



深圳市明華澳漢科技股份有限公司

Shenzhen Mingwah Aohan High Technology Corporation Ltd.\*

(a joint stock limited company incorporated in the People's Republic of China)

Stock Code: 8301

# 2015

## First Quarterly Report

## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

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*This report, for which the directors (the “Directors”) of Shenzhen Mingwah Aohan High Technology Corporation Limited (the “Company”, together with its subsidiaries, the “Group”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this report is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this report misleading; and (iii) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

## HIGHLIGHTS

- For the three months ended 31 March 2015, the unaudited revenue was approximately RMB3,762,000, which representing a decrease of approximately 29.5% as compared to that of the corresponding period in previous year. The loss attributable to owners of the Company for the three months ended 31 March 2015 was approximately RMB717,000 (2014: RMB1,459,000).
- Loss per share of the Group was approximately RMB0.14 cents for the three months ended 31 March 2015.

**To all shareholders,**

The board of Directors (the "Board") are pleased to announce the unaudited condensed consolidated quarterly results of the Group for the three months ended 31 March 2015 ("First Quarter"), together with the comparative unaudited figures for the corresponding period in 2014, as follows:

**THE FINANCIAL STATEMENTS****Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income**

For the three months ended 31 March 2015 and 31 March 2014

	Notes	For the three months ended 31 March 2015 RMB'000 (Unaudited)	2014 RMB'000 (Unaudited)
Revenue	3	<b>3,762</b>	5,333
Cost of sales		<b>(2,824)</b>	(4,635)
Gross profit		<b>938</b>	698
Other income		<b>63</b>	350
Distribution and selling expenses		<b>(205)</b>	(499)
General and administrative expenses		<b>(1,433)</b>	(1,959)
Loss from operations		<b>(637)</b>	(1,410)
Finance costs		<b>(120)</b>	(120)
Loss before taxation		<b>(757)</b>	(1,530)
Income tax expenses	4	<b>—</b>	—
Net loss for the period		<b>(757)</b>	(1,530)
Other comprehensive income for the period		<b>(3)</b>	(50)
Total comprehensive expenses for the period		<b>(760)</b>	(1,580)
Loss attributable to:			
Owners of the Company		<b>(717)</b>	(1,459)
Non-controlling interests		<b>(40)</b>	(71)
		<b>(757)</b>	(1,530)
Total comprehensive expenses attributable to:			
Owners of the Company		<b>(720)</b>	(1,509)
Non-controlling interests		<b>(40)</b>	(71)
		<b>(760)</b>	(1,580)
Dividend	5	<b>—</b>	—
Loss per share			
— Basic (cents)	6	<b>(0.14)</b>	(0.28)
— Diluted (cents)	6	<b>N/A</b>	N/A

## Unaudited Condensed Consolidated Statement of Changes in Equity

For the three months ended 31 March 2015 and 31 March 2014

	Attributable to owners of the Company								Non-controlling interest	Total
	Share capital	Share premium	Statutory surplus reserve	Statutory public welfare fund	Translation reserve	Accumulated losses	Total	Total		
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
At 1 January 2014	52,000	17,574	5,954	2,978	9	(127,310)	(48,795)	(459)	(49,254)	
Total comprehensive expenses	-	-	-	-	(50)	(1,459)	(1,509)	(71)	(1,580)	
At 31 March 2014	52,000	17,574	5,954	2,978	(41)	(128,769)	(50,304)	(530)	(50,834)	
At 1 January 2015	<b>52,000</b>	<b>17,574</b>	<b>5,954</b>	<b>2,978</b>	<b>5</b>	<b>(133,312)</b>	<b>(54,801)</b>	<b>(579)</b>	<b>(55,380)</b>	
Total comprehensive expenses	-	-	-	-	(3)	(717)	(720)	(40)	(760)	
At 31 March 2015	<b>52,000</b>	<b>17,574</b>	<b>5,954</b>	<b>2,978</b>	<b>2</b>	<b>(134,029)</b>	<b>(55,521)</b>	<b>(619)</b>	<b>(56,140)</b>	

## Notes to the Unaudited Condensed Financial Statements

For the three months ended 31 March 2015

### 1. GENERAL

The Company was established and registered as a joint stock company with limited liability in the People's Republic of China (the "PRC") and its H shares are listed on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and have been suspended for trading since 1 April 2014.

