

# TONG KEE (HOLDING) LIMITED

## 棠記(控股)有限公司

(incorporated in the Cayman Islands with limited liability)

Stock Code: 8305

# 2019

## First Quarterly Report



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

GEM has been positioned as a market designed to accommodate small and mid-sized 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 that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

*This report will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its publication and the Company’s website at [www.tongkee.com.hk](http://www.tongkee.com.hk).*

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# FIRST QUARTERLY RESULTS (UNAUDITED)

The board of Directors (the "Board") of the Company is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the "Group") for the three months ended 31 March 2019, together with the unaudited comparative figures for the corresponding period in 2018, as follows:

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

FOR THE THREE MONTHS ENDED 31 March 2019

	Notes	Three months ended 31 March	
		2019 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited)
Revenue	4	43,700	60,642
Cost of sales		(37,210)	(52,803)
Gross profit		6,490	7,839
Other income		272	1
Administrative expenses		(6,427)	(3,709)
Gain arising from change in fair value of financial assets at fair value through profit or loss		14	–
Listing expenses		–	(1,213)
Finance costs		(139)	(305)
Profit before taxation		210	2,613
Income tax expense	5	(52)	(638)
Profit and total comprehensive income from the period		158	1,975
Earnings per share			
— Basic (HK cents)	7	0.02	0.31

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

FOR THE THREE MONTHS ENDED 31 MARCH 2019

	Share capital HK\$'000	Share premium HK\$'000	Capital reserve HK\$'000	Available- for-sale financial asset reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 31 December 2018 (audited)	8,000	33,324	1,941	–	38,783	82,048
Change in accounting policies	–	–	–	–	(11)	(11)
At 1 January 2019	8,000	33,324	1,941	–	38,772	82,037
Profit and total comprehensive income for the period	–	–	–	–	158	158
At 31 March 2019 (unaudited)	8,000	33,324	1,941	–	38,930	82,195
At 31 December 2017 (audited)	–*	–	3,610	(63)	27,215	30,762
Change in accounting policies	–	–	–	63	(1,344)	(1,281)
At 1 January 2018	–*	–	3,610	–	25,871	29,481
Profit and total comprehensive income	–	–	–	–	1,975	1,975
At 31 March 2018 (unaudited)	–*	–	3,610	–	27,846	31,456

Note: Capital reserve represents the difference between the Company's Share capital and the combined share capital of the subsidiaries of the Company pursuant to a reorganisation for the listing.

\* Represent amount of less than HK\$1,000.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED 31 MARCH 2019

## 1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 10 April 2017 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The immediate and ultimate holding company is Advanced Pacific Enterprises Limited, a company incorporated in the British Virgin Islands, which is controlled by Mr. Heung Chung Sum ("Controlling Shareholder" or "Mr. Heung"). The address of the registered office and principal place of business of the Company are at P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman, KY1-1108, Cayman Islands and Nos. 7 & 8, 8/F, Shatin Galleria, 18-24 Shan Mei Street, Fotan, New Territories, Hong Kong, respectively. The Company's shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 4 July 2018 (the "Listing").

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the "Group") are multi-disciplinary contractors which are principally engaged in performing repair, maintenance, alteration and addition ("RMAA") works, new construction works and cathodic protection works in Hong Kong.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollar ("HK\$") which is the same as the functional currency of the Company and its subsidiaries, and all values are rounded to the nearest thousands ("HK\$'000"), except where otherwise indicated.

## 2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements of the Group for the three months ended 31 March 2019 have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with Hong Kong Financial Reporting Standards ("HKFRSs") issued by Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosure requirements of the GEM Listing Rules.

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 audited annual report of the Group for the year ended 31 December 2018 except for those new and revised HKFRSs and interpretations issued by the HKICPA that are adopted for the first time for the current periods in the financial statements.

In current period, HKICPA has issued a number of new and revised HKFRSs and interpretations that are first effective or available for early adoption for the current accounting period of the company. Except for those disclosed in note 3, there have been no significant changes to the accounting policies applied in these financial statements for the period presented as a result of these developments.

The unaudited condensed consolidated financial statements have been prepared under the historical cost convention.

The preparation of the unaudited condensed consolidated financial statements in conformity with the HKFRSs requires the use of certain critical accounting estimates. It also requires the management to exercise their judgements in the process of applying the Group's accounting policies.

