



**SPEED APPAREL HOLDING LIMITED**

**尚捷集團控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

Stock code: 8183

FIRST QUARTERLY REPORT  
2017/2018

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

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*This report, for which the directors (the “**Directors**”) of Speed Apparel Holding Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. 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.*

## FINANCIAL HIGHLIGHTS

For the three months ended 30 June 2017, unaudited operating results of the Group were as follows:

- loss after taxation for the three months ended 30 June 2017 amounted to approximately HK\$7.5 million; and
- basic loss per Share for the three months ended 30 June 2017 based on weighted average number of ordinary Shares of 417,582,000 was approximately 1.80 HK cents.

## Financial Information

For the three months ended 30 June 2017

The board of Directors (the “**Board**”) is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the three months ended 30 June 2017 together with comparative unaudited figures for the corresponding period in 2016 as follows:

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

For the three months ended 30 June 2017

	Notes	Three months ended 30 June	
		2017 HK\$'000 (unaudited)	2016 HK\$'000 (unaudited)
Revenue	5	<b>38,523</b>	58,063
Cost of sales		<b>(33,232)</b>	(49,695)
Gross profit		<b>5,291</b>	8,368
Other income	6	<b>227</b>	243
Other loss		<b>(79)</b>	(400)
Selling and distribution expenses		<b>(5,650)</b>	(5,075)
Administrative expenses		<b>(5,235)</b>	(5,288)
Listing expenses		<b>(1,951)</b>	(5,650)
Finance costs		<b>(116)</b>	(100)
Loss before taxation		<b>(7,513)</b>	(7,902)
Income tax expense	7	<b>(10)</b>	—
Loss for the period		<b>(7,523)</b>	(7,902)
<b>Other comprehensive income (expense)</b> <i>Item that may be subsequently reclassified to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		<b>26</b>	(25)
<b>Loss and total comprehensive expense for the period attributable to owners of the Company</b>		<b>(7,497)</b>	(7,927)
		<b>HK cents</b>	HK cents
Basic loss per Share for the period attributable to owners of the Company	9	<b>(1.80)</b>	(2.11)

## Financial Information (Continued)

For the three months ended 30 June 2017

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

For the three months ended 30 June 2017

	Attributable to owners of the Company						
	Share capital	Share premium	Special reserve	Capital reserve	Exchange reserve	Retained profits	Total equity
	HK\$'000	HK\$'000	HK\$'000 (Note i)	HK\$'000 (Note ii)	HK\$'000	HK\$'000	HK\$'000
At 1 April 2016 (audited)	4,000	—	(19,229)	—	1	34,600	19,372
Loss for the period	—	—	—	—	—	(7,902)	(7,902)
Exchange differences arising on the translation of foreign operations	—	—	—	—	(25)	—	(25)
Loss and total comprehensive expense for the period	—	—	—	—	(25)	(7,902)	(7,927)
Arising from the Reorganisation (as defined in note 2)	(4,000)	—	—	4,000	—	—	—
<b>At 30 June 2016 (unaudited)</b>	<b>—</b>	<b>—</b>	<b>(19,229)</b>	<b>4,000</b>	<b>(24)</b>	<b>26,698</b>	<b>11,445</b>
At 1 April 2017 (audited)	—	—	(19,229)	4,000	(63)	40,694	25,402
Loss for the period	—	—	—	—	—	(7,523)	(7,523)
Exchange differences arising on the translation of foreign operations	—	—	—	—	26	—	26
Loss and total comprehensive expense for the period	—	—	—	—	26	(7,523)	(7,497)
Issuance of new Shares (Note iii)	1,250	61,250	—	—	—	—	62,500
Transaction costs attributable to issuance of new Shares	—	(9,844)	—	—	—	—	(9,844)
Issuance of Shares by capitalisation of share premium account	3,750	(3,750)	—	—	—	—	—
<b>At 30 June 2017 (unaudited)</b>	<b>5,000</b>	<b>47,656</b>	<b>(19,229)</b>	<b>4,000</b>	<b>(37)</b>	<b>33,171</b>	<b>70,561</b>

