

# 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)



## 中期報告

### 2015-2016 INTERIM REPORT

## 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. Chung Billy

Mr. Tang U Fai

Mr. Tang Kwing Chuen Kenneth

Mr. Chen Man Lung

### 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*)

鍾定縉先生

鄧宇輝先生

鄧焯泉先生

陳文龍先生

### 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 HM 12  
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 HM 08  
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

**WARRANT CODE**

1453

**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 HM 12  
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 HM 08  
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**

343

**認股權證代號**

1453

## CHAIRMAN'S STATEMENT

### BUSINESS REVIEW

The revenue from intellectual properties licensing business of our comic titles increased significantly for the first part of the year, mainly attributable to the booming demand for our quality intellectual properties in the mainland market. The management adopted flexible strategies by franchising our own titles to major market players in different market segments, including movie, television, mobile games, in addition to other multimedia products and merchandise.

Our cultural and entertainment businesses have experienced smooth and steady growth. Our 3D movie theatre multiplex in western Guangdong had stable increase in revenue. The management is implementing the model of cooperative operation with local investors. By leveraging on the local resources to replicate our business model in different locations, we are expecting a gradual increase of theatre and enlarge the scale of operation.

Our PP Mobile Mall Apps software has achieved favorable performance in market penetration. We provide small and medium-sized enterprises with a customized apps with complete online-to-offline (O2O) business model functionalities yet at a very competitive pricing, whereby PP Mobile Mall Apps can gather merchants from related industries to put industrial advantage into full play.

## 主席報告書

### 業務回顧

今年上半年，我們在自有版權板塊中的漫畫知識產權授權業務收益明顯增長，主要得益於大陸市場近年對優質動漫知識產權需求急速增長，管理層採取對應的策略，開放自有版權，授權至電影、電視、遊戲等領域、範疇涉及不同種類之多媒體產品和各類周邊商品。

我們在文化及娛樂業務板塊發展平穩，粵西的3D影城收益穩定增長，管理層正採取與當地投資者合作經營的模式，借助當地的資源，在不同的地方複製我們的經營模式，逐漸增加螢幕的數目以及擴大經營的範圍。

我們在PP移動商城APPS軟件推廣方面也取得不賴的成績，我們為中小商家提供具有功能齊全的線上至線下Online-to-Offline (O2O)互動業務模式、價格優惠的專屬商城APPS，透過PP移動商城APPS聚集相關行業的商家，充分發揮行業的優勢。



## CHAIRMAN'S STATEMENT (Continued)

### PROSPECTS

Looking forward, we continue to strengthen the development of our intellectual properties licensing business while maintaining steady growth of other segments. On one hand, we are utilizing our own titles into full swing by combining our cultural and entertainment businesses, integrating with appropriate investment to revitalize our own franchise library. We aim to enhance their market value, increase the revenue from our licensing business and expand clients' interest for our titles.

On the other hand, we expect to introduce strong potential investors as our shareholders to increase our Company's financial resources as well as leverage on their networks in the Chinese market. In addition to maintaining licensing on local comic books, we seek to increase the coverage of the intellectual properties licensing business to diversify into such areas as cultural, entertainment and sports genre.

### 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（續）

### 展望

展望未來，我們在穩定發展其他業務分部的時候，加強知識產權授權業務的發展。一方面充分發揮自有版權的優勢，透過結合文化娛樂業務，將授權與適當投資結合，加速發展及充實我們旗下的知識產權，提高版權的市場價值，增加授權業務的收益以及增加外界對集團知識產權的興趣。

另一方面，我們希望引入有實力的潛在投資者做股東，增加公司財政資源，同時藉助他們在中國市場的網路，除了維持本地漫畫出版授權以外，爭取擴大知識產權授權的領域，將授權經營範圍延伸到文化、娛樂、體育等方面。

### 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.**  
**德勤**

### 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 7 to 28, which comprise the condensed consolidated statement of financial position as of 30 September 2015 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 Main Board Listing 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

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7至28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二零一五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主板證券上市規則規定，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  
30 November 2015

## 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  
二零一五年十一月三十日

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

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2015

# 簡明綜合損益及其他全面 收益表

截至二零一五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	
			2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2014 二零一四年 HK\$'000 千港元 (unaudited) (未經審核)
		Notes 附註		
Revenue	收入	3	15,060	12,808
Cost of sales	銷售成本		(5,026)	(5,888)
Gross profit	毛利		10,034	6,920
Other income and other gains and losses	其他收入及其他收益 及虧損	4	(4,545)	2,880
Administrative expenses	行政費用		(38,313)	(45,143)
Loss on fair value changes of held-for-trading investments	持作買賣投資之 公平價值變動虧損		(729)	(4,262)
Share of losses of associates	應佔聯營公司虧損		(463)	(636)
Cost incurred to develop online business	開發在線業務所產生 之費用	6	(3,590)	(6,623)
Loss before tax	除稅前虧損		(37,606)	(46,864)
Income tax credit (expense)	所得稅抵免(開支)	7	19	(54)
Loss for the period	期間虧損	9	(37,587)	(46,918)
Other comprehensive expense:	其他全面開支：			
Items that may be subsequently reclassified to profit or loss:	其後可能重新分類為 損益之項目：			
Exchange differences on translation of group entities	換算集團實體所產生 之匯兌差額		(1,014)	(3,698)
Other comprehensive expense for the period	期間其他全面開支		(1,014)	(3,698)
Total comprehensive expense for the period	期間全面開支總額		(38,601)	(50,616)



