



# Janco Holdings Limited

## 駿高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8035



**2017**  
First Quarterly Report

## 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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This report, for which the directors (the “**Directors**” or individually a “**Director**”) of Janco Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company and its subsidiaries (collectively refer to as the “**Group**”, “**we**”, “**our**” or “**us**”). The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

## FIRST QUARTERLY RESULTS

The board of Directors (the “**Board**”) of the Company is pleased to announce that the unaudited financial results of the Group for the three months ended 31 March 2017, together with the corresponding comparative figures, are as follows. The financial results has been approved by the Board.

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

For the three months ended 31 March 2017

		Three months ended 31 March	
	Notes	2017 HK\$'000 (unaudited)	2016 HK\$'000 (audited)
Revenue	4	45,722	47,045
Cost of sales		(36,640)	(37,209)
Gross Profit		9,082	9,836
Other income		3	1
Other gains/(losses)		(83)	140
Administrative expenses		(7,958)	(7,444)
Listing expenses		–	(4,561)
Finance costs		(10)	(7)
Profit/(loss) before taxation		1,034	(2,035)
Income tax expense	5	(599)	(482)
Profit/(loss) and total comprehensive income/(expense) for the period		435	(2,517)
Attributable to:			
Owners of the Company		435	(2,517)
Non-controlling interests		–	–
Earnings/(loss) per share — basic (HK cents)	6	0.07	(0.56)

# UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 March 2017

	Share capital HK\$'000	Share premium HK\$'000	Capital reserve HK\$'000 (Note i)	Other reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 January 2017 (audited)	6,000	47,755	17,659	4,658	10,900	86,972
Profit and total comprehensive income for the period	-	-	-	-	435	435
At 31 March 2017 (unaudited)	6,000	47,755	17,659	4,658	11,335	87,407
At 1 January 2016 (audited)	-	-	17,659	-	13,423	31,082
Loss and total comprehensive expense for the period	-	-	-	-	(2,517)	(2,517)
At 31 March 2016 (audited)	-	-	17,659	-	10,906	28,565

Note:

- (i) Capital reserve is comprised of (i) the profits derived from the Hong Kong Business (as defined in the prospectus of the Company dated 30 September 2016 (the "Prospectus")) carried out by Janco International Freight Limited (subsequently renamed as JFX Limited) ("JFXL") prior to its transfer to Janco Global Logistics Limited ("Janco Global Logistics") as they legally belonged to JFXL and are non-distributable profits of the Group; and (ii) the difference between the nominal value of the aggregate share capital of the subsidiaries acquired by the Company upon the Reorganisation (as defined in note 2) and the nominal value of the Company's shares issued in exchange of HK\$2,183,000.

# NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

*For the three months ended 31 March 2017*

## 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 12 November 2015 as an exempted company with limited liability. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The address of its principal place of business in Hong Kong is Unit 1608, 16th Floor, Tower A, Manulife Financial Centre, No. 223 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong. The shares of the Company (the “**Shares**”) were listed (the “**Listing**”) on GEM of the Stock Exchange since 7 October 2016 (the “**Listing Date**”).

The Company is an investment holding company. The subsidiaries of the Company are principally engaged in (i) the provision of freight forwarding services through purchasing cargo space from airlines, shipping liners, other freight forwarders or general sales agents (“**GSAs**”) and either sell it to direct shippers or on-sell it to other freight forwarders who act on behalf of their shipper customers; and (ii) the provision of ancillary logistics services which include customised value-added services for our direct customers.

The unaudited consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is the same as the functional currency of the Group.

## 2. REORGANISATION

Upon completion of the reorganisation of the Group (the “**Reorganisation**”) in the preparation for the Listing, the Company became the holding company of the companies now comprising the Group on 29 December 2015. Details of the Reorganisation are set out in the paragraph headed “Reorganisation” in the section headed “History, Development and Reorganisation” of the Prospectus.

### 3. SIGNIFICANT ACCOUNTING POLICIES

The unaudited consolidated financial statements of the Group have been prepared in accordance with the Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA. In addition, the unaudited consolidated financial statements include the applicable disclosures required by the GEM Listing Rules and the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

The accounting policies and method of computation used in the preparation of these results are consistent with those used in the annual report for the year ended 31 December 2016. The Group has adopted new or revised standards, amendments to standards and interpretations of HKFRSs which are effective for accounting periods commencing on or after 1 January 2017. The adoption of such new or revised standards, amendments to standards and interpretations does not have any material impact on the consolidated financial statements of the Group and does not result in substantial changes to the Group’s accounting policies.

The consolidated financial statements have not been audited by the Company’s independent auditor, but have been reviewed by the audit committee of the Company (the “**Audit Committee**”).