## Financial Information (Continued)

For the three months ended 30 June 2017

### Notes:

- (i) Special reserve represents the corresponding movements in resources of the Group as a result of the changes in the bank accounts of Speed Apparel Limited ("**Speed Apparel**") and Firenze Apparel Limited ("**Firenze Apparel**"), none of these entities formed part of the Group but are held and controlled by Mr. Chan Wing Kai ("**Mr. Chan**"), being the controlling shareholder of the Group, as a result of transactions relating to the Other Assets and Liabilities (as defined in note 2) which were reflected in the consolidated financial statements in prior years and up to the date of the Business Transfer (as defined in note 2), as set out in further details in note 2.
- (ii) Capital reserve represents the difference between the nominal value of the one Share of the Company issued as part of the Reorganisation to acquire Knit World International Limited ("**Knit World**"), a subsidiary of the Company, from Mr. Chan and the nominal value of the then issued share capital of Knit World.
- (iii) On 31 May 2017, the Company issued 125,000,000 new Shares at HK\$0.50 per Share by way of share offer (the "**Share Offer**"). Total gross proceeds of HK\$62,500,000 were raised from the Share Offer. The net proceeds (after deduction of underwriting fees and expenses borne by the Company in relation to the Share Offer) will be used to finance the implementation plan as set forth in the section headed "Statement of business objectives and use of proceeds" of the prospectus of the Company dated 16 May 2017 (the "**Prospectus**"). The proceeds of HK\$1,250,000 representing the par value of the Shares of the Company, were credited to the Company's share capital and the remaining proceeds of HK\$61,250,000 before issuing expenses, were credited to share premium account.

# Notes to the Condensed Consolidated Financial Statements

For the three months ended 30 June 2017

## 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 19 November 2015 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The registered office of the Company is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company in Hong Kong is situated at Flat A, 17/F., Gemstar Tower, 23 Man Lok Street, Hung Hom, Kowloon, Hong Kong.

The Company acts as an investment holding company. The Group is principally engaged in apparel supply chain management services selling of knitwear apparel products to its customers. The immediate and ultimate holding company of the Company is Speed Development Co. Ltd ("**Speed Development**"), a limited liability company incorporated in the British Virgin Islands ("**BVI**"). The ultimate controlling party of the Group is Mr. Chan.

The condensed consolidated financial statements are presented in Hong Kong dollars ("**HK\$**"), which is different from the functional currency of the Group, United States dollars ("**US\$**"). The Directors consider that presenting the unaudited condensed consolidated financial statements in HK\$ is more preferable as the Group's principle place of business is in Hong Kong.

The shares of the Company (the "**Share(s)**") have been listed on GEM since 31 May 2017 (the "**Listing Date**").

## Notes to the Condensed Consolidated Financial Statements (Continued)

For the three months ended 30 June 2017

### 2. REORGANISATION

Historically, the Group's principal business, which is the selling of apparel products together with the provision of related supply chain management services to its customers (the "**Garment Business**"), was carried out by three entities, namely, Speed Apparel, Firenze Apparel and Knit World. Each of Speed Apparel, Firenze Apparel and Knit World have always been under the control of Mr. Chan, the controlling shareholder of the Group.

In preparation for the listing of the Company's Shares on GEM, the Group underwent a group reorganisation (the "**Reorganisation**"), which mainly involved (a) setting up shell entities as holding companies; (b) transferring the Garment Business from Speed Apparel and Firenze Apparel to Speed Apparel (HK) Limited ("**Speed Apparel HK**"); and (c) the acquisition of Knit World by Speed Apparel BVI Limited ("**Speed Apparel BVI**"), a subsidiary of the Company. Pursuant to the business transfer agreements entered into among each of Speed Apparel and Firenze Apparel and Speed Apparel HK, the transfer of the Garment Business formally from Speed Apparel and Firenze Apparel to the Group was completed on 1 February 2016, including all the rights and obligations, and assets and liabilities related specifically to the Garment Business except for building properties located in Hong Kong that served as the godown and ancillary office of the Garment Business and the associated bank borrowings which were retained by Speed Apparel and Firenze Apparel (the "**Business Transfer**"). Certain non-core assets and liabilities of Speed Apparel and Firenze Apparel that are not related specifically to the Garment Business were also not transferred to the Group and are retained by Speed Apparel or Firenze Apparel after the Reorganisation (the "**Other Assets and Liabilities**").

