



# PFC Device Inc.

## 節能元件有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號 : 8231



# 2018

FIRST QUARTERLY REPORT  
第一季度業績報告

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香港聯合交易所有限公司（「聯交所」）GEM之特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所主板上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於聯交所主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

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本報告遵照聯交所GEM證券上市規則（「GEM上市規則」）的規定提供有關節能元件有限公司（「本公司」）及其附屬公司的資料。本公司董事（「董事」）對本報告所載資料共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等深知及確信，本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺騙成份，亦無遺漏其他事項，致使本報告所載內容有所誤導。

## FIRST QUARTERLY RESULTS

The board of Directors (“the Board”) of the Company is pleased to announce the unaudited condensed consolidated first quarterly results of the Company and its subsidiaries (hereinafter collectively referred to as the “Group”) for the three months ended 31 March 2018, together with the comparative unaudited figures for the corresponding period in 2017, as follows:

### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months ended 31 March 2018

## 第一季度業績

本公司董事會（「董事會」）欣然公佈本公司及其附屬公司（以下統稱為「本集團」）截至二零一八年三月三十一日止三個月之未經審核簡明綜合第一季度業績，連同二零一七年同期未經審核比較數字，如下：

### 未經審核簡明綜合全面收益表

截至二零一八年三月三十一日止三個月

		Three months ended 31 March 截至三月三十一日止三個月	
		2018 二零一八年 US\$'000 千美元 (unaudited) (未經審核)	2017 二零一七年 US\$'000 千美元 (unaudited) (未經審核)
<b>Revenue</b>	收入	3	
Cost of sales	銷售成本		
		<b>5,806</b>	5,278
<b>Gross profit</b>	毛利		
Other income	其他收入		
Distribution and selling expenses	分銷及銷售開支		
Administrative expenses	行政開支		
Other operating expenses	其他經營開支		
Finance costs	財務成本		
Other losses	其他虧損		
		<b>1,216</b>	1,155
		<b>3</b>	1
		<b>(30)</b>	(28)
		<b>(1,177)</b>	(1,269)
		<b>(38)</b>	(61)
		<b>(1)</b>	(5)
		<b>(42)</b>	(218)
<b>Loss before income tax</b>	所得稅前虧損	4	
Income tax expense	所得稅開支	5	
		<b>(69)</b>	(425)
		<b>(94)</b>	(84)
<b>Loss for the period attributable to owners of the Company</b>	本公司擁有人應佔期內虧損		
		<b>(163)</b>	(509)
<b>Other comprehensive income</b>	其他全面收益		
<b>Item that may be reclassified subsequently to profit or loss</b>	其後可能重新分類至損益的項目		
Exchange difference arising from translation of overseas operations	換算海外業務產生的匯兌差額		
		<b>672</b>	515
<b>Total comprehensive income for the period attributable to owners of the Company</b>	本公司擁有人應佔期內全面收益總額		
		<b>509</b>	6
		<b>US cents</b>	US cents
		美仙	美仙
<b>Loss per share</b>	每股虧損	7	
– Basic	– 基本		
– Diluted	– 攤薄		
		<b>(0.010)</b>	(0.032)
		<b>(0.010)</b>	(0.032)

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 March 2018

# 未經審核簡明綜合權益變動表

截至二零一八年三月三十一日止三個月

		Share capital 股本 US\$'000 千美元	Share premium 股份溢價 US\$'000 千美元	Share option reserve 購股權儲備 US\$'000 千美元	Merger reserve 合併儲備 US\$'000 千美元	Capital contribution 出資 US\$'000 千美元	Translation reserve 滙兌儲備 US\$'000 千美元	Accumulated losses 累計虧損 US\$'000 千美元	Total equity 權益總額 US\$'000 千美元
<b>Three months ended 31 March 2017 (unaudited)</b>	截至二零一七年三月三十一日 止三個月(未經審核)								
At 1 January 2017	於二零一七年一月一日	2,062	20,536	-	905	1,247	(1,026)	(1,504)	22,220
Loss for the period	期內虧損	-	-	-	-	-	-	(509)	(509)
Other comprehensive income for the period	期內其他全面收益								
- Exchange difference arising from translation of overseas operations	- 換算海外業務產生的 匯兌差額	-	-	-	-	-	515	-	515
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	515	(509)	6
Share-based payment expense of options granted by the Company	本公司授出的購股權的 股份支付開支	-	-	175	-	-	-	-	175
At 31 March 2017	於二零一七年三月三十一日	2,062	20,536	175	905	1,247	(511)	(2,013)	22,401
<b>Three months ended 31 March 2018 (unaudited)</b>	截至二零一八年三月三十一日 止三個月(未經審核)								
At 1 January 2018	於二零一八年一月一日	2,073	20,784	236	905	1,247	370	(935)	24,680
Loss for the period	期內虧損	-	-	-	-	-	-	(163)	(163)
Other comprehensive income for the period	期內其他全面收益								
- Exchange difference arising from translation of overseas operations	- 換算海外業務產生的 匯兌差額	-	-	-	-	-	672	-	672
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	672	(163)	509
Shares issued upon exercise of options granted by the Company	本公司授出的購股權獲行使 而發行股份	-	6	(2)	-	-	-	-	4
Share-based payment expense of options granted by the Company	本公司授出的購股權的股份 支付開支	-	-	17	-	-	-	-	17
At 31 March 2018	於二零一八年三月三十一日	2,073	20,790	251	905	1,247	1,042	(1,098)	25,210