The unaudited condensed consolidated financial statements have not been audited by the Company's auditor, but have been reviewed by the Company's audit committee.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED 31 MARCH 2019

## 3. ADOPTION OF NEW AND AMENDED HKFRSs AND CHANGES IN ACCOUNTING POLICIES

### HKFRS 16 “Leases”

HKFRS 16 “Leases” replaced HKAS 17 and three related Interpretations.

In previous years, the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into some leases as the lessee.

Upon the adoption of HKFRS 16, lessees no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease, the lessee recognises a “lease liability” and a corresponding “right-of-use” asset. After initial recognition of this asset and liability, the lessee recognises interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses continue to be recognised on a systematic basis over the lease term.

HKFRS 16 primarily affect the Group’s accounting as a lessee of premises which are classified as operating leases in previous year. The application of the new accounting model leads to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the consolidated statement of profit or loss over the period of the lease.

HKFRS 16 has been applied retrospectively without restatement, with the cumulative effect of initial application recognized as an adjustment to the opening balance of retained profits as at 1 January 2019. Comparative information has not been restated. In addition, the Group elected the practical expedient for not applying the new accounting model to short-term leases and leases of low-value assets and not to perform a full review of existing leases and apply HKFRS 16 only to new contracts. Furthermore, the Group has used the practical expedient to account for leases for which the lease term ends within 12 months from the date of initial application as short-term lease.

Upon the initial application of HKFRS 16, the Group measured the rights-of-use assets as if HKFRS 16 had always been applied by using the incremental borrowing rate at initial application date and the opening balances of lease liabilities and the corresponding right-of-use assets has been adjusted as at 1 January 2019.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED 31 MARCH 2019

The following table summarises the impact, net of tax, of transition to HKFRS 16 on the opening balance of retained profits:

	Impact of adopting HKFRS16 on opening balance HK\$'000
<b>Retained profits</b>	
Recognition of interest of lease liabilities and depreciation of right-of-use asset	11
Impact at 1 January 2019	11

Other than the recognition of lease liabilities and right-of-use assets, the Group expects that the transition adjustments to be made upon the initial adoption of HKFRS 16 will not be material. However, the expected changes in accounting policies as described above could have a material impact on the Group's financial statements from 2019 onwards.

## 4. REVENUE

Revenue represents the fair value of amounts received and receivable by the Group in respect of the provision of building renovation and construction services to external customers. The Group's operations are solely derived from the building renovation and construction services in Hong Kong during the period. For the purposes of resources allocation and performance assessment, the chief operating decision maker (the "CODM"), being the executive directors of the Company, reviews the overall results and financial position of the Group as a whole prepared based on the same set of accounting policies. Accordingly, the Group has only one single operating segment and no further analysis of this single segment is presented.

The Group's revenue recognised during the period is as follows:

	Three months ended 31 March	
	2019 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited)
Types service		
RMAA works projects	36,821	49,120
New construction works projects	3,478	2,678
Cathodic protection works projects	3,401	8,844
	<b>43,700</b>	<b>60,642</b>



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED 31 MARCH 2019

## 5. INCOME TAX EXPENSE

	Three months ended 31 March	
	2019 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited)
Hong Kong Profits Tax – Current year	52	638

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

## 6. DIVIDEND

The Board does not recommend the payment of dividend for the three months ended 31 March 2019.

## 7. EARNINGS PER SHARE

The calculations of basic earnings per share attributable to the owners of the Company for the three months ended 31 March 2019 are based on the followings:

	Three months ended 31 March	
	2019 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited)
<b>Earnings:</b>		
Earnings for the purpose of basic earnings per share (profit for the period)	158	1,975
	'000	'000
<b>Number of shares:</b>		
Weighted average number of ordinary shares for the purpose of basic earnings per share	800,000	640,000

The number of ordinary shares for the purpose of calculating basic earnings per share has been determined on the assumption that the Reorganisation and capitalisation issue had been effective on 1 January 2018.

No diluted earnings per share for both periods were presented as there were no dilutive potential ordinary shares outstanding.

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW AND OUTLOOK

The Company and its subsidiaries (collectively referred to as the “Group”) is an established multi-disciplinary contractor for the provision of repair and maintenance works, alteration and addition works (“RMAA”), new construction works, and cathodic protection works in Hong Kong. The Group is responsible for the overall management, implementation and supervision of projects. The Group focuses on the management of projects, development of work programmes, procurement of works materials, operation of site works, co-ordination with the customers or their consultants and quality control of the works carried by the employees and the subcontractors.