Major steps of the Reorganisation are as follows:

- i. On 13 November 2015, Speed Apparel BVI was incorporated with an issued and fully paid share capital of US\$100 which is held and controlled by Mr. Chan;
- ii. On 19 November 2015, the Company was incorporated with an issued and fully paid share capital of HK\$0.01 which is held and controlled by Mr. Chan;
- iii. On 26 November 2015, Speed Apparel HK was incorporated by Speed Apparel BVI in Hong Kong. Speed Apparel HK allotted and issued 10,000 shares at HK\$10,000, credited as fully paid, to Speed Apparel BVI as the initial subscriber;



## Notes to the Condensed Consolidated Financial Statements (Continued)

For the three months ended 30 June 2017

### 2. REORGANISATION (Continued)

- iv. On 8 December 2015, Mr. Chan transferred the entire issued share capital of the Company to Speed Development, a company incorporated in the BVI which is held and controlled by Mr. Chan. On the same date, Mr. Chan also transferred the entire issued share capital of Speed Apparel BVI to the Company;
- v. On 1 February 2016, all the rights and obligations, and assets and liabilities related specifically to the Garment Business carried out by Speed Apparel and Firenze Apparel (except for building properties located in Hong Kong that served as godown and ancillary office of the Garment Business and the associated bank borrowings) as at the date of the Business Transfer were formally transferred to Speed Apparel HK. Other Assets and Liabilities in the net aggregate carrying amount of HK\$30,028,000 were retained by Speed Apparel and Firenze Apparel, and have been accounted for as deemed distribution to Mr. Chan;
- vi. On 23 February 2016, Speed Apparel (SZ) Trading Limited was established in The People's Republic of China ("PRC") by Speed Apparel HK with a registered capital of RMB800,000, which has been paid up in full in April 2016; and
- vii. On 18 May 2016, Speed Apparel BVI acquired the entire equity interest in Knit World from Mr. Chan for a consideration settled by the issue of one new share by Speed Apparel BVI to the Company; which in turn, issued one new share to Speed Development; which in turn, also issued one new share to Mr. Chan.

Pursuant to the Reorganisation described above, the Company became the holding company of the companies now comprising the Group on 18 May 2016. As the Garment Business has been under the common control of Mr. Chan before and after the Reorganisation, as a result, the Group resulting from the Reorganisation is regarded as a continuing entity.

## Notes to the Condensed Consolidated Financial Statements (Continued)

For the three months ended 30 June 2017

### 3. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements for the three months ended 30 June 2017 (the “**Financial Statements**”) have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”). In addition, the unaudited condensed consolidated financial statements include applicable disclosures required by the GEM Listing Rules.

The Financial Statements have been prepared under the historical cost convention. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. The Financial Statements are unaudited, but have been reviewed by the audit committee (the “**Audit Committee**”) of the Company.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristic of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the Financial Statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 “Share-based Payment”, leasing transactions that are within the scope of HKAS 17 “Leases”, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 “Inventories” or value in use in HKAS 36 “Impairment of Assets”.

The Financial Statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassess whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

## Notes to the Condensed Consolidated Financial Statements (Continued)

For the three months ended 30 June 2017

### 3. BASIS OF PREPARATION (Continued)

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intra group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

### 4. APPLICATION OF HKFRSs

The Group has consistently adopted all HKFRSs issued by HKICPA which were relevant to its operations and effective for both current and prior years. The Group has not early adopted the new and revised standards that have been issued but are not yet effective.

The Directors anticipate that the application of HKFRS 9 in the future may have an impact on amounts reported in respect of the Group's financial assets in relation to the impairment assessment on receivables, with the potential early recognition of credit losses based on the expected loss model in relation to the Group's financial assets measured at amortised costs. However, it is not practicable to provide a reasonable estimate of the effect until the Directors have performed a detailed review. Except for the abovementioned, the Directors anticipate that the adoption of HKFRS 9 in the future will not have other significant impact on amounts reported in respect of the Group's Financial Statements.

Based on the current business model, the Directors do not expect the adoption of HKFRS 15 would result in significant impact on the amounts reported on the Group's Financial Statements in the future. However, there will be additional qualitative and quantitative disclosures upon the adoption of HKFRS 15.

The Directors anticipate that the application of other new and revised standards will have no material impact on the Financial Statements of the Group.

## Notes to the Condensed Consolidated Financial Statements (Continued)

For the three months ended 30 June 2017

### 5. REVENUE

The Group's revenue was mainly derived from the sales of knitwear products such as pullovers, cardigans, vests and skirts with the provision of apparel supply chain management services to its customers. The Group's operations are mainly located in Hong Kong.

