



SOUTH CHINA ASSETS HOLDINGS LIMITED

南華資產控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08155)

**THIRD QUARTERLY REPORT
FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2017**

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.

QUARTERLY RESULTS

The board of directors (the “Board”) of South China Assets Holdings Limited (the “Company”) announces that the unaudited consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months and nine months ended 30 September 2017 together with the relevant comparative figures as follows:

CONDENSED CONSOLIDATED INCOME STATEMENT

	Notes	Three months ended		Nine months ended	
		30 September	2016	30 September	2016
		2017	2016	2017	2016
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenue	2	359	1,534	1,448	4,537
Other net income		(4,469)	88	92,743	147
Fair value gain/(loss) on financial assets at fair value through profit or loss		13,806	(1,682)	(9,202)	(1,987)
Fair value gain/(loss) on redemption option embedded in redeemable convertible preference shares of a related company		1,455	(14,815)	(2,432)	17,480
Loss on disposal of available-for-sale financial assets		(1,188)	(1,060)	(1,951)	(13,102)
Administrative and other operating expenses		(7,310)	(8,102)	(16,824)	(27,140)
Operating profit/(loss)		2,653	(24,037)	63,782	(20,065)
Finance costs		(6,753)	(6,660)	(20,099)	(19,785)
Profit/(loss) before income tax		(4,100)	(30,697)	43,683	(39,850)
Income tax expense	5	2,435	–	(28,382)	–
Profit/(loss) for the period attributable to the equity holders of the Company		(1,665)	(30,697)	15,301	(39,850)
Earnings/(loss) per share attributable to the equity holders of the Company for the period					
Basic and diluted	7	HK(0.02) cent	HK(0.28) cent	HK0.14 cent	HK(0.36) cent

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Three months ended		Nine months ended	
	30 September		30 September	
	2017	2016	2017	2016
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Profit/(loss) for the period	(1,665)	(30,697)	15,301	(39,850)
Other comprehensive income, that may be reclassified subsequently to profit or loss				
Release of available-for-sale financial assets revaluation reserve upon disposal of available-for-sale financial assets	2,876	1,801	4,613	(2,312)
Fair value loss on available-for-sale financial assets	(17,429)	(614,453)	(84,313)	(810,835)
Exchange differences on translation of financial statements of overseas subsidiaries	7,575	(1,821)	17,848	(10,461)
Total comprehensive income for the period attributable to the equity holders of the Company	<u>(8,643)</u>	<u>(645,170)</u>	<u>(46,551)</u>	<u>(863,458)</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2017

	Share capital HK\$'000	Share premium HK\$'000	Treasury shares HK\$'000	Capital reserve HK\$'000	Capital contribution reserve HK\$'000	Available- for-sale financial assets revaluation reserve HK\$'000	Employee compensation reserve HK\$'000	Exchange reserve HK\$'000	Retained earnings HK\$'000	Total equity HK\$'000
At 31 December 2015 and January 2016 (audited)	111,785	771,842	(20,274)	6,044	291,562	403,591	17,592	16,805	885,353	2,484,300
Transactions with owners										
Recognition of equity settled share-based compensation	-	-	-	-	-	-	5,864	-	-	5,864
Transactions with owners	-	-	-	-	-	-	5,864	-	-	5,864
Comprehensive income										
Loss for the period	-	-	-	-	-	-	-	-	(39,850)	(39,850)
Other comprehensive income										
Release of reserve upon disposal of available-for-sale financial assets	-	-	-	-	-	(2,312)	-	-	-	(2,312)
Changes in fair value of available-for-sale financial assets	-	-	-	-	-	(810,835)	-	-	-	(810,835)
Exchange realignment	-	-	-	-	-	-	-	(10,461)	-	(10,461)
Total comprehensive income for the period	-	-	-	-	-	(813,147)	-	(10,461)	(39,850)	(863,458)
Special dividend by distribution in specie (note 6)	-	(771,842)	-	-	(291,562)	-	-	-	(451,265)	(1,514,669)
At 30 September 2016 (unaudited)	<u>111,785</u>	<u>-</u>	<u>(20,274)</u>	<u>6,044</u>	<u>-</u>	<u>(409,556)</u>	<u>23,456</u>	<u>6,344</u>	<u>394,238</u>	<u>112,037</u>
At 31 December 2016 and 1 January 2017 (audited)	111,785	-	(20,191)	6,044	-	12,276	24,644	(9,476)	108,236	233,318
Transactions with owners										
Recognition of equity settled share-based compensation	-	-	-	-	-	-	3,301	-	-	3,301
Forfeit of share options under share option scheme	-	-	-	-	-	-	(6,004)	-	6,004	-
Transactions with owners	-	-	-	-	-	-	(2,703)	-	6,004	3,301
Comprehensive income										
Profit for the period	-	-	-	-	-	-	-	-	15,301	15,301
Other comprehensive income										
Release of reserve upon disposal of available-for-sale financial assets	-	-	-	-	-	4,613	-	-	-	4,613
Changes in fair value of available-for-sale financial assets	-	-	-	-	-	(84,313)	-	-	-	(84,313)
Exchange realignment	-	-	-	-	-	-	-	17,848	-	17,848
Total comprehensive income for the period	-	-	-	-	-	(79,700)	-	17,848	15,301	(46,551)
At 30 September 2017 (unaudited)	<u>111,785</u>	<u>-</u>	<u>(20,191)</u>	<u>6,044</u>	<u>-</u>	<u>(67,424)</u>	<u>21,941</u>	<u>8,372</u>	<u>129,541</u>	<u>190,068</u>