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

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2015

# 簡明綜合損益及其他全面 收益表(續)

截至二零一五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	
		2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2014 二零一四年 HK\$'000 千港元 (unaudited) (未經審核)
Note 附註			
Loss for the period attributable to:	應佔期間虧損：		
Owners of the Company	本公司擁有人	(36,849)	(42,652)
Non-controlling interests	非控股權益	(738)	(4,266)
		<u>(37,587)</u>	<u>(46,918)</u>
Total comprehensive expense for the period attributable to:	應佔期間全面開支總額：		
Owners of the Company	本公司擁有人	(37,704)	(46,349)
Non-controlling interests	非控股權益	(897)	(4,267)
		<u>(38,601)</u>	<u>(50,616)</u>
<b>LOSS PER SHARE</b>	<b>每股虧損</b>		
Basic (HK cents)	基本 (港仙)	<u>(3.1)</u>	<u>(3.6)</u>
Diluted (HK cents)	攤薄 (港仙)	<u>(3.1)</u>	<u>(3.6)</u>

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# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 30 SEPTEMBER 2015

# 簡明綜合財務狀況表

於二零一五年九月三十日

			30 September 2015 二零一五年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2015 二零一五年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
	Notes 附註			
<b>Non-current assets</b>		<b>非流動資產</b>		
Property, plant and equipment	12	物業、廠房及設備	10,806	14,785
Interests in associates		於聯營公司之權益	5,147	8,606
Intangible assets		無形資產	1,385	1,385
Available-for-sale financial assets		可供出售金融資產	-	2
			<b>17,338</b>	<b>24,778</b>
<b>Current assets</b>		<b>流動資產</b>		
Inventories		存貨	65,081	67,457
Trade receivables	13	應收貿易賬款	3,198	2,886
Other receivables, deposits and prepayments	13	其他應收款、按金及預付款項	22,294	21,076
Amount due from an associate		應收一間聯營公司款項	60	57
Loan to an associate		向一間聯營公司提供貸款	-	1,190
Tax recoverables		可退回稅款	-	142
Held-for-trading investments	18	持作買賣投資	5,621	7,305
Bank balances and cash		銀行結存及現金	153,292	138,818
			<b>249,546</b>	<b>238,931</b>
<b>Current liabilities</b>		<b>流動負債</b>		
Trade payables	14	應付貿易賬款	362	287
Other payables and accrued charges	14	其他應付款項及應計費用	18,230	24,822
			<b>18,592</b>	<b>25,109</b>
<b>Net current assets</b>		<b>流動資產淨值</b>	<b>230,954</b>	<b>213,822</b>
<b>Total assets less current liabilities</b>		<b>總資產減流動負債</b>	<b>248,292</b>	<b>238,600</b>

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

AT 30 SEPTEMBER 2015

# 簡明綜合財務狀況表(續)

於二零一五年九月三十日

		Note 附註	30 September 2015 二零一五年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2015 二零一五年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
<b>Non-current liability</b>	非流動負債			
Deferred tax liability	遞延稅項負債		<b>859</b>	942
<b>Net assets</b>	資產淨值		<b>247,433</b>	237,658
<b>Capital and reserves</b>	資本及儲備			
Share capital	股本	15	<b>12,129</b>	11,738
Reserves	儲備		<b>252,544</b>	243,672
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>264,673</b>	255,410
Non-controlling interests	非控股權益		<b>(17,240)</b>	(17,752)
<b>Total equity</b>	權益總額		<b>247,433</b>	237,658