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 1. GENERAL INFORMATION

PFC Device Inc. (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability. The shares of the Company were listed on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 7 October 2016. The address of its registered office is P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands. Its principal place of business is located at 1/F, Shell Industrial Building, 12 Lee Chung Street, Chai Wan, Hong Kong.

The Group, comprising the Company and its subsidiaries, is principally engaged in manufacturing and sales of power discrete semiconductors.

The Company’s holding company is Lotus Atlantic Limited, a company incorporated in the British Virgin Islands and the directors of the Company consider its ultimate holding company is Shell Electric Holdings Limited (“**Shell Electric**”), a company incorporated in Bermuda.

The condensed consolidated financial information of the Group for the three months ended 31 March 2018 have not been audited but have been reviewed by the Audit Committee, and were approved for issue by the directors on 14 May 2018.

## 2. BASIS OF PREPARATION

Except for the adoption of new and revised Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), which are effective for the Group’s financial year beginning 1 January 2018, the accounting policies applied in preparing these unaudited condensed consolidated financial information for the three months ended 31 March 2018 are consistent with those of the annual financial statements. The unaudited condensed consolidated financial information should be read in conjunction with the annual financial statements of the Group for the year ended 31 December 2017 (the “**2017 Annual Financial Statements**”) which have been prepared in accordance with HKFRSs.

The Group has not early applied the new and revised HKFRSs that have been issued by the HKICPA but are not yet effective.

The unaudited condensed consolidated financial information have been prepared under the historical cost basis.

The unaudited condensed consolidated financial information are presented in United States dollars (“**US\$**”), which is same as the functional currency of the Company.

## 未經審核簡明綜合財務資料附註

### 1. 一般資料

節能元件有限公司(「本公司」)在開曼群島註冊成立之獲豁免有限公司。本公司股份於二零一六年十月七日於香港聯合交易所有限公司(「聯交所」)GEM上市。註冊辦事處地址為P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands。本公司的主要營業地點為香港柴灣利眾街12號蜆壳工業大廈一樓。

本集團包括本公司及其附屬公司，主要從事產銷離散式功率半導體業務。

Lotus Atlantic Limited為本公司之控股公司，其為一間於英屬處女群島註冊成立的公司，本公司董事認為其最終控股公司為蜆壳電器控股有限公司(「蜆壳電器」)，其為一間於百慕達註冊成立的公司。

本集團截至二零一八年三月三十一日止三個月之簡明綜合財務資料均未經審核，惟經審核委員會審閱並經董事於二零一八年五月十四日批准刊發。

### 2. 編製基準

除採納由香港會計師公會(「香港會計師公會」)頒佈於二零一八年一月一日開始的本集團財政年度生效的新訂及經修訂香港財務報告準則(「香港財務報告準則」)外，編製此截至二零一八年三月三十一日止三個月的未經審核簡明綜合財務資料所採用的會計政策與編製該等全年度財務報表所採用者貫徹一致。本未經審核簡明綜合財務資料應與截至二零一七年十二月三十一日止年度的全年財務報表(「二零一七年年末財務報表」)一併閱覽。

本集團並無提早應用香港會計師公會已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

未經審核簡明綜合財務資料已按歷史成本法基礎編製。

此等未經審核簡明綜合財務資料乃以美元(「美元」)呈列，與本公司的功能貨幣一致。

**NOTES TO THE UNAUDITED  
CONDENSED CONSOLIDATED  
FINANCIAL INFORMATION (Continued)**

**未經審核簡明綜合財務資料附註  
(續)**

**3. REVENUE**

The Group is principally engaged in manufacturing and sales of power discrete semiconductors. Revenue represented the net invoiced value of goods sold during the period as follows:

**3. 收入**

本集團主要從事生產及銷售離散式功率半導體業務。收入指於期內已售貨品之發票淨值，詳情如下：

		Three months ended 31 March 截至三月三十一日止三個月	
		2018 二零一八年 US\$' 000 千美元 (unaudited) (未經審核)	2017 二零一七年 US\$' 000 千美元 (unaudited) (未經審核)
Sales of power discrete semiconductors	銷售離散式功率半導體	5,034	5,002
Trading of raw materials	原材料貿易	772	276
		<b>5,806</b>	<b>5,278</b>