Notes:

1. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements for the three months and nine months ended 30 September 2017 have been reviewed by the audit committee of the Company.

The unaudited condensed consolidated financial statements have been prepared in accordance with the disclosure requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”), the accounting principles generally accepted in Hong Kong and the relevant Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants.

The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements are consistent with those used in the annual financial statements for the year ended 31 December 2016 except that the Group has adopted the newly issued and revised Hong Kong Financial Reporting Standards, which are effective for the annual period beginning on 1 January 2017, as disclosed in the annual financial statements for the year ended 31 December 2016. The adoption of these new and revised Hong Kong Financial Reporting Standards does not have significant impact on the Group’s results of operations and financial position.

The unaudited condensed consolidated financial statements should be read in conjunction with the annual report for the year ended 31 December 2016.

2. REVENUE

For the three months and nine months ended 30 September 2017, the revenue represents interest income from loans receivable from the money lending operation.

Since the Group’s property development projects are still in development stage, the Group will resume and recognise relevant revenue upon the projects’ completion and sale. There was no such revenue recorded for the three months and nine months ended 30 September 2017 and 30 September 2016.

3. OTHER NET INCOME

During the three months and nine months ended 30 September 2017, the other net income mainly represents compensation in respect of the Huanggu District property development project receivable from Shenyang City Huanggu Region Construction Administration Bureau (瀋陽市皇姑區城市建設局) and Shenyang Land Reserve & Exchange Centre (瀋陽市土地交易中心) (collectively referred as the “Shenyang Bureau”), based on the court rulings dated 4 May 2016 and 2 March 2017, respectively. The courts ruled in our favor that the Shenyang Bureau is required to pay to the Company’s subsidiary the compensation and reliefs, together with net exchange gains and the offsetting of corresponding receivables and expenses incurred, amounting to other net income of HK\$92.7 million in total.

4. SEGMENT INFORMATION

The Group has identified its operating segment based on the regular internal financial information reported to the Group's management for their decisions about resources allocation and review of performance. The Group has identified two reportable segments as follows:

- (a) the financial services segment which is engaged in provision of investment advisory, asset management services and money lending business; and
- (b) the property development segment which is engaged in property development business in the People's Republic of China ("PRC").

These segments are monitored and strategic decisions are made on the basis of adjusted segment operating result.

The following tables present revenue and loss for the Group's operating segments for the nine months ended 30 September 2017:

For the nine months ended 30 September 2017

	Financial Services HK\$'000 (unaudited)	Property Development HK\$'000 (unaudited)	Consolidated HK\$'000 (unaudited)
Segment revenue:			
Revenue from external customers	<u>1,448</u>	<u>-</u>	<u>1,448</u>
Segment results	<u>(4,319)</u>	<u>85,256</u>	80,937
Unallocated corporate expenses			(3,706)
Fair value loss on financial assets at fair value through profit or loss			(9,202)
Fair value loss on redemption option embedded in redeemable convertible preference shares of a related company			(2,432)
Loss on disposal of available-for-sale financial assets			(1,951)
Finance costs			<u>(19,963)</u>
Profit before income tax			43,683
Income tax expense			<u>(28,382)</u>
Profit for the period			<u><u>15,301</u></u>