For RMAA works, the Group provides repair, alteration and addition, maintenance, modification, rehabilitation, steel, civil and demolition works in various venues such as residential building, commercial building, carpark, road, footbridge and theme park in Hong Kong. For new construction works, the Group provides a variety of constructions and related alteration and additions works and facilities such as noise mitigation work, architectural metalwork, bus shelter, dangerous goods store building, innovative and creative structure such as air balloon. For cathodic protection works, the Group provides installation of cathodic protection systems including sacrificial anodes protection and impressed current systems.

For the three months ended 31 March 2019 (“Relevant Period”), there were 61 projects (2018: 82 projects) with revenue contribution undertaken by the Group. Though the revenue of the Group recorded a decrease in current period, the demands for the Group’s RMAA and fitting-out works services remained at a high level. During the three months ended 31 March 2019, the Group was awarded 25 new projects, with total original contract sum of approximately HK\$112.2 million.

Looking forward, the Directors consider that the future opportunities and challenges facing by the Group will continue to be affected by the development of the property market and expansion on the infrastructure in Hong Kong as well as factors affecting the labour costs and material costs. The Directors are of the view that the number of properties to be built and maintained in Hong Kong remains to be the key driver for the growth of the Hong Kong RMAA and new construction works industry. With the Group’s experienced management team and reputation in the market, the Directors consider that the Group is well-positioned to compete against its competitors under such future challenges that are commonly faced by all competitors, and the Group will continue to strengthen the market position in the industry and expand the market share by securing more RMAA and cathodic protection works contracts by utilising the net proceeds from the Listing of the Shares on GEM of the Stock Exchange on 4 July 2018 (the “Listing Date”).

# MANAGEMENT DISCUSSION AND ANALYSIS

## FINANCIAL REVIEW

### Revenue

The revenue decreased from approximately HK\$60.6 million for the three months ended 31 March 2018 to approximately HK\$43.7 million for the three months ended 31 March 2019, representing a decrease of approximately 27.9%. Such decrease was mainly due to the decrease in RMAA and cathodic protection works projects undertaken by the Group as a result of the overall development in the construction industry in Hong Kong.

### Direct Cost

The cost of sales decreased from approximately HK\$52.8 million for the three months ended 31 March 2018 to approximately HK\$37.2 million for the three months ended 31 March 2019, representing an decrease of approximately 29.5%. Such decrease was mainly attributable to the decrease in the subcontracting charges and staff costs incurred with the decrease in the number of RMAA and cathodic protection work projects undertaken by the Group during the period.

### Gross Profit

Gross profit of the Group decreased by approximately HK\$1.3 million from approximately HK\$7.8 million for the three months ended 31 March 2018 to approximately HK\$6.5 million for the three months ended 31 March 2019. The decrease was mainly driven by the decrease in revenue for the three months ended 31 March 2019 as discussed above. The overall gross profit margin increased from approximately 12.9% for the three months ended 31 March 2018 to approximately 14.9% for the three months ended 31 March 2019 as the projects undertaken by the Group during the three months ended 31 March 2019 are generally in higher gross profit margin, resulting in the extent of increase in revenue is higher than that of the increase in subcontracting charges, staff cost and construction material costs for the three months ended 31 March 2019.

### Administrative Expenses

Administrative expenses of the Group increased by approximately HK\$2.7 million or 73.0% from approximately HK\$3.7 million for the three months ended 31 March 2018 to approximately HK\$6.4 million for the three months ended 31 March 2019.

Administrative expenses primarily consist of staff costs, depreciation, transportation and motor vehicle expense, and other costs incurred for daily operation. The increase was mainly attributable to the increase in staff costs paid to staff due to business expansion and a bonus approximately HK\$1.7 million was paid to the staff during the three months.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Listing Expenses

During the three months ended 2018, the Group recognised non-recurring Listing expenses of approximately HK\$1.2 million, as expenses in connection with its Listing exercise, no such expense was incurred during three months ended 31 March 2019.

## Finance Costs

Finance costs for the Group decreased by approximately HK\$0.2 million or 66.7% from approximately HK\$0.3 million for the three months ended 31 March 2018 to approximately HK\$0.1 million for the three months ended 31 March 2019. It was mainly due to the decrease in usage of loan settlement for trade payables during the three months ended 31 March 2019.

