



寧波萬豪控股股份有限公司

Ningbo WanHao Holdings Company Limited*

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

Stock code: 8249

Third Quarterly Report

2016

* For identification purposes only

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

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

This report, for which the directors (the “Directors”) of Ningbo WanHao Holdings Company Limited 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 Ningbo WanHao Holdings Company Limited. The Directors, 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 document 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.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2016

	Notes	(Unaudited) For the three months ended 30 September		(Unaudited) For the nine months ended 30 September	
		2016	2015	2016	2015
		RMB'000	RMB'000	RMB'000	RMB'000
Revenue	(3)	3,323	3,270	9,193	16,177
Cost of sales		(3,121)	(2,910)	(8,028)	(15,181)
Gross profit		202	360	1,165	996
Other income	(3)	40	122	43	222
Selling and distribution expenses		-	(1)	-	(1)
Administrative expenses		(1,613)	(1,214)	(3,735)	(3,585)
Loss from operations		(1,371)	(733)	(2,527)	(2,368)
Finance cost		(15)	(27)	(31)	(58)
Loss before taxation		(1,386)	(760)	(2,558)	(2,426)
Income tax expenses	(4)	-	-	-	-
Loss for the period		(1,386)	(760)	(2,558)	(2,426)
Items that may be classified subsequently to profit or loss					
Exchange difference arising on translation of foreign operation		3	-	3	-
Total comprehensive expenses for the period		(1,383)	(760)	(2,555)	(2,426)
Loss per share (cents) — Basic	(5)	(0.28)	(0.15)	(0.51)	(0.49)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the nine months ended 30 September 2016

	Attributable to owners of the Company							Non-controlling interests	Total
	Share capital	Capital reserve	Other reserve	Statutory surplus reserve	Translation reserve	Accumulated losses	Total		
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2015	50,000	40,449	256,623	24,998	34	(424,985)	(52,881)	633	(52,248)
Exchange differences	-	-	-	-	-	-	-	-	-
Loss for the period	-	-	-	-	-	(2,426)	(2,426)	-	(2,426)
At 30 September 2015	50,000	40,449	256,623	24,998	34	(427,411)	(55,307)	633	(54,674)
At 1 January 2016	50,000	40,449	256,623	24,998	13	(420,461)	(48,378)	-	(48,378)
Exchange differences	-	-	-	-	3	-	3	-	3
Loss for the period	-	-	-	-	-	(2,558)	(2,558)	-	(2,558)
At 30 September 2016	50,000	40,449	256,623	24,998	16	(423,019)	(50,933)	-	(50,933)

Notes:

1. GENERAL

Ningbo WanHao Holdings Company Limited (the “Company”) is a joint stock limited liability company incorporated in the People’s Republic of China (the “PRC”) and its shares are listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The principal activities of the Company and its subsidiaries (collectively referred to the “Group”) are design, manufacture and sale of intelligent controller systems for consumer electrical and electronic appliances and the assembly of mobile phones in the PRC.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) and Hong Kong Accounting Standards (“HKAS”) (collectively “HKFRSs”), accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”).

The accounting policies adopted in preparing the unaudited condensed consolidated financial statements for the nine months ended 30 September 2016 are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2015.

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

The condensed consolidated financial statements for the nine months ended 30 September 2016 are unaudited and have been reviewed by the audit committee of the Company.

3. REVENUE

The Group is principally engaged in the design, manufacture and sale of intelligent controller systems for various consumer electrical and electronic appliances of TV sets and the assembly of mobile phones in the PRC. Turnover stated net of value added tax is as follows:

	Unaudited For the three months ended 30 September 2016		Unaudited For the nine months ended 30 September 2016	
	RMB'000	2015 RMB'000	RMB'000	2015 RMB'000
Turnover				
Sale of controller systems for consumer electrical and electronic appliances	3,323	2,584	9,193	13,563
Manufacture of mobile phone controller systems and assembly of mobile phones	–	686	–	2,614
	3,323	3,270	9,193	16,177
Other revenues				
Rental income	–	122	–	174
Others	40	–	43	48
	40	122	43	222
Total revenues	3,363	3,392	9,236	16,399

4. INCOME TAX EXPENSES

- (i) No provision for Hong Kong profits tax has been made as the Group has no estimated assessable profits for the period (2015: Nil).
- (ii) The Group is subject to an income tax rate of 25% on their taxable profit in accordance with the income tax law in the PRC (2015: 25%).

