物資源控股有限公司6,450,000份購股權之權益。
2. 鍾定縉先生實益擁有於中國生物資源控股有限公司500,000份購股權之權益，以及於二零一六年九月二十日退任本公司董事。
3. 鄧宇輝先生實益擁有於中國生物資源控股有限公司1,000,000份購股權之權益。

上述所有權益均為好倉。

## DISCLOSURE OF INTERESTS (Continued)

## 權益披露 (續)

### (A) INTERESTS OF THE DIRECTORS (Continued)

### (A) 董事之權益 (續)

#### Interests in share options of the Company

#### 於本公司購股權之權益

Name of Director	Capacity	Nature of interest	Number of share options	Exercise price per share	Exercisable period	Approximate percentage of issued share capital 佔已發行股本之概約百分比
董事姓名	身份	權益性質	購股權數目	每股行使價	行使期	
				HK\$ 港元		
Ms. Chow Lai Wah Livia 周麗華女士	Interests of spouse 配偶權益	Family interest 家族權益	4,388,000 (Note 1) (附註1)	2.16	29 June 2007 to 28 June 2017 二零零七年 六月二十九日至 二零一七年 六月二十八日	0.32%
Mr. Kwan Kin Chung 關健聰先生	(i) Beneficial owner 實益擁有人	Personal interest 個人權益	109,700	2.16	29 June 2007 to 28 June 2017 二零零七年 六月二十九日至 二零一七年 六月二十八日	0.07%
	(ii) Beneficial owner 實益擁有人	Personal interest 個人權益	877,600	1.42	6 November 2007 to 5 November 2017 二零零七年十一月六日至 二零一七年十一月五日	
Mr. Chen Man Lung 陳文龍先生	(i) Beneficial owner 實益擁有人	Personal interest 個人權益	1,206,700	2.16	29 June 2007 to 28 June 2017 二零零七年 六月二十九日至 二零一七年 六月二十八日	0.21%
	(ii) Beneficial owner 實益擁有人	Personal interest 個人權益	1,645,500	1.42	6 November 2007 to 5 November 2017 二零零七年十一月六日至 二零一七年十一月五日	
Dr. Lai Tak Kwong Andrew 黎德光先生	Beneficial owner 實益擁有人	Personal interest 個人權益	5,000,000 (Note 3) (附註3)	1.15	1 December 2014 to 30 November 2016 二零一四年十二月一日至 二零一六年十一月三十日	0.37%

## DISCLOSURE OF INTERESTS (Continued)

### (A) INTERESTS OF THE DIRECTORS (Continued)

#### Interests in share options of the Company (Continued)

Notes:

1. Mr. Dizon Basilio ("Mr. Dizon") has been granted 4,388,000 share options under the 2002 Scheme of the Company. Pursuant to the SFO, Ms. Chow, the spouse of Mr. Dizon, is deemed to be interested in the share options granted to Mr. Dizon.
2. The options exercise period is commenced from the date of grant for ten years, except these in note 3. The option may be exercised at any time with the option period provided that the options have been vested. As at 30 September 2016, all options have been vested.
3. The options exercise period is commenced from the date of grant for two years. The options may be exercised at any time with the option period provided that the options have been vested. As at 30 September 2016, all options have been vested.

All interests stated above represent long positions.

Save as disclosed above, as at 30 September 2016, none of the Directors nor chief executive of the Company had interests or short positions in any securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are required (a) 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 he/she is taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Stock Exchange.

## 權益披露 (續)

### (A) 董事之權益 (續)

#### 於本公司購股權之權益 (續)

附註：

1. 李柏思先生 (「李先生」) 根據本公司二零零二年計劃獲授4,388,000份本公司之購股權。周女士為李先生之配偶，根據證券及期貨條例，周女士被視為擁有李先生獲授購股權之權益。
2. 購股權行使期自授予十年之日開始，惟附註3所述者除外。購股權或會於購股權已獲歸屬之購股權期內任何時候行使。於二零一六年九月三十日，所有購股權已獲歸屬。
3. 購股權行使期由授出日期起計兩年。購股權可在購股權行使期內隨時行使，惟有關購股權須經已歸屬。於二零一六年九月三十日，所有購股權經已歸屬。