The following is an analysis of the Group's revenue:

	<b>Three months ended 30 June</b>	
	<b>2017</b>	2016
	<b>HK\$'000</b>	HK\$'000
	<b>(unaudited)</b>	(unaudited)
Revenue	<b>38,523</b>	58,063

### 6. OTHER INCOME

The following table sets out the Group's other income:

	<b>Three months ended 30 June</b>	
	<b>2017</b>	2016
	<b>HK\$'000</b>	HK\$'000
	<b>(unaudited)</b>	(unaudited)
Sample sales income	<b>225</b>	242
Bank interest income	<b>2</b>	1
Total other income	<b>227</b>	243

## Notes to the Condensed Consolidated Financial Statements (Continued)

For the three months ended 30 June 2017

### 7. INCOME TAX EXPENSE

The Group's income tax expense analysis is as follows:

	Three months ended 30 June	
	2017 HK\$'000 (unaudited)	2016 HK\$'000 (unaudited)
Hong Kong Profits Tax	2	—
PRC Enterprise Income Tax ("EIT")	8	—
Total income tax expense	10	—

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods.

PRC EIT is calculated based on the statutory rate of 25% of the assessable profit of a subsidiary established in the PRC, as determined in accordance with the relevant enterprise income law, implementation rules and notices in the PRC.

### 8. DIVIDEND

The Board does not recommend any payment of dividend for the three months ended 30 June 2017 (for the three months ended 30 June 2016: Nil).

## Notes to the Condensed Consolidated Financial Statements (Continued)

For the three months ended 30 June 2017

### 9. LOSS PER SHARE

The calculation of the basic loss per Share is based on the following:

	<b>Three months ended 30 June</b>	
	<b>2017</b> <b>HK\$'000</b> <b>(unaudited)</b>	2016 HK\$'000 (unaudited)
Loss:		
Loss for the period attributable to owners of the Company for the purpose of basic loss per Share	<b>(7,523)</b>	(7,902)
	<b>'000</b>	'000
Number of Shares: Weighted average number of ordinary Shares for the purpose of basic loss per Share	<b>417,582</b>	375,000
	<b>HK cents</b>	HK cents
Basic loss per Share for the period attributable to owners of the Company	<b>(1.80)</b>	(2.11)

## Management Discussion and Analysis

### **BUSINESS REVIEW**

The Group recorded revenue of approximately HK\$38.5 million for the three months ended 30 June 2017, representing a decrease of approximately 33.7% as compared to the amount of approximately HK\$58.1 million for the corresponding period last year. The Group's gross profit for the three months ended 30 June 2017 amounted to approximately HK\$5.3 million (2016: approximately HK\$8.4 million) and the overall gross profit margin dropped slightly to approximately 13.8% for the three months ended 30 June 2017 from approximately 14.5% for the three months ended 30 June 2016. The decrease in revenue was due to certain customers of the Group delaying the schedule for placing orders for the coming autumn/winter collections for the forthcoming quarter. The Directors believe that the Group are able to retain existing customers by offering satisfactory supply chain management total solutions.

The Group's selling and distribution expenses increased by approximately 11.8% from approximately HK\$5.1 million for the three months ended 30 June 2016 to approximately HK\$5.7 million for the three months ended 30 June 2017. This was primarily due to an increase in staff costs and benefits of merchandising staff to cope with the Group's expansion plan as disclosed in the section headed "Statement of business objectives and use of proceeds" of the Prospectus. The administrative expenses remained steady at approximately HK\$5.2 million for the three months ended 30 June 2017. Non-recurring listing expenses of approximately HK\$2.0 million was recognised during the three months ended 30 June 2017 whilst approximately HK\$5.7 million was recognised for the previous corresponding period. As a result, the loss and total comprehensive expense for the three months ended 30 June 2017 attributable to owners of the Company decreased by approximately 5.1% as compared with that for the three months ended 30 June 2016.