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2015

# 簡明綜合權益變動報表

截至二零一五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	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	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 2014 (audited)	於二零一四年四月一日 (經審核)	11,716	1,792,053	171,671	7,492	446	3,939	68,124	(1,714,136)	341,305	(13,186)	328,119
Loss for the period	期間虧損	-	-	-	-	-	-	-	(42,652)	(42,652)	(4,266)	(46,918)
Other comprehensive expense	其他全面開支											
Exchange differences on translation of group entities	換算集團實體的匯兌差額	-	-	-	-	-	(3,697)	-	-	(3,697)	(1)	(3,698)
Total comprehensive expense for the period	期間總全面開支	-	-	-	-	-	(3,697)	-	(42,652)	(46,349)	(4,267)	(50,616)
Issue of warrants (Note 16)	發行認股權證 (附註16)	-	-	-	25,200	-	-	-	-	25,200	-	25,200
Expense incurred on warrant issue (Note 16)	認股權證發行產生的費用(附註16)	-	-	-	(1,082)	-	-	-	-	(1,082)	-	(1,082)
At 30 September 2014 (unaudited)	於二零一四年九月三十日(未經審核)	11,716	1,792,053	171,671	31,610	446	242	68,124	(1,756,788)	319,074	(17,453)	301,621
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	(1,829,820)	255,410	(17,752)	237,658
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 group entities	換算集團實體的匯兌差額	-	-	-	-	-	(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 16)	行使認股權證 (附註16)	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)	-	-	-	-	-	-	-	1,647	1,647	792	2,439
Release upon disposal of subsidiaries (Note 8)	出售附屬公司時轉撥 (附註8)	-	-	-	-	-	-	-	-	-	(13)	(13)
Others	其他	-	-	-	-	-	-	-	6,965	6,965	630	7,595
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	(1,858,057)	264,673	(17,240)	247,433

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

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2015

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 16).
- (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)**

截至二零一五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16)。
- (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 2015

# 簡明綜合現金流量表

截至二零一五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	
		2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2014 二零一四年 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	(33,589)	(24,180)
INVESTING ACTIVITIES	投資業務		
Interest received	已收利息	136	137
Purchase of property, plant and equipment	購買物業、廠房及設備	(111)	(1,245)
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 FROM (USED IN) INVESTING ACTIVITIES	投資業務所得(所用)之現金淨額	7,929	(1,108)
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	38,355	-
Capital injection from non-controlling interest in a subsidiary	非控股權益注資於一間附屬公司	2,439	-
Proceeds from issue of warrants	發行認股權證的所得款項	-	25,200
Expenses paid on warrants issue	發行認股權證已付費用	-	(1,082)
NET CASH FROM FINANCING ACTIVITIES	融資業務所得之現金淨額	40,794	24,118
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加(減少)淨額	15,134	(1,170)
CASH AND CASH EQUIVALENTS AT 1 APRIL	於四月一日之現金及現金等價物	138,818	182,802
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動之影響	(660)	(3,787)
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	153,292	177,845

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2015

### 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.

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2015 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2015.

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 19	Defined Benefit Plans: Employee Contributions
Amendments to HKFRSs	Annual Improvements to HKFRSs 2010 – 2012 Cycle
Amendments to HKFRSs	Annual Improvements to HKFRSs 2011 – 2013 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

截至二零一五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。

除下文所述者外，截至二零一五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二零一五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19號之修訂	定額福利計劃：僱員供款
香港財務報告準則之修訂	香港財務報告準則二零一零年至二零一二年週期之年度改進
香港財務報告準則之修訂	香港財務報告準則二零一一年至二零一三年週期之年度改進

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 2015

## 簡明綜合財務報表附註(續)

截至二零一五年九月三十日止六個月

### 3. REVENUE

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

### 3. 收入

收入指本集團就售出貨品之已收及應收款項淨額，減退貨、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	
		2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2014 二零一四年 HK\$'000 千港元 (unaudited) (未經審核)
Publishing	出版	9,657	5,835
Retailing and wholesales	零售與批發	555	3,260
Catering	飲食	1,579	1,630
Online and social business	線上及社交業務	3,269	2,083
		<b>15,060</b>	<b>12,808</b>

### 4. OTHER INCOME AND OTHER GAINS AND LOSSES

### 4. 其他收入及其他收益及虧損

		Six months ended 30 September 截至九月三十日止六個月	
		2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2014 二零一四年 HK\$'000 千港元 (unaudited) (未經審核)
Interest income from an associate	一間聯營公司之利息收入	-	100
Interest income on bank deposits	銀行存款之利息收入	136	137
Dividend received from listed equity securities	收取自上市股本證券之股息	-	23
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	4,324	-
Net foreign exchange (loss) gain	匯兌(虧損)收益淨額	(487)	11
Sundry income	雜項收入	300	106
Reversal of impairment loss on trade receivables	應收貿易賬款減值虧損撥回	-	2,503
Impairment loss on other receivables (Note a)	其他應收款項減值虧損(附註a)	(4,065)	-
Impairment loss on inventories (Note b)	存貨減值虧損(附註b)	(2,405)	-
Loss on disposal of subsidiaries (Note 8)	出售附屬公司之虧損(附註8)	(2,348)	-
		<b>(4,545)</b>	<b>2,880</b>

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

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2015

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

Notes:

- (a) During the six-month period ended 30 September 2015, other receivables of HK\$4,065,000 (30 September 2014: HK\$nil) that had been past due within 180 days were impaired as the directors of the Company believed that the amounts are not recoverable.
- (b) During the six-month period ended 30 September 2015, inventories of HK\$2,405,000 (30 September 2014: HK\$nil) were impaired because the costs of certain inventories were higher than their net realisable values.