4. SEGMENT INFORMATION (Continued)

For the nine months ended 30 September 2016

	Financial Services <i>HK\$'000</i> (unaudited)	Property Development <i>HK\$'000</i> (unaudited)	Consolidated <i>HK\$'000</i> (unaudited)
Segment revenue:			
Revenue from external customers	<u>4,537</u>	<u>-</u>	<u>4,537</u>
Segment results	<u>(5,346)</u>	<u>(11,244)</u>	(16,590)
Unallocated corporate expenses			(5,866)
Fair value loss on financial assets at fair value through profit or loss			(1,987)
Fair value gain on redemption option embedded in redeemable convertible preference shares of a related company			17,480
Loss on disposal of available-for-sale financial assets			(13,102)
Finance costs			<u>(19,785)</u>
Loss before income tax			(39,850)
Income tax expense			<u>-</u>
Loss for the period			<u>(39,850)</u>

The Group's geographical information of the revenue from external customers are not presented as the revenue for the nine months ended 30 September 2017 and 30 September 2016 are attributable to a single geographical region, Hong Kong, and the Group did not depend on any single customer under the segments for the nine months ended 30 September 2017 and 30 September 2016.

5. INCOME TAX EXPENSE

No provision for Hong Kong profits tax was made as the Group had no estimated assessable profits arising in or derived from Hong Kong during the three months and nine months ended 30 September 2017 and 30 September 2016.

During the three months and nine months ended 30 September 2017, tax on income arising from subsidiaries in PRC have been provided based on a statutory rate of 25% as determined in accordance with the relevant PRC income tax rules and regulations.

No provision for the PRC enterprise income tax was made as the subsidiaries operated in the PRC had no assessable profits during the three months and nine months ended 30 September 2016.

6. DIVIDEND

The Board resolved not to declare the payment of an interim dividend for the nine months ended 30 September 2017.

For the nine months ended 30 September 2016, as published in the circular of the Company dated 31 August 2016 (the "Circular") and the joint announcement of the Company and South China Holdings Company Limited dated 29 July 2016 (the "Joint Announcement"), the Board resolved to declare a special dividend by distribution of 2,235,406,996 redeemable convertible preference shares ("Distribution CPSs") currently held by Crystal Hub Limited, a wholly-owned subsidiary of the Company, to shareholders. Such distribution has been approved in the extraordinary general meeting dated 19 September 2016 and the settlement of dividends has been made to respective shareholders on 3 October 2016. Upon the approval of the distribution in species, the fair value of the Distribution CPSs was approximately HK\$1,754,618,000. The Group recognised a fair value change of dividend payable of approximately HK\$176,429,000 in equity from the date of approval to the date of distribution. Details of the transaction are disclosed in the Circular and in the Joint Announcement. Unless otherwise defined herein, the capitalized terms used shall have the same meanings as those defined in the Circular and in the Joint Announcement.

Save for such special dividend, no interim dividend was declared during the nine months ended 30 September 2016.

7. EARNINGS/(LOSS) PER SHARE

The calculation of the basic earnings/(loss) per share attributable to the equity holders of the Company is based on the following data:

	Three months ended 30 September 2017		Nine months ended 30 September 2017	
	<i>HK\$'000</i>	2016	<i>HK\$'000</i>	2016
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Unaudited profit/(loss) attributable to the equity holders of the Company used in the basic earnings/(loss) per share calculation	<u>(1,665)</u>	<u>(30,697)</u>	<u>15,301</u>	<u>(39,850)</u>
	Three months ended 30 September 2017		Nine months ended 30 September 2017	
	<i>HK\$'000</i>	2016	<i>HK\$'000</i>	2016
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Weighted average number of ordinary shares in issue during the period	<u>11,178,498,344</u>	11,178,498,344	<u>11,178,498,344</u>	11,178,498,344
Less: Weighted average number of shares held for share award scheme	<u>(169,163,118)</u>	<u>(169,819,118)</u>	<u>(169,163,118)</u>	<u>(169,819,118)</u>
Weighted average number of ordinary shares used in the basic earnings/(loss) per share calculation	<u>11,009,335,226</u>	<u>11,008,679,226</u>	<u>11,009,335,226</u>	<u>11,008,679,226</u>

Diluted earnings/(loss) per share for the nine months ended 30 September 2017 and 30 September 2016 were the same as the basic earnings/(loss) per share.