## Management Discussion and Analysis (Continued)

**FINANCIAL REVIEW****Revenue**

The Group's knitwear products can be divided into two categories, namely womenswear and menswear. During the three months ended 30 June 2017, the Group's revenue was mainly derived from the sales of womenswear, which accounted for approximately 92.6% of the Group's total revenue. The following table sets out a breakdown of the Group's revenue by product categories for each of the reporting period:

	Three months ended 30 June				
	2017		2016		Rate of change
	HK\$'000	%	HK\$'000	%	%
Womenswear	<b>35,675</b>	<b>92.6</b>	54,921	94.6	(35.0)
Menswear	<b>2,848</b>	<b>7.4</b>	3,142	5.4	(9.7)
	<b>38,523</b>	<b>100.0</b>	58,063	100.0	(33.7)

During the three months ended 30 June 2017, the sales volume of the Group amounted to approximately 0.7 million units of finished knitwear products. Set out below are the total sales quantities of each product category for each of the reporting period:

	Three months ended 30 June				
	2017		2016		Rate of change
	Pieces ('000)	%	Pieces ('000)	%	%
Womenswear	<b>697</b>	<b>93.1</b>	1,104	96.5	(36.9)
Menswear	<b>52</b>	<b>6.9</b>	40	3.5	30.0
	<b>749</b>	<b>100.0</b>	1,144	100.0	(34.5)



## Management Discussion and Analysis (Continued)

The selling price of each of the product categories depends primarily on, among other things, (i) the complexity of the product design; (ii) the size of an order; (iii) the delivery schedule set by customers; (iv) the costs of raw materials; and (v) the production costs as quoted by the third party manufacturers. Accordingly, the selling price of the Group's products may differ considerably in different purchase orders by different customers. Set out below are the average selling prices per unit of finished products sold by the Group by category for each of the reporting period:

	Three months ended 30 June		
	2017	2016	Rate of change
	Average	Average	
	selling price	selling price	
	(note)	(note)	
HK\$	HK\$	%	
Womenswear	51.2	49.7	3.0
Menswear	54.8	78.6	(30.3)
Overall average selling price	51.4	50.8	1.2

Note: The average selling price represents the revenue for the period divided by the total sales quantities for the period.

The Group's revenue decreased by approximately 33.7%, or approximately HK\$19.6 million, from approximately HK\$58.1 million for the three months ended 30 June 2016 to approximately HK\$38.5 million for the three months ended 30 June 2017. The decrease in revenue was mainly attributable to the decrease in sales volume of the womenswear products.

### Womenswear

During the three months ended 30 June 2017, the Group's revenue was mainly derived from the sales of womenswear. Revenue derived from the sales of womenswear decreased by approximately HK\$19.2 million or 35.0%, from approximately HK\$54.9 million for the three months ended 30 June 2016 to approximately HK\$35.7 million for the three months ended 30 June 2017. Such decrease was mainly attributable to the decrease in sales quantity from approximately 1.1 million pieces for the three months ended 30 June 2016 to approximately 0.7 million pieces for the three months ended 30 June 2017, which outweighs the increase in average selling price from approximately HK\$49.7 for the three months ended 30 June 2016 to approximately HK\$51.2 for the three months ended 30 June 2017.

## Management Discussion and Analysis (Continued)

### Menswear

The Group's revenue derived from the sales of menswear decreased by approximately HK\$0.3 million or 9.7%, from approximately HK\$3.1 million for the three months ended 30 June 2016 to approximately HK\$2.8 million for the three months ended 30 June 2017. Such decrease was mainly attributable to the decrease in average selling price from approximately HK\$78.6 for the three months ended 30 June 2016 to approximately HK\$54.8 for the three months ended 30 June 2017.

### Cost of sales

The Group's cost of sales primarily consists of subcontracting charges, raw materials and consumables used, inspection fees and other processing charges. The cost of sales decreased to approximately HK\$33.2 million for the three months ended 30 June 2017 from approximately HK\$49.7 million for the three months ended 30 June 2016, representing a decrease of approximately 33.2%. The Group's cost of sales decreased along with the decrease in the Group's revenue for the three months ended 30 June 2017.

### Gross profit and gross profit margin

The Group's gross profit decreased to approximately HK\$5.3 million for the three months ended 30 June 2017 from approximately HK\$8.4 million for the three months ended 30 June 2016, representing a decrease of approximately 36.9%. The decrease was mainly attributable to the decrease in the Group's sales volume of the knitwear products. The Group's gross profit margin slightly decreased to approximately 13.8% for the three months ended 30 June 2017 from approximately 14.5% for the three months ended 30 June 2016. Such decrease in the Group's gross profit margin was mainly attributable to the decrease in the gross profit margin of menswear product which in turn was mainly due to an increase in purchase orders of lower priced products from a major customer with lower gross profit margin.

### Other income

Other income mainly consists of sample sales income and bank interest income. The Group's other income remained steady at approximately HK\$0.2 million for the three months ended 30 June 2017.