The Group is principally engaged in design, development and manufacture of IC cards, magnetic cards, related equipment and application systems in the PRC.

### 2. BASIS OF PREPARATION

The accompanying unaudited condensed consolidated results of the Group are prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standard and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the GEM Listing Rules. They have been prepared under historical cost convention. The accounting policies adopted are consistent with those followed in preparation of the Group's annual consolidated financial statements for the year ended 31 December 2014.

The HKICPA has issued certain new and revised HKFRS that are first effective or available for early adoption for the current period of the Group. These new and revised HKFRSs have no significant impact on the results or the financial position of the Group for current and previous accounting periods.

The Group has not applied any new standards or interpretation that is not yet effective for the current accounting period.

The condensed consolidated results are unaudited but have been reviewed by the Company's audit committee.

### 3. REVENUE

Revenue represents the gross invoiced value of goods sold, net of value added tax, sale returns and discounts to outside customers, and are summarised as follows:

	For the three months ended 31 March	
	2015 RMB'000 (Unaudited)	2014 RMB'000 (Unaudited)
Sales of card products	3,358	4,308
Sales of non-card products	404	1,025
	<b>3,762</b>	5,333

#### 4. INCOME TAX EXPENSES

The charge represents enterprise income tax in the PRC.

	For the three months ended 31 March	
	2015 RMB'000 (Unaudited)	2014 RMB'000 (Unaudited)
PRC enterprise income tax Current period	—	—

PRC enterprise income tax of the Group is calculated at the applicable rate of 25% (2014: 25%) on estimated assessable profits.

The Group did not have any significant unprovided deferred taxation as at 31 March 2015 and 31 March 2014.

#### 5. DIVIDEND

No dividend was paid during the period. The directors do not recommend the payment of an interim dividend for the three months ended 31 March 2015 (2014: Nil).

#### 6. LOSS PER SHARE

The calculation of basic loss per share for the three months ended 31 March 2015 is based on the unaudited net loss attributable to owners of the Company for the relevant period of approximately RMB717,000 (2014: RMB1,459,000) and the weighted average number of 520,000,000 shares (2014: 520,000,000 shares).

Diluted loss per share is not presented as there were no potential ordinary shares outstanding during the relevant periods.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business Review

The Group's revenue is derived from the businesses of design, development and manufacture of IC cards, magnetic cards, related equipment and application systems in the PRC and has shown a downtrend for years.

The Group recorded a decrease in revenue in the past two years due to the following reasons:

- (i) Intensified Market Competition. Competition in the traditional IC card market has been intensified because of product homogeneity and relatively lower entrance barrier. Many new competitors were attracted into the market and this resulted in the excess capacity and decreased profit margin for most players in the industry.
- (ii) Litigation and Tight Liquidity. The unfavorable outcome of the legal proceedings had significantly increased the indebtedness of the Company and lower the Group liquidity. The Group was unable to obtain any credit facilities from banks due to high amount of outstanding indebtedness arising from the legal proceedings. Certain of the Group's customers faced difficulties and the Group was not able to collect money from certain receivables. In addition the Group experienced difficulties in obtaining financing. Chip suppliers in the market were unwilling to extend credit terms to the Group.

### Financial Review

The Group's revenue for the three months ended 31 March 2015 was approximately RMB3,762,000 (2014: RMB5,333,000), representing a decrease of approximately 29.5% as compared to the corresponding period in 2014. Such decrease was mainly due to the keen competition in the traditional IC card market and insufficient working capital to finance their purchases of goods from their suppliers arising from the unfavourable outcome of litigations.

The Group's cost of sales for the three months ended 31 March 2015 decreased from approximately RMB4,635,000 to RMB2,824,000, representing a decrease of approximately 39.1% as compared to that of the same period in 2014. The gross profit for the three months ended 31 March 2015 increased by approximately 34.4% to approximately RMB938,000 (2014: RMB698,000). The percentage of gross profit for the three months ended 31 March 2015 increased from 13.1% to 24.9% as compared to the corresponding period in 2014, which was mainly due to increase in sales of COS software system which were with higher profit margin.