### 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: publication of comic books and royalty income from licensing comic books.
- Online and social business: operating online social platform by providing music and online games, design and develop mobile applications and operation of digital cinema.
- 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)

截至二零一五年九月三十日止六個月

### 4. 其他收入及其他收益及虧損(續)

附註：

- a. 於截至二零一五年九月三十日止六個月期間，已逾期180日內的4,065,000港元(二零一四年九月三十日：無)的其他應收款項乃因本公司董事認為不可收回而被減值。
- b. 於截至二零一五年九月三十日止六個月期間，由於若干存貨的成本高於其可變現淨值，因此2,405,000港元(二零一四年九月三十日：無)的存貨被減值。

### 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，來自經營業務之本集團可報告及經營分部如下：

- 出版：漫畫書籍出版及來自漫畫授權之版權收入。
- 線上及社交業務：經營在線社交平台(提供音樂及在線遊戲，設計及發展流動應用程式)以及經營數碼電影院。
- 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 2015

## 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 2015 (unaudited)

		Publishing	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)

For the period ended 30 September 2014 (unaudited)

		Publishing	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	5,835	2,083	3,260	1,630	-	12,808
Inter-segment sales	分部間銷售	-	-	31	-	(31)	-
		5,835	2,083	3,291	1,630	(31)	12,808
Segment results	分部業績	494	(27,753)	(4,715)	(873)	-	(32,847)
Unallocated expenses	未分配開支						(16,661)
Unallocated incomes	未分配收入						2,644
Loss before tax	除稅前虧損						(46,864)

# 簡明綜合財務報表附註(續)

截至二零一五年九月三十日止六個月

## 5. 分部資料(續)

### 分部收入及業績

以下為本集團經營業務之收入及業績按可報告及經營分部所作之分析。

截至二零一五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 2015

### 5. SEGMENT INFORMATION (Continued)

#### Segment revenue and results (Continued)

Segment result represents the profit (loss) before tax incurred by each segment without the allocation of incomes or expenses resulted from 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 TO DEVELOP ONLINE BUSINESS

During the six-month period ended 30 September 2015, expenditures mainly incurred for mobile application improvement, advertising and promotion amounting approximately HK\$3,590,000 (30 September 2014: HK\$6,623,000) are expensed when they are incurred and have been included in the online and social business segment. The entire amounts are not capitalized as it is not probable that the future economic benefits that are attributable to the asset will flow to the Company.

### 7. INCOME TAX CREDIT (EXPENSE)

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% (2014: 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% from 1 January 2008 onwards. 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)

截至二零一五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溢利(虧損)，並無分配持作買賣投資之公平價值變動虧損、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. 開發在線業務所產生之費用

於截至二零一五年九月三十日止六個月期間，主要因手機應用程式改進、廣告及宣傳，約為3,590,000港元(二零一四年九月三十日：6,623,000港元)產生之費用於產生時列為開支，並已計入線上及社交業務分部。由於無法確定未來經濟利益將流向本公司，因此全部金額並無資本化。

### 7. 所得稅抵免(開支)

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%(二零一四年：16.5%)之稅率提撥。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自二零零八年一月一日起為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 2015

## 簡明綜合財務報表附註(續)

截至二零一五年九月三十日止六個月

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

No provision for Hong Kong Profits Tax has been made in the interim financial statement as the Company had no assessable profit for both periods.

### 7. 所得稅抵免(開支)(續)

由於本公司於兩個期間均無應課稅溢利，故並無於中期財務報表提撥香港利得稅之準備。

		Six months ended 30 September 截至九月三十日止六個月	
		2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2014 二零一四年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Income tax credit (expense) comprises:</b>	<b>所得稅抵免(開支)包括：</b>		
Current tax	即期稅項		
- PRC EIT	- 中國企業所得稅	(64)	-
Deferred tax	遞延稅項		
- Deferred tax credit (expense)	- 遞延稅項抵免(開支)	83	(54)
Income tax credit (expense)	所得稅抵免(開支)	19	(54)

### 8. DISPOSAL OF SUBSIDIARIES

On 2 July 2015, the Group entered into an agreement to dispose of its wholly owned subsidiary, Culture.com Technology (BVI) Limited and its subsidiaries. Culture.com Technology (BVI) Limited's principal activity was an investment holding while the remaining subsidiaries were dormant, to an independent third party, for a cash consideration of HK\$1,000,000. The transaction was completed on 31 July 2015.