## Management Discussion and Analysis (Continued)

### Other loss

The Group recorded other loss amounting to approximately HK\$0.1 million for the three months ended 30 June 2017 and approximately HK\$0.4 million for the three months ended 30 June 2016, respectively. Such other loss was the exchange differences arising from the Group's revenue denominated in US\$, which was mainly due to the fact that translation of the transaction amounts were recognised in the Group's consolidated statement of profit or loss and other comprehensive income according to an exchange rate of HK\$7.80:USD1.00 whilst the settlement of such transaction amounts were based on the rate of exchanges prevailing on the dates of settlement.

### Selling and distribution expenses

Selling and distribution expenses mainly consist of advertising expenses, commission expenses, logistic expenses, sample costs and staff costs and benefits of merchandising staff. Selling expenses increased to approximately HK\$5.7 million for the three months ended 30 June 2017 from approximately HK\$5.1 million for the three months ended 30 June 2016, representing an increase of approximately 11.8%. Such an increase was mainly attributable to an increase in staff costs and benefits of merchandising staff to cope with the Group's expansion plan as disclosed in the section headed "Statement of business objectives and use of proceeds" of the Prospectus.

### Administrative expenses

Administrative expenses primarily consist of audit fees, bank charges, depreciation, Directors' emoluments, entertainment, legal and professional fees, office expenses, overseas and local travelling, rent and rates, staff costs and benefits of general and administrative staff. Administrative expenses remained steady at approximately HK\$5.2 million for the three months ended 30 June 2017.

### Listing expenses

The Group recognised non-recurring listing expenses of approximately HK\$2.0 million for the three months ended 30 June 2017 whilst there was approximately HK\$5.7 million of non-recurring listing expenses recognised for the three months ended 30 June 2016.

## Management Discussion and Analysis (Continued)

### **Loss and total comprehensive expense attributable to owners of the Company**

Loss and total comprehensive expense attributable to owners of the Company decreased to approximately HK\$7.5 million for the three months ended 30 June 2017 from approximately HK\$7.9 million for the three months ended 30 June 2016, representing a decrease of approximately 5.1%. If the non-recurring listing expenses of approximately HK\$2.0 million (2016: approximately HK\$5.7 million) were excluded, the Group's adjusted loss and total comprehensive expense attributable to owners of the Company for the three months ended 30 June 2017 would have been approximately HK\$5.5 million, representing 2.4 times of the adjusted loss and total comprehensive expense attributable to owners of the Company for the three months ended 30 June 2016 of approximately HK\$2.3 million.

### **INTERIM DIVIDEND**

The Board does not recommend the payment of an interim dividend for the three months ended 30 June 2017 (2016: Nil).

### **CAPITAL STRUCTURE**

The Shares of the Company were successfully listed on GEM on 31 May 2017. There has been no change in the capital structure of the Group since then. The share capital of the Group only comprises ordinary Shares.

As at 30 June 2017, the Company's issued share capital amounted to HK\$5.0 million divided by 500,000,000 Shares of HK\$0.01 each.

### **SIGNIFICANT INVESTMENTS**

During the reporting period, no significant investments were made by the Group.

### **CHARGES ON THE GROUP'S ASSETS**

The entire pledged deposit of the Group which was pledged to banks to secure certain banking facilities granted to the Group previously were released and the amount was nil as at 30 June 2017 (2016: approximately HK\$6.0 million).

### **CONTINGENT LIABILITIES**

As at 30 June 2017, the Group did not have any material contingent liabilities or guarantees.

## Management Discussion and Analysis (Continued)

### **FUTURE PROSPECTS**

The Shares of the Company were successfully listed on GEM of the Stock Exchange on 31 May 2017. The Directors believe that the listing of the Shares on GEM will enhance the Group's profile and the net proceeds from the Share Offer will strengthen the financial position and will enable the Group to implement its business plans set out in the section headed "Statement of business objectives and use of proceeds" of the Prospectus. Furthermore, the listing status on the Stock Exchange will offer the Group access to capital markets for corporate finance exercise, assist the Group in further business development and strengthen the Group's competitiveness.