**4. LOSS BEFORE INCOME TAX**

**4. 所得稅前虧損**

		Three months ended 31 March 截至三月三十一日止三個月	
		2018 二零一八年 US\$' 000 千美元 (unaudited) (未經審核)	2017 二零一七年 US\$' 000 千美元 (unaudited) (未經審核)
Loss before income tax is arrived at after charging: 所得稅前虧損乃經扣除：			
Write down of inventories to net realisable value	存貨減值至可變現淨值	67	50
Depreciation of property, plant and equipment	物業、廠房及設備折舊	447	381
Employee benefit expenses (including directors' emoluments)	僱員福利開支(包括董事酬金)		
– Salaries, wages and other benefits	– 薪金、工資及其他福利	1,032	997
– Contribution to defined contribution retirement plans	– 向界定供款退休計劃供款	60	54
– Equity-settled share-based payment expense	– 權益結算股份支付開支	17	175
		<b>1,109</b>	<b>1,226</b>

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Continued)

### 5. INCOME TAX EXPENSE

The amount of income tax in the unaudited condensed consolidated statement of comprehensive income represents:

		Three months ended 31 March 截至三月三十一日止三個月	
		2018 二零一八年 US\$' 000 千美元 (unaudited) (未經審核)	2017 二零一七年 US\$' 000 千美元 (unaudited) (未經審核)
Current tax	當期稅項		
– Hong Kong profits tax	– 香港利得稅	–	–
– Other regions of the People's Republic of China (the "PRC")	– 中華人民共和國(「中國」) 其他地區		
– Enterprise Income Tax ("EIT")	– 企業所得稅(「企業所得稅」)	–	82
– Taiwan profits tax	– 台灣利得稅	54	–
		54	82
Deferred tax	遞延稅項	40	2
Income tax expense	所得稅開支	94	84

Hong Kong profits tax is calculated at 16.5% (2017: 16.5%) on the estimated assessable profits derived from Hong Kong for the period. Profits tax arising from the operations in Taiwan is calculated at 20% (2017: 17%) on the estimated assessable profits for the period. EIT arising from other regions of the PRC is calculated at 25% (2017: 25%) on the estimated assessable income for the period.

### 6. DIVIDEND

The Board does not declare the payment of any interim dividend for the three months ended 31 March 2018 (three months ended 31 March 2017: nil).

## 未經審核簡明綜合財務資料附註 (續)

### 5. 所得稅開支

未經審核簡明綜合全面收益表中所得稅開支金額為：

香港利得稅乃根據期內源自香港的估計應課稅溢利按16.5% (二零一七年：16.5%) 計算。台灣業務所產生的所得稅根據期內應課稅溢利按20% (二零一七年：17%) 計算。中國其他地區之企業所得稅根據期內估計應課稅收入按25%計算 (二零一七年：25%)。

### 6. 股息

董事會宣佈就截至二零一八年三月三十一日止三個月不派付任何中期股息 (截至二零一七年三月三十一日止三個月：無)。

**NOTES TO THE UNAUDITED  
CONDENSED CONSOLIDATED  
FINANCIAL INFORMATION (Continued)**

**未經審核簡明綜合財務資料附註  
(續)**

**7. LOSS PER SHARE**

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

**7. 每股虧損**

每股基本虧損乃基於以下資料計算得出：

		<b>Three months ended 31 March</b>	
		截至三月三十一日止三個月	
		<b>2018</b>	2017
		二零一八年	二零一七年
		<b>US\$' 000</b>	US\$' 000
		千美元	千美元
		<b>(unaudited)</b>	(unaudited)
		(未經審核)	(未經審核)
<b>Loss</b>	<b>虧損</b>		
Loss for the period attributable to owners of the Company	本公司擁有人應佔期內虧損	<b>163</b>	509

  

		<b>Three months ended 31 March</b>	
		截至三月三十一日止三個月	
		<b>2018</b>	2017
		二零一八年	二零一七年
		' 000	' 000
		千股	千股
		<b>(unaudited)</b>	(unaudited)
		(未經審核)	(未經審核)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares in issue during the period	期內已發行普通股加權平均數	<b>1,608,443</b>	1,600,000

The weighted average number of ordinary shares used for the purposes of calculating basic loss per share for the three months ended 31 March 2018 of 1,608,443,000 shares represents the weighted number of shares in issue during the period, after giving effect of the Company's shares in issue by the allotment of shares upon exercise of the share option.

Diluted loss per share for the three months ended 31 March 2018 and 31 March 2017 is the same as the basic loss per share as the effect of the conversion of the Company's share options would result in an anti-dilutive effect on the loss per share during the period.

就計算截至二零一八年三月三十一日止三個月每股基本虧損所用之1,608,443,000股普通股加權平均數指於本期內已發行股份之加權平均數，並經計及於節能元件購股權獲行使而配發股份之本公司已發行股份之影響。

截至二零一八年三月三十一日及二零一七年三月三十一日止三個月之每股攤薄虧損與每股基本虧損相同，原因為本公司購股權獲行使之影響為將對期內每股虧損產生反攤薄影響。



# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

The Group continues to face tight supply of Epi and foundry capacity in the first quarter of 2018. As a result, manufacturing costs have risen compared to the first quarter of last year. However, our average selling price has only been adjusted upward subsequent to the first quarter of 2018 and, therefore, the price change is lag behind the rising cost of raw materials. The Group has taken actions to further reduce manufacturing costs including additional automation of the packaging line and reduction of administrative expenses.

