



合寶豐年
ALPHA ERA

ALPHA ERA INTERNATIONAL HOLDINGS LIMITED

合寶豐年控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock code: 8406

FIRST QUARTERLY REPORT

2019



CHARACTERISTICS OF 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.

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 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 Alpha Era International Holdings Limited (the “**Company**”) and together with its subsidiaries, the “**Group**”) 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.

FINANCIAL RESULTS

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

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 31 March 2019

	Note	For the three months ended 31 March	
		2019 RMB'000 (Unaudited)	2018 RMB'000 (Unaudited)
Revenue	3	46,750	37,304
Cost of sales		(36,682)	(29,520)
Gross profit		10,068	7,784
Other income and gains		31	24
Distribution and selling expenses		(2,873)	(1,801)
Administrative expenses		(4,330)	(4,381)
Profit before tax		2,896	1,626
Income tax expense	4	(602)	(215)
Profit for the period	5	2,294	1,411
Other comprehensive expense, net of income tax			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations		(731)	(874)
Other comprehensive expense for the period		(731)	(874)
Total comprehensive income for the period		1,563	537
		RMB cents	RMB cents
Earnings per share			
– Basic and diluted	6	0.29	0.18



CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 March 2019

	Attributable to the owners of the Company						
	Share capital RMB'000	Share premium RMB'000	Special reserve RMB'000	Statutory reserve RMB'000	Foreign currency translation reserve RMB'000	Retained profit RMB'000	Total equity RMB'000
Balance at 1 January 2019 (Audited)	6,969	26,558	17,429	4,866	1,008	33,452	90,282
Profit for the period	-	-	-	-	-	2,294	2,294
Other comprehensive expense for the period	-	-	-	-	(731)	-	(731)
Total comprehensive income for the period	-	-	-	-	(731)	2,294	1,563
Balance at 31 March 2019 (Unaudited)	6,969	26,558	17,429	4,866	277	35,746	91,845
Balance at 1 January 2018 (Audited)	6,969	26,558	17,429	3,318	(345)	14,338	68,267
Profit for the period	-	-	-	-	-	1,411	1,411
Other comprehensive expense for the period	-	-	-	-	(874)	-	(874)
Total comprehensive income for the period	-	-	-	-	(874)	1,411	537
Balance at 31 March 2018 (Unaudited)	6,969	26,558	17,429	3,318	(1,219)	15,749	68,804

NOTES TO UNAUDITED CONDENSED FINANCIAL RESULTS

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands under the Companies Law of the Cayman Islands as an exempted company with limited liability on 3 November 2015. The shares of the Company (the “**Shares**”) have been listed on the GEM with effect from 7 December 2017. Its parent and ultimate holding company is Nonton Limited (“**Nonton**”), a company incorporated in the British Virgin Islands (“**BVI**”) with limited liability and wholly-owned by Mr. Lee King Sun (“**Mr. Lee**”).

The addresses of the registered office and the principal place of business of the Company are Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands and Units 1903-04, Tamson Plaza, 161 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong, respectively.

The Company is an investment holding company. The Group is principally engaged in the manufacturing and sales of inflatable products and related accessories. Items included in the financial statements of each of the Group’s subsidiaries are measured using the currency of the primary economic environment in which the respective entity operates (the “**functional currency**”). The functional currency of the Company is Hong Kong dollars (“**HK\$**”). The unaudited condensed consolidated financial statements are presented in Renminbi (“**RMB**”), rounded to the nearest thousand, which is different from the functional currency of the Company as the Group’s dominated operations are substantially based in the People’s Republic of China (the “**PRC**”).

2. BASIS OF PREPARATION

The Group’s unaudited condensed consolidated financial statements have been prepared in accordance with the accounting policies, which conform the Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”), the disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the GEM Listing Rules. The unaudited condensed consolidated financial statements have been prepared under the historical cost convention.

The Group has applied the following new and amendments to HKFRSs and interpretation issued by the HKICPA for the first time in the current period:

HKFRS 16	Leases
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Venture
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments



3. REVENUE AND SEGMENT INFORMATION

HKFRS 8, Operating Segments, requires identification and disclosure of operating segment information based on internal financial reports that are regularly reviewed by the executive directors of the Company, being the chief operating decision maker, for the purpose of resources allocation and performance assessment. On this basis, the Group has determined that it only has one operating segment which is the manufacturing and sales of inflatable products and related accessories. Since this is the only operating segment of the Group, no further analysis for segment information is presented.