### 4. REVENUE

	Three months ended 31 March	
	2017 HK\$'000 (unaudited)	2016 HK\$'000 (unaudited)
Air freight forwarding services income	14,829	22,782
Ocean freight forwarding services income	20,685	19,155
Logistics services income	10,208	5,108
	<b>45,722</b>	<b>47,045</b>

### 5. INCOME TAX EXPENSE

	Three months ended 31 March	
	2017 HK\$'000 (unaudited)	2016 HK\$'000 (unaudited)
Hong Kong Profits Tax:		
Current tax	442	448
Underprovision in prior year	184	184
Deferred tax	(27)	(150)
	<b>599</b>	<b>482</b>

Hong Kong profits tax is calculated at 16.5% of the estimated assessable profits for the relevant periods.

## 6. EARNINGS/(LOSS) PER SHARE

The calculation of basic earnings/(loss) per share for the relevant periods is based on the unaudited profit/(loss) attributable to owners of the Company for the relevant periods and on 600,000,000 (2016: 450,000,000) shares in issue during the relevant periods on the assumption that the Capitalisation Issue (as defined in the Prospectus) has been effective on 1 January 2015.

No diluted earnings/(loss) per share are presented for the relevant periods as there were no potential dilutive ordinary share in issue.

# MANAGEMENT DISCUSSION AND ANALYSIS


## BUSINESS REVIEW

We are a well established freight forwarding and logistics one-stop service provider founded and based in Hong Kong with a strategic focus in Asia. Freight forwarding services form our core business. We purchase cargo space from airlines, shipping liners, other freight forwarders or GSAs and either sell it to direct shippers or on-sell it to other freight forwarders who act on behalf of their shipper customers. A majority of our customers are direct shipper customers. We offer air freight and ocean freight services and a majority of air and sea cargo space we sell are for goods exporting from Hong Kong to various destinations in Asia such as Bangladesh, Vietnam, Sri Lanka, Cambodia and Thailand.

On top of our core freight forwarding services, we strategically offer ancillary logistics services primarily at our warehouses located in Yau Tong, Tsing Yi and Kwai Chung in response to the rising demand from our customers who require customised value-added logistics services. The ancillary logistics services we offer include warehousing, repacking, labelling, palletising and local delivery within Hong Kong. We integrate our ancillary logistics services into our core freight forwarding services to strategically create a distinct corporate identity among our shipper customers.

Our competitive strengths are key factors contributing to our success to date. The Directors believe that the competitive strengths as set out in the Prospectus, such as the following, will continue to enhance our presence and increase our market share in the freight forwarding and logistics industries:



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- (a) **Our established track record of over 25 years in serving the freight forwarding industry allows us to understand and adapt to our customers' needs.**

Established reputation and track record are important factors that affect customers' choices over logistics partners. A strong network along the value chain is also a key success factor for leading players and a key barrier for new entrants to the market as disclosed in the Prospectus. We have been a freight forwarding service provider since the establishment of JFXL in 1990, giving us a track record of over 25 years. Over the years, we have created an extensive network of suppliers and customers along the supply chain of cargo space. We have maintained business relationship with over 400 suppliers and over 1,500 customers.

- (b) **Our ability to understand and adapt to our customers' needs contributes to our growing ancillary logistics services segment.**

Nowadays, service providers who are capable of integrating different modules of services and playing multi-fold roles in the value chain are becoming increasingly competitive and preferred as disclosed in the Prospectus. The Directors believe that our ability to understand and adapt to our customers' needs has encouraged purchases of cargo space by our direct shipper customers and distinguished us from our freight forwarder competitors since we are able to provide a wide range of freight forwarding services and logistics services as a one-stop service provider.

## **FUTURE PLANS**

Our long-term business objective is to become a leading one-stop service provider in the freight forwarding and logistics industries in Asia, while our ultimate business objective is to become a major market player in the global freight forwarding and logistics industries. We plan to achieve our objectives by further developing our freight forwarding business and logistics business including e-commerce business, and further enhancing our sales and marketing effort to boost our sales performance.

## FINANCIAL REVIEW

### Revenue

Revenue of the Group decreased by approximately 2.8% from approximately HK\$47.0 million for the three months ended 31 March 2016 to approximately HK\$45.7 million for the three months ended 31 March 2017. The decrease in revenue was due to the decrease in revenue from air freight forwarding services partially offset by the increase in ocean freight forwarding services.

Revenue from air freight forwarding services has decreased mainly because there was no revenue generated from the GSA services for the three months ended 31 March 2017 while the GSA services amounted to approximately HK\$5.6 million for the three months ended 31 March 2016.

The increase in revenue from ocean freight forwarding services was mainly contributed by the increase in shipment volume under the orders placed by our existing and new customers during the three months ended 31 March 2017.

Revenue from our ancillary logistics services increased for the three months ended 31 March 2017 mainly due to the increase in sales of our ancillary logistics services to our customers including a U.S. based major customer.