The Group continues to (1) expand into tier-1 customers, (2) extend the products offerings, and (3) diversify into other market applications including industrial and electric vehicles through our MOSFET product offerings.

## FINANCIAL REVIEW

### Revenue and Operating Results

Revenue from the Group's operations for the three months ended 31 March 2018 amounted to US\$5.8 million, representing an increase of US\$0.5 million or 9% as compared to US\$5.3 million for the corresponding period in 2017. Such increase in revenue was primarily attributable to the increase in sales of the Group's raw materials.

The gross profit margin for the three months ended 31 March 2018 was 20.9%, representing a decrease of 1 percentage point compared to 21.9% for the three months ended 31 March 2017. Such slight margin decline was mainly attributable to the extra manufacturing cost amounts arising from conversion of Renminbi ("RMB") denominated material costs and production overheads. The weakened US\$ and thus strengthened exchange rate of RMB against US\$ over the periods caused a relatively higher manufacturing costs for financial information reported under US\$ currency.

Loss attributable to the owners of the Company for the three months ended 31 March 2018 was US\$0.2 million (three months ended 31 March 2017: loss of US\$0.5 million). The decrease in net loss was mainly attributable to an increase in gross profit and decrease in administrative expenses primarily in substantial share-based payment expenses incurred in the prior year period.

## 管理層討論及分析

### 業務回顧

本集團在二零一八年第一季度繼續面對EPI及晶圓代工產能供應緊張的局面。因此，製造成本與去年第一季度相比有所上升。然而，我們於二零一八年第一季度後才上調平均售價，因此價格變動未追上原材料成本升幅的情況。本集團已採取措施進一步降低製造成本，包括增加封裝線的自動化及減少行政開支。

本集團繼續(1)拓展一線客戶；(2)擴大產品組合；及(3)透過旗下的MOSFET產品組合而開拓其他市場包括工業及電動車應用領域。

### 財務回顧

#### 收入及營運業績

截至二零一八年三月三十一日止三個月，本集團經營業務收入約為5.8百萬美元，較二零一七年同期的5.3百萬美元增加0.5百萬美元或9%。收入增加主要得力於本集團原材料的銷售增加。

截至二零一八年三月三十一日止三個月的毛利率為20.9%，較截至二零一七年三月三十一日止三個月的21.9%減少1個百分點。毛利率微降，主要源自換算以人民幣（「人民幣」）計價之物料成本及生產間接成本所產生之額外製造成本。美元疲弱，因此人民幣兌美元之匯價於有關期間上升令到以美元匯報之財務資料中的製造成本相對較高。

截至二零一八年三月三十一日止三個月，本公司擁有人應佔虧損為0.2百萬美元（截至二零一七年三月三十一日止三個月：虧損0.5百萬美元）。虧損淨額減少是主要因為毛利增加及行政開支減少（主要是源自去年同期錄得之大額權益結算股份支付開支）。

## DISCLOSURE OF INTERESTS

## 權益披露

### A. Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Companies and its Associated Corporations

### A. 董事及最高行政人員於本公司及其相關公司之股份、相關股份及債權證的權益及淡倉

As at 31 March 2018, the Directors and chief executives of the Company and/or any of their respective associates had the following interests and short positions in the shares (the "Shares"), underlying Shares and debentures of the Company and/or any of its associated corporations (which has the same meaning as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) as recorded in the register required to be kept by the Company under section 352 of SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the GEM Listing Rules:

於二零一八年三月三十一日，本公司董事及最高行政人員及／或彼等各自之聯繫人士於本公司及／或其任何相關公司（與證券及期貨條例（香港法例第571章）（「證券及期貨條例」）第XV部所界定者具有相同涵義）的股份（「股份」）、相關股份及債權證中擁有以下權益及淡倉須記錄於本公司根據證券及期貨條例第352條須予備存的登記冊內或根據證券及期貨條例第XV部或GEM上市規則另行通知本公司及聯交所：

#### I. Long Position in the Shares of the Company

#### I. 於本公司股份的好倉

Name of Director	Capacity/ Nature of interest	Number of Shares held/ interested in the Company	Percentage of shareholding as at 31 March 2018
董事姓名	身份／權益性質	所持有／ 擁有權益的 本公司股份數目	截至二零一八年 三月三十一日止 的持股百分比
Mr. Yung Kwok Kee, Billy ("Mr. Yung") 翁國基先生（「翁先生」）	Interest in a controlled corporation (Note 1) 受控制法團權益（附註1）	1,151,276,660	71.57%
Mr. Hong James Man-fai ("Mr. Hong") 洪文輝先生（「洪先生」）	Beneficial interest (Note 2) 實益擁有人（附註2）	12,531,657	0.78%
Mr. Chow Kai Chiu, David ("Mr. Chow") 周啟超先生（「周先生」）	Beneficial interest 實益擁有人	2,703,838	0.17%