### 8. 出售附屬公司

於二零一五年七月二日，本集團訂立協議，將其全資附屬公司Culture.com Technology (BVI) Limited及其附屬公司(Culture.com Technology (BVI) Limited)的主要業務為投資控股，而其附屬公司暫無活動)售予一名獨立第三方，現金代價為1,000,000港元。該交易於二零一五年七月三十一日完成。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2015

## 簡明綜合財務報表附註(續)

截至二零一五年九月三十日止六個月

**8. DISPOSAL OF SUBSIDIARIES (Continued)**

The Group's share of net assets of Culture.com Technology (BVI) Limited at the date of disposal and the effect of disposal are as follows:

**8. 出售附屬公司(續)**

於出售日期Culture.com Technology (BVI) Limited應佔本集團之資產淨值及出售事項之影響如下：

		HK\$'000 千港元
Net assets disposed of:	所出售之資產淨值：	
Bank balances and cash	銀行結存及現金	236
Interests in associates	於聯營公司之權益	2,996
Available-for-sale financial assets	可供出售金融資產	2
Other receivables, deposit and prepayments	其他應收款項、按金及預付款項	208
Other payables	其他應付款項	(81)
Non-controlling interests	非控股權益	(13)
		3,348
Loss on disposal of subsidiaries	出售附屬公司之虧損	(2,348)
Total consideration	總代價	1,000
Satisfied by:	支付方式：	
Cash	現金	1,000
Net cash inflow arising on disposal:	出售事項所產生之現金流入淨額：	
Cash consideration received	已收取現金代價	1,000
Bank balances and cash disposed of	所出售之銀行結存及現金	(236)
		764

The subsidiaries disposed of contributed no revenue to the Group during the six-month period ended 30 September 2015.

所出售之附屬公司於截至二零一五年九月三十日止六個月期間並無向本集團貢獻任何收益。

No tax charge or credit arose on loss on the disposal.

出售事項之虧損並無產生任何稅項支出或抵免。

**9. LOSS FOR THE PERIOD**

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

**9. 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	
		2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2014 二零一四年 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)	16,895	20,768
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	1,128	1,352
Amortisation of intangible assets	無形資產攤銷	-	760

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

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2015

### 10. 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.

### 11. 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:

Loss for the period attributable to owners of the Company for the purposes of basic and diluted loss per share

Number of shares

Weighted average number of ordinary shares for the purposes of basic and diluted loss per share

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.

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

During the current interim period, the Group acquired equipment of approximately HK\$111,000 (30 September 2014: HK\$1,245,000) and disposed of certain furniture and equipment to an independent third party with an aggregate carrying amount of HK\$2,816,000 (30 September 2014: HK\$nil), resulting in a gain on disposal of HK\$4,324,000.

## 簡明綜合財務報表附註(續)

截至二零一五年九月三十日止六個月

### 10. 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。

### 11. 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

2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2014 二零一四年 HK\$'000 千港元 (unaudited) (未經審核)
(36,849)	(42,652)
2015 二零一五年 '000 千股	2014 二零一四年 '000 千股
1,187,568	1,171,614

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。

### 12 物業、廠房及設備之變動

於本中期期間，本集團添置約111,000港元(二零一四年九月三十日：1,245,000港元)的設備以及向一名獨立第三方出售總賬面值為2,816,000港元(二零一四年九月三十日：無)的若干傢俬及設備，獲得出售收益4,324,000港元。

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

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2015

### 13. 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 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.

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

Other receivables	其他應收款
Deposits and prepayments	按金及預付款項

## 簡明綜合財務報表附註(續)

截至二零一五年九月三十日止六個月

### 13 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(其與確認收入日期相同)之賬齡分析。

30 September 2015 二零一五年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2015 二零一五年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
1,213	1,972
887	123
754	638
344	153
<b>3,198</b>	<b>2,886</b>

應收貿易賬款為免息及無抵押。

#### (b) 其他應收款、按金及預付款項

30 September 2015 二零一五年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2015 二零一五年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
7,708	7,160
14,586	13,916
<b>22,294</b>	<b>21,076</b>



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2015

## 14. 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 to develop the online business.

# 簡明綜合財務報表附註(續)

截至二零一五年九月三十日止六個月

## 14. 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 2015 二零一五年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2015 二零一五年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
331	274
-	-
31	13
362	287

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開發線上業務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 2015

## 簡明綜合財務報表附註(續)

截至二零一五年九月三十日止六個月

## 15. SHARE CAPITAL

## 15. 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 2014, 30 September 2014, 31 March 2015 and 30 September 2015	於二零一四年四月一日、 二零一四年九月三十日、 二零一五年三月三十一日 及二零一五年九月三十日	200,000,000	2,000,000
Issued and fully paid:	已發行及繳足：		
At 1 April 2014	於二零一四年四月一日	1,092,774	10,928
Issue of new share on exercise of warrant	因認股權證獲行使而發行 之新股份	78,840	788
At 30 September 2014	於二零一四年九月三十日	1,171,614	11,716
Issue of new share on exercise of warrant	因認股權證獲行使而發行 之新股份	2,160	22
At 31 March 2015	於二零一五年三月三十一日	1,173,774	11,738
Issue of new share on exercise of warrant	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

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

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2015

### 16. 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. As at 30 September 2015, the Company had outstanding 56,790,000 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.