## Income Tax Expense

Income tax expense for the Group decreased by approximately HK\$586,000 or 91.8% from approximately HK\$638,000 for the three months ended 31 March 2018 to approximately HK\$52,000 for the three months ended 31 March 2019. The decrease was mainly attributable to the decrease in profit before taxation (excluding the Listing expenses and change in fair value of financial assets at fair value through profit or loss) from approximately HK\$2.6 million for the three months ended 31 March 2018 to approximately HK\$0.2 million for the three months ended 31 March 2019.

## Profit for the Period

Profit for the period decreased by approximately HK\$1.8 million or 90.0% from HK\$2.0 million for the three months ended 31 March 2018 to HK\$0.2 million for the three months ended 31 March 2019. Such decrease was primarily attributable to the net effect of the decrease in revenue, gross profit, and increase administrative expenses, as discussed above.

# MANAGEMENT DISCUSSION AND ANALYSIS

## LIQUIDITY AND FINANCIAL RESOURCES

The current ratio decreased from approximately 2.0 times as at 31 December 2018 to 1.9 times as at 31 March 2019.

As at 31 March 2019, the Group had total borrowings of approximately HK\$18.6 million (31 December 2018: approximately HK\$9.5 million). The gearing ratio, calculated based on the interest-bearing liabilities divided by total equity at the end of the year/period and multiplied by 100%, increased from approximately 11.5% as at 31 December 2018 to approximately 22.6% as at 31 March 2019. The Group's financial position is sound and strong. With available bank balances and cash and bank credit facilities, the Group has sufficient liquidity to satisfy its funding requirements.

The Group's borrowings and bank balances are denominated in HK\$ and there was no significant exposure to foreign exchange rate fluctuations during the Relevant Period.

## TREASURY POLICY

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the Relevant Period. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

## CAPITAL STRUCTURE

The shares of the Company were listed on the GEM of the Stock Exchange on 4 July 2018. There has been no change in the capital structure of the Group since then. The share capital of the Company only comprises of ordinary shares.

As at the date of this report, the Company's issued share capital was HK\$8,000,000 and the number of its issued ordinary shares was 800,000,000 of HK\$0.01 each.

## COMMITMENTS

The Group's operating lease commitments amounted to approximately HK\$1,352,000 as at 31 December 2018, there is no such commitments as at 31 March 2019. The operating lease commitments of the Group as at 31 December 2018 were primarily related to the leases of its office premise and carpark spaces.

# MANAGEMENT DISCUSSION AND ANALYSIS

## FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at 31 March 2019, the Group did not have other plans for material investments and capital assets.

## MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the three months ended 31 March 2019, the Group did not have any material acquisitions or disposals of subsidiaries and affiliated companies.

## CONTINGENT LIABILITIES

The Group did not have any contingent liabilities.

## EXPOSURE TO EXCHANGE RATE FLUCTUATION

The Group's revenue generating operations are mainly transacted in HK\$. The Directors consider the impact of foreign exchange exposure to the Group is minimal.

## CHARGE OF GROUP'S ASSETS

As at 31 March 2019, the Group pledged certain amount of land and building and investments in life insurance policies to secure short-term bank borrowings and other general banking facilities granted to the Group.

## EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2019, the Group employed a total of 120 employees (31 December 2018: 119 employees). The staff costs, including Directors' emoluments, of the Group were approximately HK\$11.0 million for the three months ended 31 March 2019 (for the three months ended 31 March 2018: approximately HK\$8.4 million). Remuneration is determined with reference to market terms and the performance, qualification and experience of individual employee. Apart from basic remuneration, share options may be granted to eligible employees by reference to the Group's performance as well as individual contribution.

# MANAGEMENT DISCUSSION AND ANALYSIS

## USE OF PROCEEDS

The net proceeds from the listing, after deducting listing related expenses, were approximately HK\$25.2 million. An analysis of the utilization of the net proceeds from the Listing Date up to 31 March 2019 is set out below:

	Planned use of net proceeds as stated in the Prospectus HK\$ million	Actual use of net proceeds from Listing Date to 31 March 2019 HK\$ million
Reserved capital to satisfy the Group's potential customers' requirement for surety/performance bond	2.0	0.3
Further Strengthen the Group's manpower	7.4	1.2
Acquisition of additional machinery and equipment	7.5	0.2
Upgrading the Hong Kong office and workshop	5.7	1.4
General working capital	2.6	2.6

The business objectives, future plans and planned use of proceeds as stated in the Prospectus were based on the best estimation and assumption of future market conditions made by the Group at the time of preparing Prospectus while the proceeds were applied based on the actual development of the Group's business, the actual situation and the industry.