Notes:

附註：

- Mr. Yung is interested in 100% of the issued share capital of Red Dynasty Investments Limited ("Red Dynasty"). Red Dynasty holds 80.5% interest in Shell Electric Holdings Limited ("Shell Electric"). Lotus Atlantic Limited ("Lotus Atlantic") is wholly and beneficially owned by Sybond Venture Limited ("Sybond Venture"), and Sybond Venture is wholly and beneficially owned by Shell Electric. Mr. Yung is therefore deemed to be interested in 1,129,603,327 Shares held by Lotus Atlantic which is an indirect wholly-owned subsidiary of Shell Electric for the purpose of SFO and 21,673,333 Shares that are charged by certain shareholders to Lotus Atlantic pursuant to the share charges.
- Mr. Hong is the beneficial owner of 12,531,657 Shares, in which 9,573,659 Shares are charged in favour of Lotus Atlantic pursuant to the share charge to be effective on the 7 October 2016 and executed by Mr. Hong.

- 翁先生擁有Red Dynasty Investments Limited（「Red Dynasty」）已發行股本的100%權益。Red Dynasty持有蜆壳電器控股有限公司（「蜆壳電器」）80.5%權益。Lotus Atlantic Limited（「Lotus Atlantic」）由盈邦創業有限公司（「盈邦創業」）全資實益擁有，而盈邦創業則由蜆壳電器全資實益擁有。翁先生因此被視為擁有Lotus Atlantic（就《證券及期貨條例》而言，該公司為蜆壳電器的間接全資附屬公司）所持有的1,129,603,327股股份及若干股東根據股份押記押予Lotus Atlantic的21,673,333股股份的權益。
- 洪先生為12,531,657股股份的實益擁有人，當中9,573,659股股份根據二零一六年十月七日生效並由洪先生簽立的股份押記以Lotus Atlantic為受益人作出押記。

## DISCLOSURE OF INTERESTS (Continued)

### A. Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Companies and its Associated Corporations (Continued)

#### II. Long Position in the underlying Shares

Name of Director	Capacity	Number of underlying Shares held	Percentage of shareholding as at 31 March 2018
董事姓名	身份	所持有相關股份數目	截至二零一八年三月三十一日止的持股比例
Mr. Hong 洪先生	Beneficial interest 實益擁有人	5,408,343 (Note 1) (附註1)	0.34%
Mr. Tang Che Yin ("Mr. Tang") 鄧自然先生 (「鄧先生」)	Beneficial interest 實益擁有人	2,800,000 (Note 2) (附註2)	0.17%

Notes:

- These underlying Shares represent 5,408,343 Shares to be issued upon exercise of the unlisted physically settled share options granted to Mr. Hong on 22 March 2017 pursuant to the share option scheme of the Company adopted on 19 September 2016 under which the said options can be exercised by Mr. Hong from 1 April 2017 to 31 March 2027 (both days inclusive) at the exercise price of HK\$0.165 per Share.
- These underlying Shares represent 2,800,000 Shares to be issued upon exercise of the unlisted physically settled share options granted to Mr. Tang on 22 March 2017 pursuant to the share option scheme of the Company adopted on 19 September 2016 under which the said options can be exercised by Mr. Tang from 1 April 2017 to 31 March 2027 (both days inclusive) at the exercise price of HK\$0.165 per Share.

Save as disclosed above, as at 31 March 2018, none of Directors nor chief executive of the Company and/or any of their respective associates has registered an interest or short positions in the Shares, underlying shares or debentures of the Company and/or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the GEM Listing Rules.

## 權益披露 (續)

### A. 董事及最高行政人員於本公司及其相關公司之股份、相關股份及債權證的權益及淡倉 (續)

#### II. 於相關股份的好倉

Name of Director	Capacity	Number of underlying Shares held	Percentage of shareholding as at 31 March 2018
董事姓名	身份	所持有相關股份數目	截至二零一八年三月三十一日止的持股比例
Mr. Hong 洪先生	Beneficial interest 實益擁有人	5,408,343 (Note 1) (附註1)	0.34%
Mr. Tang Che Yin ("Mr. Tang") 鄧自然先生 (「鄧先生」)	Beneficial interest 實益擁有人	2,800,000 (Note 2) (附註2)	0.17%

附註：

- 該等相關股份指根據本公司於二零一六年九月十九日採納之購股權計劃而於二零一七年三月二十二日授予洪先生以非上市實物結算的購股權行使後將予發行之5,408,343股股份，根據購股權計劃，洪先生可於二零一七年四月一日至二零一七年三月三十一日(包括首尾兩日)期間行使上述購股權，行使價為每股0.165港元。
- 該等相關股份指根據本公司於二零一六年九月十九日採納之購股權計劃而於二零一七年三月二十二日授予鄧先生以非上市實物結算的購股權行使後將予發行之2,800,000股股份，根據購股權計劃，鄧先生可於二零一七年四月一日至二零一七年三月三十一日(包括首尾兩日)期間行使上述購股權，行使價為每股0.165港元。