No share option was granted during the nine months ended 30 September 2017 and 30 September 2016. The Company's share options have no dilution effect for the three months and nine months ended 30 September 2017 and 30 September 2016 because the exercise prices of the Company's share options were higher than the average market prices of the shares for both periods.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group recorded revenue and profit attributable to the equity holders of the Company, both being the financial key performance indicators, for the nine months ended 30 September 2017 of HK\$1.4 million (nine months ended 30 September 2016: HK\$4.5 million) and HK\$15.3 million (nine months ended 30 September 2016: a loss of HK\$39.9 million), respectively.

The profit attributable to the equity holders of the Company for the nine months ended 30 September 2017 primarily resulted from the one-off compensation receivable based on the rulings in our favor that Shenyang City Huanggu Region Construction Administration Bureau (瀋陽市皇姑區城市建設局) and Shenyang Land Reserve & Exchange Centre (瀋陽市土地交易中心) (collectively referred as the “Shenyang Bureau”) are required to pay to the Company’s subsidiary the compensation and reliefs, together with net exchange gains and the offsetting of corresponding receivables and expenses incurred, amounting to other net income of HK\$92.7 million. This was partially offset by the corresponding tax impact of the said other net income, fair value loss on financial assets at fair value through profit or loss, and fair value loss on redemption option embedded in redeemable convertible preference shares (“RCPS”) of a related company.

Excluding one-off and non-operating items (being gain/loss arising from, among other things, other net income and corresponding tax impact, fair value loss on financial assets at fair value through profit or loss, fair value loss on redemption option embedded in RCPS, and loss on disposal of available-for-sale financial assets), adjusted operating loss of the Group for the period under review was HK\$10.1 million as compared to a loss of HK\$22.5 million in the corresponding period of last year.

FINANCIAL REVIEW

In 2015, the Group acquired companies engaged in provision of investment advisory and asset management services and money lending business. The money lending business has generated revenue for the Group in the period under review. The property development segment did not record any revenue for the nine months ended 30 September 2017 and 30 September 2016 as the property development projects on hand were still at the development stage.

During the nine months ended 30 September 2017, the fair value loss on financial assets at fair value through profit or loss and the fair value loss on redemption option embedded in RCPS were HK\$9.2 million and HK\$2.4 million, respectively (nine months ended 30 September 2016: HK\$2.0 million and gain of HK\$17.5 million, respectively). The change in fair value gain/loss mainly resulted from the movements in various parameters including share price of South China Holdings Company Limited.

Loss on disposal of available-for-sale financial assets of HK\$2.0 million was incurred (nine months ended 30 September 2016: HK\$13.1 million) as RCPS was redeemed during the period under review. Administrative and other operating expenses decreased to HK\$16.8 million in the period under review as compared to HK\$27.1 million in the corresponding period of last year.

BUSINESS REVIEW

The principal businesses of the Group include financial services and property development.

(a) Financial services

South China Asset Management Limited (“SCA”), a licensed corporation holding the licences for type 4 (advising on securities) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), was acquired from South China Financial Holdings Limited (“SCF”) in September 2015. SCA is currently working on product and channel development, and has not recorded any revenue in the period under review.

In November 2015, the Group acquired a company engaged in money lending business, South China Financial Credits Limited (“SCFC”), from SCF. SCFC is governed by the Hong Kong Money Lender Ordinance (Chapter 163 of the Laws of Hong Kong) with business scope encompassing unsecured personal loans, tax loans, small business loans, specialised lending and debt consolidation. The loan portfolio of the money lending business amounted to HK\$4.1 million as at 30 September 2017.

In furthering the Group’s strategy to build up an “one-stop financial services center” to offer customers with a diverse range of financial services, the Group has been granted by the Securities and Futures Commission (“SFC”) the corporate licence to carry out regulated activities in dealing in securities (“Type 1 Licence”) in October 2016 and the corporate licence to carry out regulated activities in dealing in futures contracts (“Type 2 Licence”) in July 2017. The Group is currently in the process of completing the application to be participants of Hong Kong Exchanges and Clearing Limited for Type 1 Licence and Type 2 Licence and working on its products development before commencing operation, and has not recorded any revenue in the period under review.

The directors considered that the key risk exposures of our investment advisory and asset management business and money lending business are market risk, credit risk and the need to maintain sufficient liquidity to satisfy regulatory capital requirements and working capital needs. The Group does not take trade positions which expose it to material price risk or foreign exchange risk.

The Group’s risk management objectives are therefore to minimise the key financial risks through clearly defined terms of business with customers, stringent investment and credit control over transactions with them, and regular monitoring of cash flow and management accounts to ensure that the relevant regulated entities comply with the regulatory capital requirements and the financial services operations maintain adequate working capital.