5. LOSS PER SHARE

Loss per share is calculated based on the Group's loss attributable to shareholders for the three and the nine months ended 30 September 2016 of approximately RMB1,386,000 and RMB2,558,000 (2015: RMB760,000 and RMB2,426,000) and 500,000,000 (2015: 500,000,000) shares in issue during the periods respectively.

Diluted loss per share has not been presented as the Company has no dilutive potential ordinary shares during the periods.

6. DIVIDEND

No dividend was paid during the period. The directors do not recommend the payment of an interim dividend for the nine months ended 30 September 2016 (2015: Nil).

7. AFTER THE REPORTING PERIOD

As noted in the Company's announcement dated 14 October 2016, the agreement dated 17 June 2016 entered into between the Company and the purchaser, an independent third party, in relation to the disposal of the Company's land property at a consideration of RMB7,500,000 was approved by the shareholders at the extraordinary general meeting held by the Company on 14 October 2016.

DIVIDEND

The Board does not recommend payment of dividend for the nine months ended 30 September 2016 (nine months ended 30 September 2015: nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Business review

The Group is principally engaged in the design, manufacture and sales of intelligent controller systems for mobile phones, TV sets and various consumer electrical and electronic appliances and the assembly of mobile phones.

During the period under review, the Group continued to seek improvement in the manufacturing and selling of mobile phones and other consumer electrical and electronic appliances. Required capital would be introduced if the prospect is good but the developments are affecting by the external market as a whole difficult environment.

The Group is waiting for emergence of profitable opportunities to improve the operation. Active sourcing is done to fit our Company to meet current market situation.

Financial review

Results

The Group recorded a turnover of approximately RMB9,193,000 (2015: RMB16,177,000) for the nine months ended 30 September 2016, representing a decrease of approximately RMB6,984,000, and loss attributable to shareholders was approximately RMB2,558,000 (2015: RMB2,426,000), representing an increase of loss of approximately RMB132,000. Main reason for the decrease in 2016's turnover was due to the higher competition in the electronics industry.

Gross profit

Gross profit margin was 12.7% (2015: 6.2%). The Group will continue to procure cost control to mitigate the impact of price competition caused by intense competition in the electronics industry.

Overheads were maintained at reasonable level leading to controllable losses comparable to that of the interim period.

Prospect

The Group understands that our own competitive capability in innovation and quality are important to future growth. The Group is moving forward with realistic measures and other new feasible plans.

Event after the Reporting Period

Details of the event after the reporting period is stated in note 7.

RIGHTS OF DIRECTORS, CHIEF EXECUTIVE AND SUPERVISORS TO ACQUIRE SHARES

During the nine months ended 30 September 2016, none of the Directors, chief executive (if any) (the "Chief Executive") or supervisors of the Company (the "Supervisors") or their spouse or children under the age of 18 was granted any right to acquire shares of the Company or any of its associated corporation (as referred below), or had exercised any such right.

DISCLOSURE OF INTERESTS

So far as known to the Directors, at 30 September 2016, there were no interests and short positions of the Directors, Chief Executive and Supervisors in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), as recorded in the register maintained by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the minimum standards of dealings by directors of listed issuers as referred to in Rule 5.46 of the Rules Governing the Listing of Securities on the GEM (the "GEM Listing Rules").