Revenue

	For the three months ended 31 March	
	2019	2018
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Revenue from customer		
– Sales of inflatable products and related accessories	46,750	36,539
– Sub-contracting income	–	765
	46,750	37,304

Geographical information

The following table sets out information about the geographical location of the Group's revenue from external customers. The geographical location of revenue is based on the locations of the customers.

	For the three months ended 31 March	
	2019	2018
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Revenue from external customers		
– China	1,812	5,229
– Europe	13,470	17,419
– Australia and Oceania	605	1,249
– North America	4,093	3,897
– Asia	26,351	8,914
– Central and South America	419	561
– Africa	–	35
	46,750	37,304

4. INCOME TAX EXPENSE

The amount of income tax expense in the condensed consolidated statement of profit or loss and other comprehensive income represents:

	For the three months ended 31 March	
	2019	2018
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Current tax for the period		
Hong Kong Profits Tax	491	114
PRC Enterprise Income Tax	50	126
Deferred tax	61	(25)
Total income tax recognised in profit or loss	602	215

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The Group is subjected to Hong Kong Profits Tax at a rate of 16.5%.

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for both years, unless preferential rate is applicable. A wholly-owned subsidiary of the Company located in the Zhongshan Zone is registered as a New and High Technology Enterprise and is entitled to the preferential corporate income tax rate of 15% for a period of 3 years.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.



5. PROFIT FOR THE PERIOD

Profit for the period has been arrived at after charging:

	For the three months ended 31 March	
	2019	2018
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Cost of inventories recognised as an expense	36,682	29,520
Depreciation of property, plant and equipment	422	405
Amortisation of intangible assets	26	30
Net foreign exchange losses	863	931
Operating lease payments in respect of rented premises	1,374	1,369
Employee benefits expense (including directors' emoluments)		
Salaries, wages and other benefits	8,530	8,173
Contribution to retirement benefits schemes	782	752
Total employee benefits expense	9,312	8,925

6. EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to the owners of the Company is based on the following data:

	For the three months ended 31 March	
	2019	2018
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Earnings		
Profit for the period attributable to the owners of the Company for the purpose of basic earnings per share	2,294	1,411
Number of shares	'000	'000
Weighted average number of ordinary shares for the purpose of basic earnings per share	800,000	800,000

The weighted average number of ordinary shares for the purpose of basic earnings per share for the three months ended 31 March 2019 and 31 March 2018 were derived from 800,000,000 ordinary shares in issue during the periods.

The diluted earnings per share is equal to the basic earnings per share as there is no dilutive potential ordinary share in issue during the three months ended 31 March 2019 and 2018.

7. DIVIDENDS

The Board does not recommend the payment of any interim dividend for the three months ended 31 March 2019. (2018: Nil)

The rate of dividend and the number of shares ranking for dividend are not presented as such information is not meaningful for the preparation of these consolidated financial statements.



MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND OUTLOOK

The Group is principally engaged in the manufacturing and sales of inflatable products and related accessories. Founded in 2003, the Group has over 10 years' experience in designing, manufacturing and marketing high quality inflatable playgrounds and other inflatable products. The Group manufactures its products in the production facilities in Dongcheng Industrial Zone located in Zhongshan City, Guangdong Province. The Group is committed to high standards of quality in all of its products and follow stringent quality control procedures throughout the production processes. Through years of effort in marketing and production, the inflatable products have been sold under various brands widely in various overseas markets.

In gratitude for the resources and experience accumulated by the Group's operation in past years and the efforts of the management team, both the revenue and gross profit margin performed well in the first quarter of this year. During the Period, the Group recorded an increase in revenue of approximately RMB9,446,000 or 25.3% as compared with that of the same period in 2018. The gross profit margin remained relatively stable at approximately 21.5% for the Period as compared to approximately 20.9% for the same period in 2018.

The profit for the Period was approximately RMB2,294,000, increased by approximately RMB883,000 or 62.6% compared with the profit for the three months ended 31 March 2018.

Looking ahead to the second quarter, the Company will commence trial productions for new products of various series, and at the same time, work closely with international distributors to establish an all-rounded marketing plan. The Group also plans to enhance the productivity to provide more high quality products with high added value for customers, which will boost the overall operating efficiency of the Group in the second half.