The distribution and selling expenses decreased by approximately 58.9% to RMB205,000 (2014: RMB499,000). The decrease was mainly due to decrease in depreciation charge and tight control implemented. The general and administrative expenses decreased by approximately 26.9% to approximately RMB1,433,000 (2014: RMB1,959,000) due to decrease in staff cost. The finance costs for the period amounted to approximately RMB120,000 (2014: RMB120,000).

For the three months ended 31 March 2015, the Group's loss attributable to owners of the Company was approximately RMB717,000 (2014: RMB1,459,000).

## Prospect

The Group expects that market for CPU smart cards will grow continuously for people are putting more emphasis on the security of private data. With the Group's mature application system for card products, the Directors gradually switch the business focus from the supply of traditional IC Card products to CPU smart cards. Also it is expected that the mature data encryption technology developed by the Group would have wide application to internet financing, media and entertainment and military instrument industry which require high standard of security. Therefore, it was the Group's intention to expand its operation targeting such industries. The Group has an edge in product security and data encryption technology, which enables our products to be competitive in the above industries. The Group is of the view that its CPU smart cards and software products in these sectors will be highly competitive.

Trading in the shares of the Company was halted since 1 April 2014.

As announced on 14 October 2015, the Company has engaged professional firms to provide professional services relating to the resumption of the Shares of the Company. The Company will keep the shareholders and potential investors informed of the progress as and when appropriate.

## Litigations

- (i) On 28 December 2010, a legal claim action was taken by Shanghai Fudan Electronic Corporation Limited (上海復旦微電子股份有限公司) ("Shanghai Fudan") against the Company and Sihui Mingwah Aohan High Technology Co., Limited ("Sihui") for the default in payment for the purchase of goods of approximately RMB4,000,000 with accrued interest.

On 21 January 2011, a settlement agreement was issued by Guangdong Provincial Shenzhen City Fu Tian District People's Court (廣東省深圳市福田區人民法院). The Company and Sihui agreed to pay an amount of approximately RMB3,638,000 to Shanghai Fudan on or before 20 July 2011 as a full settlement of debt. However, the amount was not settled by the stipulated date and Shanghai Fudan has further taken legal action for the claim together with accrued interest of approximately RMB119,000 against the Company on 7 February 2012. The overdue amount of approximately RMB3,638,000 and accrued interest of approximately RMB119,000 were included in trade payables and other payables respectively both at 31 March 2015 and 31 December 2014.

- (ii) Reference is made to the Company's announcement dated 20 January 2014 that the Group received a civil judgement [2012] Shen Zhong Fa Shan Chu Zi No.7 (深中法商初字第7號) ("Judgement") issued by Intermediate People's Court of Shenzhen City Guangdong Province (廣東省深圳市中級人民法院) dated 18 December 2013 for a claim lodged by Gong Ting (龔挺) relating to a disputed debt transfer agreement against the Company, Li Qi Ming (the chairman of the Company), Sihui and Guo Fan (a former chief executive officer of the Company).

According to the summary of the Judgement, (i) the Group shall repay Gong Ting the debt of approximately RMB16,579,000 together with the accrued interest of approximately RMB2,429,000, and (ii) Li Qi Ming has joint responsibility for the repayment of the above said amount for the Company. The Group was not satisfied with the Judgement, and in August 2014, the Group made an appeal to Guangdong Provincial Higher People's Court (廣東省高級人民法院). However, the previous ruling was upheld. Based on legal advice, the Company is preparing to make further appeal to The Supreme People's Court of The People's Republic of China (中華人民共和國最高人民法院). A provision for claim of approximately RMB19,008,000 was made during the year ended 31 December 2013.

- (iii) Reference is made to the Company's announcement dated 15 April 2014 relating to an arbitration in Beijing initiated by Wenzhou Fuguo Bio-Technology Limited (溫州富國生物科技有限公司) ("Wenzhou Fuguo") relating to a transaction of sales of goods from the Company in 2011.

On 17 June 2014, an arbitral award was issued in favour of Wenzhou Fuguo and pursuant to which the Group shall pay Wenzhou Fuguo for a sum of RMB3,300,000 together with the accrued interest of RMB396,000. A provision for claim of approximately RMB3,696,000 was made during the year ended 31 December 2013.