### Cost of sales and gross profit

Cost of sales decreased by approximately 1.6% from approximately HK\$37.2 million for the three months ended 31 March 2016 to approximately HK\$36.6 million for the three months ended 31 March 2017. The decrease in cost of sales was mainly attributable to the decrease in local handling and documentation charges, partially offset by the increase in lease payments for our warehouses.

Gross profit decreased by approximately 7.1% from approximately HK\$9.8 million for the three months ended 31 March 2016 to approximately HK\$9.1 million for the three months ended 31 March 2017. Gross profit margin decreased from 20.9% for the three months ended 31 March 2016 to 19.9% for the three months ended 31 March 2017. The decrease in gross profit and gross profit margin was mainly because our GSA services with higher gross profit margin has not generated any revenue for the three months ended 31 March 2017.

## **Administrative expenses**

Administrative expenses increased by approximately 8.1% from approximately HK\$7.4 million for the three months ended 31 March 2016 to approximately HK\$8.0 million for the three months ended 31 March 2017. The increase in administrative expenses was mainly due to the increase in our staff costs as a result of the increase in salary paid to our staff and the increase in the number of senior staff for the three months ended 31 March 2017.

## **Income tax expense**

Income tax expense represented the provision of Hong Kong profits tax calculated at 16.5% of the estimated assessable profits during the three months ended 31 March 2016 and 2017, respectively.

## **Profit/(loss) and total comprehensive income/(expense) attributable to owners**

For the three months ended 31 March 2017, the Group recorded a profit attributable to owners of the Company of approximately HK\$0.4 million as compared to a loss of approximately HK\$2.5 million for the corresponding period in 2016. The absence of listing expenses during the three months ended 31 March 2017 mainly accounted for the profit attributable to owners of the Company for the three months ended 31 March 2017, whereas the one-off listing expenses amounted to approximately HK\$4.6 million for the three months ended 31 March 2016.

## **OTHER INFORMATION**

### **INTERIM DIVIDEND**

The Directors did not recommend the payment of an interim dividend for the three months ended 31 March 2017 (2016: Nil).

### **MATERIAL ACQUISITIONS AND DISPOSALS**

During the three months ended 31 March 2017, the Group had no material acquisitions or disposals of subsidiaries, associates or joint ventures.

## PURCHASE, SALE OR REDEMPTION

During the three months ended 31 March 2017, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's Shares.

## SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in rules 5.48 to 5.67 of the GEM Listing Rules (the "**Model Code**"). The Company, having made specific enquiry of all the Directors, is not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by the Directors during the three months ended 31 March 2017.

Pursuant to rule 5.66 of the Model Code, the Directors have also requested any employee of the Company or director or employee of a subsidiary of the Company who, because of his office or employment in the Company or a subsidiary, is likely to possess inside information in relation to the securities of the Company, not to deal in securities of the Company when he would be prohibited from dealings by the Model Code as if he were a Director.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 31 March 2017, the interests or short positions of the Directors or chief executive of the Company in the shares, underlying shares or debentures of the Company or any of 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") (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

### Interests in the Company

#### *Long position in the Shares*

Name of Director/ chief executive	Capacity/Nature of interest	Number of Shares held	Percentage of the Company's issued share capital
Mr. Cheng Hon Yat ("Mr. Cheng")	Interest in a controlled corporation ( <i>Note</i> )	450,000,000	75%

*Note:* These Shares are held by Million Venture Holdings Limited ("Million Venture"), which is wholly-owned by Mr. Cheng. By virtue of the SFO, Mr. Cheng is deemed to be interested in the Shares held by Million Venture.

### Interests in associated corporation(s) of the Company

#### *Long position in the shares of the associated corporation(s)*

Name of Director/ chief executive	Name of associated corporation	Capacity/ Nature of interest	Number of shares held	Percentage of shareholding
Mr. Cheng	Million Venture	Beneficial owner	1	100%

Save as disclosed above, as at 31 March 2017, none of the Directors nor the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions which they are taken or deemed to have under such provisions of the SFO); or (ii) which were required to be recorded in the register required to be kept by the Company under Section 352 of the SFO; or (iii) which were otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

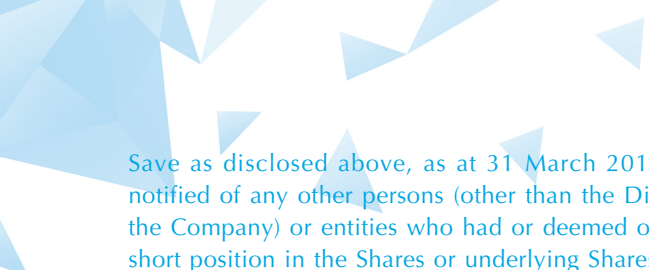
## **SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY**