FINANCIAL REVIEW

Revenue

The Group's revenue was approximately RMB46,750,000 for the Period, representing an increase of approximately RMB9,446,000 or 25.3% as compared to the revenue for the same period in 2018 (2018: RMB37,304,000).

Revenue from the sales of inflatable playgrounds with air blowers for the Period was approximately RMB45,274,000 (2018: RMB32,879,000), increased by approximately RMB12,395,000 or 37.7% compared with the corresponding period, which accounted for approximately 96.8% of the total revenue (2018: 88.1%); revenue from the sales of other inflatable products for the Period was approximately RMB255,000 (2018: RMB1,052,000), decreased by approximately RMB797,000 or 75.8% compared with the corresponding period, which accounted for approximately 0.6% of the total revenue (2018: 2.8%); revenue from the sales of inflatable products related accessories and subcontracting work for the Period was approximately RMB1,221,000 (2018: RMB3,373,000), decreased by approximately RMB2,152,000 or 63.8%, which accounted for approximately 2.6% of the total revenue (2018: 9.1%).

An analysis of the Group's revenue for the Period by geographical location is set out in Note 3 to the unaudited condensed financial results.

Cost of sales

Cost of sales increased by approximately RMB7,162,000 or 24.3% to approximately RMB36,682,000 for the Period from approximately RMB29,520,000 for the corresponding period in 2018 which was in line with the increase in revenue.

Gross profit and gross profit margin

The Group recorded a gross profit of approximately RMB10,068,000 for the Period, an increase of approximately RMB2,284,000 as compared with the corresponding period (2018: RMB7,784,000). Gross profit margin remained relatively stable at approximately 21.5% for the Period as compared with approximately 20.9% for the corresponding period in 2018.

Other income and gains

Total other income and gains was approximately RMB31,000 for the Period, representing an increase of approximately RMB7,000 as compared with the corresponding period (2018: RMB24,000), mainly due to the increase in grants and subsidies from the PRC government of approximately RMB19,000, partially offset by a decrease in other income and gains of approximately RMB12,000.

Distribution and selling expenses

Total distribution and selling expenses was approximately RMB2,873,000 for the Period (2018: RMB1,801,000), an increase of approximately RMB1,072,000 or 59.5% as compared to the corresponding period in 2018. The increase was mainly resulted from: (i) increase in advertising and promotion expenses by approximately RMB700,000; and (ii) increase in freight and transportation expenses by approximately RMB335,000.



Administrative expenses

The administrative expenses was approximately RMB4,330,000 for the Period (2018: RMB4,381,000), a decrease of RMB51,000 or 0.1% as compared to the corresponding period in 2018.

Finance costs

No finance costs was recorded for the Period (2018: Nil).

Profit for the period

Profit for the Period was approximately RMB2,294,000, an increase of approximately RMB883,000 or 62.6% as compared with corresponding period (2018: RMB1,411,000).

Dividends

The Board does not recommend the payment of any interim dividend for the Period. (2018: Nil)

OTHER INFORMATION

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

As at 31 March 2019, the interests and short positions of the Directors and chief executive of the Company (the "**Chief Executive**") in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "**SFO**") as recorded in the register required to be kept under section 352 of SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuer as referred to in Rule 5.46 of the GEM Listing Rules (the "**Required Standard of Dealings**") or Rule 23.07 of the GEM Listing Rules are as follows:

Long positions in ordinary shares of the Company

Name of Director/ Chief Executive	Capacity/Nature of interest	Number of underlying Shares	Percentage of shareholding <i>(Note 2)</i>
Mr. Lee Kin Kee <i>(Note 1)</i>	Interest in a controlled corporation	172,244,000	21.53%

Notes:

- (1) Mr. Lee Kin Kee ("**Mr. Kevin Lee**") beneficially owns the entire share capital of Blink Wishes Limited. Therefore, Mr. Kevin Lee is deemed, or taken to be, interested in all the Shares held by Blink Wishes Limited for the purpose of the SFO.
- (2) The percentage is calculated on the basis of 800,000,000 shares in issue as at the date of this report.