For the year ended 31 March 2015, registered holders of 2,160,000 units of the 2016 Warrants exercised their right to subscribe for 2,160,000 shares in the Company at an exercise price of HK\$0.75 per share.

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. As at 30 September 2015, the Company had outstanding 136,200,000 units of the 2016 Warrants.

## 簡明綜合財務報表附註(續)

截至二零一五年九月三十日止六個月

### 16. 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20,000,000股股份。截至二零一五年九月三十日，本公司未獲行使的二零一七年認股權證為56,790,000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）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。

截至二零一五年三月三十一日止年度，2,160,000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2,160,000股股份。

於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。截至二零一五年九月三十日，本公司未獲行使的二零一六年認股權證為136,200,000份。

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

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2015

## 簡明綜合財務報表附註(續)

截至二零一五年九月三十日止六個月

### 17. COMMITMENTS

The Group had the following commitments at the reporting date:

### 17. 承擔

於報告日，本集團有以下承擔：

		30 September 2015 二零一五年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2015 二零一五年 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)	561	3,660
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

The Company did not have any capital commitments as at 30 September 2015.

於二零一五年九月三十日，本公司概無任何資本承擔。

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。

### 18. 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;

### 18. 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；

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2015

# 簡明綜合財務報表附註(續)

截至二零一五年九月三十日止六個月

## 18. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

**Fair value of the Group's financial assets that are  
measured at fair value on a recurring basis  
(Continued)**

- 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).

## 18. 金融工具的公平值計量 (續)

本集團之金融資產乃持續按公平值計量 (續)

- 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/ financial (liabilities)	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable inputs	Relationship of unobservable inputs to fair value 不可觀察 輸入數據與 公平值之關係
	30 September 2015	31 March 2015				
金融資產/金融(負債)	於下列日期之公平值		公平值	估值技術及	重要的不可	輸入數據與
	二零一五年九月三十日	二零一五年三月三十一日	層級	主要輸入數據	觀察輸入數據	公平值之關係
1) Listed equity securities classified as held for trading investment in the condensed consolidated statement of financial position 於簡明綜合財務狀況表分類 為持作買賣投資之上市股票	Assets - HK\$5,621,000 資產 -5,621,000港元	Assets - HK\$7,305,000 資產 -7,305,000港元	Level 1 第1級	Quoted bid prices in an active market 在活躍市場中買入 價格之報價	N/A 不適用	N/A 不適用

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 2015

### 19. RELATED PARTY TRANSACTIONS/BALANCES

Details of related party transactions/balances are as follows:

For the six months ended 30 September 2015 and 2014, the Group had transactions with the following related parties during the period:

Nature of transaction 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	
			2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2014 二零一四年 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	6,069
Rental paid 已付租金	Dizon Basilio 李柏思	Spouse of a director 董事配偶	101	164
Interest income received 已收利息收入	Ucan Mobile Limited	Associate (ceased since July 2015) 聯營公司 (自二零一五年七月終止)	-	(100)

At 30 September 2015, amount due from an associate amounting HK\$60,000 (31 March 2015: HK\$57,000).

## 簡明綜合財務報表附註(續)

截至二零一五年九月三十日止六個月

### 19. 有關連人士交易／結餘

有關連人士交易／結餘之詳情如下：

截至二零一五年及二零一四年九月三十日止六個月，本集團於期內與以下有關連人士有交易：

於二零一五年九月三十日，應收聯營公司款項60,000港元(二零一五年三月三十一日：57,000港元)。

## MANAGEMENT DISCUSSION AND ANALYSIS

### FINANCIAL RESULTS

For the year period 30 September 2015, the Group's overall turnover increased by approximately 17.6% to HK\$15,060,000 of which approximately HK\$9,657,000, HK\$3,269,000, HK\$555,000 and HK\$1,579,000 (30 September 2014: HK\$5,835,000, 2,083,000, HK\$3,260,000 and HK\$1,630,000) were attributable to our business of publishing, online and social business, retailing and wholesales and catering respectively.

The Group's consolidated net loss attributable to the owners of the Company in 2015 decreased by 13.6% to HK\$36,849,000 or 13.9% to HK3.1 cents per share (30 September 2014: loss of HK\$42,652,000 or HK3.6 cents per share). This was mainly due to the significant increase in licensing revenue from publication and the lower cost related to online and social business development.

Also, as at 30 September 2015, the Group's net asset value was approximately HK\$247,433,000 and net asset value per weighted average number of 1,187,568,000 shares of the Company was approximately HK\$0.21 (31 March 2015: HK\$0.20).