As at 31 March 2017, so far as the Directors are aware, the following persons (other than the Director and the chief executive of the Company) had or deemed or taken to have an interest and/or short position in the Shares, the underlying Shares or the debentures of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register of interests required to be kept by the Company under section 336 of the SFO:

### *Long position in the Shares*

<b>Name of shareholder</b>	<b>Capacity/Nature of interest</b>	<b>Number of Shares held</b>	<b>Percentage of the Company's issued share capital</b>
Million Venture	Beneficial owner	450,000,000	75%
Ms. Tai Choi Wan, Noel	Interest of spouse (Note)	450,000,000	75%

*Note:* Ms. Tai Choi Wan, Noel is the spouse of Mr. Cheng and is deemed, or taken to be, interested in the Shares in which Mr. Cheng is interested under the SFO.



Save as disclosed above, as at 31 March 2017, the Company has not been notified of any other persons (other than the Director or the chief executive of the Company) or entities who had or deemed or taken to have an interest or a short position in the Shares or underlying Shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

## **SHARE OPTION SCHEME**

The Company conditionally adopted a share option scheme (the “**Share Option Scheme**”) on 23 September 2016. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules. The principal terms of the Share Option Scheme are summarised in the 2016 annual report of the Company. Since the Listing Date and up to the date of this report, no option has been granted, exercised, cancelled or lapsed under the Share Option Scheme.

## **ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES**

Other than the Share Option Scheme disclosed above, at no time during the three months ended 31 March 2017 and up to the date of this report 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.

## **DIRECTORS’ MATERIAL INTERESTS IN CONTRACTS OF SIGNIFICANCE**

No contract of significance, to which the Company or any of its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of 31 March 2017 or at any time during the three months ended 31 March 2017.

## COMPETING INTEREST

For the three months ended 31 March 2017, the Directors were not aware of any business or interest of the Directors, the controlling shareholders of the Company and their respective associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group.

## INTERESTS OF THE COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Lego Corporate Finance Limited (the “**Compliance Adviser**”) to be the compliance adviser. As notified by the Compliance Adviser, as at the date of this report, save for the compliance adviser agreement dated 22 April 2016 entered into between the Company and the Compliance Adviser, neither the Compliance Adviser nor its directors, employees or close associates (as defined under the GEM Listing Rules) had any interests in relation to the Group which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules.

## CORPORATE GOVERNANCE

The Company has complied with the code provisions set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix 15 to the GEM Listing Rules, other than the code provision A.2.1. CG Code provision A.2.1 stipulates that the roles of chairman and chief executive should be separated and should not be performed by the same individual. Mr. Cheng is the chairman and the chief executive officer of the Company. In view of Mr. Cheng being one of the co-founders of the Group and has been managing the Group’s business and supervising over all strategic planning since its establishment, the Board believes that it is in the best interest of the Group to have Mr. Cheng taking up both roles for effective management and business development. Therefore the Directors consider that the deviation from the CG Code provision A.2.1 is appropriate in such circumstance.

The Board believes that the balance of power and authority is adequately ensured by the operations of the Board which comprises experienced and high-caliber individuals, with 4 of them being independent non-executive Directors.



## IMPORTANT EVENTS AFTER THE REPORTING PERIOD

The Board is not aware of any significant event requiring disclosure that has been taken place subsequent to 31 March 2017 and up to the date of this report.

## AUDIT COMMITTEE

The Company has established the Audit Committee on 23 September 2016, with written terms of reference in compliance with Rules 5.28 and 5.33 of the GEM Listing Rules. The primary duties of the Audit Committee are to, among other things, review and supervise the financial reporting system, risk management and internal control system of the Group, nominate and monitor the external auditor and to be responsible for all matters relating to the continuing connected transactions of the Company. The Audit Committee currently comprises four independent non-executive Directors, namely Mr. Siu Wing Hay, Mr. Wong Yee Lut Eliot, Mr. Luk Kin Ting and Mr. Lau Chi Kit. Mr. Siu Wing Hay is the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited consolidated financial statements of the Group for the three months ended 31 March 2017 and was of the opinion that the preparation of such statements complied with applicable accounting standards and that adequate disclosure has been made in respect thereof.

By Order of the Board  
**Janco Holdings Limited**  
**Cheng Hon Yat**  
*Chairman*

Hong Kong, 9 May 2017

*As at the date of this report, the executive Directors are Mr. Cheng Hon Yat, Mr. Chan Kwok Wai, Mr. Lo Wai Wah and Mr. Yau Sze Yeung; and the independent non-executive Directors are Mr. Siu Wing Hay, Mr. Wong Yee Lut Eliot, Mr. Luk Kin Ting and Mr. Lau Chi Kit.*

*This report will remain on GEM's website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the website of the Company at [www.jancofreight.com](http://www.jancofreight.com).*