上述所有權益均為好倉。

除上文所披露者外，於二零一六年九月三十日，本公司董事及行政總裁概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之證券中擁有須(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所（包括根據證券及期貨條例該等條文被當作或視為擁有之權益或淡倉）；或(b)根據證券及期貨條例第352條須記錄在該條所述之登記冊內；或(c)根據上市公司董事進行證券交易之標準守則須知會本公司及聯交所之權益或淡倉。

## DISCLOSURE OF INTERESTS (Continued)

### (B) INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at 30 September 2016, so far as is known to any Director or chief executive of the Company, the following person had an interest or short position in the shares or underlying shares 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 which were recorded in the register to be kept by the Company under Section 336 of the SFO:

#### Interests in the shares and underlying shares of the Company

Name	Capacity	Number of shares held	Number of underlying shares held	Approximate percentage of issued share capital
名稱	身份	所持股份數目	所持相關股份數目	佔已發行股本之概約百分比
L&W Holding Limited	Beneficial owner (Note 1) 實益擁有人(附註1)	271,502,312	-	20.05%
Mr. Dizon Basilio 李柏思先生	Beneficial owner, interests in a controlled corporation and interests of spouse (Note 1) 實益擁有人、受控公司之權益及配偶權益(附註1)	323,360,112	4,388,000	24.21%
Ms. Chow Lai Wah Livia 周麗華女士	Beneficial owner, interests in a controlled corporation and interests of spouse (Note 2) 實益擁有人、受控公司之權益及配偶權益(附註2)	323,360,112	4,388,000	24.21%

## 權益披露(續)

### (B) 主要股東權益

於二零一六年九月三十日，就本公司任何董事或高級行政人員所知，以下人士擁有本公司股份或相關股份之權益或淡倉為須根據證券及期貨條例第XV部第2及第3分部須知會本公司，或根據本公司按證券及期貨條例第336條規定予以保存之登記冊所記錄之權益或淡倉如下：

#### 於本公司股份及相關股份之權益

## DISCLOSURE OF INTERESTS (Continued)

### (B) INTERESTS OF SUBSTANTIAL SHAREHOLDERS (Continued)

#### Interests in the shares and underlying shares of the Company (Continued)

Notes:

1. Mr. Dizon Basilio ("Mr. Dizon") is beneficially interests in 18,895,000 shares and 4,388,000 share options in the Company. Mr. Dizon also has controlling interests 65% in L&W Holding Limited ("L&W"). L&W is beneficially interests in 271,502,312 shares in the Company. Ms. Chow Lai Wah Livia ("Ms. Chow"), the spouse of Mr. Dizon and the Director of the Company, is beneficially interested in 32,962,800 shares in the Company. Accordingly, Mr. Dizon is deemed to be interested in 323,360,112 shares in the Company under the SFO.
2. Ms. Chow is beneficially interested in 32,962,800 shares and 548,500 share options in the Company has lapsed during the period. She is the spouse of Mr. Dizon and has controlling interests in L&W. Accordingly, Ms. Chow is deemed to be interested in 323,360,112 shares in the Company under the SFO.

All interests stated above represent long positions.

Save as disclosed above, as at 30 September 2016, the Directors and the chief executive of the Company were not aware of any person who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register to be kept by the Company under Section 336 of the SFO.

## 權益披露 (續)

### (B) 主要股東權益 (續)

#### 於本公司股份及相關股份之權益 (續)

附註：

1. 李柏思先生 (「李先生」) 實益擁有18,895,000股股份及4,388,000份本公司之購股權。李先生於L&W Holding Limited (「L&W」) 擁有65%之控制性權益。L&W實益擁有271,502,312股本公司股份之權益。李先生之配偶周麗華女士 (「周女士」) 亦為本公司之董事，實益擁有32,962,800股本公司股份之權益。因此，根據證券及期貨條例，李先生被視為擁有323,360,112股本公司股份之權益。
2. 周女士實益擁有32,962,800股本公司股份及於期內548,500份購股權之權益已失效，彼為李先生之配偶及擁有L&W之控制性權益。因此，根據證券及期貨條例，周女士被視為擁有323,360,112股本公司股份之權益。

上述所有權益均為好倉。

除上文所披露者外，就本公司董事及行政總裁所知，於二零一六年九月三十日，並無任何人士擁有本公司之股份及相關股份之權益或淡倉為須根據證券及期貨條例第XV部第2及第3分部須知會本公司，或根據本公司按證券及期貨條例第336條規定予以保存之登記冊所記錄之權益或淡倉。