## Events after the reporting period

- (i) Subsequent to 31 March 2015, the Group obtained a loan of approximately RMB6,500,000 on an interest free and unsecured basis from Mr. Li Qi Ming, the Chairman of the Company, to fund the engagement of professional firms to provide professional services to the Company in relation to the resumption of trading of the Shares of the Company, details of which are set out in the Company's announcement dated 14 October 2015.
  
- (ii) On 30 October 2015, the Company entered into three separate conditional Subscription Agreements with three Subscribers respectively. Pursuant to the Subscription Agreements, the Subscribers have individually and conditionally agreed to subscribe and the Company has conditionally agreed to allot and issue 280,000,000 Subscription Shares in aggregate to the Subscribers at the Subscription Price of RMB0.30 (equivalent to approximately HK\$0.37) per Subscription Share. The Subscription Agreements are not conditional upon each other.

The Subscription Shares will be issued and allotted under a specific mandate to be approved by the Shareholders at the Extraordinary General Meeting and the Class Meetings by a special resolution. The estimated net proceeds of approximately RMB82,320,000 will be mainly used to pay off the Group's debts and finance its working capital. Details of the Subscription Agreements are set out in the Company's announcement dated 10 November 2015.

- (iii) On 10 November 2015, the Company entered into a loan facility agreement with Ms. Hou Qian, the new major shareholder, pursuant to which Ms. Hou Qian agreed to grant a revolving loan in the amount of HK\$20,000,000 (equivalent to approximately RMB16,400,000) on an interest free and unsecured basis, which could be drawdown by the Company within three years.

## DISCLOSURE OF INTERESTS

### (a) Directors', Chief Executives' and Supervisors' interest in shares of the Company

As at 31 March 2015, the interests and long positions of the Directors, the Chief Executive and the Supervisors and their respective associates 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") as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standards of dealings by directors referred to in Rule 5.46 of the GEM Listing Rules were as follows:

#### *Long positions in shares of the Company*

Name of Director/Chief Executive/Supervisor	Capacity	Number and class of securities	Approximate percentage of domestic shares	Approximate percentage of total registered share capital
Mr. Li Qi Ming	Beneficial owner	229,840,000 domestic shares	71.87%	44.20%

Save as disclosed above, none of the Company's directors, chief executives, supervisors, and their associates, had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 31 March 2015.

Notes:

- The Company has been informed by Ms. Hou Qian, an executive Director of the Company, on 24 August 2015 that she had completed the acquisition (the "Acquisition") of 58,240,000 domestic shares of the Company. After the acquisition, Ms. Hou Qian is interested in 58,240,000 domestic shares of the Company, representing approximately 18.21% of the total issued domestic shares of the Company as at the date hereof.
- The Company has been informed by Mr. Li Qi Ming, an executive Director of the Company, on 24 August 2015 that he had disposed of (the "Disposal") 57,200,000 domestic shares of the Company. After the acquisition, Mr. Li Qi Ming is interested in 172,640,000 domestic shares of the Company, representing approximately 53.98 % of the total issued domestic shares of the Company as at the date hereof.

**(b) Interests discloseable under the SFO and substantial shareholders**

So far as the Directors are aware, as at 31 March 2015, the persons or companies (not being a Director or chief executive of the Company) have interests and/or long positions in the shares or underlying shares of the Company which are required to be notified to the Company and the Stock Exchange under Divisions 2 and 3 of Part XV of the SFO and recorded in the register required to be kept under section 336 of the SFO, and who were directly or indirectly deemed to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company are listed as follows:

Name of substantial shareholder	Capacity	Number and class of securities	Approximate percentage of shares in the same class	Approximate percentage of total registered share capital
Princeps MB Asset Management Corp.	Beneficial owner	11,416,000 H shares	5.70%	2.20%
Shenzhen Gangao Huijin Investment Company Limited	Beneficial owner	33,800,000 domestic shares	10.57%	6.50%
Mr. Guo Fan	Beneficial owner	31,460,000 domestic shares	9.84%	6.05%

**SHARES OPTION SCHEME**

The Company has not granted or issued any option up to 31 March 2015.

**ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES**

At no time during the period was the Company or any of its subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## COMPETING INTERESTS

None of the Directors or the management shareholders of the Company or their respective associates (as defined under the GEM Listing Rules) had any interest in a business which competes or may compete with the business of the Company during the period under review.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Rule 5.48 to 5.67 of the GEM Listing Rules as its own code of conduct regarding securities transactions by Directors. Having made specific enquiry with all Directors, the Directors confirmed that they had complied with the required standard set out in the Model Code throughout the year.