The Group always strives to remain flexible and sensitive to the increasing and changing needs of the customers and to create the best tailor-made designs and products for them at competitive prices. The Group plans to recruit suitable candidate(s), who should have extensive networks and immense experience in the apparel industry worldwide, to join the Group as employee(s) for introducing to the Group new customers and business opportunities with the aim to further broaden the Group's customer base for continuous growth, if and when the opportunity arises. The Group will set up new merchandising teams and strengthen the design team. The Group also plans to set up a new office and showroom in Japan with a view to enhancing services to existing customers as well as introducing to the Group new customers and business opportunities to the extent that the Group's customer base will be further broadened for continuous growth of the Group. The Directors are confident that the Group is able to expand the markets and types of customers served and to become one of the major supply chain management companies in Hong Kong.

## Other Information

### INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 30 June 2017, the interests or short positions of each of the Directors and the chief executive of the Company in the Shares, underlying Shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the “SFO”), which are required (a) to be notified to the Company and the Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO (including interests or short positions which they are 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) have to be notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules are as follows:

Name of Director	Nature of interest/ holding capacity	Number of ordinary Shares held	Percentage of issued share capital of the Company <i>(Note 1)</i>
Mr. Chan Wing Kai	Interest of a controlled corporation	375,000,000 (L) <i>(Notes 2, 3)</i>	75%

Notes:

1. As at 30 June 2017, the Company’s issued ordinary share capital was HK\$5,000,000 divided into 500,000,000 Shares of HK\$0.01 each.
2. Speed Development, a company incorporated in the BVI on 12 November 2015 and an investment holding company, is wholly and beneficially owned by Mr. Chan who is the chairman and an executive Director of the Company. Therefore, Mr. Chan is deemed to be interested in the 375,000,000 Shares held by Speed Development by virtue of his 100% shareholding interest in Speed Development.
3. The letter “L” denotes the person’s long position in the Shares.

## Other Information (Continued)

Save as disclosed above, none of the Directors or chief executive of the Company had any other interest or a short position 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) that was required to be recorded in the register kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

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

As at 30 June 2017, so far as it is known to the Directors, the following persons, other than Directors or chief executive of the Company, who held interest or short position in the Company's Shares and underlying Shares were recorded in the register of the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who was interested, directly or indirectly, in 10% 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:

Name of substantial shareholders	Nature of interest/ holding capacity	Number of ordinary Shares held	Percentage of interests in the issued share capital of the Company <i>(Note 1)</i>
Speed Development	Beneficial owner	375,000,000 (L) <i>(Notes 2, 3)</i>	75%
Ms. Cheung Hung <b>("Ms. Cheung")</b>	Spouse interest	375,000,000 (L) <i>(Note 4)</i>	75%

Notes:

1. As at 30 June 2017, the Company's issued ordinary share capital was HK\$5,000,000 divided into 500,000,000 Shares of HK\$0.01 each.
2. Speed Development is wholly and beneficially owned by Mr. Chan who is the chairman and an executive Director of the Company. Therefore, Mr. Chan is deemed to be interested in the 375,000,000 Shares held by Speed Development by virtue of his 100% shareholding interest in Speed Development.

## Other Information (Continued)

3. The letter "L" denotes the person's long position in the Shares.
4. Ms. Cheung is the spouse of Mr. Chan. She is deemed to be interested in the Shares in which Mr. Chan is interested under Part XV of the SFO.

Save as disclosed above, the Directors are not aware of any interests and short positions owned by any other parties, other than a Director or the chief executives of the Company who held interest or short position in the Shares and underlying Shares of the Company which required to be recorded under the provision of Divisions 2 and 3 of Part XV of the SFO, or, who was interested, directly or indirectly, in 10% 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.

### **DIRECTORS' INTERESTS IN COMPETING BUSINESSES**

The Directors are not aware of any business or interest of the Directors nor the controlling shareholder of the Company nor any of their respective associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group during the reporting period.

### **CORPORATE GOVERNANCE PRACTICES**

The Company is committed to establishing and maintaining good corporate governance practices and procedures. The Directors of the Company believe that good corporate governance provides a framework that is essential for effective management, successful business growth and healthy corporate culture in return for the benefits of the Company's stakeholders as a whole.

The Board has adopted the Corporate Governance Code (the "**CG Code**") as set out in Appendix 15 to the GEM Listing Rules. The Directors of the Company will continue to review its corporate governance practices in order to enhance its corporate governance standard, to comply with the increasingly tightened regulatory requirements from time to time, and to meet the rising expectation of shareholders and other stakeholders of the Company.