The Directors will constantly evaluate the Group's business objective and will change or modify plans against the changing market condition to ascertain the business growth of the Group.

# MANAGEMENT DISCUSSION AND ANALYSIS

## DISCLOSURE OF INTERESTS

### A. Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 31 March 2019, the Company was wholly owned by Advanced Pacific Enterprises Limited, which the ultimate owner is Mr. Heung Chung Sum.

As at the date of this report, interests or short positions of the Directors, chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or (ii) pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

#### (i) Long Position in the Company's Shares

Name of Director	Capacity	Number and class of securities held	Approximate percentage of shareholding
Mr. Heung Chung Sum	Interest in a controlled corporation	600,000,000 ordinary shares	75%

#### (ii) Long position in the ordinary shares of associated corporations

Name of Director	Name of associated corporations	Capacity	Number and class of securities held	Approximate percentage of shareholding
Mr. Heung Chung Sum	Advanced Pacific Enterprises Limited	Beneficial owner	2 ordinary shares	100%



# MANAGEMENT DISCUSSION AND ANALYSIS

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

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

Name	Capacity	Number and class of securities held	Long/short position	Approximate percentage of shareholding
Advanced Pacific Enterprises Limited	Beneficial owner	600,000,000 ordinary shares	Long	75%

Save as disclosed above, as at the date of this report and so far as is 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" 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 to Section 336 of the SFO.

## COMPETING AND CONFLICTS OF INTERESTS

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 period ended 31 March 2019.

## INTERESTS OF COMPLIANCE ADVISER

As notified by the compliance adviser of the Company, Red Sun Capital Limited ("Red Sun"), as at 31 March 2019, save for the compliance adviser agreement dated on 9 November 2017 entered into between the Company and Red Sun, neither Red Sun, its directors, employees and associates had any interests in relation to the Group which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules.

# MANAGEMENT DISCUSSION AND ANALYSIS

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the period ended 31 March 2019.

## CORPORATE GOVERNANCE CODE

Pursuant to the code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established.

Mr. Heung Chung Sum currently assumes the role of both chairman of the Company and chief executive of the Company. The Board considers that this structure could enhance efficiency in formulation and implementation of the Company's strategies. The Board will review the need of appointing suitable candidate to assume the role of chief executive when necessary.

As at 31 March 2019, save as disclosed above, the Company has 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.

## DIRECTORS' SECURITIES TRANSACTIONS

The Group has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standards of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiries of all the Directors and the Company was not aware of any noncompliance with the required standard of dealings regarding securities transactions by the Directors throughout the period ended 31 March 2019.

## DIVIDEND

The Board does not recommend the payment of dividend for the three months ended 31 March 2019.

# MANAGEMENT DISCUSSION AND ANALYSIS

## SHARE OPTION SCHEME

The Company has conditionally adopted a share option scheme on 4 June 2018 (“the Scheme”). The terms of the Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

No share options has been granted during the Relevant Period and there were no share options outstanding as at 31 March 2019.

## AUDIT COMMITTEE

The Company established an audit committee (“Audit Committee”) with its written terms of reference in compliance with the GEM Listing Rules, in accordance with provisions set out in the CG Code which are available on the websites of the Stock Exchange and the Company. The primary duties of the Audit Committee are to make recommendations to the Board on the appointment, reappointment and removal of the external auditor, to review and monitor the external auditor’s independence and objectivity and the effectiveness of the audit process in accordance with applicable standards, and to monitor the integrity of the Company’s annual report and interim financial reports before submission to the Board. The Audit Committee consists of three members, namely Mr. Chan Chi Hang, Dr. Ip Wai Hung, Mr. Ko, Wilson Wai Shun, all being independent non-executive Directors of the Company. Mr. Chan Chi Hang currently serves as the chairman of the Audit Committee.

The Audit Committee has reviewed this report and the unaudited condensed consolidated financial statements of the Group for the three months ended 31 March 2019.

By order of the Board  
**Tong Kee (Holding) Limited**  
**Heung Chung Sum**  
*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 6 May 2019

*As at the date of this report, the executive Directors are Mr. Heung Chung Sum and Mr. Chan Wai Hon, Alan, and the non-executive Directors are Ms. Heung Joe Yee, Ms. Heung Joe Tung, and the independent non-executive Directors are Dr. Ip Wai Hung, Mr. Ko, Wilson Wai Shun, and Mr. Chan Chi Hang.*