## AUDIT COMMITTEE

The Company has established an audit committee since June 2004 with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control procedures of the Company and provide advice and comments to the Directors. The audit committee currently comprises three independent non-executive Directors, namely, Mr. Gao Xiang Nong, Mr. Yu Xiuyang and Mr. Chen Hong Lei.

The audit committee has reviewed with the management the accounting principles and practices adopted by the Company and discussed internal controls and financial reporting matters. The audit committee has also reviewed the unaudited first quarterly result of the Company for the three months ended 31 March 2014.

## CORPORATE GOVERNANCE

Except below the Company has complied with all the code provisions set out in the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 15 of the GEM Listing Rules of the Stock Exchange.

- (i) Prior to the appointment of Mr. Liu Guo Fei as the Group's chief executive officer, the function of chairman and chief executive officer of the Group rested on the same individual as detailed in Chairman and the Chief Executive Officer below.

On 28 October 2015, Mr. Liu Guo Fei was appointed as the Group's chief executive officer. Thereafter the Company has complied with the CG Code.

- (ii) The Company has not arranged any appropriate Directors and Officers Liability Insurance coverage on the directors' and officers' liabilities in respect of any legal actions against the directors and senior management arising out of corporate activities during the year.

## **NON-COMPLIANCE WITH THE GEM LISTING RULES**

- (i) The Company was not able to timely comply with the financial reporting provisions under the GEM Listing Rules in (i) announcing the annual results for the financial years ended 31 December 2013 and 2014 and the first and third quarterly results for 2014 and 2015, and the interim results for 2014 and 2015 and (ii) publishing the related annual reports, and quarterly and interim reports for 2014 and 2015.
- (ii) The Company did not make timely disclosure of and seek independent shareholders' approval for the continuing connected transactions for the financial years ended 31 December 2012, 2013 and 2014 as well as the period from 1 January 2015 to 30 September 2015 as detailed in the Company's announcement dated 14 October 2015, which constitutes a non-compliance of the GEM Listing Rules under Chapter 20.
- (iii) Reference is made to Litigations noted on pages 7 to 8 in relation to several litigations of the Group, the status of which had not been properly updated as required by the GEM Listing Rules.

## **CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER**

Prior to the appointment of Mr. Liu Guo Fei as the Group's chief executive officer on 28 October 2015, Mr. Li Qi Ming assumed the function of both the chairman and the chief executive officer of the Company. While serving as the chairman of the Group, Mr. Li leads the Board and is responsible for the proceedings and workings of the Board. He ensures that:

- the Board acts in the best interests of the Group; and
- the Board functions effectively, and that all key and appropriate issues are properly briefed and discussed by the Board.

The function of chairman and chief executive officer of the Group rests on the same individual which deviates from the code provision in the Corporate Governance Code of not having a clear division of responsibilities. The Board is of the view that has not compromised accountability and independent decision making for the following reasons:

- Audit Committee composed exclusively of independent non-executive directors; and
- The independent non-executive Directors have free and direct access to the Company's external auditors and independent professional advice when considered necessary.

Mr. Li, the executive chairman, is a substantial shareholder of the Group and has considerable industry experience. He is motivated to contribute to the growth and profitability of the Group. The Board is of the view that it is in the best interests of the Group to have an executive chairman so that the Board can have the benefit of a chairman who is knowledgeable about the business of the Group and is most capable to guide discussions and brief the Board in a timely manner on pertinent issues and developments to facilitate open dialogue between the Board and the management.

## **PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES**

During the three months ended 31 March 2015, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed shares.

## **DIRECTORS**

As at the date hereof, the executive Directors are Mr. Li Qi Ming, Mr. Loo Chung Keung, Steve, Mr. Liu Guo Fei and Ms. Hou Qian, and the independent non-executive Directors are Mr. Gao Xiang Nong, Mr. Yu Xiuyang and Mr. Chen Hong Lei.

By Order of the Board  
**Shenzhen Mingwah Aohan High Technology Corporation Limited**  
**Li Qi Ming**  
*Chairman*

Shenzhen, the PRC, 1 December 2015