(b) Property development

Shenyang, Liaoning Province

Under the development plan of the Huanggu District (皇姑區) property development project, the Huanggu District (皇姑區) property development project has a site area of approximately 67,000 square metres. A mixed development which comprises commercial/retail, residential and office/hotel will be built. According to the Auction Confirmation Letter (掛牌交易成交確認書), the consideration for the land use rights is RMB1,176.8 million. As of today, RMB235.4 million land premium has been paid.

Since the site demolition work and occupants relocation have not been carried out by the government, the government is not in a position to deliver vacant possession of the site to a subsidiary of the Company. Regarding payment of compensation, the Company and the subsidiary of the Company has commenced legal proceedings against Shenyang City Huanggu Region Construction Administration Bureau (瀋陽市皇姑區城市建設局) and Shenyang Land Reserve & Exchange Centre (瀋陽市土地交易中心) (collectively referred as the “Shenyang Bureau”) in the Liaoning High People’s Court (遼寧省高級人民法院) for damages and other reliefs.

On 4 May 2016, Liaoning High People’s Court (遼寧省高級人民法院) ruled in our favor that the Shenyang Bureau is required to pay to the Company’s subsidiary the interests on the land premium paid by the Company.

On 23 May 2016, the Shenyang Bureau appealed 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).

On 2 March 2017, the Supreme People’s Court of The People’s Republic of China has ruled in our favor, being the same as the ruling on 4 May 2016, that the Shenyang Bureau is required to pay to the Company’s subsidiary the compensation and reliefs. As at 30 September 2017, the Group has received full amount of the said land premium. The Group is currently working with Shenyang Bureau on receipt of the said compensation and reliefs.

Cangzhou, Hebei Province

The Huanghua New City (黃驊新城) property development project, with a site area of 32,336 square metres, is a commercial/retail development to provide shopping mall, entertainment, dining and recreational facilities with a total GFA of approximately 45,000 square metres. The consideration for the land use rights is RMB15.3 million. The Group has obtained the State-owned Land Use Right Certificate (國有土地使用證), the Land Use Permit (建設用地規劃許可證) and the Construction Planning Permit (建設工程規劃許可證) for the project. Main contract work is expected to commence upon the issuance of the Construction Permit (建設工程施工許可證).

In February 2014, the Group won a bid at the tender for the acquisition of the land adjacent to the then existing Huanghua New City property development project with a site area of 32,921 square metres and allowable GFA of approximately 99,000 square metres. The consideration for the land acquisition, which amounted to RMB15.5 million, has been paid fully. This newly acquired land, being the second phase of the Huanghua New City property development project, will provide further commercial/retail/office/hotel facilities. The Group has obtained the State-owned Land Use Right Certificate (國有土地使用證) and the Land Use Permit (建設用地規劃許可證) for the project.

The existing property portfolio of the Group is located in the PRC and is therefore subject to the risks associated with the PRC property market. Our property development operations in the PRC may also be exposed to the risks of policy change, interest rate change, demand-supply imbalance, and the overall economic conditions, which may pose an adverse impact on the Group's business, financial condition or results of operations. To mitigate the abovementioned risks, the Group will monitor such exposures closely with a view to reacting timely to any change.

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND ASSOCIATES

During the nine months ended 30 September 2017, the Group did not make any material acquisition and disposal of subsidiaries and associates.

PROSPECTS

Management reviewed the business of the Group in 2016, and was of the view that it is in the best interest of the Group to continue consolidate its existing property development business and diversify into new business in the financial services sector which is able to produce steady income stream given the existing market conditions and the resources available.

The year of 2017 has been a challenging year given the dynamic changes in both macroeconomic environment and policy changes in the PRC. Despite the challenges, management believes opportunities still exist for our business growth in 2017 and 2018. The Group will pay close attention to the internal and external economic situations and continue to closely monitor and make great efforts on adjusting internal structure and optimising businesses.

(a) Financial services business

To capitalise strong demand for financial services and surging needs of customers in the Greater China region, the Group's strategy is to build up a "one-stop financial services center" to offer customers with a diverse range of financial services. To pursue this goal, the Group acquired SCA, the asset management arm, and SCFC, the money lending business unit, in second half of year 2015.