At no time during the nine months ended 30 September 2016 was the Company or its subsidiaries a party to any arrangement enabling the Directors, Chief Executive and Supervisors of the Company to hold any interests or short positions in the shares or underlying shares in, or debentures of, the Company or its associated corporation.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SHARES OF THE COMPANY

Long positions in shares

So far as the Directors are aware, as at 30 September 2016, 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 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	Total number of Shares interested	Nature of interest	Approximate percentage of shareholding held in same class of securities	Approximate percentage of shareholding in the registered capital
浙江瑞遠智能機器人股份有限公司 (Zhejiang Ruiyuan Intelligent Robot Company Limited*)	322,675,000 Domestic Shares	Beneficial owner	87.21	64.53
杭州沁蝶機電設計有限公司 (Hangzhou Qindie Electronic Equipment Company Limited*)	322,675,000 Domestic Shares	Interest of incorporation	87.21	64.53
諸暨金福機電設備有限公司 (Zhujin Jinfu Electrical Equipment Company Limited*)	322,675,000 Domestic Shares	Interest of incorporation	87.21	64.53
何鏗 (Mr. He Keng)	322,675,000 Domestic Shares	Interest of incorporation	87.21	64.53
湯晶豐 (Mr. Tang Jingfeng)	322,675,000 Domestic Shares	Interest of incorporation	87.21	64.53
趙忠信 (Mr. Zhao Zhongxin)	322,675,000 Domestic Shares	Interest of incorporation	87.21	64.53
何楊根 (Mr. He Yanggen)	322,675,000 Domestic Shares	Interest of incorporation	87.21	64.53
元勇強 (Mr. Qi Yong Qiang)	47,325,000 Domestic Shares (note 1)	Beneficial owner	12.79	9.47
Martin Currie China Hedge Fund Limited	14,245,000 H Shares (note 2)	Investment manager	10.96	2.85
Martin Currie Investment Management Limited	14,245,000 H Shares (note 2)	Investment manager	10.96	2.85

Notes:

- (1) Please note that the interest of the Domestic Shares is subject to the terms and conditions of the share transfer agreement dated 11 July 2016 (details of which were set out in the Company's announcement dated 13 July 2016).
- (2) "H Share(s)" represent overseas listed foreign share(s) of a nominal value of RMB0.10 each in the registered capital of the Company, which are listed on the GEM and subscribed for and traded in Hong Kong dollars.

Save as disclosed above, as at 30 September 2016, the Directors are not aware of any person, not being a Director, Chief Executive or Supervisor, have interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO and are required to be entered in the register maintained by the Company pursuant to section 336 of the SFO.

PURCHASE, REDEMPTION OR SALE OF THE COMPANY'S LISTED SECURITIES

During the period under review, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities.

COMPETING INTERESTS

None of the Directors, Supervisors and the management shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) had any interest in any business that directly or indirectly competes with the business of the Group or has any other conflicts of interest.

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CORPORATE GOVERNANCE

For the nine months ended 30 September 2016, the Company has also complied with the code provisions set out in the Code on Corporate Governance (effective from 1 April 2012) as stated in Appendix 15 of the GEM Listing Rules except the following deviations (Code Provisions A.2.1 and E.1.2):

Mr. Zhu Guo An is the Chairman of the board of directors. The Company has no such title as the chief executive officer and the daily operation and management of the Company is monitored by the executive directors as well as the senior management. The Board is of the view that although there is no chief executive officer, the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals and meet from time to time to discuss issues affecting the operations of the Company.

AUDIT COMMITTEE

The Company has established an audit committee since 1 June 2003 with written terms of reference (updated on 28 June 2013) based on the guidelines recommended by the Hong Kong Institute of Certified Public Accountants and the requirements as set out in Rules 5.28 and 5.29 of the GEM Listing Rules. The audit committee comprises three independent non-executive Directors of the Company, namely Mr. Kwok Kim Hung Eddie, who is the Chairman of such committee, Mr. Lu Xiang Tai and Mr. Lu Song Qian.

The Audit Committee has reviewed with the senior management of the Company the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters, including the review of the Group's unaudited consolidated financial statements for the nine months ended 30 September 2016.

By order of the board
Ningbo WanHao Holdings Company Limited
Zhu Guo An
Chairman

Ningbo, the People's Republic of China, 14 November 2016



As at the date of this report, the Board comprises the following directors:

EXECUTIVE DIRECTORS

Mr. Zhu Guo An
Mr. Zhu Chun Rong

NON-EXECUTIVE DIRECTORS

Mr. Jiang Guo Ping
Mr. Zheng Xin
Mr. Zhu Guo Dan

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lu Song Qian
Mr. Lu Xiang Tai
Mr. Kwok Kim Hung Eddie