除上文所披露者外，於二零一八年三月三十一日，董事或本公司最高行政人員及／或彼等各自之聯繫人士概無於本公司及／或其任何相關公司(根據證券及期貨條例第XV部的涵義)的股份、相關股份或債權證中擁有權益或淡倉為已記錄於本公司根據證券及期貨條例第352條須備存的登記冊，或根據證券及期貨條例第XV部或GEM上市規則通知本公司及聯交所。

## DISCLOSURE OF INTERESTS (Continued)

## 權益披露(續)

### B. Substantial Shareholders' Interests and Short Positions in Shares, Underlying Shares and Debentures

### B. 主要股東於股份、相關股份及債權證的權益及淡倉

As at 31 March 2018, the interest and short positions of the person (other than the interest of the Directors or chief executive of the Company as disclosed above) or company which was required to be recorded in the register required to be kept under Section 336 of the SFO were as follows:

於二零一八年三月三十一日，按本公司根據證券及期貨條例第336條須存置的登記冊所記錄的人士(董事或本公司最高行政人員除外)或公司的權益及淡倉如下：

Name of Shareholder	Capacity/nature of interest	Number of Shares held/ interested in	Long/short position	Percentage of shareholding as at 31 March 2018
股東名稱	身份／權益性質	所持有／擁有權益的股份數目	好／淡倉	截至二零一八年三月三十一日止的持股百分比
Lotus Atlantic	Beneficial owner 實益擁有人	1,151,276,660 (Note 1) (附註1)	Long 好倉	71.57%
Sybond Venture 盈邦創業	Interest in a controlled corporation 受控制法團權益	1,151,276,660 (Note 1) (附註1)	Long 好倉	71.57%
Shell Electric 蜆壳電器	Interest in a controlled corporation 受控制法團權益	1,151,276,660 (Note 1) (附註1)	Long 好倉	71.57%
Red Dynasty	Interest in a controlled corporation 受控制法團權益	1,151,276,660 (Note 1) (附註1)	Long 好倉	71.57%
Ms. Vivian Hsu 徐芝潔女士	Family interest 家族權益	1,151,276,660 (Note 2) (附註2)	Long 好倉	71.57%

Notes:

附註：

- Red Dynasty holds 80.5% interest in Shell Electric. Lotus Atlantic is wholly and beneficially owned by Sybond Venture, and Sybond Venture is wholly and beneficially owned by Shell Electric. Each of these companies is therefore deemed to be interested in 1,129,603,327 Shares owned and held by Lotus Atlantic which is an indirect wholly-owned subsidiary of Shell Electric for the purpose of the SFO and 21,673,333 Shares are charged by certain shareholders to Lotus Atlantic pursuant to the share charges.
- These Shares represent the interest held by Lotus Atlantic which is a controlled corporation of Mr. Yung. Ms. Vivian Hsu ("Mrs. Yung") is the spouse of Mr. Yung. Under SFO, Mr. Yung is deemed to be interested in all of the Shares owned by Lotus Atlantic and Mrs. Yung is deemed to be interested in all the Shares in which Mr. Yung is interested.

- Red Dynasty持有蜆壳電器的80.5%權益。Lotus Atlantic由盈邦創業全資實益擁有，而盈邦創業則由蜆壳電器全資實益擁有。上述各公司因此被視為擁有Lotus Atlantic(就證券及期貨條例而言，該公司為蜆壳電器的間接全資附屬公司)所持有的1,129,603,327股股份及若干股東根據股份押記押予Lotus Atlantic的21,673,333股股份的權益。
- 該等股份指Lotus Atlantic所持有之權益，該公司為翁先生的受控制法團。徐芝潔女士(「翁太太」)為翁先生配偶。根據證券及期貨條例，翁先生被視為擁有Lotus Atlantic所擁有的所有股份權益，而翁太太被視為擁有翁先生所擁有的所有股份權益。

## DISCLOSURE OF INTERESTS (Continued)

### B. Substantial Shareholders' Interests and Short Positions in Shares, Underlying Shares and Debentures (continued)

Save as disclosed above, as at 31 March 2018 and so far as known to the Directors, no person, other than the Directors and chief executive of the Company whose interests are set out in the section "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Companies and its Associated Corporations" above, had notified the Company of an interest or short position in the shares or underlying shares of the Company that was required to be recorded in the register required to be kept by the Company pursuant Section 336 of the SFO.

## SHARE OPTION SCHEME

Pursuant to the resolution passed by the shareholders of the Company on 19 September 2016, the adoption of the share option scheme of the Company (the "PFC Device Option Scheme") was approved to enable the Company to grant options to eligible persons as incentives or rewards for their contributions or potential contributions to the Group. Eligible participants of PFC Device Option Scheme include the directors, employees, executives or officers of the Group and any suppliers, consultants, agents, advisers and related entities to the Group.