SCA was in the incubation stage in the period under review and has been structuring private funds with various investment strategies and asset classes to meet our clients' investment needs and risk appetites. SCA aims to launch new funds and has been in discussion with potential investors for engagement as investment manager to provide tailor-made discretionary portfolio and management solutions. Management anticipates that SCA will generate revenue upon successful rollout of the funds and discretionary managed accounts.

SCFC is in the progress to devise a new market positioning strategy during the period under review. The move is to tap into customer segments with better credibility background and new products to cater needs from the market as a step towards building a healthy loan portfolio, which is conducive to the sustained growth of business in the future. Amidst product repositioning strategy, SCFC has tightened its credit approval and strategy of new loan and loan refinancing applications, dwindling the amount of new loan disbursements in the nine months ended 30 September 2017. To grasp more business opportunities in year 2018, SCFC contemplates to launch new loan products suitable to new target customer segments. Concurrently, SCFC plans to enlarge its sales force and strengthen its credit approval process and debt collection functions which provides safeguard to the Group for excessive credit risk.

In addition to the Group's successful application for Type 1 Licence in October 2016, the Group has further progressed towards the mission as an "one-stop financial services center" as the SFC has granted Type 2 Licence to the Group in July 2017. The Group is currently in the process of completing the application to be participants of Hong Kong Exchanges and Clearing Limited for Type 1 Licence and Type 2 Licence for potential commencement of business in 2018.

(b) Property development business

After the completion of the disposal of entire issued share capital of Elite Empire Investments Limited and Bigwin Investments Limited in 2015, the projects on hand has aggregate site area of approximately 75,000 square meters. As mentioned in the section "BUSINESS REVIEW", the Group has received full amount of the said land premium as at the date of this report, and currently working with Shenyang Bureau on receipt of the said compensation and reliefs.

To diversify its business, the Group has shifted its focus to the small to medium size projects to relieve the burden on resources for the capital intensive projects.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2017, the interests and short positions of the directors of the Company (the "Directors") and the chief executive of the Company in the shares, underlying shares and 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 ("SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rules 5.48 to 5.67 of the GEM Listing Rules, were as follows:

(i) Long positions in ordinary shares of the Company (the "Shares")

Directors	Capacity	Number of Shares	Total number of Shares	Approximate percentage of shareholding to total issued Shares
Ng Hung Sang ("Mr. Ng")	Beneficial owner	363,393,739	7,257,178,811	64.92%
	Interest of spouse	967,923,774		
	Interest of controlled corporations	5,925,861,298 <i>(Note (a))</i>		
Ng Yuk Yeung Paul ("Mr. Paul Ng")	Beneficial owner		2,602,667	0.02%

(ii) Long positions in underlying Shares

Directors	Capacity	Number of underlying Shares	Approximate percentage of shareholding to total issued Shares
Cheung Choi Ngor ("Ms. Cheung")	Beneficial owner	55,896,000 <i>(Note (b))</i>	0.50%
Mr. Paul Ng	Beneficial owner	83,840,000 <i>(Note (b))</i>	0.75%

Notes:

- (a) 5,925,861,298 Shares held by Mr. Ng through controlled corporations include 1,088,784,847 Shares held by Bannock Investment Limited ("Bannock"), 1,150,004,797 Shares held by Earntrade Investments Limited ("Earntrade"), 1,817,140,364 Shares held by Fung Shing Group Limited ("Fung Shing"), 1,728,362,917 Shares held by Parkfield Holdings Limited ("Parkfield"), 76,464,373 Shares held by Ronastar Investments Limited ("Ronastar"), 65,104,000 Shares held by Green Orient Investments Limited ("Green Orient"). Fung Shing, Parkfield and Ronastar were all directly wholly-owned by Mr. Ng. Mr. Ng holds Green Orient indirectly via South China Holdings Company Limited ("SCHC"). Bannock was a wholly-owned subsidiary of Earntrade which was directly owned as to 60% by Mr. Ng, 20% by Mr. Richard Howard Gorges ("Mr. Gorges") and 20% by Ms. Cheung. SCHC was owned as to approximately to 63.19% by Mr. Ng. As such, Mr. Ng was deemed to have interest in the 65,104,000 Shares held by Green Orient and the aggregate 2,238,789,644 Shares held by Bannock and Earntrade.
- (b) The respective underlying Shares held by Ms. Cheung and Mr. Paul Ng were the share options granted to them on 1 October 2013 under the share option scheme adopted by the Company on 8 May 2012 (the "Share Option Scheme"). For more details, please refer to the section headed "Share Option Scheme".