## Other Information (Continued)

From the Listing Date to 30 June 2017, the Group has complied with the CG Code as set out in Appendix 15 to the GEM Listing Rules, except for the deviation from the code provision A.2.1 of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules. Mr. Chan is the chairman of the Board and the chief executive officer of the Company and he has been managing the Group's business and supervising the overall operations of the Group since 2001. The Directors consider that vesting the roles of the chairman of the Board and the chief executive officer of the Company in Mr. Chan is beneficial to the management and business development of the Group and will provide a strong and consistent leadership to the Group. The Board will continue to review and consider splitting the roles of the chairman of the Board and the chief executive officer at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

### **MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS**

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. Having been made specific enquiry by the Company, all Directors confirmed that they have complied with the required standard of dealings and the code of conduct concerning securities transactions by the Directors from the Listing Date to 30 June 2017.

### **INTERESTS OF THE COMPLIANCE ADVISER**

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Messis Capital Limited ("**Messis**") to be the compliance adviser. As informed by Messis, neither Messis nor any of its directors or employees or close associates, has or may have, any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities), which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules, except for the compliance adviser agreement entered into between the Company and Messis dated 15 May 2017.

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

During the three months ended 30 June 2017, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## Other Information (Continued)

### **EVENT AFTER THE REPORTING PERIOD**

There is no significant event subsequent to 30 June 2017 which would materially affect the Group's operating and financial performance.

### **AUDIT COMMITTEE**

The Audit Committee was established in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and code provision C.3.3 of the CG Code. The main duties of the Audit Committee are to assist the Board in reviewing the Company's financial information, overseeing the Group's financial reporting system, risk management and internal control systems, reviewing and monitoring the effectiveness of the scope of audit and making recommendation to the Board on the appointment of external auditors.

The Audit Committee currently consists of three members, namely Mr. Kwok Chi Shing (the Chairman of the Audit Committee), Ms. Chan Siu Lai and Mr. Ma Kwok Fai, Edwin, all being independent non-executive Directors. No member of the Audit Committee is a member of the former or existing independent auditor of the Company. The Audit Committee has reviewed the unaudited first quarterly results for the three months ended 30 June 2017 before recommending it to the Board for approval.

By order of the Board  
**Speed Apparel Holding Limited**  
**Mr. Chan Wing Kai**  
*Chairman and Executive Director*

Hong Kong, 9 August 2017

## Corporate Information

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Chan Wing Kai  
*(Chairman and chief executive officer)*  
 Mr. Ng Ming Ho

#### Independent Non-executive Directors

Mr. Kwok Chi Shing  
 Ms. Chan Siu Lai  
 Mr. Ma Kwok Fai, Edwin

#### COMPANY SECRETARY

Ms. Wu Yu Lim, Winnie

#### COMPLIANCE OFFICER

Mr. Chan Wing Kai

#### AUTHORISED REPRESENTATIVES

Mr. Chan Wing Kai  
 Mr. Ng Ming Ho

#### AUDIT COMMITTEE

Mr. Kwok Chi Shing  
*(Chairman of Audit Committee)*  
 Ms. Chan Siu Lai  
 Mr. Ma Kwok Fai, Edwin

#### REMUNERATION COMMITTEE

Ms. Chan Siu Lai  
*(Chairlady of Remuneration Committee)*  
 Mr. Kwok Chi Shing  
 Mr. Ma Kwok Fai, Edwin

### NOMINATION COMMITTEE

Mr. Ma Kwok Fai, Edwin  
*(Chairman of Nomination Committee)*  
 Ms. Chan Siu Lai  
 Mr. Kwok Chi Shing

### AUDITOR

Deloitte Touche Tohmatsu

### REGISTERED OFFICE

Cricket Square  
 Hutchins Drive  
 P.O. Box 2681  
 Grand Cayman, KY1-1111  
 Cayman Islands

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Flat A, 17/F., Gemstar Tower  
 23 Man Lok Street, Hung Hom  
 Kowloon, Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited  
 Cricket Square  
 Hutchins Drive  
 P.O. Box 2681  
 Grand Cayman, KY1-1111  
 Cayman Islands

## Corporate Information (Continued)

**HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE**

Tricor Investor Services Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

**COMPLIANCE ADVISER**

Messis Capital Limited

**LEGAL ADVISER AS TO HONG KONG LAW**

Loeb & Loeb LLP

**PRINCIPAL BANKERS**

The Hong Kong and Shanghai Banking  
Corporation Limited  
Shanghai Commercial Bank Limited

**COMPANY'S WEBSITE**

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

**STOCK CODE**

8183