On 22 March 2017, options to subscribe for an aggregate of 41,794,191 shares of the Company, were granted under PFC Device Option Scheme to certain directors, senior management, employees and consultants, which shall vest based on the vesting schedules specified in the offer documents of the respective grantees. Share options granted to non-employee participants are for their contribution to the Group in respect of providing services similar to those rendered to its employees.

## 權益披露(續)

### B. 主要股東於股份、相關股份及債權證的權益及淡倉(續)

除上文所披露外，於二零一八年三月三十一日及據董事所知，除於「董事及最高行政人員於本公司及其相關公司之股份、相關股份及債權證的權益及淡倉」一節所述董事及本公司最高行政人員之權益外，概無人士已知會本公司其於本公司股份或相關股份中擁有須登記於本公司根據證券及期貨條例第336條須存置的登記冊的權益或淡倉。

## 購股權計劃

根據本公司股東於二零一六年九月十九日通過之決議案，本公司已批准採納購股權計劃（「PFC購股權計劃」），使本公司可向合資格人士授出購股權作為其對本集團的貢獻或潛在貢獻之激勵或獎勵。PFC購股權計劃之合資格參與者包括本集團之董事、僱員、行政人員或高級職員，以及本集團之任何供應商、顧問、代理、諮詢人及相關實體。

於二零一七年三月二十二日，根據PFC購股權計劃向若干董事、高級管理人員、僱員及顧問授出合共41,794,191股本公司股份之購股權，該等購股權將根據各承授人之要約文件所訂明之歸屬時間表歸屬。向並非僱員之參與者授出購股權，是基於彼等向本集團作出類似於僱員提供服務的貢獻。

## SHARE OPTION SCHEME (Continued)

## 購股權計劃(續)

The movements of the share options granted under PFC Device Option Scheme during the period are as follows:

根據PFC購股權計劃授出的購股權於期內之變動如下：

Grantee	Date of grant	Exercise price	Numbers of options			As at 31 March 2018
			As at 1 January 2018	Exercised	Forfeited	
承授人	授出日期	行使價 HK\$ 港元	於二零一八年 一月一日	已行使	已沒收	於二零一八年 三月三十一日
<b>Directors</b>	<b>董事</b>					
<b>Mr. Hong</b>	22 March 2017	0.165	5,408,343	-	-	5,408,343
洪先生	二零一七年三月二十二日					
<b>Mr. Tang</b>	22 March 2017	0.165	2,800,000	-	-	2,800,000
鄧先生	二零一七年三月二十二日					
<b>Other employees</b>	22 March 2017	0.165	20,105,848	(206,250)	(110,000)	19,789,598
其他僱員	二零一七年三月二十二日					
<b>Consultants</b>	22 March 2017	0.165	2,100,000	-	-	2,100,000
顧問	二零一七年三月二十二日					
			30,414,191	(206,250)	(110,000)	30,097,941

Notes:

附註：

- The closing price of the Company's shares immediately before the date of grant of share options was HK\$0.172.
- The share options are exercisable, valid and effective for a period of 10 years from 1 April 2017.
- The weighted average closing price of the Company's shares immediately before the date on which these share options were exercised was HK\$0.215.

- 緊接購股權授出當日前的本公司股份收市價為0.172港元。
- 該等購股權自二零一七年四月一日起10年期間可行使、生效及有效。
- 緊接該等購股權獲行使之日前本公司股份之加權平均收市價為0.215港元。

As at 31 March 2018, there were 30,097,941 outstanding share issuable under options granted under PFC Device Option Scheme. The weighted average remaining contractual life was 9 years. Out of the total number of shares issuable under options outstanding as at 31 March 2018, options for 17,672,279 shares vested and were exercisable by the grantees by giving notice in writing to the Company. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of additional 30,097,941 shares of the Company.

於二零一八年三月三十一日，節能元件購股權計劃項下授出之尚未行使購股權可發行之股份數目為30,097,941股。其加權平均剩餘約定年期為9年。於二零一八年三月三十一日尚未行使之購股權可發行之股份總數中，17,672,279股股份之購股權獲歸屬並可由獲授人向本公司發出書面通知而予以行使。根據本公司現行股本架構，如所有尚未行使之購股權悉數行使，將導致本公司額外發行30,097,941股股份。

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the three months ended 31 March 2018 were there rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them, or was the Company, its holding company, or any of its subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

## COMPETING INTERESTS

During the three months period ended 31 March 2018, so far as the Directors are aware, none of the Directors, the controlling shareholders and substantial shareholders, neither themselves nor their respective associates (as defined in the Listing Rules) had held any position or had interest in any businesses or companies that were or might be materially competing with the business of the Group, or gave rise to any concern regarding conflict of interests.