Apart from the foregoing, none of the Directors or any of their spouses or children under eighteen years of age had interests or short positions in the Shares, underlying Shares or debentures of the Company, or any of its holding company, subsidiaries or other associated corporations, as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company pursuant to the required standard of dealings by Directors as referred to Rules 5.48 to 5.67 of the GEM Listing Rules, at 30 September 2017.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

The Company has been notified of the following interest in its issued Shares at 30 September 2017 amounting to 5% or more of the Shares in issue:

Long positions in Shares

Shareholders	Capacity	Number of Shares	Approximate percentage of shareholding to total issued Shares
Earntrade	Beneficial owner and interest of a controlled corporation	2,238,789,644 <i>(Note (a))</i>	20.03%
Fung Shing	Beneficial owner	1,817,140,364	16.26%
Parkfield	Beneficial owner	1,728,362,917	15.46%
Bannock	Beneficial owner	1,088,784,847 <i>(Note (a))</i>	9.74%
Ng Lai King Pamela ("Ms. Ng")	Beneficial owner and interest of spouse	7,257,178,811 <i>(Note (b))</i>	64.92%

Notes:

- (a) Bannock is a wholly-owned subsidiary of Earntrade. Earntrade was deemed to have interest in the Shares held by Bannock.
- (b) Ms. Ng, who held 967,923,774 Shares directly, is the spouse of Mr. Ng, the Chairman and an Executive Director of the Company. By virtue of the SFO, Ms. Ng was deemed to have interest in the 363,393,739 Shares and 5,925,861,298 Shares held by Mr. Ng directly and indirectly through controlled corporations, respectively, as disclosed in the section headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" in the above.

Apart from the forgoing, as at 30 September 2017, no person, other than the Directors and chief executive of the Company, whose interests are set out in the section headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" in the above, had registered an interest or short position in the Shares or underlying Shares that was required to be recorded pursuant to section 336 of SFO.

EMPLOYEES' SHARE AWARD SCHEME

On 18 March 2011, the Company adopted the employee's share award scheme (the "Share Award Scheme") whereby the Company may grant share awards to selected employees in recognition of their contributions to the Group, and as incentive to retain them to support the operations and ongoing development of the Group and attract suitable personnel for the Group's further development. Pursuant to the terms and conditions of the Share Award Scheme, the Company shall settle a sum up to HK\$50 million for the purchase of shares in the Company and/or SCHC from the market. Such shares shall form part of the capital of the trust fund set up for the Share Award Scheme. The Board may, from time to time, select employees for participation in the Share Award Scheme and cause to be paid an amount to the trustee from the Company's resources for the purpose of purchase of shares as referred to in the above.

SHARE OPTION SCHEME

The Company adopted a Share Option Scheme in May 2012 for the purpose of providing incentives and rewards to eligible participants, who contribute to the success of the Group's operations, and retaining such participants for their continuing support to the Group. The shares options granted under the Scheme are unlisted. Particulars and movements of the outstanding share options granted under the Share Option Scheme during the nine months ended 30 September 2017 were as follows:

Name and category of participant	Number of share options						Date of grant of share options (DD/MM/YYYY)	Exercisable period of share options (Note i)	Price of shares		
	Balance as at 01/01/2017	Granted during the period	Exercised during the period	Lapsed during the period	Cancelled during the period	Balance as at 30/09/2017			Exercise price per share option HK\$	Immediately preceding the grant date of share options (Note ii) HK\$	Immediately preceding the exercise date of share options (Note iii) HK\$
Directors											
Ms. Cheung	16,768,000	-	-	-	-	16,768,000	01/10/2013	01/10/2016-30/09/2023	0.188	0.188	N/A
	16,768,000	-	-	-	-	16,768,000	01/10/2013	01/10/2017-30/09/2023	0.188	0.188	N/A
	22,360,000	-	-	-	-	22,360,000	01/10/2013	01/10/2018-30/09/2023	0.188	0.188	N/A
Mr. Law Albert Yu Kwan (resigned on 1 July 2017)	16,768,000	-	-	(16,768,000)	-	-	01/10/2013	01/10/2016-30/09/2023	0.188	0.188	N/A
	16,768,000	-	-	(16,768,000)	-	-	01/10/2013	01/10/2017-30/09/2023	0.188	0.188	N/A
	22,360,000	-	-	(22,360,000)	-	-	01/10/2013	01/10/2018-30/09/2023	0.188	0.188	N/A
Mr. Paul Ng	25,152,000	-	-	-	-	25,152,000	01/10/2013	01/10/2016-30/09/2023	0.188	0.188	N/A
	25,152,000	-	-	-	-	25,152,000	01/10/2013	01/10/2017-30/09/2023	0.188	0.188	N/A
	33,536,000	-	-	-	-	33,536,000	01/10/2013	01/10/2018-30/09/2023	0.188	0.188	N/A
Sub-total	195,632,000	-	-	(55,896,000)	-	139,736,000					
Other											
In aggregate	16,768,000	-	-	-	-	16,768,000	01/10/2013	01/10/2016-30/09/2023	0.188	0.188	N/A
	16,768,000	-	-	-	-	16,768,000	01/10/2013	01/10/2017-30/09/2023	0.188	0.188	N/A
	22,360,000	-	-	-	-	22,360,000	01/10/2013	01/10/2018-30/09/2023	0.188	0.188	N/A
Sub-total	55,896,000	-	-	-	-	55,896,000					
Total	251,528,000	-	-	(55,896,000)	-	195,632,000					