### 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") 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

截至二零一五年九月三十日止期間，本集團之整體營業額增加約17.6%至15,060,000港元，其中約9,657,000港元、3,269,000港元、555,000港元及1,579,000港元（二零一四年九月三十日：5,835,000港元、2,083,000港元、3,260,000港元及1,630,000港元）分別來自出版業務、線上及社交業務、零售與批發及飲食。

於二零一五年本公司擁有人應佔之本集團綜合虧損淨額減少13.6%至36,849,000港元或減少13.9%至每股3.1港仙（二零一四年九月三十日：虧損42,652,000港元或每股3.6港仙）。此主要由於出版授權收入明顯增加及開發線上及社交業務所產生之成本降低。

此外，於二零一五年九月三十日，本集團之資產淨值約為247,433,000港元，而按本公司加權平均股數1,187,568,000股計算，每股資產淨值約為0.21港元（二零一五年三月三十一日：0.20港元）。

### 認股權證

於二零一二年七月二十日，本公司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)

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 ended 30 September 2015, non-listed warrants subscriber of 20,000,000 units of 2017 Warrants exercised their rights to subscribe for 20,000,000 shares in the company of exercise price of HK\$1.20 per share. As at 30 September 2015, the Company had outstanding 56,790,000 units of the 2017 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.

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 2015, registered holders of 19,140,000 units of the 2016 Warrant exercised their right to subscribe for 19,140,000 shares in the company at an exercise price of HK\$0.75 per share. As at 30 September 2015, the Company had outstanding 136,200,000 units of the 2016 Warrants.

## 管理層討論及分析(續)

### 認股權證(續)

本公司按認股權證發行價發行可認購合計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20,000,000股股份。截至二零一五年九月三十日，本公司未獲行使的二零一七年認股權證為56,790,000份。

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(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後之下一個營業日)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。

於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。截至二零一五年九月三十日，本公司未獲行使的二零一六年認股權證為136,200,000份。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2015, the Group had bank and deposits with financial institutions balances in aggregate of approximately HK\$153,292,000 and held for trading investments of approximately HK\$5,621,000. The Group has no significant exposure to foreign exchange rate fluctuation.

As at 30 September 2015, the Group had a net current asset of approximately HK\$230,954,000 (31 March 2015: HK\$213,822,000) and a current ratio of 13.4 (31 March 2015: 9.5). The Group's total liabilities as of 30 September 2015 amounted to approximately HK\$19,451,000 (31 March 2015: HK\$26,051,000) and represented approximately 7.3% (31 March 2015: 10.2%) to equity attributable to owners of the Company.

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 2015, the Group had a total of 146 employees of which 57 are based in Hong Kong, 29 in Macau and 60 in PRC. Total staff costs incurred during the six months ended 30 September 2015 amounted to approximately HK\$16,895,000 (30 September 2014: HK\$20,768,000). 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

於二零一五年九月三十日，本集團之銀行結存及金融機構存款合共約為153,292,000港元，而持作買賣投資約為5,621,000港元。本集團並無面對重大外匯匯率波動風險。

於二零一五年九月三十日，本集團之流動資產淨值約為230,954,000港元(二零一五年三月三十一日：213,822,000港元)，流動比率為13.4(二零一五年三月三十一日：9.5)。本集團於二零一五年九月三十日之總負債約為19,451,000港元(二零一五年三月三十一日：26,051,000港元)，佔本公司擁有人應佔權益約7.3%(二零一五年三月三十一日：10.2%)。

鑒於上述各項，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

於二零一五年九月三十日，本集團合共聘有146位僱員，其中57位在香港、29位在澳門及60位在中國。於截至二零一五年九月三十日止六個月內，員工成本合共約為16,895,000港元(二零一四年九月三十日：20,768,000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。本集團會按個別長處與表現，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 2015 (2014: 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 2015.

## 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 122,633,630 shares and 37,000,000 shares respectively, totalling 159,633,630 shares which in aggregate representing approximately 13.16% 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二零一五年九月三十日止六個月之中期股息(二零一四年：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二零一五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122,633,630股及37,000,000股，合共159,633,630股，佔本公司於該日期已發行股本約13.16%。

## SHARE OPTION SCHEMES (Continued)

## 購股權計劃(續)

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 2015 are as follows:

於截至二零一五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：

		Number of share options 購股權數目								
		Date of grant	At 1 April 2015 於 二零一五年 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 2015 於 二零一五年 九月三十日	Exercise price per share 每股行使價	Exercise period 行使期
									HK\$ 港元	
(a) Directors										
董事										
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)