## INTEREST OF COMPLIANCE ADVISOR

As at 31 March 2018, as notified by the Company's compliance advisor, Messis Capital Limited (the "Compliance Advisor"), except for the compliance advisor agreement entered into between the Company and the Compliance Advisor dated on 29 September 2016, neither the Compliance Advisor nor any of its directors, employees or close associates had any interests in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities) or otherwise in relation to the Company which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

## PURCHASE, SALES OF REDEMPTION OF THE COMPANY'S LISTED SECURITIES OF THE COMPANY

During the three months ended 31 March 2018, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

## 董事購買股份或債券之權利

於截至二零一八年三月三十一日止三個月概無授予任何董事或其配偶或年齡在18歲以下子女以購入本公司股份或債券而獲益之權利，或由其行使該等權利，或由本公司、其控股公司或其任何附屬公司及同系附屬公司安排致令董事可於任何其他法人團體獲得該等權利。

## 競爭權益

截至二零一八年三月三十一日止三個月，據董事所知，概無董事、控股股東及主要股東自身或彼等各自的聯繫人(定義見上市規則)在與本集團業務構成或可能構成重大競爭的任何業務或公司中擔任任何職位或擁有權益，或引起任何與利益衝突有關的顧慮。

## 合規顧問的權益

在二零一八年三月三十一日，如本公司的合規顧問大有融資有限公司(「合規顧問」)所告知，除本公司與合規顧問於二零一六年九月二十九日訂立的合規顧問協議外，合規顧問或其任何董事、僱員或緊密聯繫人無於本公司或本集團任何成員的股本中擁有任何權益(包括可認購該等證券的期權或權利)，或擁有與本公司有關且根據GEM上市規則第6A.32條須知會本公司的其他權益。

## 購買、出售或贖回本公司上市證券

於截至二零一八年三月三十一日止三個月，本公司及其任何附屬公司概無購買、出售或贖回任何本公司的上市證券。

## COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company is committed to achieving high standards of corporate governance. The Directors believe that sound and reasonable corporate governance practices are essential for the continuing growth of the Group and for safeguarding and maximising shareholders' interests. During the three months ended 31 March 2018, the Company had complied with the applicable code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 15 of the GEM Listing Rules.

## CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by the Directors in respect of the shares of the Company (the "Code of Conduct"). The Company has made specific enquiries to all Directors, and all Directors have confirmed that they have fully complied with the required standard of dealings set out in the code of Conduct throughout the three months period ended 31 March 2018.

## AUDIT COMMITTEE

The audit committee of the Company ("Audit Committee") consists of two independent non-executive Directors and one non-executive Director of the Company, namely Mr. Leung Man Chiu, Lawrence (chairman of the Audit Committee), Mr. Fan Yan Hok, Philip and Mr. Yung Kwok Kee, Billy, with written terms of reference in compliance with the GEM Listing Rules. The Audit Committee has reviewed the Group's financial information for the three months ended 31 March 2018 and this report.

By order of the Board  
**PFC DEVICE INC.**  
**CHOW Kai Chiu, David**  
*Executive Director*

Hong Kong, 14 May 2018

*As at the date of this report, the Board comprises two executive directors, namely, Mr. HONG James Man-fai and Mr. CHOW Kai Chiu, David; two non-executive directors, namely, Mr. YUNG Kwok Kee, Billy and Mr. TANG Che Yin; and three independent non-executive directors, namely, Mr. LAM, Peter, Mr. LEUNG Man Chiu, Lawrence and Mr. FAN Yan Hok, Philip.*

## 遵守企業管治守則

本公司謹守高水準的企業管治規範。董事認為良好及合理的企業管治常規乃本集團發展的重要元素，並可保障及盡量提高股東之權益。於截至二零一八年三月三十一日止三個月，本公司一直遵守GEM上市規則附錄十五所載企業管治守則（「企業管治守則」）的適用守則條文。

## 董事進行證券交易的行為守則

本公司已採納GEM上市規則第5.48至5.67條所載的規定準則，作為有關董事就本公司股份進行證券交易的行為守則（「行為守則」）。本公司已向全體董事作出具體查詢，而全體董事均已確認彼等於截至二零一八年三月三十一日止三個月期間內，一直遵守行為守則載列的交易規定準則。

## 審核委員會

本公司審核委員會（「審核委員會」）由本公司兩名獨立非執行董事及一名非執行董事組成，包括梁文釗先生（審核委員會主席）、范仁鶴先生及翁國基先生，該審核委員會的成文職責範圍乃遵照GEM上市規則訂定。審核委員會已審閱本集團截至二零一八年三月三十一日止三個月的財務資料及本報告。

承董事會命  
節能元件有限公司  
執行董事  
周啟超

香港，二零一八年五月十四日

於本報告日期，董事會包括兩名執行董事，即洪文輝先生及周啟超先生；兩名非執行董事，即翁國基先生及鄧自然先生；和三名獨立非執行董事，即林晉光先生、梁文釗先生及范仁鶴先生。



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**PFC Device Inc.**  
節能元件有限公司