Save as disclosed above, as at 31 March 2019, none of the Directors or the Chief Executive or their respective associates had any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Required Standard of Dealings.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL AND OTHER SHAREHOLDERS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 March 2019, so far as is known to the Directors and the Chief Executive and based on the public records filed on the website of the Stock Exchange and records kept by the Company, the interest and short positions of the persons or corporations (other than the Directors and the Chief Executive) in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO are as follows:

Long positions in ordinary shares of the Company:

Name	Capacity/Nature of interest	Number of underlying Shares	Percentage of shareholding <i>(Note 4)</i>
Nonton Limited	Beneficial owner	427,756,000	53.47%
Mr. Lee King Sun <i>(Note 1)</i>	Interest in a controlled corporation	427,756,000	53.47%
Ms. Chak Lai Hung Theresa <i>(Note 2)</i>	Interest of spouse	427,756,000	53.47%
Blink Wishes Limited	Beneficial owner	172,244,000	21.53%
Ms. Law Siu Ling <i>(Note 3)</i>	Interest of spouse	172,244,000	21.53%



Notes:

- (1) Mr. Lee King Sun ("**Mr. Lee**") beneficially owns the entire share capital of Nonton Limited. Therefore, Mr. Lee is deemed, or taken to be, interested in all the Shares held by Nonton Limited for the purpose of the SFO.
- (2) Ms. Chak Lai Hung Theresa ("**Ms. Chak**") is the spouse of Mr. Lee. Under the SFO, Ms. Chak is deemed to be interested in the same number of Shares in which Mr. Lee is interested.
- (3) Ms. Law Siu Ling ("**Ms. Law**") is the spouse of Mr. Kevin Lee. Under the SFO, Ms. Law is deemed to be interested in the same number of Shares in which Mr. Kevin Lee is interested.
- (4) The percentage is calculated on the basis of 800,000,000 shares in issue as at the date of this report.

Save as disclosed above, as at 31 March 2019, the Directors are not aware of any person or corporation (other than the Directors and the Chief Executive) who had any interest or short position in the shares or underlying shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of interests required to be kept by the Company under section 336 of the SFO.

SHARE OPTION SCHEME

The Company has conditionally adopted a share option scheme (the "**Share Option Scheme**") on 15 November 2017 pursuant to the written resolution of the shareholders of the Company on 15 November 2017 for the purpose of providing additional incentives to eligible participants for their contribution to the Group and/or enabling the Group to attract and retain best available personnel that are valuable to the Group.

No share option has been granted under the Share Option Scheme since its adoption to the date of this report.

COMPETING AND CONFLICT OF INTERESTS

None of the Directors, the controlling shareholders or substantial shareholders of the Company and their respective close associates has engaged in any business which competes or may compete, directly or indirectly, with the businesses of the Group, as defined in the GEM Listing Rules, or has any other conflict of interests with the Group during the Period.

INTERESTS OF THE COMPLIANCE ADVISER

As at 31 March 2019, as notified by the Company's compliance adviser, Frontpage Capital Limited (the "**Compliance Adviser**"), except for the compliance adviser agreement entered into between the Company and the Compliance Adviser, neither the Compliance Adviser nor its directors, employees or close associates has any interests in relation to the Company which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules.



DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct for dealing in securities of the Company by the Directors in accordance with Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries of all Directors, all Directors confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company during the Period.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's securities during the Period.

CORPORATE GOVERNANCE CODE

The Company has applied the principles and code provisions of the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules (the "CG Code"). During the Period, to the best knowledge of the Board, the Company has complied with the applicable code provisions of the CG Code.

AUDIT COMMITTEE

The audit committee (the "Audit Committee") was established on 20 June 2017 with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and code provision C.3.3 and C.3.7 of the CG Code. The Audit Committee currently comprises all three independent non-executive Directors of the Company and is chaired by Mr. Ho Hin Chung. The other members are Mr. Mao Guohua and Mr. Gan Minqing. The primary duties of the Audit Committee are mainly to review and supervise the financial reporting process and the internal control procedures of the Group.

The unaudited condensed financial results for the Period have not been audited by the Company's independent auditors, but have been reviewed by the Audit Committee. The Audit Committee is of the opinion that such results complied with the applicable accounting standards, GEM Listing Rules and that adequate disclosures have been made.

By order of the Board
Alpha Era International Holdings Limited
Huang Xiaodong
Chairman

Hong Kong, 14 May 2019

As at the date of this report, the Board comprises Mr. Huang Xiaodong and Mr. Xiao Jiansheng as executive Directors; Mr. Lee Kin Kee as non-executive Director; and Mr. Mao Guohua, Mr. Gan Minqing and Mr. Ho Hin Chung as independent non-executive Directors.