		Number of share options 購股權數目								
		At 1 April 2015 於 二零一五年 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 2015 於 二零一五年 九月三十日	Exercise price per share 每股行使價	Exercise period 行使期	
		授出日期						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 鄧炯泉先生		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 2015 於 二零一五年 九月三十日	Exercise price per share	Exercise period	
		Date of grant  授出日期	At 1 April 2015 於 二零一五年 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	二零一五年 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 2015 於 二零一五年 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 2015 於 二零一五年 九月三十日	Exercise price per share 每股行使價	Exercise period 行使期
		授出日期	二零一五年 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	二零一五年 九月三十日	HK\$ 港元	行使期
(c) Others 其他	(i)	3 October 2005 二零零五年 十月三日	3,291,000	-	-	-	-	3,291,000	1.93	3 October 2005 to 2 October 2015 二零零五年十月三日至 二零一五年十月二日
	(ii)	7 July 2006 二零零六年 七月七日	12,275,430	-	-	-	-	12,275,430	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
	(iii)	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
	(iv)	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
	(v)	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
	(vi)	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 2015, 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 2015, 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 2015, 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。於二零一五年九月三十日，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。於二零一五年九月三十日，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。於二零一五年九月三十日，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 2015, 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 佔已發行股本之概約百分比
董事姓名	身份	權益性質	持有股份數目	
Ms. Chow Lai Wah Livia 周麗華女士	(i)	Beneficial owner 實益擁有人	Personal interest 個人權益	32,962,800 26.66%
	(ii)	Interests of a controlled corporation 受控公司之權益	Corporate interest 公司權益	271,502,312 (Note 1) (附註1)
	(iii)	Interests of spouse 配偶權益	Personal interest 個人權益	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. Wan Xiaolin 萬曉麟先生	Beneficial owner 實益擁有人	Personal interest 個人權益	50,000 (Note 3) (附註3) N/A 不適用	
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

於二零一五年九月三十日，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.
3. Mr. Wan Xiaolin has resigned on 19 May 2015.

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。
3. 萬曉麟先生於二零一五年五月十九日辭任。

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:

## 附註：

1. Mr. Kwan Kin Chung is beneficially interested in 6,450,000 share options in China Bio Cassava Holdings Limited.
2. Mr. Chung Billy is beneficially interested in 500,000 share options in China Bio Cassava Holdings Limited.
3. Mr. Tang U Fai is beneficially interested in 1,000,000 share options in China Bio Cassava Holdings Limited.

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。
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。

All interests stated above represent long positions.

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	(i) Beneficial owner 實益擁有人	Personal interest 個人權益	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	0.41%
	(ii) 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	
Mr. Kwan Kin Chung 關健聰先生	(i) Beneficial owner 實益擁有人	Personal interest 個人權益	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	0.15%
	(ii) 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	
	(iii) 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. Tang U Fai 鄧宇輝先生	Beneficial owner 實益擁有人	Personal interest 個人權益	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	0.01%
Mr. Tang Kwing Chuen Kenneth 鄧炯泉先生	Beneficial owner 實益擁有人	Personal interest 個人權益	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	N/A 不適用



**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 (Continued)****於本公司購股權之權益 (續)**

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		
Mr. Chen Man Lung 陳文龍先生	(i) Beneficial owner 實益擁有人	Personal interest 個人權益	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	0.29%
	(ii) 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	
	(iii) 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	0.41%

## 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 2015, 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 2015, all options have been vested.

All interests stated above represent long positions.

Save as disclosed above, as at 30 September 2015, 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。於二零一五年九月三十日，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。於二零一五年九月三十日，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，於二零一五年九月三十日，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 2015, 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	-	22.38%
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	4,936,500	27.07%
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	4,936,500	27.07%

**權益披露(續)****(B) 主要股東權益**

於二零一五年九月三十日，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. 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 2015, 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548,500份購股權之權益，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，於二零一五年九月三十日，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 2015.

## 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，包括審閱截至二零一五年九月三十日止六個月之未經審核中期業績。

## 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 2015 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.

### 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 12 August 2015 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.

## 遵守企業管治常規守則

本公司於截至二零一五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。

### 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二零一五年八月十二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。

## MINIMUM NUMBERS OF INDEPENDENT NON-EXECUTIVE DIRECTORS, AUDIT COMMITTEE MEMBERS AND REMUNERATION COMMITTEE MEMBERS

Following the resignation of Mr. Tsang Wai Wa on 28 February 2015, the Company had three Independent Non-Executive Directors ("INEDs"), two Audit Committee members and two Remuneration Committee members, the number of which fell below the minimum number required under Rules 3.10A, 3.21 and 3.25 of the Listing Rules.

After the appointment of Mr. Fan Chun Wah Andrew as INED of the Company on 22 April 2015, the Company has then complied with the Rules 3.10A, 3.21 and 3.25 of the Listing Rules.

## 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 2015.

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

Hong Kong, 30 November 2015

## 獨立非執行董事、審核委員會成員及薪酬委員會成員的最低數目

曾偉華先生於二零一五年二月二十八日辭任之後，本公司有三名獨立非執行董事（「獨立非執行董事」）、兩名審核委員會成員和兩名薪酬委員會成員，有關數目少於上市規則第3.10A條、第3.21條及第3.25條規定的最低數目。

范駿華先生於二零一五年四月二十二日獲委任為本公司獨立非執行董事後，本公司已符合上市規則第3.10A條、第3.21條及第3.25條之規定。

## 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二零一五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，二零一五年十一月三十日





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)