Notes:

- (i) All share options granted are subject to a vesting period and becoming exercisable in whole or in part in the following manner:

From the date of grant of share options

Exercisable percentage

Within 36 months	Nil
37th-48th months	30%
49th-60th months	60%
61st-120th months	100%

- (ii) The price of the shares disclosed as immediately preceding the date of grant of the share options is the Stock Exchange's closing price on the trading day immediately prior to the date of the grant of the share options.
- (iii) The weight average closing price of the shares immediately before the date on which the options are exercised.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

The Company, SCHC and SCF, both, being listed on the Stock Exchange, have certain common directors. The principal activities of SCHC and SCF include property investment or development business and provision of investment advisory or asset management services.

Mr. Ng, Ms. Cheung, and Mr. Gorges, all being Executive Directors of the Company, are also the executive directors of SCHC. Mr. Ng and Ms. Cheung are also the executive director of SCF. Ms. Ng Yuk Mui Jessica, an Executive Director of the Company, is also the non-executive director of SCHC and the executive director of SCF. Mr. Paul Ng, a Non-executive Director of the Company, is also an executive director of SCHC.

Mr. Ng is the chairman of the board and controlling shareholder of SCHC, is also chairman of board and substantial shareholder of SCF. Mr. Gorges and Ms. Cheung are the directors and substantial shareholders of a controlled corporation of Mr. Ng, together with his associates, holds 63.19% interest in SCHC and Mr. Ng holds 29.36% interest in SCF.

The Group seeks to undertake property development projects in smaller size and diversify into the financial services businesses while SCHC mainly focuses on the medium to large scale property investment and development projects.

The Group is in the course of diversifying into the financial services businesses while SCF undertakes a wide range of financial services businesses of sizable scale in operations and with solid client portfolio.

The abovementioned common directors declare their interests in competing business and abstain from voting in transactions in which the Company and SCHC or SCF compete or is likely to compete with each other and, therefore, do not control the Board as far as transaction in relation to competing business is concerned. As such, the Board is independent from the board of SCHC or SCF, and the Group is capable of carrying on its businesses independently of, and at arm's length from, the businesses of SCHC or SCF. Given the difference in business focus as referred to in the preceding paragraph, the competition between the businesses of the Company and SCHC or SCF is considered to be relatively remote.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company during the nine months ended 30 September 2017.

AUDIT COMMITTEE

The Company has established an Audit Committee with written terms of reference in compliance with the GEM Listing Rules. The Audit Committee presently comprises two Independent Non-executive Directors, namely Mr. Cheng Hong Kei (Chairman of the Committee) and Ms. Pong Scarlett Oi Lan, BBS, J.P. and a Non-executive Director, namely Mr. Ng Yuk Yeung Paul.

The Group's quarterly report for the nine months ended 30 September 2017 has been reviewed by the Audit Committee.

By Order of the Board
South China Assets Holdings Limited
南華資產控股有限公司
Ng Hung Sang
Chairman and Executive Director

Hong Kong, 8 November 2017

As at the date of this report, the directors of the Company are (1) Mr. Ng Hung Sang, Ms. Cheung Choi Ngor, Mr. Richard Howard Gorges and Ms. Ng Yuk Mui Jessica as executive directors; (2) Mr. Ng Yuk Yeung Paul as non-executive director; and (3) Mr. Cheng Hong Kei, Ms. Pong Scarlett Oi Lan, BBS, J.P. and Mr. Yeung Chi Hang as independent non-executive directors.