## AUDIT COMMITTEE

The Audit Committee of the Company, with written terms of reference in line with the code provisions set out in the Code on Corporate Governance Practices (the "Code") as stipulated in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange of Hong Kong Limited (the "Stock Exchange"), currently comprises three Independent Non-Executive Directors, namely Mr. Lai Qiang, Mr. Fan Chun Wah Andrew and Mr. Joseph Lee Chennault. The Audit Committee of the Company has reviewed with the management the accounting principles and practices adopted by the Group and discussed the internal control and financial reporting matters including the review of the unaudited interim results for the six months ended 30 September 2016.

## COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has complied with the Code as set out in Appendix 14 to the Listing Rules during the six months ended 30 September 2016 except for the following deviations:

### CODE PROVISION A.4.1

Under the code provision A.4.1, Non-Executive Directors should be appointed for a specific term, subject to re-election. The current independent Non-Executive Directors of the Company are not appointed for a specific term. However, all Directors (including executive and non-executive) of the Company are subject to retirement by rotation at the annual general meeting in accordance with Bye-Law 110(A) and 190(v) of the Bye-Laws of the Company. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the Code.

## 審核委員會

本公司之審核委員會(其書面職權範圍符合香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四之企業管治常規守則(「守則」)所載之守則條文)現時由賴強先生、范駿華先生及陳立祖先生三位獨立非執行董事組成。本公司之審核委員會已與管理層審閱本集團所採納之會計原則及慣例，並討論內部監控及財務呈報等事宜，包括審閱截至二零一六年九月三十日止六個月之未經審核中期業績。

## 遵守企業管治常規守則

本公司於截至二零一六年九月三十日止六個月期間一直遵守上市規則附錄十四之守則，惟下文所述之偏離行為除外：

### 守則條文A.4.1

根據守則條文A.4.1，非執行董事之委任應有指定任期，並須接受重選。本公司現時之獨立非執行董事並非按指定任期委任。然而，本公司所有董事(包括執行及非執行董事)須根據本公司之公司細則第110(A)條及第190(v)條於股東週年大會上輪席退任。因此，本公司認為已採取足夠措施確保本公司之企業管治常規之嚴謹程度不遜於守則所訂立之規定。



## COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES (CONTINUED)

### CODE PROVISION E.1.2

Under the code provision E.1.2, the Chairman of the board should attend the annual general meeting. The Chairman of the Board, Mr. Chu Bong Foo was unable to attend the annual general meeting of the Company held on 20 September 2016 as he was on business trip for other important business engagement. However, an Executive Director, present at the annual general meeting who then took the chair of that meeting in accordance with the Bye-Laws of the Company.

## MODEL CODE OF SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the "Model Code for Securities Transactions by Directors of Listed Issuers" as set out in Appendix 10 to the Listing Rules as its own code for dealing in securities of the Company by the Directors (the "Model Code"). Having made specific enquiry of all Directors, the Company confirmed that all Directors have complied with the required standard as set out in the Model Code during the six months ended 30 September 2016.

By Order of the Board  
**CULTURECOM HOLDINGS LIMITED**  
**Chu Bong Foo**  
*Chairman*

Hong Kong, 22 November 2016

## 遵守企業管治常規守則(續)

### 守則條文E.1.2

根據守則條文E.1.2，董事會主席應出席股東週年大會。由於董事會主席朱邦復先生因處理其他重要事務而出外公幹，故未能出席本公司於二零一六年九月二十日舉行之股東週年大會。然而，一位出席股東週年大會之執行董事根據本公司之公司細則出任該大會主席。

## 董事進行證券交易的標準守則

本公司已採納載於上市規則附錄十有關「上市發行人董事進行證券交易之標準守則」作為董事買賣本公司證券之守則（「標準守則」）。經向所有董事作出特定查詢後，本公司確認所有董事於截至二零一六年九月三十日止六個月期間內，一直遵守標準守則之規定標準。

承董事會命  
文化傳信集團有限公司  
主席  
朱邦復

香港，二零一六年十一月二十二日



**CULTURECOM**

文化傳信集團有限公司

(於百慕達註冊成立之有限公司)  
(股份代號：00343)

CULTURECOM HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)  
(Stock Code : 00343)

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